



DUKE OFFSHORE LIMITED

10/10/17

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

**Sub. :- Regulation 34 (1) of LODR, 2015 - Submission of
Annual Report for FY-2016-17
Ref. :- Scrip Code- 531471**

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of **DUKE OFFSHORE** for F.Y. 2016 - 2017 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For DUKE OFFSHORE

**Anil Kumar Tiwari
Compliance Officer**



Encl: as above

DUKE OFFSHORE LIMITED

CIN: - L45209MH1985PLC038300



31ST ANNUAL REPORT

2016-2017

Creating Excellence Globally

ISO 9001:2008 CERTIFIED

ANNUAL REPORT 2016-17

VISION

Duke Offshore Ltd shall be a professionally managed Indian multinational, committed to excellence, total customer satisfaction and enhancing shareholder value.

Duke Offshore shall be innovative, entrepreneurial and empowered team constantly creating value and achieving global benchmarks.

Duke Offshore shall foster a culture of caring, trust and continuous learning while meeting expectations of employees, stakeholders and the society.

CORPORATE SOCIAL RESPONSIBILITY

We are committed to fulfilling our Social, environmental and economic responsibilities for sustainable development. Towards this, we shall:

Continue to ensure ethics and transparency in our engagements with stakeholders and advocate responsible business practices.

Incorporate social and environmental considerations in our business practices.

Foster a culture of trust and caring to enhance the well being of employees and communities.

Promote social equity and partner with communities in welfare and skill building.

Conserve natural resources, reduce the impact of climate change and enhance energy efficiency.

Adopt sustainable and resource efficient processes and provide value added products and services.

BOARD OF DIRECTORS

Mr. Avik Duke	: Chairman & Managing Director
Mr. Shaival Trivedi	: Executive Director & CFO
Mr. Pramod D. Patekar	: Independent Director
Adv. Sujay N. Kantawala	: Independent Director
Ms. Harshika S. Katariya	: Independent Director

Registered Office : 403, Urvashi, Off. Sayani Road, Prabhadevi, Mumbai - 400 025.

Ph.: 022-2422 1225 / 022-2436 5789 | **Fax** : 022-2422 7606

Website : www.dukeoffshore.com | **E-mail** : info@dukeoffshore.com

BANKERS : IDBI Bank Ltd., Prabhadevi Branch

AUDITORS

D. B. Ketkar & Company, Chartered Accountants
202, Rajnigandha Apartment, Off Senapati Bapat
Road, Dadar (West), Mumbai, Maharashtra 400028.
Ph.No: 022-40048262

REGISTRAR AND SHARE TRANSFER AGENTS **PURVA SHAREGISTRY INDIA PVT. LTD.**

9, Shiv Shakti Industrial Estate,
Gr. Floor, Sitaram Mill Compound,
J. R. Boricha Road, Lower Parel,
Mumbai - 400 011.
Tel.: 2301 6761 / 2301 8261

<i>Contents</i>	<i>Page No.</i>
Notice & Annexure to Notice	01
Director's Report	07
Extract of Annual Return	14
Secretarial Audit Report & Annexure A	19
Report on Corporate Governance & Certificate	21
Independent Auditor's Report with Annexure A&B	30
Balance Sheet	36
Statement of Profit & Loss	37
Cash Flow Statement	38
Notes Forming Part of Financial Statements	39
Proxy Form	51
Attendance Slip	53
Polling Paper	54

NOTICE

Notice is hereby given that **31ST Annual General Meeting** of the Members of the **DUKE OFFSHORE LIMITED [CIN: L45209MH1985PLC038300]** will be held on **Thursday 28TH September, 2017 at 12.00 Hrs.**, at the Register office of the company at 403-Urvashi, Off Sayani Road, Prabhadevi, Mumbai 400025 to transact the following Business.

Ordinary Business :

1. To consider and adopt the audited financial statement of the Company for the Financial Year Ended March 31, 2017, the reports of the Board of Directors and Auditors thereon, and;
2. To consider dividend payable at Rs.1/- per Equity Shares, subject to approval of shareholders of the Company, and;
3. Ratification of Appointment of Auditors:

To appoint Auditors and to fix their remuneration by passing the following Resolution with or without modification(s), as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of, M/s D. B. Ketkar & Company, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 34th AGM of the Company to be held in the year 2020 and the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix their remuneration."

Special Business:

4. Change in capital clause:-

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules framed there under and subject to amendments thereto from time to time and subject to such approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Share Capital Clause of Memorandum of Association of the Company, The authorized Share Capital of the Company be and is hereby increased from the present Authorized Share Capital of Rs. 5,25,00,000/- (Rupees Five Crore Twenty Five Lacs) divided into 52,50,000 Equity Shares of Rs. 10/- each to Rs. 30,00,00,000/ (Rupees Thirty Crore) divided in 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each pari passu with existing shares which shall read as under:

The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby severally authorized to make necessary changes in the Capital clause of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution."

5. Change in Remuneration of Mr. Avik George Duke, Managing Director

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Avik George Duke, Managing Director be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st October, 2017 for the remaining period.

Remuneration to Managing Director : Do not exceed amount Rs. 8,00,000/- per month in line with



Global Standard. The final remuneration and perks will be finalized by the Remuneration Committee of the Company in accordance with Ministry of Corporate Affairs norms.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity: as per company policy.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Avik George Duke, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.

RESOLVED FURTHER THAT all of the Directors be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Mumbai and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above.”

By the order of the Board
For **DUKE OFFSHORE LIMITED**
Sd/- Avik George Duke
Managing Director
DIN: 02613056

Place : Mumbai
Date : 30.05.2017

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3.

M/s. D. B. Ketkar & Company, Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company for the financial year 2015-2016 to 2019-2020 at the Annual General Meeting (AGM) of the Company held on 30th September, 2016.

As per provisions of Section 139(1) of the Companies Act 2013, & other applicable sections their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 3 of the Notice. The Board commends the Resolution at Item No. 3 for approval by the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item No. 4

Consequent to the sub-division of the shares, the Capital Clause V of the Memorandum of Association of the Company are required to be altered by amending Clause V of Memorandum of Association detailed in the resolution. As per the provision of section 13, 61 read with rules framed there under, approval of shareholder is required for change of clause V of Memorandum of Association. Hence the Board recommends the above resolution set out in Item No. 4 of the Notice for your Approval by way of Special Resolution. None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

Item No. 5

The company has completed the annual performance appraisal of all the employees of the company including senior management. Hence the Board of Directors is requesting your approval for the revise in the remuneration of Managing Director. Except Mr. Avik George Duke, none of the Directors are interested or concerned in this resolution.

NOTE:

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 him/her 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. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
4. The Register of Member & Share Transfer Book of the company will remain closed from **Thursday, 21st September, 2017 to Thursday 28th September, 2017 (both days inclusive)**.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
9. Members are requested to bring their copies of Annual Report to the meeting.
10. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
11. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company is pleased to provide the member the facility to exercise their right to vote at 31st Annual General Meeting by electronic means. The Business may be transacted through e-voting service provided by NSDL. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 21st September, 2017, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).
12. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **25th September, 2017 and ends on 27th September, 2017, at 5.00 pm**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 21st September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Name of the company".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Sanjay.bhatia2009@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting :

Electronic Voting Sequence Number (EVSN)	USER ID	PASSWORD

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21st September, 2017**.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21st September, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.



- XIII. Mr. Sanjay Bhatia, Advocate High Court, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the BSE and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

The period for e-voting starts on Monday, 25th September, 2017 to Wednesday 27th September, 2017 and E-voting shall be disabled by NSDL at 5:00 p.m.

In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholder on NSDL E-Voting website: www.evoting.nsdl.com You can also send your queries/ grievances relating to e-voting to the e-mail ID:- evoting@nsdl.co.in

Registered office of the Company:

403, Urvashi, Off. Sayani Road,
Prabhadevi, Mumbai - 400 025.
Phone: 022 2422 1225 / 24365789
Email: info@dukeoffshore.com
Website: <http://dukeoffshore.com>

Share Transfer Agents

Purva Sharegistry (India) Pvt Ltd
Unit no 9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400 011.
Email: busicomp@vsnl.com

Place : Mumbai
Date : 30.05.2017

By the order of the Board
For **DUKE OFFSHORE LIMITED**
Sd/- Avik George Duke
Managing Director
DIN: 02613056

DIRECTOR'S REPORT

To,
The Members,

Your Directors have pleasure in presenting the Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2017.

FINANCIAL HIGHLIGHTS (Rs. In Lacs)

Particulars	2016-17 ₹	2015-16 ₹
Revenue From Operation	67,657,630	97,850,134
Other Income	1,233,069	1,554,593
Profit For the year before Tax and Exceptional / Extraordinary Item	13,941,976	36,927,793
Exceptional Items	-	-
Profit For the year before Tax	13,941,976	36,927,793
Provision for Taxation		
Current Tax	1,639,551	10,938,590
Deferred Tax	3,670,401	1,600,648
Profit After Tax	8,632,024	24,388,556
Profit brought forward from Previous Year	77,046,620	54,148,039
Profit available for Appropriation	85,678,644	78,536,595
Less: Appropriations		
Transferred to General Reserve	-	-
Proposed Dividend (Including Tax)	-	-
Interim Dividend (Including Tax)	-	1,489,975
Profit Carried to Balance Sheet	85,678,644	77,046,620

STATE OF COMPANY AFFAIRS:

This year has been a tough year for the offshore oil and gas industry. Many offshore companies have suffered drastically. These fluctuating fortunes have severely impacted the oil and gas industry. New projects of several oil and gas majors have been put on hold or postponed. However, we are pleased to announce that your company has managed to sustain its self in these testing conditions, whilst continuously growing its fleet and asset base. This is a true testament to the flexibility and foresight of our company to service both the near shore work and our contacts in the offshore oil and gas industry.

As a matter of fact your company has acquired a state of the art crew/patrol vessel from Singapore this year.

Being in the niche business and specializing in the marine security business your company continues to plan and expand its fleet in the coming financial year.

The company is also on the brink of getting several prestigious contracts and will continue to strive towards positive growth as we have regularly being doing.

CHANGE OF BUSINESS IF ANY:

Your company continues to dominate the marine security business in India and is also looking to expand further into the oil and gas market with Anchor handling tugs, survey and Platform supply vessels.

With the announcement of the Mumbai sea road and trans harbor link bridge from Sewri to Nhava Sheva our company will be starting a dredging support division to use our vessels for marine infrastructure development.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Section 125 of the Companies Act, 2013 as amended from time to time, mandates that companies transfer dividend that has been unclaimed for a period of seven years from unpaid dividend account to the " Investor Education and Protection Fund (IEPF) ". In accordance with the provisions company will transfer the amount of unpaid dividend to IEPF timely.

MATERIAL CHANGES AND COMMITMENTS

The particulars as required under the provisions of Section 134(3)(l), following changes have occurred which have affected the financial position of the company occurred between 31st March 2017 and the date of Board's Report.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information.

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2016-17, the Company held 5 board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

S No.	Date of Meeting	Board Strength	No. of Directors Present
1	8th April, 2016	100%	5
2	30th May, 2016	100%	5
3	29th July, 2016	100%	5
4	27th October, 2016	100%	5
5	17th January, 2017	100%	5

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. 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 the end of the financial year and of the profit and loss of the company for that period.
- c. 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.
- d. The directors have prepared the annual accounts on a going concern basis; and
- e. The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

AUDITORS and REPORT thereon

M/s D. B. Ketkar & Co., Chartered Accountants were appointed as Statutory Auditors for the F.Y. 2016-17 in the Annual General Meeting held on 30th September, 2016, and their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

Note: Above details may be suitably modified based on the following event.

1. Information about change of Auditor, if any during the year may be included.
2. Information about the proposal of the shareholders for appointment of new Auditors.
3. Rotation of Auditors in respect of certain classes of Companies.

There are no qualifications or adverse remarks in the Auditors Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2017 is annexed herewith for your kind perusal and information.

LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable

RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the

Sr. No.	Name	Designation
1	Mr. Avik G. Duke	Chairman & Managing Director
2	Mr. Shaival Trivedi	Executive Director & CFO
3	Sujay N. Kanatawala	Independent Director
4	Mrs. Harshika Kataria	Independent Woman Director
5	Mr. Pramod Patekar	Independent Director

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy and Technology absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology

absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

(a) Conservation of energy:

Steps taken / impact on conservation of energy, with special reference to the following:

1. Steps are being taken by the company for utilizing alternate sources of energy and re-cycling waste on board our vessels.
2. We have cut down our use of plastics and paper by over 30% in the last one year.

(b) Technology absorption:

1. Your company uses high speed technologically advanced high speed vessels.
2. Our company continues to benefit from this technology by staying in a niche market.
3. Being a forward technological company we benefit from having the best clients in the offshore and marine industry.

(c) Foreign Exchange Earnings and Outgo

	31st March 2017	31st March 2016
Type of Income	Rs.	Rs.
Marine & Offshore Income	54659618	65901970
Total	54659618	65901970

Type of Expenses	31st March 2017	31st March 2016
a. Foreign Travelling	287527	285564
b. Import of Spares for Marine Vessel	1735011	12450521
c. Import of Marine Vessels - Duke Sprint	125737863	0
Total	130070810	12736085

RISK MANAGEMENT:

The price of crude oil declined significantly this year. Forecasts predict an upward trend in the coming years. To mitigate this risk your company continues to concentrate on near shore and harbor activity to offset the slowdown in the oil and gas industry.

With an increase in fleet strength mechanical failures can hinder income. Your company continues to improve it's maintenance ability and focus on a NIL downtime performance as it has done last year.

DIRECTORS and KMP :
Remuneration to the Key Management Personnel (KMP)

(Amount in Rs.)

Sr. No.	Name	Designation	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Mr. Avik G. Duke	Chairman & Managing Director	2,700,000	2,700,000
2	Mr. Shaival Trivedi	Executive Director & CFO	21,00,000	1,360,218
3	Mr. Suresh Pawar	Director	-	720,000
	Total		4,800,000	4,780,218

DEPOSITS/PUBLIC DEPOSITS

The company has not accepted any deposits during the year.

CORPORATE SOCIAL RESPONSIBILITY

As per Section 135(5) of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and schedule VII of the Companies Act, 2013, the company has duly constituted CSR Committee. The committee has decided the activities to be undertaken by the company and the expenditures to be incurred on the same and recommended the same to the board therefore the board approved the CSR policy.

ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

INDEPENDENT DIRECTORS AND DECLARATION

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

S.No	Name	Designation appointment	Date of cessation	Date of Cessation	Mode of Cessation
1	Mr. Sujay Nitin Kantawala	Independent Director	25/09/2014	N.A	N.A
2.	Ms. Harshika S. Katariya	Independent Woman Director	23/03/2015	N.A	N.A
3.	Mr. Pramod Patekar	Independent Director	07/12/2004	N.A	N.A

REMUNERATION POLICY - Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Any director who is in receipt of any commission from the company and who is a managing director or whole time director of the company shall not be disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company .(section 197 (14))

Remuneration to Non Executive Directors:

No remuneration has been paid to Non-executive Directors of the company during the year.

The company shall disclose the number of shares and convertible instruments held by non-executive Directors.

VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013, and as per the Clause 49 of the Listing Agreement, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company has a well-established framework of internal operational and financial controls, including suitable monitoring procedures systems which are adequate for the nature of its business and size of the operations.

CORPORATE GOVERNANCE REPORT :

Your Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

The Report on corporate governance as stipulated under clause 49 of the Listing Agreement forms the part of the Annual Report

The requisite certificate from the Practicing Company Secretary confirming the completion of condition on Corporate Governance.

MANAGEMENT'S DISCUSSIONS AND ANALYSIS:

1. Industry Trends and Developments

The year 2016-17 has been a mixed year for global marine market. Your company continues to face an increase in requirement for specialized offshore vessels globally for surveillance, survey, transportation of crew and materials through water ways and for vessels for security purpose and this trend will continue to grow.

Your Company's range of professional services and superior vessel management ensure that your company is on a continuous growth curve in the long term outlook.

2. The year in perspective:

Your Company has made remarkable progress with ongoing projects in chartering the Fast Interceptors Crafts/Vessels for guarding the offshore borders and for transportation of men and materials through water ways and is planning to expand the same by entering into contract with other Companies apart from Government for provided support service vessels for patrolling.

Your company has acquired a state of the art patrol/crew vessel and will continue to expand it's fleet during the coming years.

3. Future Prospects & Outlook:

The Management of the Company are cautiously optimistic about future growth prospects and working towards new project, facilities expansion and most importantly, understanding the changing customers preference and demands and fostering long term profitable relationship with Customer.

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.

5. Human Resources and Industrial Relations –

The Board wishes to express its deep appreciation to all employees in your Company for their contributions to your Company during the year. Harmonious relations continued to prevail 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.

Financial Condition and Operational Performance

5.1 Share Capital

The Company has at present only one class of shares. The authorized share capital is 52, 50,000 Equity shares of Rs. 10/- each, constituting to Rs. 5,25,00,000/-. There was no increase in the paid up capital of Rs. 52,500,000/- during the year under review. outstanding at the year end to 49,783,000 equity shares of Rs.10/- each.

5.2. Fixed Assets

During the year 2016-2017 the Company has added INR 14, 30, 29,614/- to the gross block of assets.

5.3. Net Worth

The Net Worth for the year ended March 31, 2017 is INR 1,44,111,271/- compared to the Net worth of INR 135,747,620/- for the same period last year registering overall improvement in the Net Worth.

The Net Worth has been increased by 20.29 % compared to previous year 26.65%.



5.4. Revenues

In the year under review the total revenue of the Company was INR 68,890,698/- compared to INR 99,404,727/- for the same period in the previous year.

5.5. Operating Profit (EBIDT)

The Company earned operating profit of INR 308,74,298/- and continues to declare profit yearly.

5.6 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.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

Place : Mumbai
Date : 30.05.2017

By the order of the Board
For **DUKE OFFSHORE LIMITED**
Sd/- Avik George Duke
Managing Director
DIN: 02613056

ANNEXURE -C TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

I REGISTRATION AND OTHER DETAILS

i) CIN	L45209MH1985PLC038300
ii) Registration Date	12.12.1985
iii) Name of the Company	DUKE OFFSHORE LTD
iv) Category / Sub-Category of the Company	Public Company / Limited by shares
v) Address of the Registered office and contact details	403, Urvasi Hsg. Society Ltd., Off. Sayani Road, Prabhadevi, Mumbai – 400 025 Ph. : 022 - 2422 1225 / 022 - 2436 5789 Fax : 022 - 2422 7606
vi) Whether listed company	Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	PURVA SHAREGISTRY INDIA PVT. LTD 9, Shiv Shakti Industrial Estate Gr. Floor, Sitaram Mill compound, J. R. Boricha Road, Lower Parel, Mumbai – 400 011. Tel.:- 2301 6761 / 2301 8261
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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Name and Description of main products / services

Marine Offshore Vessels Service

% to total turnover of the Company

100%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES Not Applicable as the Company has no Subsidiary and Associates Companies		IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)				% Change during the year
i) Category-wise Share Holding		No. of Shares held at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)				
Category of Shareholders	Total	% of Total Shares	Demat	Physical	Total	
A Promoters/Promoters Group						
(1) Indian						
a) Individual / HUF	3,479,900	70.61	3,479,900	-	3,479,900	70.61
b) Central Govt.	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-
Sub-total (A)(1):	3,479,900	70.61	3,479,900	-	3,479,900	70.61
(2) Foreign						
a) NRIs – Individuals	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-
Sub-total (A)(2):	-	-	-	-	-	-
Total shareholding of Promoter/Promoters Group (A) = (A)(1)+(A)(2)	3,479,900	70.61	3,479,900	-	3,479,900	70.61
B. Public Shareholding						
(1) Institutions						
a) Mutual Funds	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-
i) Other (Qualified Foreign Investor)	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)			% Change during the year			
	Demat	Physical	Total				
(2) Non-Institutions	Total	% of Total Shares	% of Total Shares				
a) Bodies Corp.							
i) Indian	75805	1.54	48922	8900	57822	1.17	-0.36
ii) Overseas	-	-	-	-	-	-	-
b) Individuals							
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	1007873	20.45	739030	297700	1036730	21.03	0.59
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	291238	5.91	162712	39600	202312	4.10	-1.80
c) Others (Foreign National,							
* N.R.I. (NON-REPAT)	3,499	0.07	5530	0	5530	0.11	0.04
* N.R.I. (REPAT)	15195	0.31	9196	0	9196	0.19	-0.12
* FOREIGN CORPORATE BODIES	-	-	-	-	-	-	-
* TRUST -	-	-	-	-	-	-	-
* HINDU UNDIVIDED FAMILY	25420	0.52	65378	0	65378	1.33	0.81
* EMPLOYEE	-	-	-	-	-	-	-
* MARKET MAKER	-	-	-	-	-	-	-
* CLEARING MEMBERS	29670	0.60	71732	0	71732	1.46	0.85
* DEPOSITORY RECEIPTS	-	-	-	-	-	-	-
* OTHER DIRECTORS & RELATIVES	-	-	-	-	-	-	-
Sub-total (B)(2):	1,448,700	29.39	1,102,500	346,200	1,448,700	29.39	-
Total shareholding of Promoter/Promoters Group (B) = (B)(1)+(B)(2)	1,448,700	29.39	1,102,500	346,200	1,448,700	29.39	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,928,600	100.00	4,582,400	346,200	4,928,600	100.01	-
ii) Shareholding of Promoters/Promoters Group							
Sr. Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2016 i.e. on the basis of SHP of March 31, 2017)	% of total Shares of the Company	No. of Shares	% of Shares Pledged / encumbered to total shares	Shareholding at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)	% of Shares Pledged / encumbered to total shares	change in share holding during the year
1 GEORGE ALBERT DUKE	-	51.25	2,526,100	-	-	-	-
2 KOMAL DUKE	-	13.64	672,165	-	-	-	-
3 AVIK GEORGE DUKE	-	5.71	281,635	-	-	-	-
TOTAL	-	-	3,479,900	-	70.61	-	-

(iii) Change in Promoters'/Promoters' Group Shareholding (please specify, if there is no change)			
Sr. No.	Shareholder's Name	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	% of total Shares of the Company
	At the beginning of the year	-	-
	Date wise Increase / Decrease in		
	Promoters Share holding during the year		
	specifying the reasons for increase /		
	decrease (e.g. allotment/ transfer /		
	bonus/sweat equity etc)		
	TOTAL	-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sr. No.	Shareholder's Name	Change in Shareholding (No. of Shares)		Shareholding at the end of the year	
		Increase	Decrease	No. of shares	% of total shares of the Company
1	GEORGE ALBERT DUKE			25,26,100	51.25
2	KOMAL DUKE			6,72,165	13.64
3	AVIK GEORGE DUKE			2,81,635	5.71

(v) Shareholding of Directors and Key Managerial Personnel:					
Sr. No.	Name of Director and KMP	Change in Shareholding (No. of Shares)		Shareholding at the end of the year	
		Increase	Decrease	No. of shares	% of total Share of the Company
	Director				
1	AVIK GEORGE DUKE	-	-	281,635	5.71
	KMPs	NIL	NIL	NIL	NIL

V INDEBTEDNESS		RS. NIL
Indebtedness of the Bank including interest outstanding/accrued but not due for payment		
VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:		
Sr No.	Particulars of Remuneration	Total
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Fixed pay, pension, LTA, Bonus and medical) (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (b) Profit in lieu of salary u/sn 17(3) Income-tax Act, 1961	2700000
2	Stock Option	
3	Sweat Equity	
4	Commission	
5	Other	
B. Remuneration to other directors:		2100000
C. Remuneration to Key Managerial Personnel other than MD/IMANAGER/WTD		
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES		NIL
		NIL

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members of

Duke Offshore Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Duke Offshore Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Duke Offshore Limited** (hereinafter called "The Company") 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, we hereby report that in our opinion, the Company has, during the audit period covering from 1st April, 2016 to 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Duke Offshore Limited** for the period covering from 1st April, 2016 to 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - Not Applicable to the Company.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) :-
 - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other specifically applicable laws to the Company during the period under review;
 - (i) Income Tax Act, 1961;
 - (ii) Negotiable Instrument Act, 1881;
 - (iii) Information Technology Act, 2000;
 - (iv) Professional Tax
 - (v) Tax Deducted at Source
 - (vi) Value Added Tax (VAT) & Central Sales Tax (CST)

We have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with The BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above except the following:

1. It is observed that as per section 138 of the companies act, 2013 & as per Chapter IX (Accounts of Companies), necessitated that every listed company shall be required to appoint an internal auditor, who shall either be a chartered accountant or a cost accountant, or such other professional as may be decided by the Board to conduct internal audit of the functions and activities of the company and company is in process of appointing Internal Auditor.

2. It is observed that as per Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 necessitated that every listed company has to mandatorily have a Company Secretary in whole time employment but company has not complied till date.

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report 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.

Place : Mumbai
Date : 30.05.2017

For Ravi Kothari & Associates
Company Secretaries
Sd/- Ravi Dinesh Kothari
Practicing Company Secretary
Membership No: 34207
Certificate of Practice Number: 12773

Annexure D

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY:

Your Company has been practicing the principal of good corporate governance over the years. It is committed to follow sound systems to support healthy business growth. The Company has complied with the recommendations of the code of corporate governance. Your Company is also committed to adherence to highest standards of corporate governance both in letter and in spirit.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time.

2. BOARD OF DIRECTORS:

1. As on March 31, 2017, the Company has five directors. Out of the Five Directors, Three are non-executive and independent directors. The composition of the board is in conformity with Clause 49 of the Listing Agreement entered into with the stock exchange.
2. None of the directors on the board is member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2017 have been made by the directors.
3. Independent directors are non-executive directors as defined under Clause 49(II) (B) (1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Companies Act 2013.

a) Composition and Category:

The Board of Directors of the Company comprises of a fair number of Independent Professionally competent and acclaimed Non Executive Directors as on 31st March, 2017 as per the details given as under:

Avik George Duke	-	Managing Director & Promoter
Shaival Suresh Trivedi	-	Executive Director & CFO
Sujay N. Kantawala	-	Non-Executive & Independent Director
Pramod D. Patekar	-	Non-Executive & Independent Director
Harshika S. Katariya	-	Non-Executive woman Independent Director

(b) Board Meetings, Attendance & committee Memberships:

The name and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships / Chairmanships held by them in Indian Public Companies (including the Company) as at March 31st, 2017 are given below:

Name of Director	Category of Directorship	Attendance at		No. of Directorships in Public Companies (Including the Company)	No. of committee positions held in Public Companies (Including the Company)	
		Board Meetings	Last AGM		Chairman	Member
Mr. Avik George Duke	Executive & Promoter	5	Yes	-	-	-
Mr. Shaival Suresh Trivedi	Executive Director & CFO	5	Yes	-	-	-
Adv. Sujay N. Kantawala	Non-Executive & Independent Director	5	Yes	-	-	2
Mr. Pramod D. Patekar	Non-Executive & Independent Director	5	Yes	-	-	2
Ms. Harshika S. Katariya	Non-Executive & Independent Director	5	Yes	2	-	2

c) Number of Board Meetings held and dates on which held:

During the financial year ended 31st March, 2017, Five (5) Board Meetings were held and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held: 8th April 2016, 30th May 2016, 29th July 2016, 27th October, 2016 and 17th January 2017.

- The necessary quorum was present for all the meetings.
- The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.
- During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.
- The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

3. AUDIT COMMITTEE:

A. Composition and attendance

The Audit Committee comprises of Three Non Executive, namely Mr. Sujay N. Kantawala (Chairman) , Ms. Harshika S. Katariya & Mr. Pramod D. Patekar respectively.

The Committee has met Five (5) times and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

8th April 2016, 30th May 2016, 29th July 2016, 27th October, 2016 and 17th January 2017 during the year ended 31st March 2017. The Statutory Auditors are Invitees to the Meeting.

Details of attendance of each Director at the Audit Committee Meetings are given below:-

Name of the Member	Position	Category	Meeting attendance
Mr. Sujay N. Kantawala	Chairman	Non-Executive Independent Director	5
Ms. Harshika S. Katariya	Director	Non-Executive Independent Director	5
Mr. Pramod D. Patekar	Director	Non-Executive Independent Director	5

B. Terms of Reference

The brief terms of reference of the Audit Committee include: -

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval,
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval; with particular reference to:
 - a. Matters required to be 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 Management
 - d. Significant adjustments made in the financial statements arising out of 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
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems; Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- 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;
- To review the functioning of the Whistle Blower mechanism;
- 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;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

A. Composition and attendance

The Remuneration committee was reconstituted as The Nomination and Remuneration Committee according to the provisions of the Act and Clause 49 of the Listing Agreement. The committee comprises of three Directors as on 31st March, 2017 i.e Mr. Pramod D. Patekar (Chairman of the Committee), Mr. Sujay N. Kantawala & Ms. Harshika S. Kataria are members of the committee respectively.

The Committee has met Five (5) times during the financial year ended 31st March 2017 i.e. on 8TH April 2016, 30th May 2016, 29th July 2016, 27th October, 2016 and 17th January 2017.

Name of the Member	Position	Category	Meeting attendance
Mr. Sujay N. Kantawala	Chairman	Non-Executive Independent Director	5
Ms. Harshika S. Katariya	Director	Non-Executive Independent Director	5
Mr. Pramod D. Patekar	Director	Non-Executive Independent Director	5

B. Terms of Reference

The broad terms of reference of the nomination and Remuneration Committee are as under:

- Recommend to the board the set up and composition of the board and its committees. Including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act)

and executive team members of the Company (as defined by this committee).

- Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include "formulation of criteria for evaluation of independent directors and the board".
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization program for directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

C. Remuneration Policy:

Subject to the approval of the Board of Directors and subsequent approval by the members at the General Meeting and such authorities as the case may be, remuneration of Managing Director and Whole time Directors is fixed by the Remuneration Committee. The remuneration is decided by the Remuneration Committee taking into consideration various factors such as qualifications, experience, expertise, prevailing remuneration in the competitive industries, financial position of the company etc.,

5. STAKEHOLDER RELATIONSHIP COMMITTEE:

A. Composition and attendance:

Five (5) meetings of the committee were held during the year i.e on 8TH April 2016, 30th May 2016, 29th July 2016, 27th October, 2016 and 17th January 2017.

The composition and attendance of Stakeholders Relationship Committee as on 31st March 2017 is given below. The quorum for functioning of the committee is any two (2) directors Present:

Name of the Member	Position	Category	Meeting attendance
Mr. Sujay N. Kantawala	Chairman	Non-Executive Independent Director	5
Ms. Harshika S. Katariya	Director	Non-Executive Independent Director	5
Mr. Pramod D. Patekar	Director	Non-Executive Independent Director	5

B. Terms of Reference:

The Company has a Stakeholder Relationship Committee to look into redress of Investors Complaints and requests such as delay in transfer of shares, non receipt of Dividend, Annual Report, revalidation of Dividend warrants etc.,

The committee deals with various matters relating to:

- Transfer / transmission of shares
- Issue of Share certificate in lieu of lost, sub-divided, consolidated, rematerialized or defaced certificates.
- Consolidation / splitting of folios
- Review of shares dematerialized and all other related matters.
- Investors grievance and redressal mechanism and recommend measures to improve the level of investor's services.

C. Information on Investor Grievances for the period from 1st April, 2016 to 31st March 2017:

There are no outstanding complaints at the close of financial year which were received from shareholders during the year. The Company has no transfers pending at the close of the financial year.

The total no. of complaints received and complied during the year were:

Opening	:	Nil
Complaints Received	:	Nil
Complied	:	Nil
Pending	:	Nil

The complaints are generally attended to within seven days from the date of receipt of the complaint, as communicated by the Registrar and Share Transfer Agent i.e. **Purva Sharegistry (India) Private Limited**. The Outstanding complaints as on 31st March 2017 - Nil

D. Compliance Officer:

Mr. Anil Kumar Tiwari is the Compliance Officer for complying with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 1992 and the Listing Agreement with the BSE Ltd.

6. GENERAL BODY MEETINGS:

The last three Annual General Meetings of the Company were held as under:

Year	Location	Day And Date	Time
2016	403-Urvashi, Off Sayani Road, Prabhadevi, Mumbai - 400025	Friday, 30 Sep. 2016	12.00 P.M
2015	403-Urvashi, Off Sayani Road, Prabhadevi, Mumbai - 400025	Monday, 14 Sep. 2015	10.00 A.M.
2014	403-Urvashi, Off Sayani Road, Prabhadevi, Mumbai - 400025	Thursday, 25 Sep. 2014	10.00 A.M.

7. DISCLOSURES

Related Party transactions

a. During the period under review, besides the transactions reported in the Notes to Accounts to the Financial Statements, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

b. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

No penalty, or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years, since all applicable requirements were fully complied with.

c. Accounting treatment in preparation of Financial Statements:-

The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

d. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee.

e. Reconciliation of share capital audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f. **Code of Conduct**

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company.

8. **SUBSIDIARY COMPANIES**

The audit committee reviews that there is no Subsidiary Companies.

9. **MEANS OF COMMUNICATION:**

Financial Result	Un-Audited / Audited	Financial Result Published in:
First Quarter	Un-Audited	Free Press Journal & Navshakti
Second Quarter	Un-Audited	Free Press Journal & Navshakti
Third Quarter	Un-Audited	Free Press Journal & Navshakti
Fourth Quarter	Audited	Free Press Journal & Navshakti

Note: Un-audited Financial Results were intimated to Stock Exchanges within 45 days of first three quarters and Audited Financial Results for the last quarter / financial year ending within 60 days of close of financial year.

10. **General Information for Shareholders:**

- (i) Annual General Meeting : Thursday 28th September, 2017 at 12.00Hrs.
Venue : 403-Urvashi, Off Sayani Road,
Prabhadevi, Mumbai -400 025.
- (ii) Book Closure Date : From **Thursday 21st September, 2017 to Thursday 28th September, 2017**
(Both the days inclusive)
- (iv) Equity shares listed on Stock Exchanges : Bombay Stock Exchange Ltd., Mumbai
Note: The Annual listing fees as prescribed have been already paid to the BSE Limited, Mumbai, for the year 2016-17.
- (v) **Company Registration Details:**
The Corporate Identity Number (CIN) : L45209MH1985PLC038300
Trading Symbol at : Scrip Code: 531471
BSE Limited, Scrip ID: DUKEOFF
Demat ISIN Number in : Equity Shares INE397G01019
NSDL & CDSL
- (vi) **Bombay Stock Exchange Stock Market Data (in Rs. / per share):**

Period	High (Rs.)	Low (Rs.)
April 2016	72.00/-	47.30/-
May 2016	58.00/-	48.00/-
June 2016	59.00/-	45.00/-
July 2016	65.00/-	52.45/-
August 2016	66.60/-	48.10/-
September 2016	67.80/-	51.55/-

Period	High (Rs.)	Low (Rs.)
October 2016	95.50/-	61.00/-
November 2016	92.00/-	60.00/-
December 2016	86.00/-	66.00/-
January 2017	119.00/-	72.30/-
February 2017	126.70/-	100.70/-
March 2017	167.95/-	107.10/-

Vii) Distribution of Shareholdings as on 31st March 2017:

Shares Holding of nominal value of	Shares Holders		Total Number of shares		
	Rs.	Number	% total	Number	% total
Upto 5000		2099	83.10	4512320	9.16
5001 - 10000		200	7.92	1636910	3.32
10001 - 20000		122	4.83	1872710	3.80
20001 - 30000		35	1.39	878860	1.78
30001 - 40000		25	0.99	892360	1.81
40001 - 50000		10	0.40	447690	0.91
50001 - 100000		19	0.75	1498850	3.04
100001 & above		16	0.63	37546300	76.18
Total		2526	100.00	49286000	100.00

(viii) Registrars and Transfer Agents:

(Share transfer and communication regarding share certificates, dividends and change of address)	Purva Sharegistry (India) Private Limited Add: Unit no. 9 Shiv Shakti Ind. Estt. J. R. Boricha Marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011. Tel No. 91-22-2301 6761 /8261 Fax No. 91-22-2301 2517 Email: busicomp@gmail.com
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(ix) SHARE TRANSFER SYSTEM:

Presently, the share transfers in physical form are processed and the share certificates returned within a period of 15 from the date of receipt, subject to the documents being clear in all respects. The Company has, as per SEBI guidelines with effect from 11th Feb, 2004 discontinued the facility of transfer cum De-mat, so company dispatches the share certificates to transferee. In case, the transferee wishes to dematerialize the share, he / she can approach a Depository Participant (DP) with the share certificates. The D.P. will based on De-mat Request Form (DRF) & Certificate generate a De-mat request, which they will send to Company's Registrar along with DRF & share certificate on receipt of the same Company's Registrar will dematerialize the shares within 21 days of De-mat request received.

(x) SHARE HOLDING AS ON 31ST MARCH 2017:

Category	No. of Shares	% of Total Capital
Promoters	34,79,900	70.61
Private Corporate Bodies	-	-
Resident Individuals	-	-
Others	14,48,700	29.39
Total	4928600	100.00%

(xi) LIST OF TOP 10 SHAREHOLDERS OF THE COMPANY AS ON 31.03.2017

Sr. No.	Name of Shareholder	No. of Shares Held	Percentage (%)
1.	George Albert Duke	25,26,100	51.25
2.	Komal Duke	6,72,165	13.64
3.	Avik George Duke	2,81,635	05.71
4.	Sanjaykumar Sarawagi	43356	00.88
5.	Veena Lulla	39,600	00.80
6.	Uday R Shah	35550	00.72
7.	Jainam Uday Shah	23400	00.47
8.	India Advantage Securities Pvt Ltd	19350	00.39
9.	Yogesh Hasmukhbhai Patel	17750	00.36
10.	SSJ Finance & Securities Pvt Ltd	17518	00.36
	TOTAL	3676424	74.58

(xii) DEMATERIALISATION OF SHARES:

Approximately 92.98% the Equity Shares have been dematerialized up to 31st March, 2017. Trading in Equity shares of the Company is permitted only in dematerialized form w.e.f. 26th June 2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

(xiii) INVESTOR CORRESPONDENCE FOR TRANSFER / DEMATERILISATION OF SHARES AND ANY OTHER QUERY RELATING TO THE SHARES OF THE COMPANY:

For Shares held in Physical form	For Shares held in De-mat Form
Purva Sharegistry (India) Private Limited Add: Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai - 400 011. Tel No. 91-22-2301 6761 /8261 Fax No. 91-22-2301 2517 Email: busicomp@vsnl.com	To Depository Participant Purva Sharegistry (India) Private Limited Add: Unit no. 9 Shiv Shakti Ind. Estt. J .R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) - Mumbai 400 011. Tel No. 91-22-2301 6761 /8261 Fax No. 91-22-2301 2517 Email: busicomp@vsnl.com
Any query on Annual Report :	DUKE OFFSHORE LIMITED 403-Urvashi Hsg Socety Ltd, Off Sayani Road, Prabhadevi, Mumbai - 400 025.

DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE WITH CODE OF CONDUCT AS PER CLAUSE 49 OF THE LISTING AGREEMENT

In accordance with Clause 49 (II) (E) of the Listing Agreement with the Stock Exchanges, we hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2017.

By the order of the Board
For DUKE OFFSHORE LIMITED
 Sd/- Avik George Duke
 Managing Director
 DIN: 02613056

Place : Mumbai
 Date : 30.05.2017



**RAVI KOTHARI & ASSOCIATES
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 2017, 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 have an optimum combination of executive and non-executive 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 Ravi Kothari & Associates
Company Secretaries
Sd/- Ravi Kothari
Practicing Company Secretary
Membership No: 34207
Certificate of Practice Number: 12773

Dt. 30.05.2017

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INDEPENDENT AUDITOR'S REPORT

To,

The Members of Duke Offshore Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Duke Offshore Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 there under.

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 financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the 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 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central

Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a. We have sought and 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the Directors as on March 31, 2017, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2017, 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:
- h. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- i. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- j. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- k. The Company has provided requisite disclosures, in the financial statements as to holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 based on audit procedures and relying on the management representation we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management – Refer Note 25

Place : Mumbai
Date : 30.05.2017

For **D. B. Ketkar & Co.**
Chartered Accountants
FRN: 105007W
Sd/- N. S. Ketkar (Partner)
Membership No.: 040521

Annexure – A to the Auditor’s Report

The Annexure referred to in paragraph of Audit Report on Other Legal and Regulatory Requirements of even date to the members of the Company on the financial statements for the year ended March 31, 2016.

- 1) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) As explained to us, fixed assets have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company the company does not have any immovable properties.
- 2) The Company did not have any physical inventory during the year. Accordingly, the provisions of clause 3(ii) (a) and (b) of the order are not applicable to the Company.
- 3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the order are not applicable to the Company.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, with respect to loans and investments made.
- 5) The Company has not accepted any deposits from the public.
- 6) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act, for any of the services rendered by the Company.
- 7) a) As explained to us, the Company did not have any dues on account of provident fund, sales tax, value added tax, duty of customs, cess, employees’ state insurance and duty of excise.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax and other material statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no material dues of service-tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Interest	1,452,975/-	2003-2004	Commissioner of Income Tax

- 8) The Company has not defaulted in repayment of loans and borrowings from any financial institution, banks, government or debenture holders during the year.
- 9) The money raised by way of term loan was applied for the purpose for which it was raised.
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- 11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the resolution passed at the general meeting. However, the same has exceeded the limit of 5% specified in section II part II of schedule V to the Act by Rs. 19,01,580/-. The Company has sought the permission of the Central Government to ratify the same.

- 12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- 16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Mumbai
Date : 30.05.2017

For **D. B. Ketkar & Co.**
Chartered Accountants
FRN: 105007W
Sd/- N.S.Ketkar (Partner)
Membership No.: 040521

Annexure – B to the Auditor’s Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Duke Offshore Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of standalone 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 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 on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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 assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risk of material misstatement of the 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 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 authorizations of management and Directors of the Company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 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 at March 31, 2016, 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 issued by the Institute of Chartered Accountants of India.

Place : Mumbai
Date : 30.05.2017

For **D. B. Ketkar & Co.**
Chartered Accountants
FRN: 105007W
Sd/- N. S. Ketkar (Partner)
M. No. 040521

M/s. DUKE OFFSHORE LIMITED			
Balance Sheet as at 31st March, 2017			
Particulars	Refer Note No.	31st March 2017 ₹	31st March 2016 ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	1	49,783,000	49,783,000
Reserves and Surplus	2	94,328,271	85,964,620
Non-current liabilities			
Deferred tax liabilities (Net)	3	9,923,425	6,253,024
Long Term Borrowings	4	85,950,000	-
Current liabilities			
Short-term Borrowings	5	9,550,000	-
Trade Payables	6	723,403	695,499
Other Current Liabilities	7	17,168,552	16,396,508
Short-term Provisions	8	2,729,400	10,938,590
TOTAL		270,156,051	170,031,241
ASSETS			
Non-current assets			
Fixed Assets			
Tangible Assets	9	204,412,486	75,177,551
Capital Work In Progress		-	-
Long-term loans and advances	10	706,980	606,980
Current assets			
Trade receivables	11	38,438,530	33,232,414
Cash and Bank balance	12	17,243,053	44,083,298
Short-term loans and advances	13	7,046,870	16,194,166
Other current assets	14	2,308,132	736,832
TOTAL		270,156,051	170,031,241
		(0)	0
Notes on Financial Statements	1 to 15		
As per our report of even date		For and on behalf of Board of Directors of M/s. Duke Offshore Limited	
For D. B. Ketkar & Co.		Sd/-	
Chartered Accountants		Mr. Avik G. Duke (Managing Director)	
Firm Reg. No. 105007W		Din No.: 02613056	
Sd/-		Sd/-	
N. S. Ketkar (Partner)		Mr. Shaival S. Trivedi (Executive Director & CFO)	
Mem. No. 040521		Din No. : 7130113	
Place : Mumbai		Place : Mumbai	
Date : 30.05.2017		Date : 30.05.2017	

M/s. DUKE OFFSHORE LIMITED			
Statement of Profit and Loss for the year ended 31st March, 2017			
Particulars	Refer Note No.	31st March 2017 ₹	31st March 2016 ₹
INCOME:			
Revenue from operations	16	67,657,630	97,850,134
Other income	17	1,233,069	1,554,593
Total Revenue (I)		68,890,698	99,404,727
EXPENSES:			
Direct Expenses	18	20,685,559	38,458,642
Employee Remuneration and benefits	19	8,924,385	9,575,164
Finance costs	20	3,153,986	-
Depreciation	9	13,778,336	7,698,372
Other expenses	21	8,406,457	6,744,754
Total Expenses (II)		54,948,722	62,476,932
Profit Before Taxation and Exceptional / Extraordinary items [(I) - (II)]		13,941,976	36,927,794
Exceptional Items		-	-
Profit Before Taxation and After Exceptional / Extraordinary items		13,941,976	36,927,794
Tax Expense:			
Current tax		1,639,551	10,938,590
Deferred tax	3	3,670,401	1,600,648
Profit After Taxation and Exceptional / Extraordinary items		8,632,024	24,388,556
Profit for the period after Tax		8,632,024	24,388,556
Earnings per equity share:	22		
Basic		1.75	4.95
Diluted		1.75	4.95
Notes on Financial Statements			
		16 to 25	
As per our report of even date			
For D. B. Ketkar & Co.		For and on behalf of Board of Directors of	
Chartered Accountants		M/s. Duke Offshore Limited	
Firm Reg. No. 105007W		Sd/-	
Sd/-		Mr. Avik G. Duke (Managing Director)	
N. S. Ketkar (Partner)		Din No.: 02613056	
Mem. No. 040521		Sd/-	
Place : Mumbai		Mr. Shaival S. Trivedi (Executive Director & CFO)	
Date : 30.05.2017		Din No. : 7130113	
		Place : Mumbai	
		Date : 30.05.2017	

M/s. DUKE OFFSHORE LIMITED		
Cash Flow Statement For The Year Ended 31st March, 2017		
Particulars	(Amount in Rupees)	
	FOR THE YEAR ENDED 31st MARCH, 2017	FOR THE YEAR ENDED 31st MARCH, 2016
A. Cash flow from operating activities:		
Profit before tax	13,941,976	36,927,793
Adjustments:		
Depreciation & amortization	13,778,336	7,698,372
Sundry Credit balance written off	(209,577)	-
Sundry Debit balance written off	2,104,992	-
Loss on Sale of Assets	11,343	-
Gratuity	327,399	-
Interest Income	(1,023,492)	(362,720)
Working capital changes :		
Short Term Loans & Advances	1,152,219	(1,088,368)
Other current liabilities	444,645	13,223,755
Trade payable	27,904	(621,349)
Long Term Loans & Advances	(100,000)	(6,500)
Inventories	-	1,523,477
Trade receivables	(5,206,116)	(11,484,230)
Other current assets	(481,451)	14,123,913
Net cash generated from operations	24,768,178	59,934,143
taxes paid	(4,838,928)	(13,350,194)
Net cash (used in)/ generated by operating activities	19,929,250	46,583,949
B. Cash flow from investing activities:		
Purchase of Assets	(143,029,614)	(1,475,668)
Sale of Assets	5,000	-
Interest Income	1,023,492	362,720
Net cash (used in) / generated from investing activities	(142,001,122)	(1,112,948)
C. Cash flow from financing activities:		
Proceeds from Short Term Borrowings	9,550,000	-
Dividend Paid	(268,373)	(2,608,500)
Proceeds from Long Term Borrowings	85,950,000	-
Net cash (used in) / generated from financing activities	95,231,627	(2,608,500)
Net increase in cash and cash equivalents during the year	(26,840,245)	42,862,501
Cash and cash equivalents at the beginning of the year	44,083,297	1,220,796
Cash and cash equivalents at the end of the year	17,243,053	44,083,297
As per our report of even date	For and on behalf of Board of Directors of M/s. Duke Offshore Limited	
For D. B. Ketkar & Co.	Sd/-	
Chartered Accountants	Mr. Avik G. Duke (Managing Director)	
Firm Reg. No. 105007W	Din No.: 02613056	
Sd/-	Sd/-	
N. S. Ketkar (Partner)	Mr. Shaival S. Trivedi (Executive Director & CFO)	
Mem. No. 040521	Din No. : 7130113	
Place : Mumbai	Place : Mumbai	
Date : 30.05.2017	Date : 30.05.2017	

Notes forming part of the financial statements

1. Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets which are revalued.

2. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

3. Cash and cash equivalents (for purposes of Cash Flow Statement)

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

4. 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.

5. Depreciation

Depreciation is provided on the straight-line method based on the estimated useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions to fixed assets is charged on pro-rata basis in the year of purchase.

6. Revenue Recognition

Income / Expenditure is accounted for on accrual basis. Revenue from chartering of vessels is accounted on accrual basis. Dividend income is recognized when right to receive is established. Interest income is accounted on accrual basis.

7. Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

8. Foreign Currency Transactions

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

**9. Investments**

Long-term investments (excluding investment properties), are carried individually at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary. Current investments are carried individually, at the lower of cost and fair value.

10. Employee Benefits

Employee benefits include Provident Fund and long term service awards. In case of Provident Fund the contributions are made to the Regional Provident Fund Office.

11. Earnings per share.

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary 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 / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares.

12. Taxes on Income

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

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 is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there is unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. 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 set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

13. Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

14. Provision for Contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it



is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

The company has not recognized Rs. 14,52,975/- which is due to Income Tax department for the F.Y. 2002-03 as company has sought waiver of these penal interest from the office of Income Tax Appellate Tribunal Range 10(1), Mumbai.



II Schedules Forming part of Notes on Accounts
Note 1 : Share Capital
1.1 : Each class of Shares Capital

Particulars	31st March 2017	31st March 2016
	₹	₹
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 2015 : 49,28,600) equity shares of `10/- each fully paid up	49,286,000	49,286,000
Add: Shares Forfeited (99,400 shares)	497,000	497,000
Total	49,783,000	49,783,000

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

Particulars	Equity Shares	
	₹	₹
Shares outstanding at the beginning of the year	4,928,600	49,286,000
Shares Issued during the year	-	-
Shares Forfeited during the year	-	-
Shares outstanding at the end of the year	4,928,600	49,286,000

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 2017		31st March 2016	
	No. of shares	% of Holding	No. of shares	% of Holding
George Albert Duke	2,526,100	51.25	2,526,100	51.25
Komal Duke	672,165	13.64	672,165	13.64
Avik Duke	281,635	5.71	281,635	5.71

Note: 2 Reserves & Surplus

Particulars	31st March 2017	31st March 2016
	₹	₹
General Reserves		
Opening Balance	8,918,000	8,918,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	8,918,000	8,918,000
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	77,046,620	54,148,039
(+) Net Profit/(Net Loss) For the current year	8,632,024	24,388,556
(+) Transfer from Reserves	-	-
(-) Proposed Dividends (Incl. Dividend Tax)	-	-
(-) Interim Dividends (Incl. Dividend Tax)	268,373	1,489,975
(-) Transfer to Reserves	-	-
Net surplus in the statement of profit and loss	85,410,271	77,046,620
Total reserves and surplus	94,328,271	85,964,620

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 profit 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 2017	31st March 2016
	₹	₹
Opening Deferred tax Liability as on 01.04.2016	6,253,024	4,652,376
Add: Fixed Asset : Impact of difference in tax depreciation and depreciation/amortization charged for the financial reporting	3,778,648	2,189,918
Gross deferred tax Liability	10,031,672	6,842,294
Gratuity	108,248	509,976
VAT payable	-	79,294
	108,248	589,270
Net deferred tax liability created during the year	3,670,401	1,600,648
Closing balance as on 31.03.2017	9,923,425	6,253,024

Note 4 : Long Term Borrowings

Particulars	31st March 2017	31st March 2016
	₹	₹
Secured Loans		
Loan from IDBI Bank	85,950,000	-
Total	85,950,000	-

Note 5 : Short Term Borrowings

Particulars	31st March 2017	31st March 2016
	₹	₹
Loans repayable on demand		
Loan from IDBI Bank	9,550,000	-
Total	9,550,000	-

Note 6 : Trade Payables

Particulars	31st March 2017	31st March 2016
	₹	₹
Other than Acceptance	723,403	695,499
Total	723,403	695,499

Note 7 : Other Current Liabilities

Particulars	31st March 2017	31st March 2016
	₹	₹
(a) Interest accrued but not due on Borrowings	-	-
(b) Unclaimed Dividend	544,677	544,961
(c) Others		
(i) Advance from customers	-	170,704
(iii) Statutory Remittances	9,800,941	10,298,453
(iv) Reimbursable Expenses	-	62,968
(v) Outstanding Expenses	2,052,842	1,868,100
(vi) Others	4,770,093	3,451,323
Total	17,168,552	16,396,508

Note 8 : Fixed Assets										
Calculation of Depreciation as per The Companies Act, 2013.										
Block / Asset Group	Rate	Estimated Useful Life of Asset Group	Gross Block		Depreciation		Net Block		₹	₹
			Additions	Sale/Adj.	Adj as per Schedule II	For the Year	Sale/Adj.	31/03/2017/31/03/2016		
			₹	₹	₹	₹	₹	₹	₹	₹
COMPUTERS AND DATA PROCESSING UNITS										
COMPUTER	33.33%	3 Years	158,250	70,734	110,122	59,393	-	53,096	54,391	58,098
			158,250	70,734	110,122	59,393	-	53,096	54,391	58,098
FURNITURE & FITTINGS										
FURNITURE & FIXTURES	10.00%	10 Years	66,375	-	66,375	3,872	-	6,306	-	10,178
	14.29%	7 Years	94,400	-	94,400	45,719	-	12,811	-	58,530
			160,775	-	160,775	49,591	-	19,117	-	68,708
MOTOR VEHICLES										
CAR - AUDI A6	14.29%	7 Years	4,520,102	-	4,520,102	2,154,992	-	613,442	-	2,768,434
CAR - HONDA CITY	50.00%	2 Years	853,305	-	853,305	849,364	-	-	-	849,364
CAR HUNDAI - ECOSPORT	10.00%	10 Years	1,263,293	-	1,263,293	94,747	-	120,013	-	214,760
			6,636,700	-	6,636,700	3,099,103	-	733,455	-	3,832,558
OFFICE EQUIPMENT										
MOBILE PHONES	50.00%	2 Years	265,219	-	325,219	214,177	-	39,364	-	253,541
OFFICE EQUIPMENTS	20.00%	5 Years	89,000	-	94,990	24,755	-	18,965	-	43,720
	33.33%	3 Years	308,969	-	308,969	234,268	-	59,253	-	293,521
			397,969	-	403,959	259,023	-	78,218	-	337,241
			663,188	-	729,178	473,200	-	117,582	-	590,782
SHIPS										
M. V. - DUKE COMMAND	5.00%	20 Years	52,038,140	-	52,038,140	4,884,660	-	2,471,812	-	7,356,472
SPEED BOATS	11.11%	9 Years	60,080,087	-	60,080,087	35,993,642	-	6,341,787	-	42,335,429
M. V. - DUKE SPRINT	7.14%	14 Years	-	142,941,018	142,941,018	-	-	4,041,487	-	4,041,487
			112,118,227	142,941,018	255,059,245	40,876,302	-	12,855,086	-	53,733,388
Grand Total			119,737,140	143,029,614	262,696,020	44,559,589	-	13,778,336	54,391	58,283,534
Previous Year			118,871,668	1,475,668	120,347,336	37,471,413	-	7,698,372	-	45,169,785
										75,177,551
										81,400,255

Note : 9 Short-term provisions

Particulars	31st March 2017	31st March 2016
	₹	₹
Provision for		
Provision for Income Tax	2,729,400	10,938,590
Total	2,729,400	10,938,590

Note : 10 Long Tern Loans & Advances

Long Tern Loans & Advances	31st March 2017	31st March 2016
	₹	₹
Security Deposits / EMD		
Unsecured, considered good	706,980	606,980
Total	706,980	606,980

Note : 11 Trade Receivables

Trade receivables	31st March 2017	31st March 2016
	₹	₹
Trade receivables outstanding for a period less than six months		
Unsecured, considered good	24,241,083	33,100,698
Trade receivables outstanding for a period exceeding six months		
Unsecured, considered good	14,197,447	131,716
Total	38,438,530	33,232,414

Note 12 : Cash and cash equivalents

Particulars	31st March 2017	31st March 2016
	₹	₹
Cash on hand	224,863	946,389
Balances with banks		
In current accounts -		
IDBI Bank Ltd.	5,379,456	27,292,039
IDBI Bank Ltd.- Vizag	11,075	2,173
IDBI A/C Divident Account	120,850	120,850
IDBI A/C EEFC Account	-	345,487
IDBI A/C Interim Divident Account	75,725	75,725
IDBI A/C Dividend FY 2012-13	120,566	120,716
IDBI A/C Bank (1st Interim Dividend) FY 2014-15	113,248	113,248
IDBI A/c Bank (Final Dividend) F.Y. 14-15	52,924	53,007
IDBI A/C Bank (Interim Dividend) FY 2015-16	61,365	61,415
DSRA A/c	1,010,000	-
Bank deposits with IDBI with more than 12 months maturity	10,072,981	14,952,248
Total	17,243,053	44,083,298

Note 13 : Short-term Loans and Advances

Particulars	31st March 2017	31st March 2016
	₹	₹
a. Loans and advances to Employees		
Unsecured, considered good	173,336	212,401
b. Prepaid Expenses		
Unsecured, considered good	387,905	493,915
c. Balance with Government authorities		
Advance Income Tax	6,368,403	12,400,710
Cenvat Credit Availed	117,226	1,124,370
d. Others	-	1,962,770
Total	7,046,870	16,194,166

Note: 14 Other current assets

Other current assets	31st March 2017	31st March 2016
	₹	₹
Other Advances		
Earnest Money Deposit	-	311,245
Others		
Advance to suppliers	1,054,076	425,587
MAT Credit Receivable	1,089,849	
Accrued Interest	164,207	-
Total	2,308,132	736,832

Note : 15 Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	31st March 2017	31st March 2016
	₹	₹
(a) Claims against the Company not acknowledged as debt		
Income tax	1,452,975	1,452,975
Total	1,452,975	1,452,975

Note: 16 Revenue from Operations

Particulars	31st March 2017	31st March 2016
	₹	₹
Revenue from operations		
Marine Offshore Vessels Income	67,657,630	90,364,903
AMC Charges	-	5,320,687
Sale of spares	-	2,164,544
Total	67,657,630	97,850,134

Note : 17 Other Income

Particulars	31st March 2017	31st March 2016
	₹	₹
Interest Income	1,023,492	362,720
Foreign Exchange Gain	-	1,170,171
Sundry Balance Written back	209,577	21,702
Total	1,233,069	1,554,593

Note : 17.1 : Interest Income comprises of the followings :

Particulars	31st March 2017	31st March 2016
	₹	₹
Interest on Fixed Deposits	1,023,492	362,720
Total	1,023,492	362,720

Note : 18 Direct Expenses

Particulars of Direct Expenses	31st March 2017	31st March 2016
	₹	₹
Boat Expenses (other Boat)	1,175,393	2,858,054
Boat Expenses (Duke Command)	11,033,648	16,329,795
Boat Expenses (Duke Sprint)	6,944,727	-
Boat Insurance	52,768	-
Freight Charges	335,286	871,600
Labour Charges	1,143,737	772,826
Expenses for IFR Work	-	15,282,909
Spares purchased	-	2,326,042
Transportation Charges	-	17,415
Total	20,685,559	38,458,642

Note: 19 Employee Remuneration and Benefits

Employee Remuneration and Benefits	31st March 2017	31st March 2016
	₹	₹
Salaries and incentives	8,395,176	9,284,030
Bonus	121,800	79,500
Conveyance Allowance	112,625	143,338
Staff welfare expenses	294,784	68,296
Total	8,924,385	9,575,164

Note : 19.1 Salary includes payment salary paid to Directors.

Employee Benefits Expense	31st March 2017	31st March 2016
	₹	₹
Salaries to Managing Directors		
Salaries to Directors	2,700,000	2,830,000
Directors Sitting fees	15,000	-
Total	2,715,000	2,830,000

Note : 19.2 Employee Benefit (Gratuity)

Employee Benefits Expense	31st March 2017	31st March 2016
	₹	₹
Opening balance	1,542,438	-
Additional	327,399	2,067,438
Paid during the year	-	525,000
Total	1,869,837	1,542,438

Note : 20 Finance Cost

Particulars	31st March 2017	31st March 2016
	₹	₹
Interest expense	3,153,986	-
Total	3,153,986	-

Note : 21 Other Expenses

Particulars	31st March 2017	31st March 2016
	₹	₹
Advertisement Expenses	46,101	53,486
Account writing Charges	-	34,650
AGM Expenses	305	606
Annual Custody Fees	41,663	36,068
Bad Debts	-	392,229
Business Development Expenses	296,715	271,853
Donation	200,000	25,000
Electricity Charges	72,765	71,467
Gratuity	327,399	525,000
Interest Expenses	150,113	31,517
Income Tax	51,641	-
Legal & Professional Fees	532,670	775,970
Miscellaneous Expenses	1,262,413	723,852
Fuel & Motor Car Expenses	598,867	394,712
Motor Car Insurance	165,550	59,619
Payment to Auditors	100,000	80,150
Postage, Telegram Expenses	57,781	32,340
Repairs and maintainence	37,767	97,136
Printing & Stationery	183,268	116,162
Rent	666,000	666,000
Sundry Debit balance written off	2,104,992	-
Telephone Charges	199,466	163,920
Traveling and Conveyance Expenses	1,310,981	2,193,017
Total	8,406,457	6,744,754

Note : 21.1 Payments to the auditors comprise

Particulars	31st March 2017	31st March 2016
	₹	₹
Statutory Audit fees	70,000	80,150
Taxation matters	30,000	-
Total	100,000	80,150

Note : 21.2 Expenditure in foreign currency :

Type of Expenses	31st March 2017	31st March 2016
	₹	₹
a. Foreign Travelling	621,205	285,564
b. Import of Spares for Marine Vessels	142,941,018	12,450,521
Total	143,562,223	12,736,085

Note : 22 Earnings per share

Earnings per Share	31st March 2017	31st March 2016
	₹	₹
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Share Holders (Rs.)	8,632,024	24,388,556
No. of Equity Shares	4,928,600	4,928,600
Weighted Average number of equity shares	4,928,600	4,928,600
Basic Earnings per share (Rs.)	1.75	4.95
Diluted Earnings per share (Rs.)	1.75	4.95
Nominal Value per Share (Rs.)	10.00	10.00

As per our report of even date

For D. B. Ketkar & Co.
Chartered Accountants
Firm Reg. No. 105007W

Sd/-
N. S. Ketkar (Partner)
Mem. No. 040521

Place : Mumbai
Date : 30.05.2017

For and on behalf of Board of Directors of
M/s. Duke Offshore Limited

Sd/-
Mr. Avik G. Duke (Managing Director)
Din No.: 02613056

Sd/-
Mr. Shaival S. Trivedi (Executive Director & CFO)
Din No. : 7130113

Place : Mumbai
Date : 30.05.2017

Note : 23 Related Party Disclosures Key Management Personnel (KMP)

Sr. No.	Name	Designation
1	Mr. Avik G. Duke	Managing Director
2	Mr. Shaival Trivedi	Executive Director & CFO
3	Mr. Pramod Patekar	Independent Director
4	Mrs. Harshika Kataria	Independent Director
5	Sujay N. Kanatawala	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.

Remuneration to the Key Management Personnel (KMP)

Sr. No.	Name	Designation	For the year ended 31st March, 2017	For the year ended 31st March, 2016
1	Mr. Avik G. Duke	Managing Director	2,700,000	2,700,000
2	Mr. Shaival Trivedi	Executive Director & CFO	2,100,000	1,360,218
3	Mr. Suresh Pawar	Director	-	720,000
Total			4,800,000	4,780,218

Details of related party transactions during the year ended 31st March, 2017 and outstanding balances as at 31st March, 2017

Particulars	Amount (₹)	Outstanding balance as on 31st March 2017
Loan from Avik Duke	35,070,000	Nil

Note : 24 OTHER NOTES

Type of Income	31st March 2017	31st March 2016
	Rs.	Rs.
Marine & Offshores Income	54,659,618	65,901,970
Total	54,659,618	65,901,970

Type of Income	31st March 2017	31st March 2016
	Rs.	Rs.
a. Foreign Travelling	287,527	285,564
b. Import of Spares for Marine Vessels	1,735,011	12,450,521
c. Import of Marine Vessels - Duke Sprint	125,737,863	-
Total	127,760,401	12,736,085

Note : 25 Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification GSR 308 dated March 31, 2017 on the details of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016 the denomination wise SBNs and other notes as per said notification is given below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand on November 8, 2016	1,000	0	1,000
(+) Permitted receipts	0	177,000	177,000
(-) Permitted payments	0	(124,580)	(124,580)
(-) Amount deposited in bank	(1,000)	0	(1,000)
Closing cash in hand as on December 30, 2016	0	52,420	52,420

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



PROXY FORM MGT 11

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014)

DUKE OFFSHORE LIMITED

(CIN : L45209MH1985PLC038300)

403, Urvashi, Off. Sayani Road, Prabhadevi, Mumbai - 400 025

Name of the members(s) : _____

E-mail ID : _____ No. of Shares held : _____

Registered Address : _____

Folio No. : _____ DP ID* : _____

Client ID : _____

- **Applicable for investors holding shares in electronic form.**

I/We being the members(s) holding _____ Shares of the above named company hereby appoint :

1. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ of failing him/her

2. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ of failing him/her

3. Name : _____

Address : _____

E-mail Id : _____

Signature : _____ of failing him



As my/our proxy to attend and vote (on a poll) for me/us and on my behalf at the 31st Annual General Meeting of the Company to be held on Thursday 28th September, 2017 at 12 Hrs. at Registered Office of the Company 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 :

S.No.	Resolution	Type of Resolution	For	Against
1	To consider and adopt the Audited Financial statement of the company for the F.Y. 2016-2017	Ordinary		
2	To consider Dividend payable for the F.Y. 2016-2017	Ordinary		
3	Ratification of Appointment of Auditors for the F.Y. 2017-2018 (From this AGM to till conclusion of next AGM)	Ordinary		
4	Change in Capital Clause. To increase Authorized Share Capital from Rs. 5,25,00,000/- to Rs. 30,00,00,000/-	Special		
5	Change Remuneration of Mr. Avik George Duke, Managing Director.	Special		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

Signed this _____ day of _____, 2017

Signature of the shareholder : _____

Affix
Revenue
Stamp not
less than
Rs. 1/-

Signature of the Proxy holder(s) : 1. _____

Signature of the Proxy holder(s) : 2. _____

Signature of the Proxy holder(s) : 3. _____

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 before the commencement of the meeting.
2. A Proxy need not to be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in 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. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
6. Please complete all details including details of members(s) in above box before submission.



ATTENDANCE SLIP

DUKE OFFSHORE LIMITED

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

I hereby record my presence at the **31ST 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 **Thursday 28th September 2017 at 12:00 Hrs.**

DPID * : _____ Folio No. : _____

Client ID* _____ No. of Shares : _____

- Applicable for investors holding shares in electronic form

.....
Name of attending Member / Proxy

.....
Member's / Proxy's Signature

Notes:-

1. Admission restricted to Members/Proxies only.
2. Shareholder / Proxy holder wishing to attend the Meeting must bring this attendance slip to the meeting and hand it over at the meeting Venue.





POLLING PAPER

DUKE OFFSHORE LIMITED

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

The **31st ANNUAL GENERAL MEETING** of the Company to be held at Company's Registered Office at 403, URVASHI, Off Sayani Road, Prabhadevi, Mumbai - 400 025, on 28th September, 2017 12.00 Hrs.

1. DPID * : _____
2. Folio No. : _____
3. Client ID* _____
4. Voting Power held (No. of Shares) : _____
5. Name of Shareholder/Members : _____

S.No.	Resolution	Type of Resolution	For	Against
1	To consider and adopt the Audited Financial statement of the company for the F.Y. 2016-2017	Ordinary		
2	To consider Dividend payable for the F.Y. 2016-2017	Ordinary		
3	Ratification of Appointment of Auditors for the F.Y. 2017-2018 (From this AGM to till conclusion of next AGM)	Ordinary		
4	Change in Capital Clause. To increase Authorized Share Capital from Rs. 5,25,00,000/- to Rs. 30,00,00,000/-	Special		
5	Change Remuneration of Mr. Avik George Duke, Managing Director.	Special		

Signed this _____ day of _____, 2017

Signature of the shareholder : _____



GREEN INITIATIVE

The Ministry of Corporate Affairs taken a Green Initiative in Corporate Governance by allowing paperless Compliance by Companies. Accordingly Companies can now send various documents electronically to those shareholders who register their e-mail address.

To receive all communication including Annual report by e-mail:

- Holders of shares in physical form are requested to fill up the form setout below and send it to the Share Transfer Agent M/s. Purva Sharegistry (India) Pvt. Ltd.
- Members holding shares in De-mat form may register their e-mail ID with the Depository Participant.

E-MAIL REGISTRATION FORM

To,
Purva Sharegistry (India) Pvt. Ltd.
9, Shiv Shakti Indl. Estate, Ground Floor,
Sitaram Mill Compaund, J. R. Boricha Marg,
Mumbai - 400011.

Dear Sir/s,

Re.: Registration of e-mail ID for receiving communications in electronic form.

In order to receive all communication from Company including the documents relating to Annual and other General meetings of the Company, such as notices, Explanatory Statement(s) and Annual Reports etc. through e-mail, please register my e-mail ID, setout below, in your records for sending communication through e-mail :

Folio No. * : _____

Pan No. * : _____

Name of the 1st Registered Shareholder/s : _____

Address & Pin Code : _____

Contact Telephone No. _____ Mobile No. _____

E-mail ID (for Registration) : _____

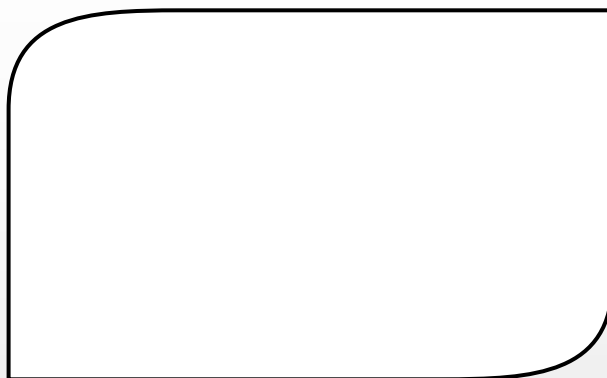
Date : _____

Name and Signature of First holder * _____

Important Notes :

1. Fields marked * are mandatory for registration of e-mail ID
2. On registration all the communications will be sent to the e-mail ID registered in the folio.
3. Any change in e-mail ID, from time to time, may please be registered in the records of the Company.

BOOK-POST



If Undelivered please return to :

DUKE OFFSHORE LIMITED

CIN : L45209MH1985PLC038300

403, Urvashi Hsg. Society Ltd.,
off. Sayani Road, Prabhadevi,
Mumbai - 400 025.

Ph. : 022 - 2422 1225 / 022 - 2436 5789

Fax : 022 - 2422 7606

Website : www.dukeoffshore.com

e-mail : info@dukeoffshore.com