

## ANNUAL REPORT 2012-13

### BOARD OF DIRECTORS

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

### BANKERS:

#### IDBI Bank Ltd.

Prabhadevi Branch

### AUDITORS:

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

### 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.

### REGISTERED OFFICE

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](http://www.dukeoffshore.com)

e-mail : [info@dukeoffshore.com](mailto:info@dukeoffshore.com)

<i>Contents :</i>	<i>Page No.</i>
Notice	2-4
Director's Report	5-11
Secretarial Audit Report	12
Report on corporate Governance	13-18
Auditor,s report on Financial Statement	19-25
Balance Sheet	26
Statement of Profit & Loss	27
Cash Flow Statement	28
Significant Accounting Policies	29-32
Notes on Financial Statement	33-42
Attendance Slip and Proxy Form	43

**NOTICE**

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Duke Offshore Limited will be held on 23<sup>rd</sup> September 2013, Monday, at 12.00 hours at the Registered Office of the Company situated at 403, Urvashi Housing Society Limited, off. Sayani Road Prabhadevi, Mumbai- 400 025 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2013 along with Directors Report and Auditor's Report thereon.
2. To consider dividend payable on Equity Shares, subject to approval of shareholders of the Company.
3. To Appoint Director in place of Mr. Avik Duke, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. B.B. Shah & Company, Chartered Accountants, Mumbai, as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Audit Committee of the Board of Directors to fix the remuneration of the said Auditors.

**By Order of the board of Directors  
M/s. Duke Offshore Limited**

Place: Mumbai  
Dated: 30.05.2013

**Mr. Avik Duke  
Chairman & Managing Director**

**NOTES:**

1. A member entitled to attend and vote at the annual general meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will be closed from 12<sup>th</sup> September 2013 to 23<sup>rd</sup> September, 2013 (both days inclusive).
4. The Final dividend on Equity Shares, if declared at the Meeting, will be paid after 23<sup>rd</sup> September, 2013 to those persons or their mandates:
  - (a) whose names appear as Beneficial Owners as the end of the business hour on 11<sup>th</sup> September, 2013 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
  - (b) whose names appears as Member in the Register of Members at the Company after giving effect to valid share Transfer in physical form lodged with the Company / its registrar and transfer agent on or before 11<sup>th</sup> September, 2013.

**5. Payment of Dividend through ECS :**

- (a) Members holding shares in electronic form may please note that bank details as furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to the Company will be used for the purpose of distribution of dividend thorough Electronic Clearing Services (ECS) as directed by the Securities Exchange Board of India (SEBI). In the absence of ECS facility, the bank account details, if available, will be printed on the dividend warrants. Members holding shares in electronic form must give instructions regarding bank account in which the wish to receive dividend, to their Depository Participants. The Company or the Registrar and the Share transfer Agents will not act or any direct request from these members for change / deletion of such bank details.
  - (b) Members holding shares in Physical form are advised to submit particulars of their bank account Viz., Name and address of Bank Branch, 9 digit MICR Code of the Branch, type of Account and Account number latest by 4<sup>th</sup> September, 2013 to the Company or Registrar and Transfer Agent.
6. In terms of Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs (MCA), under Green initiative in the Corporate Governance all the members are requested to intimate their E-mail address to the Company's Registrar and Share Transfer Agent whose E-mail ID is busicomp@vsnl.com mentioning the Company's name i.e, Duke Offshore Limited, so as to enable the Company to send the Annual Report and Accounts, notices and other documents through Electronic mode to their e-mail address in the future.

**7. The members are requested to:**

- a) Intimate changes, if any, in their Registered address & contacts to the Registrar and Share Transfer Agents of the Company, whose address is mentioned on the web-site <http://www.dukeoffshore.com> and on page no. 16 of the Annual Report.
- b) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar & Share Transfer Agent, for consolidation into a single folio.
- c) Shareholders are requested to bring their copy of the Annual Report and the Attendance Slip, if attending the AGM.
- d) Non-Resident Indian Members are requested to inform Registrar & Share Transfer Agent, immediately of :
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**By Order of the board of Directors  
M/s. Duke Offshore Limited**

Place: Mumbai  
Dated: 30.05.2013

**Mr. Avik Duke  
Chairman & Managing Director**

## DIRECTOR'S REPORT

To  
The Members,

Your Directors take pleasure in presenting the **Twenty Seventh Annual Report** together with the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS:

Particulars	2012-13	2011-12
	₹	₹
Revenue From Operation	56,523,548	84,811,846
Other Income	1,010,117	1,128,094
Profit For the year before Tax and Exceptional / Extra Ordinary Item	19,128,998	45,557,167
Exceptional Items	(308,244)	(517,320)
Profit For the year before Tax	19,437,241	46,074,488
<b>Provision for Taxation</b>		
Current Tax	6,390,000	13,800,000
Deferred Tax	(82,960)	341,136
<b>Profit After Tax</b>	13,130,202	31,933,352
Profit brought forward from Previous Year	6,726,173	(19,150,098)
<b>Profit available for Appropriation</b>	19,856,375	12,783,253
Less: Appropriations		
Transferred to General Reserve	1,313,000	3,193,000
Proposed Dividend (Including Tax)	1,432,040	1,432,040
Interim Dividend (Including Tax)	-	1,432,040
<b>Profit Carried to Balance Sheet</b>	<b>17,111,335</b>	<b>6,726,173</b>

### REVIEW OF OPERATIONS:

Your Directors are satisfied that the Company has conducted itself with fairness and integrity and believes that its operations and activities are creating value for stakeholders as well as for the society.

During the financial year 2012-13, the turnover was of Rs. 5.65 Crores as opposed to Rs. 8.48 Crores in the previous year.

Your Directors place on record that the company has made a Net profit before tax of Rs 1.94 Crores, for the current year as against a Net profit of Rs. 4.61 Crores in the previous period.

Your Company has maintained their existing contracts and also bagged one more contract for 2 Fast Interceptor Boats.

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

#### **DIVING TRAINING:**

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

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

#### **DIVIDEND:**

The Directors are pleased to recommend a dividend on total paid up capital, subject to the approval of the members, at the rate of Rs.0.25/- (2.5%) (Last year Rs. Rs.0.25) per fully paid-up Equity Shares of Re. 10/- each of the Company for the financial year ended 31st March, 2013. The proposed dividend will absorb Rs. 12,32,150/- excluding corporate dividend tax. The dividend will be paid to members whose names appear in the Register of Members. In respect of shares held in dematerialized form, it will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

#### **COMPLIANCE OF LISTING AGREEMENT:**

The Company has paid the Annual Listing fees for the year 2013-14 to the Bombay Stock Exchange, where the Company's shares are listed.

**FIXED DEPOSITS:**

The Company has not invited and accepted any Fixed Deposits from the public within the meaning of Section 58A of the Companies Act, 1956, As at March 31, 2013.

**DIRECTORS:**

Mr. Avik Duke, Director, retire by rotation and being eligible, offer himself for reappointment at the ensuing, Annual General Meeting.

The Directors recommended reappointment as proposed in the notice for the Annual General Meeting.

**PARTICULARS OF EMPLOYEES:**

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

**COMPLIANCE OF LISTING AGREEMENT:**

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

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

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

**Foreign Exchange Earning:** **NIL**

**Foreign Exchange Outgo:**

Type of Expenses	31st March 2013	31st March 2012
	₹	₹
a. Foreign Travelling	212,564	472,044
b. Import of Spares for Marine Vessels	2,912,259	57,841,733
c. Reimbursement of Under Water Course Fees	812,014	4,022,588
<b>Total</b>	<b>3,936,837</b>	<b>62,336,365</b>

**DIRECTORS RESPONSIBILITY STATEMENT:**

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

- i) That in the preparation of the annual Accounts for the financial year 31<sup>st</sup> March, 2013, the applicable accounting standards has been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the company for the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2013 on a going concern basis.

**CORPORATE GOVERNANCE:**

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

**SECRETARIAL COMPLIANCE REPORT:**

Pursuant to the provisions of Section 383A of the Companies Act, 1956, read with the Companies (Compliance Certificate) Rules, 2001 a Secretarial Compliance Report from M/s Arun Dash & Associates, Practising Company Secretaries is attached herewith and forming part of this Directors' Report.

**AUDITORS:**

The Statutory Auditors of the Company, M/s. B. B. Shah & Company, Chartered Accountants, Mumbai, retire in accordance with the provisions of the Companies Act, 1956 and are eligible for re-appointment. The Board of Directors recommends the re-appointment of M/s. B. B. Shah & Company, Chartered Accountants, as the Statutory Auditors of the Company.



**AUDITOR'S REPORT:**

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

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

**MANAGEMENT'S DISCUSSIONS AND ANALYSIS:**

**1. Industry Trends and Developments:**

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

Your Company's range of professional services are inspection of oil fields platform & operations, diving trainings, vessel management and marine logistics, charter of Fast interceptor Craft and allied marine services for surveillance.

**2. The year in perspective:**

Your Company has made remarkable progress with ongoing projects in chartering the Fast Interceptors Crafts for guarding the offshore borders and managed to wipe out its previous operating losses completely.

**3. Future Prospects & Outlook:**

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

**4. Business Risks and Management's assessments -**

Your Company has identified the following risks that may arise:

**Availability of financial resources :**

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

**5. Human Resources and Industrial Relations -**

The Board wishes to express its deep appreciation to all employees, contract

personnel and subcontractors for their contributions to the working of the Company during the year.

**6.1 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. 52,500,000/-. Issued, subscribed and paid-up capital is Rs. Rs.49,783,000/- after forfeiture of partly paid up equity shares.

**6.2. Fixed Assets:**

During the year 2012-2013 the Company has added Rs. 47,87,332/- to the gross block of assets.

**6.3. Net Worth:**

The Net Worth for the year ended March 31, 2013 is Rs. 7,14,00,335/- compared to the Net Worth of Rs. 5,97,02,173/- for the same period last year registering overall improvement in the Net Worth.

The Net Worth has been increased to 19.59% compared to previous year 94.65%.

**6.4. Revenues:**

In the year under review the total revenue of the Company was Rs. 5,75,33,665/- compared to Rs. 8,59,39,940/- for the same period in the previous year.

**6.5. Operating Profit (EBIDT):**

The Company earned operating profit of Rs. 1,91,28,998/- (P.Y. Rs. 4,55,57,167/-) representing 33.24% (P.Y. 50.00%) of gross revenue, which is due to decrease in prices of contracts and comparatively increase in expenses related to personnel cost and other administrative expenses.

**6.6 Internal Control Systems and their adequacy:-**

The Company has adequate internal control systems in place. With a view to monitor the Company's performance as well as to make sure that internal checks and controls are operating properly, the Company has system of checking the adequacy of its internal control. The Audit Committee ensures that internal control systems are adequate and working effectively.

**6.7. Developments in Human Resources / Industrial Relations:**

The success of your company during the preceding year has been driven by our highly qualified and experienced personnel. Your company recognizes that



the value of our human resources is the key to success in any organization. It is the endeavor of our HR Department to continually seek to recruit the best in the industry who are highly motivated and dedicated personnel. It is also the company's philosophy to have continues in house training for our qualified personnel prior to any project deployment.

**APPRECIATION:**

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

The Directors wish hereby to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall very satisfactory performance would not have been possible.

Your Directors look forward to the future with confidence.

**By Order of the board of Directors  
DUKE OFFSHORE LIMITED**

Place : Mumbai  
Dated : 30.05.2013

**Mr. Avik Duke  
Chairman & Managing Director**



**Compliance Certificate**

Registration No. of the Company: L45209MH1985PLC038300

Nominal Capital: Rs. 52,500,000/-

To,  
The Members  
**DUKE OFFSHORE LIMITED**  
403-Urvashi Hsg Society Ltd,  
Off Sayani Road, Prabhadevi,  
Mumbai – 400025.

We have examined the registers, records, books and papers of **Duke Offshore Limited** (the company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on 31<sup>st</sup> March, 2013. In our opinion and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure `A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure `B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met Seven (5) times respectively on 28<sup>th</sup> May, 2012, 30<sup>th</sup> July, 2012, 16<sup>th</sup> October, 2012, 21<sup>st</sup> December, 2012, 24<sup>th</sup> January, 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 23<sup>rd</sup> July, 2012 to 30<sup>th</sup> July, 2012 (both days inclusive) and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 30<sup>th</sup> July, 2012 and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. As explained to us, the company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.

10. The company has made necessary entries in the register maintained under section 301 of the Act, during the financial year.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
12. The board has duly approved the issue of duplicate share certificates during the financial year.
13. The Company:
  - i. has delivered all the certificates on allotment of securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act,
  - ii. has deposited the amount of dividend declared including interim dividend in a separate bank account within five days from the date of declaration of such dividend.
  - iii. Paid /posted warrants for dividends to all members within a period of 30(Thirty) days from the date of declaration and that all unclaimed /unpaid dividend has been transferred to Unpaid Dividend Account of the Company.
  - iv. has no amount lying in the books of account of the Company in respect of unpaid dividend account, matured deposits, matured debentures and the interest accrued thereon which are required to be transferred to Investor Education & Protection Fund, except for application money due for refund amounting to Rs. 6000/- only.
  - v. has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not complied with section 269 and other related provisions of the act pertaining to appointment of Managing Director.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under, whenever necessary.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not redeemed any preference shares during the financial year.
22. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits or any unsecured loans falling

within the purview of section 58 A during the financial year except for unsecured loan taken from two entities listed in the register maintained under section 301 of the Companies Act, 1956.

24. The amount borrowed by the Company from directors, financial institutions, banks and others during the financial year ending 31<sup>st</sup> March, 2013 are within the borrowing limits of the Company.
25. The Company has not made any loans and investments, or given guarantees or provided securities to other body corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishments was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated under section 418 of the Act. Hence there was no deduction towards such Provident Fund.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2013

For Arun Dash & Associates  
Company Secretaries

Sd/-  
Arun Dash  
(Proprietor)  
C.P. No. 9309



Annexure A  
Registers as maintained by the Company

**Statutory Registers**

1. Register of Members U/s 150 of the Act.
2. Register of Director's Shareholding U/s 307 of the Act.
3. Register of Director's, Managing Director, Manager and Secretary U/s 303 of the Act.
4. Register of Contracts U/s 301 of the Companies Act.
5. Minutes book of Board and General Meetings u/s 193.
6. Register of Charges U/s 143 of the Act.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2013

For Arun Dash & Associates  
Company Secretaries

Sd/-  
Arun Dash  
(Proprietor)  
C.P. No. 9309

**Annexure B**

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31<sup>st</sup> March, 2013.

**With Registrar of Companies:**

Sr. No.	Form No./ Return	Filed Under Section	For	Particulars of Filing		Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional fee paid Yes / No
				Date of Filing	SRN No.		
1	Form-20B	159	Annual Return (Financial Year Ending on 31/03/2012)	12/11/2012	P95731154	NO	YES
2	Form 66	383A	Compliance Certificate (Financial Year Ending on 31/03/2012)	29/10/2012	P92824663	NO	YES
3	Form 23 AC & Form 23 ACA(XBRL)	220	Balance Sheet & Profit and loss Account (Financial Year Ending on 31/03/2012)	4/12/2012	Q03859352	YES	N.A

With Regional Director, Central Government or other authorities: NIL

Place: Mumbai  
Date: 30<sup>th</sup> May, 2013

For Arun Dash & Associates  
Company Secretaries

Sd/-  
Arun Dash  
(Proprietor)  
C.P. No. 9309



**ARUN DASH & 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** ("the Company") for the year ended 31<sup>st</sup> March 2013, 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 Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring 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 Clause 49 of the above mentioned Listing Agreement.

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 **Arun Dash & Associates.**  
Company Secretary

Sd/-  
Arun Dash  
[Proprietor]  
C.P. NO. 9309

Place: Mumbai  
Date: 30.05.2013.



## CORPORATE GOVERNANCE REPORT

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

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

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

### 2. BOARD OF DIRECTORS:

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

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

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

During the financial year ended 31st March, 2013, total 5 (Five) Board Meetings were held on 24/05/2012, 30/07/2012, 16/10/2012, 21/12/2012 and 24/01/2013. The last Annual General Meeting was held on 30<sup>th</sup> July 2012.

Name of Director	Designation & Category	No. of Board Meeting in the year	Attendance Last AGM	No. of Outside Directorship	No. of Outside Board / Committee
Mr. Suresh Pawar	E. D.	5	YES	YES	ONE
Mr. Avik Duke	E. D.	5	YES	NO.	NO
Mr. Pramod Patekar	I.N.E	5	NO	YES	ONE
Cmdr. A. Quadros	I.N.E	5	YES	YES	ONE

**ED = Executive director,**

**INE = Independent Non-Executive Director**

**3. Code of conduct:**

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

**4. Audit Committee:**

**Terms of reference**

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

**Composition and Attendance at the Audit Committee Meeting:**

The company has an Audit Committee of the Board comprising of 2 directors. This Committee comprises of the following “Non Executive Independent Directors”: who met 5 (Five) times during the year (i.e.) on

**Board Meeting Attendance record of the Directors in 2012 - 2013**

<b>Name of Director</b>	<b>Status</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
Mr. Suresh Pawar	E. D.	5	5
Mr. Avik Duke	E. D.	5	5
Mr. Pramod Patekar	I.N.E	5	5
Cmdr. A. Quadros	I.N.E	5	5

**5. REMUNERATION COMMITTEE:**

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

**The following are the members of the committee:**

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

**6. SHAREHOLDERS GRIEVANCES COMMITTEE:**

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

**7. GENERAL BODY MEETINGS:**

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

Financial Year	Date	Location	Time
31-3-2010	20.08.2010	Registered Office	10.00 AM
31-3-2011	16.08.2011	Registered Office	11.00 AM
31-3-2012	30.07.2012	Registered Office	12.00 AM

**Notes:**

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

**8. DISCLOUSERS:**

1. The company has not entered into any materially significant related party transaction during the year that may have potential conflict with the interests of the company at large.
2. There has been no incidence of non-compliance by the company of any statutory regulations, nor any penalty or stricture imposed by the Stock Exchange or SEBI or any other statutory authority on any matter relating to the capital market over the last four years.
3. The details of all transactions with related parties are placed before the Audit Committee on quarterly basis.

4. In the preparation of financial statements the Company has followed Accounting Standards issued by the institute of Chartered Accountants of India to the extent applicable.
5. The constitution of whistle blower policy is a non - mandatory requirement. However the Company affirms that no employee has been denied access to the Audit Committee during the financial year 2012 – 2013.
6. The Company has complied with all mandatory requirements of clause 49 of listing requirements.

**9. MEANS OF COMMUNICATIONS:**

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

**10. GENERAL SHAREHOLDER INFORMATION:**

**AGM** :- Monday, 23<sup>rd</sup> September, 2013.

**Financial Year** :- 1<sup>ST</sup> April, 2012 to 31<sup>st</sup> March, 2013.

**Book Closure** :- Thursday 12<sup>th</sup> September 2013 to Monday, 23<sup>rd</sup> September 2013. [Inclusive of both days]

**Dividend** : Final Dividend will be paid after approval of the Proposal in the AGM.

**Listing of Shares** :The Company's shares are listed only at **Bombay Stock Exchange Ltd.** Listing fees for Bombay Stock Exchange Ltd., has been paid.

**Stock Code** :Bombay Stock Exchange, Mumbai, Physical Script Code No. – 531471, Demat Script Code No. –ISIN: INE 397G01019

**Registrar & Transfer Agents:-**

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

**Share Transfer System:-**

The transfers are received, processed and approved by the Registrar and share transfer agents and sent back to transferee.

**Share Holding Pattern  
Distribution of Shareholding as on March 31, 2013**

Category Code	Category of shareholder	Number of Shareholders	Total number of shares	Percentage
<b>A.</b>	<b>Shareholding of Promoter and Promoter Group *</b>			
1	Indian			
	- Directors	2	305,635	6.19
	- Directors Relatives	3	3,198,265	64.90
	- Directors Promoters	-	-	-
2	Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	<b>5</b>	<b>3,503,900</b>	<b>71.09</b>
<b>B.</b>	<b>Public Shareholding **</b>			
1	Institutions			
	- Mutual Funds and UTI	-	-	-
	- Banks, Financial Institutions, Insurance (Central / State Govt. Institution / Non - Govt. institutions)	-	-	-
	- FIs	-	-	-
2	Non-institutions			
	- Private Corporate Bodies	38	344,594	6.99
	- Indian Public	1,437	1,034,156	20.99
	- NRI / OCB	4	8,539	0.17
	- Others	12	37,411	0.76
	Total Public Shareholding	<b>1,491</b>	<b>1,424,700</b>	<b>28.91</b>
	<b>TOTAL</b>	<b>1,496</b>	<b>4,928,600</b>	<b>100.00</b>

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

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

**11. DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

42,61,000 shares representing 86.45% of shareholding has been dematerialized.



**Declaration**

As provided under Clause 49 of the Listing Agreement with the Bombay Stock Exchange, it is hereby declared that all the Board Members and Senior Management personnel of Duke Offshore Limited have affirmed compliance with the Code of Conduct for the year ended March 31, 2013.

Place : Mumbai  
Date : 30.05.2013

**Mr. Avik Duke**  
**(Chairman & Managing Director)**

## AUDITOR'S REPORT

To the Members of  
**M/s. DUKE OFFSHORE LIMITED.**

### **Report On Financial Statement**

We have audited the accompanying financial statements of **M/s. Duke Offshore Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and also the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management responsibility for the financial statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

### **Auditors Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 and fair presentation of the financial statements 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 management, 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.

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013; and
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
- c) In the case of Cash flow statement, of the Cash Flows for the year ended on that date.

### **Report on other Legal and regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956, **except note no. "Q ( c )" of notes to accounts regarding to non provision of Gratuity Liability in compliance with AS 15;**
  - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the





manner in which such cess is to be paid, no cess is due and payable by the Company.

For M/s. B. B. Shah & Company  
Chartered Accountants  
Firm Reg. No. 129121W

CA. Bipin B. Shah  
[Partner]  
Mem. No. 016862

Place : Mumbai  
Date : 30.05.2013

**ANNEXURE TO THE AUDITORS REPORT REFERRED TO IN PARAGRAPH 3 OF REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2013**

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

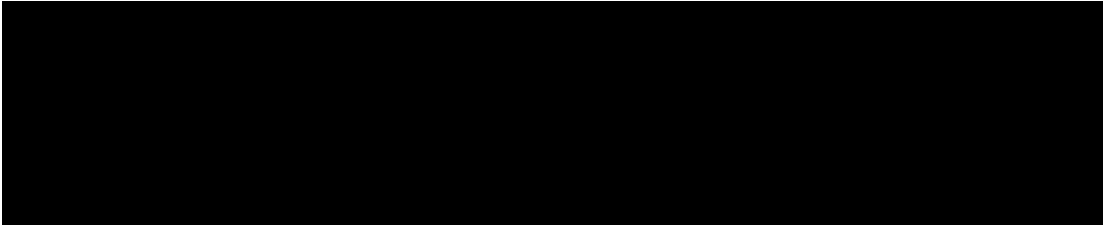
- i.
  - (a) According to the information and explanations given to us and in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and the situation of fixed assets.
  - (b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year at reasonable intervals. As explained to us, no material discrepancies were noticed as compared to the book records, on such physical verification.
  - (c) In our opinion and according to the information and explanations given to us, the Company has not made substantial disposal of the fixed assets during the year and the going concern status of the Company is not affected.
- ii.
  - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- iii. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
  - (a) As explained to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

- (b) According to the information and explanations given to us, the Company has taken interest free loan from Two (2) parties listed in the register maintained under section 301 of the Companies Act, 1956. In respect of said loan, the maximum amount outstanding at any time during the year was Rs. 71,39,878/- and the year-end balance of loans taken from this party was Rs.36,39,878/- .
  - (c) In our opinion and according to information and explanations given to us, other terms and conditions of loans taken by the company are not prima facie prejudicial to the interest of the Company.
  - (d) According to the information and explanations given to us, the company is generally regular in repaying the principal amount.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of fixed assets and also for sale of Services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls procedure.
- v. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 in our opinion and according to information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements that needed to be entered into the register maintained under section 301 of the Companies Act, 1956, and consequently the paragraph v(b) of the order is not applicable.
- vi. In our opinion and according to the information and explanations given to us, the company has complied with the Provisions of Section 58A of the companies Act and its rules, and also the directives of Reserve Bank of India. Since the company has not defaulted in repayment of deposits, compliance of Section 58AA of the Companies Act and its Rules, does not apply.
- vii. According to the information and explanations given to us and in our opinion, the Company has no formal internal audit department as such. However, its control procedures ensure reasonable internal checking of its financial and other records.
- viii. According to the information and explanations given to us, the maintenance of cost records have not been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956, in respect of activities of the Company.
- ix. (a) According to the information and explanations given to us and according to the records, the Company has been regular in depositing undisputed statutory dues, including, Income Tax, Wealth Tax, and any

other statutory dues with appropriate authorities during the year. As per the information and explanations given to us and in our opinion, the statutes relating to Sales Tax, Employees Provident Fund, Employee's State Insurance, Customs Duty, Excise Duty & Cess, are not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2013 for a period of more than six months from the date of them becoming payable.

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



- x. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding the financial year.
- xi In our opinion and according to information and explanations given to us, the Company has no outstanding dues from the financial institution or bank or debenture holders at the beginning of the year and has not taken any dues during the financial year from the financial institution or bank or debenture holders and therefore the question of default in repayment of dues to financial institutions, banks and debenture holders does not arise.
- xii In our opinion and according to information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Accordingly, the clause 4(xiii) and sub-clauses (a) to (d) of the Order is not applicable to the Company.
- xiv. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in share, securities, debentures and other investments.

- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi. According to the information and explanations given to us, the Company has not availed any term loans and consequently the paragraph 4(xvi) of the Order is not applicable to the Company.
- xvii. According to the information and explanations given to us, the Company has not raised any funds on short-term or long-term basis and consequently the paragraph 4(xvii) of the Order is not applicable to the Company.
- xviii. During the year the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, the Company has not issued any debentures and consequently the paragraph (xix) of the Order is not applicable.
- xx. The Company has not raised any money by public issue during the year.
- xxi. In our opinion and according to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the year.

For M/s. B. B. Shah & Company  
Chartered Accountants  
Firm Reg. No. 129121W

CA. Bipin B. Shah  
[Partner]  
Membership No. 16862

Place : Mumbai  
Date : 30.05.2013

<b>M/s. DUKE OFFSHORE LIMITED</b> <b>Balance Sheet as at 31st March, 2013</b>			
Particulars	Refer Note No.	31st March 2013	31st March 2012
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	1	49,783,000	49,783,000
Reserves and Surplus	2	21,617,335	9,919,173
<b>Non-current liabilities</b>			
Deferred tax liabilities (Net)	3	641,523	724,483
<b>Current liabilities</b>			
Short-term Borrowings	4	3,639,878	22,639,878
Trade Payables	5	4,215,113	5,921,578
Other Current Liabilities	6	2,001,639	4,635,382
Short-term Provisions	7	1,432,040	1,432,040
<b>TOTAL</b>		<b>83,330,527</b>	<b>95,055,535</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible Assets	8	52,182,562	59,418,182
Long-term loans and advances	9	4,978,756	1,101,953
<b>Current assets</b>			
Current Investments	10	499,069	499,069
Inventories	11	806,192	532,978
Trade receivables	12	5,669,389	13,221,247
Cash and Bank balance	13	12,283,193	18,656,557
Short-term loans and advances	14	6,627,875	921,581
Other current assets	15	283,492	703,968
<b>TOTAL</b>		<b>83,330,527</b>	<b>95,055,535</b>
<b>Notes on Financial Statements</b>			
		<b>1 to 24</b>	
As per our report of even date			
For B. B. Shah & Company Chartered Accountants Firm Reg. No. 129121W		For and on behalf of Board of Directors of M/s. Duke Offshore Limited	
CA. Bipin B. Shah [Partner] Mem. No. 016862		Mr. Avik G. Duke (Chairman & Managing Director)	Mr. Suresh Pawar (Director)
Place : Mumbai Date : 30.05.2013		Place : Mumbai Date : 30.05.2013	

<b>M/s. DUKE OFFSHORE LIMITED</b>			
<b>Statement of Profit and Loss for the year ended 31st March, 2013</b>			
Particulars	Refer Note No.	31st March 2013	31st March 2012
<b>INCOME:</b>			
Revenue from operations	16	56,523,548	84,811,846
Other income	17	1,010,117	1,128,094
<b>Total Revenue (I)</b>		<b>57,533,665</b>	<b>85,939,940</b>
<b>EXPENSES:</b>			
Direct Expenses	18	14,770,733	12,895,373
Employee Remmuneration and benefits	19	6,533,557	9,339,721
Finance costs	20	779,452	1,791,538
Depreciation	8	12,022,952	10,518,974
Other expenses	21	4,297,973	5,837,167
<b>Total Expenses (II)</b>		<b>38,404,668</b>	<b>40,382,773</b>
<b>Profit Before Taxation and Exceptional / Extraordinary items [ (I) - (II) ]</b>		<b>19,128,998</b>	<b>45,557,167</b>
<b>Exceptional Items</b>	22	(308,244)	(517,320)
<b>Profit Before Taxation and After Exceptional / Extraordinary items</b>		<b>19,437,241</b>	<b>46,074,488</b>
Tax Expense:			
Current tax		6,390,000	13,800,000
Deferred tax	3	(82,960)	341,136
<b>Profit After Taxation and Exceptional / Extraordinary items</b>		<b>13,130,202</b>	<b>31,933,352</b>
<b>Profit for the period after Tax</b>		<b>13,130,202</b>	<b>31,933,352</b>
Earnings per equity share:	23		
Basic		2.66	6.48
Diluted		2.66	6.45
<b>Notes on Financial Statement</b>		<b>1 to 24</b>	
As per our report of even date		For and on behalf of Board of Directors	
For B. B. Shah & Company Chartered Accountants Firm Reg. No. 129121W		M/s. Duke Offshore Limited	
CA. Bipin B. Shah [Partner] Mem. No. 016862		Mr. Avik G. Duke Chairman and Managing Director	Mr. Suresh Pawar Director
Place : Mumbai Date : 30.05.2013		Place : Mumbai Date : 30.05.2013	

Cash Flow Statement for the year 2012 - 2013		
Particulars	FY 2012-13	FY 2011-12
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit before tax as per Profit and Loss Account</b>	19,128,998	45,557,167
Adjusted for :		
Depreciation and Amortisation Expense	12,022,952	10,518,974
Wealth Tax	10,500	-
Interest Paid	779,452	1,791,538
Interest Income	(924,895)	(1,128,094)
	<b>31,017,007</b>	<b>56,739,585</b>
<b>Operating Profit before Working Capital Changes</b>		
Adjusted for :		
Trade and Other Receivables	7,222,058	10,434,724
Inventories	(273,214)	(532,978)
Proposed Dividend	(1,432,040)	-
Trade and Other Payable	(4,340,208)	(26,081,208)
<b>Cash Generated from Operations</b>	<b>32,193,602</b>	<b>40,560,123</b>
Taxes Paid	9,803,306	7,829,606
<b>Net Cash from operating Activities</b>	<b>22,390,297</b>	<b>32,730,517</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(4,787,332)	(23,557,440)
Purchase of Investments	-	(499,069)
Movement in Loans and Advances	164,050	489,950
Movement in Loans and Advances -Short	(5,706,294)	(625,877)
Movement in Other Current Assets	420,476	149,966
Interest income	924,895	1,128,094
<b>Net Cash (used in) Investing Activities</b>	<b>(8,984,205)</b>	<b>(22,914,376)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Changes in Share Capital	-	(39,394)
Short Term Borrowings (net)	(19,000,000)	1,499,856
Interest Paid	(779,452)	(1,791,538)
<b>Net Cash (used in ) / from Financing Activities</b>	<b>(19,779,452)</b>	<b>(331,076)</b>
<b>D: Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(6,373,361)</b>	<b>9,485,066</b>
<b>E: Opening Balance of Cash and Cash Equivalents</b>	<b>18,656,557</b>	<b>9,171,491</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>12,283,196</b>	<b>18,656,557</b>
	-	-
As per our report of even date		
For B. B. Shah & Company Chartered Accountants Firm Reg. No. 129121W	For and on behalf of Board of Directors M/s. Duke Offshore Limited	
CA. Bipin B. Shah [Partner] Mem. No. 016862	Mr. Avik G. Duke Chairman and Managing Director	Mr. Suresh Pawar Director
Place : Mumbai Date : 30.05.2013	Place : Mumbai Date : 30.05.2013	



**NOTES AND SIGNIFICANT ACCOUNTING POLICIES ANNEXED TO AND FORMING  
PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013**

**SIGNIFICANT ACCOUNTING POLICIES:**

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

**A. Basis of Preparation of Financial Statements:**

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

**B. Use of Estimates:**

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

**C. Own Fixed Assets:**

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

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

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

**E. Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**F. Depreciation and Amortization:**

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

**G. Earnings per share:**

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

**H. Taxes on income:**

**Current tax**

Current tax is the amount of tax payment on the taxable 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**

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

**I. Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss

recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amounts.

**J. Foreign Currency Transactions:**

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

**K. Investments:**

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

**L. Inventories:**

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

**M. Revenue Recognition:**

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

**N. Service Tax:**

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

**O. Employee Benefits:**

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

**P. Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one

that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

**Q. Provisions, Contingent Liabilities and Contingent Assets:**

- a) Contingent Liabilities are not provided for and are disclosed by way of notes to accounts.
- b) Claim against the company not acknowledged as debts Rs. 14,52,975/- (P.Y. Rs. 14,52,975/-) consist of Income Tax Dues for the financial year 2002-03, for which the Company has sought waiver of the penal interest from the office of Income Tax Appellate Tribunal Range 10 (1), Mumbai.
- c) The Company has not made Compliance of AS-15 issued by the ICAI with regard to provision for Gratuity amounting to Rs.32,25,000/- (P.Y. Rs. 25,75,000/-) dues payable to employees as the same is accounted as and when due for payment. Accordingly the profit of the company to that extent has been overstated and liability has been understated.

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

**S. Outstanding Payment to Micro & Small Enterprises:**

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

**T. Previous Year Figures:**

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

**II Schedules Forming part of Notes on Accounts**

**Note 1 : Share Capital**

**1.1 : Each class of Shares Capital**

Particulars	31st March 2013	31st March 2012
<b>Authorised shares</b> 52,50,000 (P.Y. 52,50,000) Equity Shares of Rs.10/- each	52,500,000	52,500,000
<b>Issued,Subscribed and Paid up</b> 49,28,600 (31 March 2012 : 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
<b>Total</b>	<b>49,783,000</b>	<b>49,783,000</b>

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

Particulars	Equity Shares	
	No.	
Shares outstanding at the beginning of the year	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**

Name of Shareholder	31st March 2013		31st March 2012	
	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	546,430	11.07	546,430	11.07
Avik Duke	281,635	5.71	281,635	5.71
Data Line Share Registry Pvt. Ltd.	250,000	5.07	250,000	5.07

**1.4 : Other details**

**Details of Forfeited Shares**

Class of shares	As at 31 March 2013		As at 31 March 2012	
	No. Of shares	Amt. originally paid up	No. Of shares	Amt. originally paid up
Equity Shares with voting rights	-	-	99,400	497,000

1.5 : All equity shares carry similar voting rights and have an equal right to dividends and in case of repayment of capital.

<b>Note: 2 Reserves &amp; Surplus</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
<b>General Reserves</b>		
Opening Balance	3,193,000	-
(+) Current Year Transfer	1,313,000	3,193,000
Closing Balance	<b>4,506,000</b>	<b>3,193,000</b>
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	6,726,173	(19,150,098)
(+) Net Profit/(Net Loss) For the current year	13,130,202	31,933,352
(-) Proposed Dividends (Incl. Dividend Tax)	1,432,040	1,432,040
(-) Interim Dividends (Incl. Dividend Tax)	-	1,432,040
(-) Transfer to Reserves	1,313,000	3,193,000
Net surplus in the statement of profit and loss	<b>17,111,335</b>	<b>6,726,173</b>
<b>Total reserves and surplus</b>	<b>21,617,335</b>	<b>9,919,173</b>

**Note 3 : Deferred tax liabilities (Net)**

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

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

<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
<b>Opening Deferred tax Asset as on 01.04.2012</b>	724,483	383,347
Fixed Asset : Impact of difference in tax depreciation and depreciation/amortization charged for the financial reporting	641,523	724,483
<b>Gross deferred tax asset</b>	641,523	724,483
<b>Net deferred tax liability created during the year</b>	<b>82,960</b>	<b>(341,136)</b>
<b>Closing balance</b>	<b>641,523</b>	<b>724,483</b>

<b>Note 4 : Short Term Borrowings</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	-	-
<b>Loans repayable on demand</b>		
from Other Parties	-	15,500,000
from Related parties	3,639,878	7,139,878
<b>Total</b>	<b>3,639,878</b>	<b>22,639,878</b>
<b>Note 5 : Trade Payables</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	-	-
Other than Acceptance	4,215,113	5,921,578
<b>Total</b>	<b>4,215,113</b>	<b>5,921,578</b>
<b>Note 6 : Other Current Liabilities</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	-	-
(a) Interest accrued but not due on Borrowings	-	552,664
(b) Unclaimed Dividend	197,475	1,432,040
(c) Application Money Received for allotment of shares and due for refund *	6,000	6,000
(d) Others		
(i) Advance from customers	-	129,068
(ii) Payable on purchase of Fixed Assets	255,144	1,309,262
(iii) Statutory Remittances	174,662	408,332
(iv) Reimbursable Expenses	566,962	237,460
(v) Outstanding Expenses	93,809	25,007
(vi) Others	707,587	535,549
<b>Total</b>	<b>2,001,639</b>	<b>4,635,382</b>
* Refund of Application Money Received for allotment of shares is due to one of the shareholder Rs. 6,000/-		
<b>Note: 7 Short-term provisions</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	-	-
<b>Provision for</b> Proposed Dividend ( Incl. Tax on Dividend )	1,432,040	1,432,040
<b>Total</b>	<b>1,432,040</b>	<b>1,432,040</b>

Note: 8 Fixed Assets												
Fixed Assets	Rate %	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2012	Additions	Deductions / Adjustments	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation charge for the year	Deductions / Adjustment s	Balance as at 31 March 2013	Balance as at 31 March 2012		
<b>Tangible Assets - Owned</b>												
Computers	40.00%	348,694	108,269	-	456,963	273,427	50,218	-	323,645	133,318	75,267	
Furniture and Fixtures	18.10%	27,400	67,000	-	94,400	7,669	4,335	-	12,004	82,396	19,731	
LCD TV	13.91%	33,000	-	-	33,000	11,953	2,928	-	14,881	18,119	21,047	
Vehicles	25.89%	853,305	4,520,102	-	5,373,407	561,938	174,826	-	736,764	4,636,643	291,367	
Marine Offshore Vessels	20.00%	72,834,468	-	-	72,834,468	14,159,240	11,735,046	-	25,894,286	46,940,182	58,675,228	
Mobile Phone	13.91%	154,219	48,500	-	202,719	34,441	19,360	-	53,801	148,918	119,778	
Office equipment	13.91%	244,269	21,200	-	265,469	34,157	29,227	-	63,384	202,085	210,112	
Printer	40.00%	32,222	22,261	-	54,483	26,570	7,013	-	33,583	20,901	5,652	
<b>Total</b>		<b>74,527,577</b>	<b>4,787,332</b>	<b>-</b>	<b>79,314,909</b>	<b>15,109,395</b>	<b>12,022,952</b>	<b>-</b>	<b>27,132,347</b>	<b>52,182,562</b>	<b>59,418,182</b>	
<b>Previous Year</b>		<b>50,970,137</b>	<b>23,557,440</b>	<b>-</b>	<b>74,527,577</b>	<b>4,590,421</b>	<b>10,518,974</b>	<b>-</b>	<b>15,109,395</b>	<b>59,418,182</b>	<b>835,049</b>	



<b>Note : 9 Long Tern Loans &amp; Advances</b>		
<b>Long Tern Loans &amp; Advances</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	\	\
<b>a. Security Deposits / EMD</b> Unsecured, considered good	1,239,480	1,403,530
<b>b. Advance Income Tax (net of provisions) / Wealth Tax,</b> Unsecured considered good	3,739,276	(301,576)
<b>Total</b>	<b>4,978,756</b>	<b>1,101,953</b>
<b>Note 10 : Current Investments</b>		
<b>Current Investment (Valued At Cost )</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	\	\
<b>Trade Investment (Quoted)</b> 172 (31st March, 2012: 172) units IDBI Gold Exchange Traded Fund	499,069	499,069
<b>Total</b>	<b>499,069</b>	<b>499,069</b>
<b>Aggreagate Value of Quoted Investments</b>	<b>509,120</b>	<b>483,234</b>
<b>Note : 11 Inventories</b>		
<b>Inventories</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	\	\
Stores & Spares	806,192	532,978
	<b>806,192</b>	<b>532,978</b>
<b>Note : 12 Trade Receivables</b>		
<b>Trade receivables</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
	\	\
<b>Trade receivables outstanding for a period less than six months</b> Unsecured, considered good	5,669,389	12,921,822
<b>Trade receivables outstanding for a period exceeding six months</b> Unsecured, considered good	-	299,425
	<b>5,669,389</b>	<b>13,221,247</b>

<b>Note 13 : Cash and cash equivalents</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
<b>Cash on hand</b>	167,569	68,773
<b>Balances with banks</b>		
In current accounts -		
EEFC A/c Standard Chartered A/c		183
IDBI Bank Ltd.	6,028,945	6,048,777
IDBI Bank Ltd.- Vizag	19,830	-
IDBI A/C Divident Account	121,750	-
IDBI A/C EEFC Account	308,730	-
IDBI A/C Interim Divident Account	75,725	-
Bank deposits with IDBI with more than 12 months maturity	5,560,644	12,538,824
<b>Total</b>	<b>12,283,193</b>	<b>18,656,557</b>
<b>Note 14 : Short-term Loans and Advances</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
<b>a. Loans and advances to Employees</b>		
Unsecured, considered good	-	97,000
<b>b. Prepaid Expenses</b>		
Unsecured, considered good	577,128	671,020
<b>c. Balance with Government authorities</b>		
Service Tax Credit receivable	711,796	153,561
<b>d. Others</b>		
	5,338,951	-
<b>Total</b>	<b>6,627,875</b>	<b>921,581</b>
<b>Note: 15 Other current assets</b>		
<b>Other current assets</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
<b>Accruals</b>		
Interest Accrued on Deposits	106,197	703,968
<b>Others</b>		
	177,295	-
<b>Total</b>	<b>283,492</b>	<b>703,968</b>

**Notes Forming part of Statement of Profit & Loss :**

<b>Note 16 Revenue from Operations</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
<b>Revenue from operations</b>		
Marine Offshore Vessels Income	56,153,465	84,594,819
Diving Income	74,184	217,027
Other operating revenues	295,899	-
<b>Total</b>	<b>56,523,548</b>	<b>84,811,846</b>
<b>Note: 17 Other Income</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Interest Income	924,895	1,128,094
Profit from Commodity Trading	85,222	-
<b>Total</b>	<b>1,010,117</b>	<b>1,128,094</b>
<b>Note : 17.1 : Interest Income comprises of the followings :</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Interest on Income Tax Refund AY 2009-10	255,580	109,170
Interest on Fixed Deposits	669,315	985,530
Interest on delayed payment of call money	-	33,394
<b>Total</b>	<b>924,895</b>	<b>1,128,094</b>
<b>Note: 18 Direct Expenses</b>		
<b>Particulars of Direct Expenses</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Agency Maintenance Charges	6,800	2,001,817
Marine Offshore Vessels spares & Consumables	2,450,489	4,474,387
Freight Charges	53,734	58,950
Diving Contract Expenses	115,000	90,000
Boat Expenses	2,604,934	678,040
Consumables & Spares	3,716,562	608,044
Labour Charges	5,498,716	4,752,804
Site Expenses	297,386	70,499
Uniform Charges	27,113	6,254
Other Expenses	-	154,578
<b>Total</b>	<b>14,770,733</b>	<b>12,895,373</b>
<b>Note: 19 Employee Remuneration and Benefits</b>		
<b>Employee Remuneration and Benefits</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Salaries and incentives	5,937,710	8,799,744
Bonus	384,100	361,700
Conveyance Allowance	118,666	99,769
Staff welfare expenses	93,081	78,508
<b>Total</b>	<b>6,533,557</b>	<b>9,339,721</b>

<b>Note: 19.1 Salary includes payment salary paid to Directors.</b>		
<b>Employee Benefits Expense</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Salaries to Managing Directors		
Salaries to Directors	4,200,000	4,550,000
<b>Total</b>	<b>4,200,000</b>	<b>4,550,000</b>
<b>Note: 20 Finance Cost</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Interest expense	779,452	1,791,538
<b>Total</b>	<b>779,452</b>	<b>1,791,538</b>
<b>Note: 21 Other Expenses</b>		
<b>Particulars</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Advertisement Expenses	48,995	37,911
Account writing Charges	325,000	145,994
Annual Custody Fees	30,000	30,000
Bank Charges	63,708	203,084
Business Development Expenses	340,785	290,889
Electricity Charges	59,632	26,672
Interest Expenses	20,321	432,061
Legal & Professional Fees	724,828	1,685,693
Miscellaneous Expenses	750,522	455,597
Fuel & Motor Car Expenses	202,367	242,176
Payment to Auditors	75,000	75,000
Postage, Telegram & Courier Expenses	57,728	79,799
Printing & Stationery	77,022	129,475
Rent	399,000	429,290
Shares Transfer & Registrar Charges	32,541	60,874
Telephone Charges	102,693	128,755
Traveling and Conveyance Expenses	987,831	1,383,897
<b>Total</b>	<b>4,297,973</b>	<b>5,837,167</b>
<b>Note : 21.1 Payments to the auditor as</b>		
<b>Payments to the auditor as</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Statutory Audit fees	50,000	50,000
Tax Audit	25,000	25,000
<b>Total</b>	<b>75,000</b>	<b>75,000</b>

<b>Note : 21.2 Foreign Outgo :</b>		
<b>Type of Expenses</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
a. Foreign Travelling	212,564	472,044
b. Import of Spares for Marine Vessels	2,912,259	57,841,733
c. Reimbursement of Under Water Course Fees	812,014	4,022,588
<b>Total</b>	<b>3,936,837</b>	<b>62,336,365</b>
<b>Note: 22 Exceptional Item</b>		
<b>Exceptional Item</b>	<b>31st March 2013</b>	<b>31st March 2012</b>
Excess provision for Tax	308,244	517,320
<b>Total</b>	<b>308,244</b>	<b>517,320</b>
<b>Note : 23 Earnings per share</b>		
<b>Earnings per Share</b>	<b>For the year ended 31 March 2012</b>	<b>For the year ended 31 March 2012</b>
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Share Holders (Rs.)	13,130,202	31,933,352
No. of Equity Shares	4,928,600	4,928,600
Weighted Average number of equity shares	4,928,600	4,953,450
Basic Earnings per share (Rs.)	2.66	6.48
Diluted Earnings per share (Rs.)	2.66	6.45
Nominal Value per Share (Rs.)	10.00	10.00

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

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1	Mr. Avik G. Duke	Chairman & Managing Director
2	Mr. Suresh Pawar	Director
3	Mr. Pramod Patekar	Independent Director
4	Comde. Alan Quadros	Independent Director

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

**Remuneration to the Key Management Personnel (KMP)**

Sr. No.	Name	Designation	For the year ended 31st March, 2013	For the year ended 31st March, 2012
1	Mr. Avik G. Duke	Chairman & Managing Director	3,900,000	3,900,000
2	Mr. Suresh Pawar	Director	650,000	650,000
<b>Total</b>			<b>4,550,000</b>	<b>4,550,000</b>

Details of related party transactions during the year ended 31st March, 2013 and outstanding balances as at 31st March, 2013

Particulars	Amount (₹)
Payment to Creditors	10,00,000 [P.Y. 45,00,000]



**ATTENDANCE SLIP**

**DUKE OFFSHORE LIMITED**

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

**FOLIO No.:** .....

**CLIENT ID No.**.....

**DP ID No. :** .....

I hereby record my presence at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held at Co.'s regd. Office situated at 403, URVASHI, Off Sayani Road, Prabhadevi, Mumbai – 400 025, on Monday, 23<sup>RD</sup> September, 2013 at 12:00 Hrs.

.....  
Name of attending Member / Member  
Proxy Signature

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

**Note:s:-**

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

-----TEAR HERE-----

**PROXY FORM**

**DUKE OFFSHORE LIMITED**

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

**FOLIO No.:** .....

**CLIENT ID No.**.....

**DP ID No. :** .....

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a Member / Members of the above mentioned company , hereby appoint \_\_\_\_\_ of failing him \_\_\_\_\_ as my / our proxy to vote for me / us and on my /our behalf at the Twenty Seventy Annual General Meeting of the company to be held on Monday, 23<sup>RD</sup> September, 2013 at 12:00 Hrs at 403, Urvashi Housing Society Ltd. Off. Sayani Road, Prabhadevi, Mumbai – 400 025. This form is to be used in favour of the resolution(s)-----against the resolution/s -----  
----- instruct the proxy will act as he think fit.


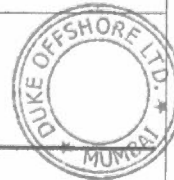
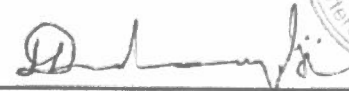



Signed this \_\_\_\_\_ day of \_\_\_\_\_ , 2013

Signature : \_\_\_\_\_

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

**FORM B**

**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

1.	Name of the company	Duke Offshore Limited
2.	Annual financial statements for the year ended	31st March, 2013
3.	Type of Audit qualification	Qualified
4.	Frequency of qualification	Since F.Y. 2009 -2010
	attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	Please refer Page No. 24 and Page No. 9 of Annual Reports for the Financial Year 2012 – 2013.
	Additional comments from the board/audit committee chair:	N. A.
5.	To be signed by-  • CEO/Managing Director  • CFO  • Auditor of the company  • Audit Committee Chairman	  <hr/> <p>N. A.</p> <hr/>   <hr/>   <hr/> 