



GOL OFFSHORE LIMITED
(formerly known as **GREAT OFFSHORE LIMITED**)
(CIN No. L11200MH2005PLC154793)

Company Name: GOL OFFSHORE LIMITED
(Formerly known as GREAT OFFSHORE LIMITED)
Person issuing the update: Basavraj Loni, Deputy Manager - Secretarial
ISIN XS0320616997

Sub.: Submission of the Annual Report comprising inter alia the Notice of Annual General Meeting to be held on August 14, 2014 of GOL Offshore Limited.

ANNUAL REPORT COMPRISING INTER ALIA THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON AUGUST 14, 2014 OF GOL OFFSHORE LIMITED, IS ATTACHED.

9th Annual Report 2013-2014

Offshore Challenges. Energised to Explore.



GOL OFFSHORE LTD.

(Formerly Great Offshore Ltd.)

Enterprise • Energy • Endurance



GOL OFFSHORE LTD.

Board of Directors



Shri Prakash C. Kapoor
Chairman & Executive Director



Shri Vijay Kumar
Executive Director



Dr. Ram Nath Sharma
Director



Shri Mahesh P. Mehrotra
Director



Shri Vinesh Davda
Director



Shri Prabhakar Dalal
Director (Exim Bank Nominee)



Dear Stakeholders

We are in the midst of very exciting and dynamic times. The winds of change are sweeping over us leaving no part of our lives untouched: be it politics, economy or industry. The world was recently left in awe by our seemingly benign electorate with the show of its strength, bringing in a change at the highest level. The legislature of our Country also ushered in the change in our corporate philosophy with new Companies Act, which takes the corporate governance and shareholders' democracy to the next level. We all seem to be settling down with these changes quite positively. Even the stock market gave a thumbs up to these changes with its phenomenal upward movement which still continues.

At the global industry level, the markets have started looking up, especially in the rig segment. The rates in this segment have seen upward trend in the recent past due to higher demand in the Gulf of Mexico and West Africa. An upward trend is being witnessed in the demand for offshore vessels, especially the PSVs, which is expected to push up the charter hire rates. Increased pressure on the local E & P companies to sustain the production levels of oil and natural gas resulted in several brown field projects to enhance the productivity / efficacy of the oil and gas recovery mechanism. This in turn resulted in many turn key oil and gas projects which augers well for all LSTK/EPIC companies.

Your Company has done reasonably well in the financial year 2013-14. The figures are a part of the annual report and hence I will avoid dwelling on them here. The average employment period of your Company's versatile fleet was quite good during the year under consideration and the Company is currently working on revamping of the large gas processing complex of ONGC with a revenue visibility of around Rs. 700 crores in two years. We will continue to strive for such lucrative and prestigious projects in future too.

In the year under consideration, your Company has reduced its debt burden by Rs. 160 crores through internal accruals. The Company has also paid off the amount due on the Foreign Currency Convertible Bonds. The Company, through judicious mix of internal accruals and sale of certain assets, plans to further reduce its debt levels significantly by the end of the current financial year.

Considering the liquidity situation and cash flow requirements for capital and other operational expenses, the Directors had to decide not to recommend any dividend for the financial year 2013-14. However, we are hopeful of bringing back the Company to dividend paying list soon.

I take this opportunity to thank all our stakeholders for their unstinted support and faith in the Company.

Yours sincerely,



Prakash Chandra Kapoor



Shri P. C. Kapoor
Chairman & Executive Director

BOARD OF DIRECTORS

Shri Prakash Chandra Kapoor
Chairman and Executive Director

Shri Vijay Kumar
Executive Director

Non Executive Directors

Dr. Ram Nath Sharma
Shri Vinesh Davda
Shri Prabhakar Dalal (EXIM Bank Nominee)
Shri Mahesh Prasad Mehrotra

**Company Secretary &
Chief Compliance Officer**

Shri Navin Joshi

Joint Statutory Auditors

M/s. Varma & Varma, Chartered Accountants and
M/s. Motilal & Associates, Chartered Accountants

Internal Auditors

Ashok Kapadia & Associates, Chartered Accountants

Registered Office

Energy House,
81, Dr. D. N. Road, Mumbai – 400 001
Tel No: + 91 22 6635 2222
Fax no. + 91 22 2267 3993
CIN NO : L11200MH2005PLC154793
info@goloffshore.com
www.goloffshore.com

Registrar & Share Transfer Agent

TSR Darashaw Private Limited
(Unit: GOL Offshore Limited)
6–10 Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai – 400 011
Tel No: (022) 6656 8484
Fax No: (022) 6656 8494
CIN NO.: U67120MH1985PTC037369
csg-unit@tsrdarashaw.com
www.tsrdarashaw.com

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NOTICE is hereby given that the **NINTH ANNUAL GENERAL MEETING** of the members of **GOL OFFSHORE LIMITED** will be held at 11.30 a.m. on Thursday, August 14, 2014 at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12, K. Dubhash Marg, Kaala Ghoda, Mumbai-400 001, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone audited financial statements of the Company for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors' thereon and to consider and adopt the consolidated audited financial statements of the Company for the year ended March 31, 2014.
2. To appoint a Director in place of Shri Vijay Kumar (DIN: 00726561), who retires by rotation at this Annual General Meeting (AGM) and being eligible has offered himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, Messrs Varma & Varma, Chartered Accountants (Registration No. FRN 004532S) and Messrs Motilal & Associates, Chartered Accountants (Registration No. 106584W), be and are hereby appointed as Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2017 (subject to the ratification of the appointment by the members at every AGM held after this AGM), on such remuneration as may be mutually decided by the Board of Directors / Audit Committee of the Company and the Statutory Auditors."

SPECIAL BUSINESS

4. To appoint Shri Mahesh Prasad Mehrotra (DIN: 00016768) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of clause 49 of the listing agreement, Shri Mahesh Prasad Mehrotra (DIN: 00016768), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 11th February 2019."

5. To appoint Dr. Ram Nath Sharma (DIN: 00054480) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of clause 49 of the listing agreement, Dr. Ram Nath Sharma (DIN: 00054480), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 14th Annual General Meeting of the Company to be held in the calendar year 2019."

6. To appoint Shri Vinesh Davda (DIN: 00050175) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, if any, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of clause 49 of the listing agreement, Shri Vinesh Davda (DIN: 00050175), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 14th Annual General Meeting of the Company to be held in the calendar year 2019.”

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on July 10, 2008 and subject to the approval of any statutory authority, as may be necessary in this regard, consent of the Company be and is hereby granted pursuant to the provisions of section 180(1)(c) and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification(s) or re-enactments thereof and rules made thereunder for the time being in force, to the Board of Directors and / or any Committee thereof, for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board and / or any Committee thereof may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers and development / investment financial institutions / financiers / debenture trustee etc. in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves **provided however that**, the total amount so borrowed / to be borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs. 5000,00,00,000 (Rupees Five Thousand Crores only);

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do, undertake and execute all the necessary acts, matters, things, deeds and documents as may be necessary from time to time to give effect to the authority hereby granted.”

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on July 10, 2008 and subject to the approval of any statutory authority, if required in this regard, consent of the Company be and is hereby granted pursuant to the provisions of section 180(1)(a) and other applicable provisions of the Companies Act, 2013, if any, including any statutory modification(s) or re-enactments thereof and rules made thereunder for the time being in force, to the Board of Directors and / or any committee thereof, to mortgage and/or charge in addition to the mortgage(s)/ charge(s) created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board of Directors and / or any committee thereof, may determine or think fit, the whole or substantially the whole or any one or more of the Company's undertakings or all its undertakings, including all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable property of the Company and the whole or any part of the undertaking or undertakings of

the Company, in favour of the Company's bankers and development / investment financial institutions/ financiers / Debenture Trustees (hereinafter referred to as the 'Lenders') to secure any loans, guarantee assistance, working capital arrangements etc. already availed / to be availed by the Company together with interest thereon at an agreed rate, compound interest, additional interest, liquidated damages, premium on pre-payment, costs, charges, expenses and other monies payable by the Company to the said Lenders and/or any issue of Non-Convertible Debentures, and /or compulsorily or optionally, fully or partially convertible debentures, within the overall ceiling prescribed by the members of the Company, in terms of section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and do, undertake and execute all the necessary acts, matters, things, deeds and documents as may be necessary from time to time to give effect to the authority hereby granted."

9. To adopt new Articles of Association of the Company containing regulations which are in conformity of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactments thereof for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT any Directors and the Company Secretary be and are hereby severally authorised to do, undertake and execute all the necessary acts, matters, things, deeds and documents as may be necessary to give effect to the authority hereby granted, including signing / digitally signing and filing necessary form(s) with ROC and other authorities as may be necessary. "

Registered Office

Energy House,
81, Dr. D. N. Road,
Mumbai – 400 001.
CIN : L11200MH2005PLC154793
e-mail : investor_services@goloffshore.com
Website: www.goloffshore.com

By Order of the Board of Directors
For **GOL OFFSHORE LIMITED**

Navin Joshi
Company Secretary &
Chief Compliance Officer

July 11, 2014

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 INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. A member holding more than ten percent, of total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. To be effective, the instrument appointing proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf.**
2. 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.
3. Equity shares of the Company are compulsorily tradable in dematerialized form. Considering the advantages of scripless/ dematerialized trading, shareholders are advised to get their shares dematerialized so as to avoid inconvenience in future.
4. The Register of Members and Share Transfer Books of the Company will remain closed from August 8, 2014 to August 14, 2014 (both days inclusive) in connection with the ensuing Annual General Meeting.
5. Members holding shares in electronic / dematerialized form are requested to notify any change in their address / bank mandate to their respective Depository Participants (DPs). Members holding shares in physical form should inform any change in the address to the Registrars & Share Transfer Agents of the Company, TSR Darashaw Private Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011.
6. Shareholders are requested to note that, pursuant to the provisions of section 205C of the Companies Act, 1956, dividends, which are not encashed and remain unclaimed for seven years from the date they became first due for payment, will be transferred to the Investors Education & Protection Fund (IEPF) established by the Central Government. No claim in respect of such dividends shall lie against the Company or IEPF after transfer of the said dividend amount to IEPF. Considering this, Members are requested to Contact Company or Share Transfer Agents to encash their unclaimed dividend of the past years. Pursuant to the provisions of the aforesaid section 205C, the interim equity dividend declared by the Board of Directors at their meeting held on March 21, 2007 has been transferred by the Company to IEPF on April 21, 2014.

The company has uploaded the information in respect of unclaimed dividends from the year 2007 on IEPF Website viz www.iepf.gov.in in terms of the said IEPF rules.
7. All the documents referred to in the Notice and the Explanatory Statement are open for inspection by the members of the Company and others entitled thereto at the Registered Office of the Company between 11.00 a.m. to 2.00 p.m. on any working day, until the date of the ensuing Annual General Meeting or any adjournment or adjournments thereof.
8. The members seeking any information with regard to accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
9. Members / Proxies are requested to bring duly filled attendance slip to the venue of the Annual General Meeting.
10. Pursuant to the green initiative of the Company, members who have not registered their e-mail addresses so far are requested to register the same so that all the communications including the annual reports, notices, circulars etc. from the Company can be sent to them electronically.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Considering this all the members are requested to submit their PAN. The members holding shares in the electronic form shall submit their PAN to the Depository Participant (DP) with whom they have Demat Account. The members holding

shares in physical form shall submit their PAN to either the Company or the Share Transfer Agents.

12. Voting through electronic means

- I. The company is offering e-voting facility to its members enabling them to cast their votes electronically. An agreement with the National Securities Depository Limited (NSDL) is signed for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and revised Clause 35B of the Listing Agreement.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote. In case you are a first time user then follow the instructions given below.
 - A. Members receiving e-mail from NSDL [This is for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open e-mail and open PDF file viz; "GOL Offshore e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. 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. Please note the new password for all the future e-voting cycles offered on NSDL e-voting platform. Please do not share your password with any other person and take all the necessary care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E Voting Event Number) of GOL OFFSHORE LIMITED.
 - (viii) Now you are ready for 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(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail addressed to evoting@goloffshore.com with a copy marked to evoting@nsdl.co.in
 - B. Members receiving physical copy of the Notice of the AGM [This is for members whose email IDs are not registered with the Company / Depository Participants (s) or who have requested physical copy]:
 - (i) Initial password is provided as below, at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
*****	*****	*****

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) at A above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and

e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or e-mail at evoting@nsdl.co.in.

- IV. 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).
 - V. The e-voting period starts from 9.00 a.m. (IST), on August 6, 2014 and ends at 6.00 p.m. (IST), on August 8, 2014. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off-date (record date) of July 04, 2014, may cast their vote electronically. The e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently.
 - VI. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of July 04, 2014.
 - VII. Shri Dinesh Kumar Deora, Practicing Company Secretary (Certificate of practice no. 4119) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VIII. As the voting of the Members is through electronic means, the members who do not have access to e-voting, may fill in the requisite details in the Ballot Form attached at the end of the Annual Report, enclose it in a sealed envelope and send it to the Scrutinizer Shri Dinesh Kumar Deora, C/o. GOL Offshore Limited, Energy House, 81, Dr. D. N. Road, Mumbai, so as to reach the Scrutinizer not later than August 8, 2014 at 6.00 p.m. (IST). Ballot Forms received after this date will be treated as invalid. The Scrutinizer's decision on the validity of the forms will be final.
 - IX. Kindly note that the shareholders can opt only one mode of voting, i.e. either by e-voting or through Ballot. In case shareholders cast their vote through Ballot as well as e-voting, then voting done through e-voting will prevail and voting done through ballot will be treated as invalid.
 - X. The Scrutinizer will within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses who are not in the employment of the Company and forthwith make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company.
 - XI. The Results will be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goloffshore.com and on the website of the NSDL within two (2) days from the conclusion of AGM of the Company and communicated to the Stock Exchanges, where the shares of the Company are listed.
13. **Particulars of Directors seeking appointment / re-appointment:** Pursuant to Clause 49 of the Listing Agreement, relevant details of the Directors seeking appointment / re-appointment are given below:

13.1 Shri Vijay Kumar

Shri. Vijay Kumar, is a qualified Naval Architect with B.Tech (Honours) from IIT Kharagpur with a vast experience of more than 47 years in Ship Design, Ship Construction and Management. He was associated with Mazgaon Dock Ltd for seven years. Later on he promoted Bharati Shipyard Ltd in 1976 along with Shri P.C. Kapoor and was over all in charge of Design, Planning and Marketing the products of the Company. He is currently the Managing Director of Bharati Shipyard Ltd, Chairman of Tebma Shipyard Ltd, apart From being a Member of the Bureau Veritas Asia Committee, Lloyds Register South Asia Advisory Committee, ABS India National Committee, Member Executive Committee of Federation of Indian Chamber of Commerce and Industry (FICCI), the Secretary of Shipyards Association of India, Chairman of INMARCO – INAVATION 2014, President of the Institute of Naval Architects, India. He was

earlier a Member of the Working Group for the VIIIth, IXth, Xth and XIth Five Year Plans for Shipbuilding and Shiprepair Industry, Government of India, Member of the Governing Council of National Ship Design & Research Centre, Government of India and Convener of DGTD for Shipbuilding and Shiprepair. Directorships held by Shri Vijay Kumar in other companies (excluding foreign, private and section 8 companies):

- 1) Bharati Shipyard Limited – Managing Director
- 2) *Pinky Shipyard Private Limited
- 3) Bengal Shipyard Limited
- 4) Oceanic Shipyard Limited
- 5) *Nirupam Energy Projects Private limited
- 6) *Vishudh Urja Private Limited
- 7) *Natural Power Ventures Private Limited
- 8) *Dhanshree Properties Private Limited
- 9) *Advitiya Urja Private Limited
- 10) Tebma Shipyards Limited
- 11) *Premila Mercantile Private Limited
- 12) *Nishita Mercantile Private Limited

*Subsidiary of a public Company.

Memberships / Chairmanship of committees of other public companies held by Shri Vijay Kumar:
NIL

Number of Shares held by Shri Vijay Kumar in the Company: NIL

13.2 Shri Mahesh Prasad Mehrotra

Shri Mahesh Prasad Mehrotra is a graduate from the commerce faculty and also a graduate of law. He is also a fellow member of the Institute of Chartered Accountants of India.

Shri Mehrotra is a founder partner of Mehrotra & Mehrotra, Chartered Accountants, Delhi, a well known firm of Chartered Accountants since 1962, with a prestigious clientele including scheduled banks like Bank of India, Bank of Baroda and Punjab National Bank, Corporations like Life Insurance Corporation of India and business houses like Essar Group, ABG Group, Dhampur Sugar Mills, Bharat Heavy Electricals Ltd., National Thermal Power Corporation Ltd. etc. Shri Mehrotra is also a director on the Board of many reputed corporates.

Shri Mehrotra has decades of rich and varied experience in fields like accounts & audit, matters under the Corporate Laws including Companies Act and Income Tax Act, project appraisals, project funding, tax planning, takeovers, mergers and amalgamations.

Shri Mehrotra has also held various positions on committees and organizations established under the auspices of the Govt. of India, including member of the Task Force for MOUs by Ministry of Heavy Industries & Public Enterprises (since 2011-12 and continuing), Member of Central Board of Trustees of Employees' Provident Fund Organisation (EPFO), Trustee of Cochin Port Trust, Director of Canara Bank etc.

Directorships held by Shri Mahesh Prasad Mehrotra in other companies (excluding foreign, private and section 8 companies):

- 1) Baroda Pioneer Asset Management Company Limited
- 2) Dhampur Sugar Mills Limited
- 3) Empee Sugars & Chemicals Limited
- 4) VLS Finance Limited
- 5) South Asian Enterprises Limited
- 6) Delton Cables Limited
- 7) Empee Distilleries Limited
- 8) SBICAP Securities Limited

Memberships / Chairmanship of committees of other public companies held by Shri Mahesh Prasad Mehrotra:

Sr. No.	Name of the Committee	Name of the Company	Chairman / Member
1.	Audit Committee	Dhampur Sugar Mills Limited	Chairman
2.	Audit Committee	SBICAP Securities Limited	Chairman
3.	Audit Committee	Empee Distilleries Limited	Member
4.	Audit Committee	Empee Sugars & Chemicals Limited	Member
5.	Audit Committee	VLS Finance Limited	Member
6.	Remuneration Committee	Dhampur Sugar Mills Limited	Chairman
7.	Remuneration Committee	Baroda Pioneer AMC Ltd.	Member
8.	Remuneration Committee	Empee Sugars & Chemicals Limited	Member

Number of Shares held in the Company by Shri Mahesh Prasad Mehrotra: NIL

13.3 Dr. Ram Nath Sharma

Dr. Ram Nath Sharma is a graduate in Mining Engineering and holds Doctorate of Science (Hon. Causa), from Indian School of Mines and had held key positions with Tata Steel, involving both operations as well as Corporate Responsibilities for over 35 years. He was Vice-President of Tata Steel, Chairman and Managing Director of Tinsplate Company of India Limited and Chairman of Tata Yodogawa Limited. During his distinguished career he was Chairman and Managing Director of Public Sector Corporates namely, The Bharat Coking Coal Limited, Central Coalfields Limited, Central Mine Planning and Design Limited and Coal India Limited.

He was associated with research establishment of Fuel Research and Mining as Chairman and member of Research Advisory Council, a member of Energy Advisory Board to the Prime Minister. He was also associated as a member with governing bodies of institutes of higher learning like India School of Mines and IIM (K).

Directorships held by Dr. Ram Nath Sharma in other companies (excluding foreign, private and section 8 companies):

- 1) Eastern Synpacks Limited.

Memberships / Chairmanship of committees of other public companies held by Dr. Ram Nath Sharma: NIL

Number of Shares held in the Company by Dr. Ram Nath Sharma: 1000 Shares.

13.4 Shri Vinesh Davda

Shri Vinesh Davda holds a Bachelors degree in Commerce from University of Mumbai. Shri Vinesh Davda has more than 3 decades of varied and rich Business experience.

Shri. Vinesh Davda possesses sharp business acumen and spearheads the Navbharat Group of Companies having diverse business interests, including manufacturing, construction, logistics and records & information management.

Directorships held by Shri Vinesh Davda in other companies (excluding foreign, private and section 8 companies):

- 1) Purvaja Projects Limited
- 2) Weizmann Corporate Services Limited
- 3) Batot Hydro Power Limited
- 4) Karma Energy Limited
- 5) Weizmann Limited

Memberships / Chairmanship of committees of other public companies held by Shri Vinesh Davda:

Sr. No.	Name of the Committee	Name of the Company	Chairman / Member
1.	Audit Committee	Karma Energy Ltd.	Member
2.	Shareholders / Investors Grievance Committee	Karma Energy Ltd.	Member
3.	Audit Committee	Weizmann Limited	Member
4.	Shareholders / Investors Grievance Committee	Weizmann Limited	Member

Number of Shares held in the Company by Shri Vinesh Davda: NIL

None of the above Directors are inter-se related to each other.

Statement as required under Section 102 (1) of the Companies Act, 2013 with regard to the Special Business to be transacted at the Annual General Meeting.

Item No. 4

The Board of Directors, pursuant to the provisions of Section 161(1) and the Articles of Association of the Company, appointed Shri Mahesh Prasad Mehrotra as an Additional Director of the Company with effect from 12th February, 2014.

Shri Mahesh Prasad Mehrotra, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, holds the office of the Director up to the date of this Annual General Meeting.

The Company has received the notice under section 160 of the Companies Act, 2013 from a member of the Company with requisite deposit amount as is prescribed under the said Section 160, proposing the candidature of Shri Mahesh Prasad Mehrotra as the Director of the Company.

Shri Mahesh Prasad Mehrotra has given his consent to act as the Director of the Company and is not disqualified to be a director under Section 164 of the Companies Act, 2013.

Section 149 of the Companies Act, 2013, inter alia, prescribes that an Independent Director shall not be liable to retire by rotation and that he can hold a term of up to 5 (five) consecutive years on the Board of Directors of a Company. Shri Mahesh Prasad Mehrotra's appointment is proposed as an Independent Director, not liable to retire by rotation, for a period of five years i.e. up to 11th February 2019.

The Company has received the declaration, under section 149(6) of the Companies Act, 2013, from Shri Mahesh Prasad Mehrotra to the effect that he meets with the criteria laid down for the Independent Director under Section 149 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement.

In the opinion of the Board Shri Mahesh Prasad Mehrotra fulfills the conditions of appointment as an Independent Director as are prescribed in the relevant provisions of the Companies Act, 2013 and the Listing Agreement and possesses the requisite skills, experience, expertise and knowledge, inter alia, in the fields of Accounts and Finance.

Brief resume of Shri Mahesh Prasad Mehrotra, his qualifications, experience, expertise in specific functional areas, names of the other companies in which he holds directorships, memberships / chairmanships of board committees held by him in other public companies, his shareholding in the Company and inter-se relationship with other directors are provided in this notice in the section giving particulars of directors seeking appointment / re-appointment.

Considering the vast experience and knowledge of Shri Mahesh Prasad Mehrotra, the Board of Directors feel that his appointment as an Independent Director will be in the interest of the Company.

Copy of the draft letter of appointment of Shri Mahesh Prasad Mehrotra is available for inspection of members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement.

Save and except Shri Mahesh Prasad Mehrotra and his relatives, to the extent of their shareholding interest in the Company, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of the resolution set out at item no. 4 of the Notice. The Board commends the ordinary resolution set out at item no. 4 of the notice for the shareholders approval.

Items No. 5 and 6

Dr. Ram Nath Sharma and Shri Vinesh Davda are the Independent Directors of the Company.

Section 149 of the Companies Act, 2013, inter alia, prescribes that an Independent Director shall not be liable to retire by rotation and that he can hold a term of up to 5 (five) consecutive years on the Board of Directors of a Company. Accordingly, it is proposed to appoint Dr. Ram Nath Sharma and Shri Vinesh Davda, as Independent Directors, not liable to retire by rotation, for a period of five years commencing

from this Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company i.e. the AGM to be held in the Calendar year 2019.

The Company has received the notices under section 160 of the Companies Act, 2013 from member(s) of the Company with requisite deposit amount, as prescribed under the said Section 160, proposing the candidature of Dr. Ram Nath Sharma and Shri Vinesh Davda as the Directors of the Company.

Dr. Ram Nath Sharma and Shri Vinesh Davda have given consent to act as the Directors of the Company and are not disqualified to be directors under Section 164 of the Companies Act, 2013. The Company has also received the declarations, under section 149(6) of the Companies Act, 2013, from Dr. Ram Nath Sharma and Shri Vinesh Davda to the effect that they meet with the criteria laid down for the Independent Directors under Section 149 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Ram Nath Sharma and Shri Vinesh Davda fulfill the conditions of appointment as an Independent Director, as prescribed in the Companies Act, 2013 and the Listing Agreement and possess the requisite skills, experience, expertise and knowledge.

Brief resumes of Dr. Ram Nath Sharma and Shri Vinesh Davda, their qualifications, experience, expertise in specific functional areas, names of the other companies in which they hold directorships, memberships / chairmanships of board committees held by them in other public companies, their shareholding in the Company and inter-se relationships with other directors are provided in this notice in the section giving particulars of directors seeking appointment / re-appointment.

Considering the qualifications, experience and knowledge of Dr. Ram Nath Sharma and Shri Vinesh Davda, the Board of Directors feel that their appointment as Independent Directors will be in the interest of the Company

Save and except Dr. Ram Nath Sharma, Shri Vinesh Davda and their relatives, to the extent of their shareholding interest in the Company, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of the resolution set out at items no. 5 and 6 of the Notice. The Board commends the ordinary resolutions set out at items no. 5 and 6 of the notice for the shareholder's approval.

Items No. 7 and 8

The members of the Company at their Annual General Meeting held on July 10, 2008 had passed a resolution authorizing the borrowing of monies, excluding the temporary loans obtained from Company's bankers etc in the ordinary course of business, even if such amount borrowed with the amount already borrowed exceeds the aggregate of the paid up capital and free reserves of the Company, provided that such amount borrowed with the existing borrowed amount shall not exceed the aggregate of paid up capital and free reserves by ₹5000,00,00,000 (Rupees Five Thousand Crores Only). This resolution was passed under section 293(1)(d) of the Companies Act, 1956.

The members at their aforesaid Annual General Meeting had also passed the resolution authorizing the Board of Directors or any Committee thereof to charge / mortgage any of the movable / immovable properties of the Company to Company's bankers etc. as a security for the loans availed by the Company. This resolution was passed under section 293(1)(a) of the Companies Act, 1956.

The Ministry of Corporate Affairs has clarified vide their Circular no. 04/2014 dated March 25, 2014 that any resolution passed under section 293 of the Companies Act, 1956, will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of the said section 180, i.e. up to 11th September 2014.

Considering the above, it is proposed to obtain fresh mandate from the members in connection with the borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 as also a fresh mandate under section 180 (1)(a) of the Companies Act, 2013, enabling the Board of Directors or any Committee thereof, to charge / hypothecate / mortgage any / all of the movable / immovable properties of the Company as security for the loans availed to the lenders of finance / banks etc.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned / interested in passing of the resolutions set out at items no. 7 and 8 of the Notice. The Board commends the special resolutions set out at item no. 7 and 8 of the notice for the shareholders approval.

Item No. 9

The Companies Act, 2013 is now largely in force. Almost all of the sections which deal with the workings of companies are now notified.

The existing Articles of Association of the Company (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA give references to specific sections of the Companies Act, 1956 and some regulations are no longer in conformity with the Companies Act, 2013.

Considering the above, several regulations in the existing AoA of the Company require to be modified, replaced or deleted. Given this position, it is necessary to replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Companies Act, 2013, which sets out the model articles of association for a company limited by shares. The new draft AoA will be available for inspection of the members and others entitled thereto at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the Special Resolution set out at Item No. 9 of the Notice. The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Registered Office

Energy House,
81, Dr. D. N. Road,
Mumbai – 400 001.

CIN : L11200MH2005PLC154793

e-mail : investor_services@goloffshore.com

Website: www.goloffshore.com

By Order of the Board of Directors
For **GOL OFFSHORE LIMITED**

Navin Joshi
Company Secretary &
Chief Compliance Officer

July 11, 2014

To,

The Members,

Your Directors are pleased to present the Ninth Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2014.

FINANCIAL RESULTS

(Rs in Lakhs)

Particulars	Year 2013-14	Year 2012-13
Total Revenue	1,09,904	1,02,828
Total Expenses	94,163	92,083
Profit before tax	15,741	10,745
(Less) / Add: Tax Expenses		
i. Current tax	4,487	3,768
ii. Deferred tax	(915)	830
iii. Prior year tax	—	80
Profit after tax	12,169	6,067
Less: Transfer to Tonnage Tax Reserve	500	500
Add: Surplus brought forward from previous year	39,962	34,895
Amount available for appropriation	51,631	40,462
Appropriations:		
i. Transfer to General Reserve	500	500
ii. Proposed Dividend on Equity Shares	—	—
iii. Corporate Dividend Tax	—	—
Balance Carried Forward	51,131	39,962
Total	51,631	40,462

FINANCIAL HIGHLIGHTS

During the financial year 2013-14, the Company, on a standalone basis, earned a total income of ₹ 1,09,904 lakhs (Previous Year ₹ 1,02,828 lakhs), and a PBIDT of Rs 55,576 lakhs as compared to PBIDT of ₹ 50,168 lakhs during the previous year.

The Company has, in May 2014, repaid the principal amount of USD 40,000,000 due on the Foreign Currency Convertible Bonds (FCCBs) along with the interest thereon in accordance with the permission granted by the Reserve Bank of India vide their letter dated 26th February 2014.

OPERATIONS

During the year under consideration, the business environment remained challenging. with existing resources on land and in shallow waters being depleted and new discoveries being made in hitherto unexplored territories like Brazil, West and East Africa, and South-East Asian regions. Consequently, the demand for specialized and high end offshore vessels has shot up dramatically in last couple of years. Strong global focus on environmental protection as well as binding requirements on emissions & discharge from vessels have further increased the demand of high specification and more advanced vessels to support safe and pollution free operations.

In the face of all these odds, your Company has managed to take timely corrective actions on its existing fleet and ensured that most of the vessels remain in good sea worthy condition.

On 7th October 2013, the Company signed a contract with Oil & Natural Gas Corporation Limited (ONGC) for the reconstruction of the gas processing platforms (BPA-BPB) of ONGC on the West Coast of India. The contract is for a period of two years having a contract value of approximately ₹ 690 crores.

Malaviya Seven, the Platform Supply Vessel (PSV) of the Company, received in June 2013 a term contract from ADTI, for 4 wells firm with additional 3 x 1 well options, for supply duties in North Sea.

Malaviya Nine, the Anchor Handling Tug Supply Vessel (AHTSV) of the Company, continues to be employed with Petrobras, Brazil. The contract, which commenced in July 2012, is for 4 years with the extension option of another 4 years.

Malaviya Ten, the Anchor Handling Tug Supply Vessel (AHTSV) of the Company, continues the operation for ONGC with 3 years contract that commenced in August 2012 for anchor handling, towing and supply duties on the East Coast of India.

Malaviya Sixteen, the Platform Supply Vessel (PSV) of the Company, continues the operation for ONGC (as end client) on 3 years contract from Vision Projects Technologies Pvt. Ltd. that commenced in January 2013 for supply duties on the East Coast of India.

Malaviya Eighteen, the Platform Supply Vessel (PSV) of the Company, received a 1 year contract (extendable) from Vision Projects Technologies Pvt. Ltd. in July 2013 for supply duties on the East Coast of India for the end client ONGC.

Malaviya Twenty, the Platform Supply Vessel (PSV) of the Company, received a term contract in February 2014, from Perenco UK Ltd for 1 year with additional 6 x 1 month options, for supply duties in North Sea.

Malaviya Twenty Three was upgraded as Fire Fighting Supply Vessel (FFSV) upon receiving 3 year contract from ONGC that commenced in September 2013 for fire fighting, safety standby, riser deck inspection and emergency support duties on West Coast of India.

Malaviya Twenty Four, the Anchor Handling Tug Supply Vessel (AHTSV) of the Company, continues the operation for ONGC with 3 three year contract that commenced in June 2012 for anchor handling, towing and supply duties on the West Coast of India.

Malaviya Twenty Five and Malaviya Twenty Seven, the Fire Fighting Supply Vessels (FFSVs) of the Company, continue to be employed for operations by Eastern Naval Command, Visakhapatnam, through SCI after renewal of contract for one year which will now expire in March / April 2015.

Malaviya Twenty Eight, the Anchor Handling Tug Supply Vessel (AHTSV) of the Company, received 3 year contract from ONGC in June 2013 for anchor handling, towing and supply duties on the East Coast of India.

Malaviya Twenty Nine, the Platform Supply Vessel (PSV) of the Company, continues to be employed with Petrobras, Brazil. The contract, which commenced in May 2012, is for 4 years with the extension option of another 4 years.

Malaviya Thirty, the Platform Supply Vessel (PSV) of the Company, received 3 year contract from ONGC in May 2013 for supply duties on the West Coast of India.

Malaviya Thirty Six, the Multi Support Vessel (MSV) of the Company continued its operation with ONGC for 6 years, till the expiry of contract in October 2013. Vessel has now received Notification of Award (NOA) for another 5 years contract from ONGC on 19th March 2014. Vessel has to be mobilized to ONGC within 150 days from the date of NOA.

Kedarnath, the Jack-Up Drilling Rig of the Company, continues on its 5 year ONGC contract, expiring in November 2015, for drilling on West Coast of India.

Badrinath, the floater Drilling Rig of the Company, hired by Deep Water Services (India) Ltd., the wholly owned subsidiary of the Company, continues on 3 year contract with ONGC for drilling on the West Coast of India, expiring in April 2015.

Malaviya One, Malaviya Three, Gal Constructor and Bharati S, were utilized in-house by Engineering Services department for the BPA-BPB project of ONGC.

During the year under consideration the Company transferred by way of sale, vessel Malaviya Twenty One to Great Offshore International (Malaysia) Ltd., a step down subsidiary of the Company. This was done to comply with change of flag requirements of the charter and considering the financial significance of the contract.

Harbour Tugs of the Company remained effectively utilized throughout the year in various ports across the coast of India.

APPROPRIATIONS

An amount of ₹ 500 Lakhs (Previous Year: ₹ 500 Lakhs) has been transferred to the General Reserve during the year under review. ₹ 51,131 Lakhs (Previous Year: ₹ 39,962 Lakhs) is proposed to be retained in the Profit and Loss Account. ₹ 500 Lakhs (Previous Year ₹ 500 Lakhs) were transferred to the Tonnage Tax Reserve pursuant to the provisions of section 115VT of the Income Tax Act, 1961.

DIVIDEND

Considering the liquidity position and the necessity to match current cash inflows with foreseeable outflows, your Directors have decided not to recommend any dividend on the equity shares for the year ended March 31, 2014.

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance, as stipulated in clause 49 of the Listing Agreement, forms part of this Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

As required under clause 49 of the Listing Agreement, Management Discussion and Analysis Report forms part of this Annual Report.

PERFORMANCE OF SUBSIDIARY COMPANIES

The Ministry of Corporate Affairs vide its circular no. 2/2011 dated February 8, 2011, has granted general exemption to the companies with regard to attaching the Annual Accounts i.e. Balance Sheet, Profit and Loss Statement and other related documents of subsidiary companies with the balance sheet of holding Companies, as required under section 212 of the erstwhile Companies Act, 1956 (the Act). Accordingly, the said documents of the subsidiaries are not attached to the balance sheet of the Company in this annual report. These documents of the subsidiaries will be made available to any member upon request and will be open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements of the Company include the financial results and necessary details of all its subsidiary companies including a statement containing the list of subsidiaries with necessary financials.

The highlights of the operational and financial performance of direct subsidiaries are given below.

DOMESTIC SUBSIDIARIES

Deep Water Services (India) Limited

During the financial year 2013 – 14, Rig Badrinath continued to work with ONGC (Oil & Natural Gas Corporation Limited) in accordance with its 3 year contract effective from April 2012. The Rig has been deployed on the West Coast of India. During the year under consideration the Rig had a waiting period of 2-1/2 months during monsoon on account of inclement weather. During the reporting period, Badrinath drilled two challenging deep exploratory wells to the satisfaction of ONGC and the drilling of the third well is in progress.

During the financial year 2013-14, Deep Water Services (India) Ltd. earned a total income of ₹14,024.58 lakhs (previous year: ₹ 13,260.55 lakhs) with Net Loss of ₹ 80.18 lakhs (previous year: Profit ₹ 260.09 lakhs).

KEI-RSOS Maritime Limited

During the financial year 2013-14, KEI-RSOS Maritime Limited (KEI-RSOS) supplied its vessels for Towing Jobs, Survey support, Diving support, Offshore platform Blasting & Painting support, Offshore erection and commissioning support etc. In addition to servicing the existing contracts, the Company has also added six new customers to its esteemed clientele.

During the year under consideration, the Company has received 18 Months contract from M/s. Bharat

Petroleum Corporation Limited, Kochi, for Operations and Maintenance of their SPM at Kochi Port. The Company was awarded a 9 month contract by M/s Sula Shipping & Logistics Private Limited, in October 2013 for deployment of vessel MT Fouz for support services and transportation of crew at Haldia Port.

During the financial year 2013–14, KEI–RSOS earned a total revenue of ₹ 5,363.41 lakhs (previous year: ₹ 6,513.15 lakhs) and incurred a net loss of ₹ 1,713.06 lakhs (previous year: net loss ₹ 831.99 lakhs). The loss was mainly on account of financial and administrative costs.

GOL Salvage Services Limited

During the year under consideration, not many salvage jobs came on the horizon. GOL Salvage did bid for the ones that were available, but were not successful due to either being out priced or very high expenditure involved or because the technical specifications of the job were not suitable for Company's vessels.

During the financial year 2013–14, GOL Salvage earned a total revenue of ₹ 291.61 lakhs (previous year: ₹ 1,060.00 lakhs), this was on account of painting project of Cairn India Ltd (previous year: ₹ 1,060.00 lakhs) and incurred a net loss of ₹ 315.44 lakhs (previous year: profit ₹ 99.79 lakhs).

GOL Ship Repairs Limited

During the financial year 2013–14, GOL Ship Repairs Limited carried out 50 repair jobs. Out of the total vessels attended, 20 were attended out of Mumbai. The company also handled 6 Dry Docking jobs.

During the year under consideration, the Company undertook and executed various jobs involving digitalization of Control panel of Ballast System, Extension of Bilge & Ballast system, Inspection & overhauling of sea chest valves & ballast system valves, steel Renewals (70 Ton) and fabrications, new piping (800 meters), K Tek Pipe line (450 meters), Motor overhauls, engine overhauls, Schottel overhaul, shafting and other mechanical repairs. The Company completed Special Survey & dry docking of two vessels of external customers in record time of 14 days, a first, for the Company.

During the financial year 2013–14, GOL Ship Repairs earned a total revenue of ₹ 290.24 lakhs (previous year: ₹ 579.06 Lakhs) and earned a profit after tax of ₹ 2.16 lakhs (previous year: Profit ₹ 4.40 Lakhs).

FOREIGN DIRECT SUBSIDIARIES

Great Offshore (International) Limited

During the financial year 2013–14, Great Offshore (International) Limited earned an income of USD 25,886 and incurred a loss of USD 1,55,104 as against the income of USD 1,45,62,493 and a profit of USD 14,068,149 of the previous year. The Loss is on account of administrative overheads and interest on working capital loan.

GOL Offshore Fujairah L.L.C. FZE

The Company, in April 2014, entered in to a transaction for bridge finance against the Rig Somnath by way of sale and lease back of the Rig with Tulshyan Drillships Ltd. for a total consideration of USD 200 million less sellers' credit of USD 100 million. USD 100 million received by the Company under the transaction was used towards part repayment of the loan granted by the Holding Company.

During the year under consideration, the Company incorporated a wholly owned subsidiary in Republic of Marshall Islands called GOL Offshore Marshall Islands Limited.

During the financial year 2013–14 GOL Offshore Fujairah L.L.C. FZE incurred a loss of USD 3,03,424 as against loss of USD 2,00,791 of previous year. The Company has not commenced operations during the year under consideration. The loss is mainly on account of professional fees and administrative overheads.

Deep Water Services (International) Limited

During the financial year 2013–14 Deep Water Services (International) Limited has not commenced any operations.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance of the provisions of Accounting Standards 21, 23 and 27 and pursuant to the relevant provisions of the Listing Agreement, your Directors have presented the Consolidated Financial Statements for the financial year 2013–14 which form part of this Annual Report.

Consolidated income from operations during the financial year 2013–14 was ₹ 1,12,490 lakhs as compared to ₹ 99,265 lakhs in the previous year. Consolidated loss (after tax) was ₹ 6763 lakhs (previous year Loss ₹ 2,607 lakhs)

FIXED DEPOSITS

During the year under review the Company has not accepted any deposits from Public.

DIRECTORS

The Company, at the date of the report, has six directors. Out of these three are independent directors, one is a Nominee Director of EXIM Bank and two are Executive Directors. Pursuant to the provisions of section 149 of the Companies Act, 2013, the independent directors are now not liable to retire by rotation. The Nominee Director is not liable to retire by rotation pursuant to the provisions of Export–Import Bank of India Act, 1981. However, Section 152 of the Companies Act, 2013 also prescribes that 2/3rd of the total number of directors (excluding the independent directors) shall be liable to retire by rotation and out of these at least 1/3rd shall retire at every Annual General Meeting.

In compliance of the provisions of the said section 152 of the Companies Act, 2013, Company's Executive Directors are now liable to retire by rotation as the Directors. By an agreement between the Executive Directors it has been decided that Shri Vijay Kumar will retire by rotation as the Director at the ensuing Annual General Meeting. Shri Vijay Kumar, being eligible, has offered himself for re-appointment as the Director of the Company.

Shri Mahesh Prasad Mehrotra was appointed as an Additional Director with effect from February 12, 2014 and, u/s 161 of the Companies Act, 2013, holds office till the ensuing Annual General Meeting. A notice proposing the candidature of Shri Mahesh Prasad Mehrotra as the Director of the Company, has been received by the Company from a member along with the necessary deposit as prescribed u/s 160 of the Companies Act, 2013. Shri Mahesh Prasad Mehrotra being an independent director, a resolution proposing the appointment of Shri Mehrotra, as an Independent Director, for a period of five years with effect from 12th February 2014, pursuant to the provisions of section 149 of the Companies Act, 2013, has been included in notice of the ensuing Annual General Meeting, for the approval of shareholders.

Shri Soli Engineer ceased to be the Director w.e.f. September 30, 2013, upon resignation. The Board of Directors place on record their sincere appreciation for the contribution of Shri Soli Engineer during his tenure as the Director of the Company.

Shri Chandan Bhattacharya ceased to be the Director w.e.f. December 05, 2013, upon resignation. The Board of Directors place on record their sincere appreciation for the contribution of Shri Chandan Bhattacharya during his tenure as the Director of the Company.

Lt. Gen. Deepak Summanwar ceased to be the Director w.e.f. March 28, 2014, upon resignation. The Board of Directors place on record their sincere appreciation for the contribution of Lt. Gen. Deepak Summanwar during his tenure as the Director of the Company.

Shri Kaushal Raj Sachar ceased to be the Director w.e.f. May 09, 2014, upon resignation. The Board of Directors place on record their sincere appreciation for the contribution of Shri Kaushal Raj Sachar during his tenure as the Director of the Company.

In compliance of the provisions of section 149 of the Companies Act, 2013, the Board of Directors, at their meeting held on 28th May 2014, have fixed the term of appointment of all existing independent directors for a period of five years, subject to the approval of shareholders. The five year term for all existing independent directors will be effective from the date of the ensuing Annual General Meeting, except Shri Mahesh Prasad Mehrotra who was appointed as an Additional Director on 12th February 2014. As mentioned earlier, the term of five years in case of Shri Mehrotra will commence from the date of his appointment i.e. 12th February 2014. The resolutions with regard to appointment of Dr. Ram Nath Sharma and Shri Vinesh Davda, independent

directors, for a period of five years, are included for the approval of shareholders in the notice calling the ensuing Annual General Meeting. The Company has received from a member a notice proposing the candidatures of Dr. Ram Nath Sharma and Shri Vinesh Davda as the independent directors along with the necessary deposit as prescribed under section 160 of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of section 217(2AA) of the Companies Act, 1956, your Directors confirm that:–

- In preparation of the annual accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed and there is no material departure from the same.
- The Directors have selected 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 as at the end of the financial year and of the profit of the company for the said year.
- The Directors have taken proper and sufficient care for 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.
- The Directors have prepared the annual accounts on a going concern basis.

STATUTORY INFORMATION

1. Particulars of Employees

Pursuant to the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, particulars of employees are required to be provided as an annexure to the Directors' Report. However, having regard to the provisions of section 219(1) (b) (iv) of the Companies Act, 1956, the Annual Report, excluding the aforesaid particulars, is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining these particulars will be provided with the same upon receipt of a written request delivered at the Registered Office of the Company.

2. Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

Information regarding conservation of energy and technology absorption is not required to be furnished as the Offshore Oilfield services industry is not covered by the schedule to the said Rules.

The details of Foreign Exchange Earnings and Outgo are as under:

Particulars	FY 2013–14 (₹ In Lakhs)	FY 2012–13 (₹ In Lakhs)
Foreign Exchange earned (on account of freight, charter hire earnings, Interest, sale of vessels.).	91,337	77,225
Foreign Exchange used including operating expenses, capital repayment, down payments for acquisition of vessels, and interest payment.	27,743	24,719

AUDITOR'S REPORT

The Auditors have qualified their report on the annual accounts of the Company for the year ended March 31, 2014 stating that the depletion in the value of investment and loans & advances made / given by the Company to its wholly owned subsidiary KEI-RSOS Maritime Limited, is not provided for in the financial statements. In this connection the Board of Directors would like to state that the said investment is strategic and long term in nature. The management is confident of turning around KEI-RSOS Maritime Limited and as such, in the opinion of the management, no provision is considered necessary for depletion, if any, in the value of investments and loans & advances made / granted by the Company in / to KEI-RSOS Maritime Limited.

The Auditors have also made an observation in their report (Standalone and Consolidated) regarding the going concern concept, in the section on emphasis of the matter. Note no.39 to the standalone accounts and Note no. 38 to the consolidated accounts, in this regard, are self-explanatory and hence the observation does not

require any further clarification.

AUDITORS

Messrs Varma & Varma, Chartered Accountants (Registration No. FRN 004532S) and Messrs Motilal & Associates, Chartered Accountants (Registration No. 106584W), Joint Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, upon the recommendation of the Audit Committee, recommend the appointment of joint statutory auditors for a further term of 3 years, that is till the conclusion of the Annual General Meeting for the year 2017. A resolution to this effect is included for the approval of shareholders in the notice calling the ensuing Annual General Meeting.

Both the auditors have given consents for the appointment and also issued certificates to the effect that their appointment, if made, will be in accordance with the conditions prescribed under rule 4 of the Companies (Audit and Auditors) Rules, 2014.

INTERNAL AUDITOR

As required under section 138 of the Companies Act 2013 and rule 13 of the Companies (Accounts) Rules, 2014, the Internal Audit function is carried out by Ashok Kapadia & Associates, Chartered Accountants. The Internal auditors present their report to the Audit Committee. The Scope, functioning, periodicity, and methodology for conducting the internal audit has been formulated in consultation with the Audit Committee and the Board of Directors.

STATUTORY COMMITTEES OF THE BOARD

Audit Committee

The Company has an Audit Committee with the constitution, powers and roles as is prescribed u/s 177 of the Companies Act, 2013 and the revised clause 49 of the listing agreement. The Constitution of the Audit Committee, its powers and role are mentioned in the Report on Corporate Governance which is a part of this Annual Report.

The Company has in place vigil mechanism, as envisaged under section 177 of the Companies Act, 2013, for Directors and employees for reporting their genuine concerns.

Stakeholders Relationship Committee

The Shareholders' / Investors' Grievance Committee of the Board has been re-named as 'Stakeholders Relationship Committee and re-constituted to bring it in line with the provisions of section 178 of the Companies Act, 2013. The Committee now comprises of one Executive Director and two Independent Directors. The Chairman of the Committee is a Non-Executive Independent Director. The detailed information about the committee, its members, the meetings attended by them during the year under consideration etc. is mentioned in the Corporate Governance Report, which is a part of this Annual Report.

Nomination and Remuneration Committee

The Remuneration Committee of the Board has been re-named as 'Nomination and Remuneration Committee'. The Committee has been re-constituted and the terms of reference of the Committee have been re-framed to bring them in line with the provisions of section 178 of the Companies Act, 2013 and the relevant provisions of clause 49 of the Listing Agreement. The Committee now comprises of one Executive Director, one Nominee Director and two Independent Directors. The Chairman of the Committee is an Independent Director. The details of the constitution of the Committee its role, member and attendance during the year etc. are given in the Corporate Governance Report, which is a part of this Annual Report.

Corporate Social Responsibility Committee

A Corporate Social Responsibility Committee has been formed as required under the provisions of section 135

of the Companies Act, 2013. The Committee comprises of two Executive Directors (including the Chairman of the Board) and one Independent Director. The Chairman of the Committee is the Chairman of the Board. The role and responsibilities of the Committee are as envisaged under the said section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

RISK MANAGEMENT

The Company has in place an Enterprise Risk Management framework, commensurate with the size of its operations. This includes a well documented Enterprise Risk Management Policy and procedures for assessing risks. The risk identification and assessment process is comprehensive, dynamic and pro-active. As per the policy, the functional heads prepare a quarterly report giving the risks perceived in their functions and the response plan to deal with and mitigate the risks. The report, post audit and verification, is presented to the Board of Directors. As per the revised clause 49 of the listing agreement, the Company has constituted Risk Management Committee.

ACKNOWLEDGEMENTS

Your Directors acknowledge and place on record their sincere appreciation towards the guidance and continued support received from the Government of India and its various agencies, including Ministry of Petroleum and Natural Gas, Ministry of Shipping, Directorate General of Shipping, Mercantile Marine Department, Directorate General of Hydrocarbons, Directorate General of Civil Aviation, Port Trusts and Port authorities, Indian Navy, International Salvage Union, Ministry of Finance, Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies, the Stock Exchanges and the Depositories.

Your Directors also recognize and appreciate the efforts and hard work put in by all the employees and value the continued support received from all stakeholders and counterparties, charterers, shareholders, business associates, partners, consultants, advisors, agents, insurance companies and protection and indemnity clubs, surveyors, lawyers, solicitors, banks and financial institutions.

Registered Office

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CIN : L11200MH2005PLC154793

e-mail : investor_services@goloffshore.com

Website: www.goloffshore.com

For and on behalf of the Board of Directors

Prakash Chandra Kapoor

Chairman & Executive Director

May 28, 2014

INDUSTRY OVERVIEW

Global Scenario

The World economy is estimated to grow between 3.2 – 3.6 % in 2014, up from about 3% a year ago. Economic growth always has a direct positive impact on the Demand for energy & oil. The consumption forecast for energy & oil is rising, in spite of the availability of alternative sources of energy such as nuclear energy, wind and solar power.

Though the supply – demand balance looks weak for 2014, as the supply growth is expected to exceed demand growth, the market estimates pitch the oil price average at USD 102/Bbl. Oil price above USD 100/bbl could be a key measure for the continued offshore oil activity in future as long as the production cost for oil does not shoot up exponentially.

According to the Global 2014 Exploration & Production (E&P) spending outlook published by Barclays , the global E&P spending is expected to grow by around 6.1%.

Indian Scenario

India is one of the largest energy consumers globally, a strong reason for securing the Country's energy needs. Over the next five years, the country is, therefore, likely to increase its level of offshore expenditure to meet its future energy demands. India's overall expenditure on this count is likely to increase by around 68% during that period. The Pipeline and Fixed Platform markets are likely to be the driving force behind these higher Capital expenditure levels.

Award of fields for Oil & Gas exploration in India is done through NELP rounds conducted by Ministry of Petroleum & Natural Gas. A total of 254 blocks have been awarded in the nine rounds of NELP since 1999. The latest round of bid for exploration license will be awarded under NELP X, wherein 46 blocks will be awarded. However India has not been able to attract substantial foreign investment in exploration activities, which is essential for the industry growth. Out of 254 blocks, 144 were awarded to Indian PSUs, 70 were awarded to Indian private sector companies and 40 blocks were awarded to foreign companies.

With the global shift in focus from shallow to deep water exploration, India is also veering towards deep water exploration. Fast tracking of policy decisions and shift towards deep water exploration will contribute to rapid growth of the industry.

BUSINESS OVERVIEW

Your company continues to be regarded and accepted as one of the premier companies in the offshore services sector, both domestically and internationally with its diversified range of vessels and activities in international and domestic markets. The segments that the company operates in are:

- Offshore Drilling
- Offshore Marine logistics & Port Terminal Services
- Engineering and Marine Constructions
- Inspection, Maintenance and Repairs
- Salvage Operations

STRENGTHS

Company's versatile and diversified fleet of vessels is its major strength. The fleet includes two drilling rigs, six Anchor Handlers, six Platform Supply Vessels, One Multi Support Vessel, Three Fire Fighting Support Vessels, three Accommodation work barges/vessels, One work boat and twelve Harbor Tugs, apart from a few older anchor handling tugs and supply vessels. The Company is in the process of phasing out the older vessels and replacing them with modern ones. Our well trained and qualified work force is our strength, ready to take on the challenges and opportunities as they arise.

WEAKNESSES

Ageing fleet is one of the issues. As the vessels age they require a lot of dry docking and repairs, adding to cost of operations. It is also a challenge to market an older vessel especially when the newer vessels of modern specifications are in the foray.

Another area of concern that needs to be addressed is the challenges faced by the Company over the liquidity issues.

OPPORTUNITIES

The recent jack up contracts awarded by the E & P companies, extending in to 2017 and ultra deep water (UDW) contracts extended till 2020 suggest that there will be a high level of activity in these segments of the rig market for several years to come. Charter rates for newer Jackups are expected to be in the region of \$180k per day for the year 2014 up from \$ 160k (Source: Paretto Rig Quarterly). The Government is also committed to fully develop the hydrocarbon sector which is expected to give impetus to the E & P activities.

Also, the demand of high end vessels viz higher bollard pull (200T & above) anchor handlers, higher deadweight (5000T & above) Platform Support Vessels is on the rise as a result of focus on deep water exploration. Vessels with capability of ROV operations and other Sub-Sea operation vessels are expected to be in demand.

THREATS

The spot charter market is very dynamic and volatile in nature. The Company tries to balance these type of contracts with long term contracts in the oil drilling and offshore sphere.

As the industry shows growth, the competition is bound to become fiercer. The Company has to battle new technologically advanced vessels. The management is aware of the challenges with regard to the competition. We upgrade and endeavour to keep our vessels in top working condition and explore new markets. The experience and expertise of our work force also stands in good stead for us.

Globalization brings in foreign exchange risk. However, as the Company's substantial earnings are in US Dollars, there is a natural hedge against the foreign exchange risk. The Company also has in place pragmatic treasury policies to guard against the volatility of Forex risk.

By nature the Company's business is risk prone. However, with insistence on training of employees and keeping the vessels in top sea worthy condition, Your Company has been successful to avert any major disaster on account of accident. All the vessels of the Company are adequately insured.

OPERATIONS

Drilling

The Company owns two drilling Rigs, Kedarnath, a jack up drilling rig and Badrinath a floater drilling rig.

During the financial year 2013 – 14, Rig “ Badrinath” continued to work with ONGC (Oil & Natural Gas Corporation Limited) in accordance with its 3 year contract effective from April 2012. The Rig is deployed on the West Coast of India. During the year under consideration the Rig was on a waiting period for 2–1/2 months during monsoon on account of inclement weather. Badrinath, during the reporting period, drilled two challenging deep exploratory wells to the satisfaction of ONGC and the drilling of the third well is in progress. The present well, which is in progress, is a challenging well of 5500 Mts with continuous hard Basalt formation of 1700 Mts.

Rig Kedarnath continued with its 5 year charter with ONGC. In this financial year, the rig has drilled 4 wells, out of which one was a highly challenging shallow gas well, which was completed successfully and the same was acknowledged by the charterers.

The uptime of Kedarnath, during the year in consideration, was nearly 100%, while that of Badrinath was 95%.

The Lost Time Incidence (LTI) frequency for the rigs during the calendar year 2013 was down to ‘Zero’ as compared to 1.68 in the previous calendar year 2012.

Engineering Services

During the year under consideration, Engineering Services dept. bagged a prestigious contract from ONGC for revamping ONGC's BPA–BPB platforms. The contract will last 2 work seasons and will be carried out on West coast India. The Engineering Services dept. is actively bidding for various E&C projects of ONGC including RUMP PH–1 Part I & Part II.



On the West coast of India, Mumbai High fields are in operation for more than 25 years. Due to passage of substantial time, various Platforms, Structures & Pipelines are due for Upgradation / Modification to sustain/ Increase Oil & Gas Production. This will, in coming years, trigger major requirement for refurbishment and upgradation of existing well head platforms, process and production platforms and diverse subsea work including replacement of existing pipelines and its related topside modification. ONGC floats global tenders for lump sum turnkey (LSTK) jobs under Engineering Procurement Installation Commissioning (EPIC) contracts. The assignment involves design and engineering, precision fabrication, installation and commissioning on offshore platforms.

Your company is geared to participate in large value bids in consortium with internationally renowned organizations to expand business in this niche area. Your Company undertakes lump sum turnkey contracts with the scope of work including pre-engineering survey, detailed design & engineering, procurement, onshore fabrication, transportation and offshore installation. This is expected to be a growth area with high potential.

Inspection, Maintenance and Repairs (IMR)

The Inspection, Maintenance and Repairs department operates marine construction vessels, anchor handlers, towing and supply vessels, Fire fighting and safety vessels and multi support vessels. Multi support vessel Malaviya Thirty six has been awarded a five year long term contract by ONGC. This vessel, apart from its routine duties such as safety, pollution, firefighting, and rescue, also carries out saturation and air diving duties for under water maintenance of E & P units in Bombay high fields. Other vessels of this fleet are mainly accommodation barges with passenger carrying capacity of up to 275 persons. These are involved in marine construction projects of various companies of repute such as SAIPEM, British Gas, Leighton Welspun, L & T etc. These vessels are equipped with heavy lift cranes to cater to project requirements to lift heavy items such as E-houses etc. Anchor handling towing and support vessels of this team carries out support duties to marine construction assets of the department and E & C units in Indian oil fields. IMR team vessels also have three Fire Fighting and safety vessels out of which Malaviya Twenty Five and Malaviya Twenty Seven are presently chartered with SCI on long term basis and undertaking prestigious project of national importance. The third Fire Fighting vessel Malaviya Twenty Three has been working with ONGC since September 2013, after conversion from anchor handling vessel to Fire Fighting vessel.

Fleet Management Department (FMD)

The Fleet Management Department operates Anchor Handlers of the capacity ranging from 80 T Bollard Pull to 160 T Bollard Pull, Platform Supply Vessels of sizes 3300 DWT & 4500 DWT Harbor Tugs.

The Deep Sea Anchor Handlers (150–160 T) are currently working for ONGC and PETROBRAS (Brazil) on long term contracts. 80 T Anchor Handlers are hired by ONGC and are mainly being used for Rig Moves and cargo supply duties.

The Platform Supply Vessels are operated in North Sea, Brazil & India. They are the workhorses when it comes to bulk of material supply required for Offshore Fields.

The Harbor Tugs are operated for vessel berthing / un-berthing by major ports in India like Pipavav, Muldwarka, Gangavaram, Kattupalli & Haldia .

The main activity of FMD involves operating/managing the assets efficiently to the satisfaction of clients, achieve maximum utilization of the assets by having minimum downtime & compliance / implementation of Flag State / IMO statutory requirements.

FMD also takes care of logistics function (Import /Export of Spares & Material) for FMD, Drilling & IMR departments.

Business Development & Marketing (BDM)

The activities of the business development and marketing department include securing the employment of assets of the Company so as to generate optimum revenue and exploring new employment opportunities in the maritime industry. The business development and marketing function has been able to secure long term engagements for the vessels of the Company even during tough times.

Training

During the year under review the Training Department of your company continued to provide Quality Training – both Simulator Based and Non-Simulator based, to Fleet Personnel. A total of 65 persons (32 from outside on payment + 33 of our own) were trained on your Company's Simulators for various facets of ship handling and other advanced activities such as Anchor Handling and Towing. In-House Value Addition Training was also conducted for 38 personnel thereby ensuring the safe operations of our vessels .

With a view to optimize the expertise available in the Department, it was decided to conduct the H2S course in-house, thereby doing away with the need for offshore personnel being sent to outside institutes for this course. In addition to ensuring high quality and standardized training to all, this move has also resulted in reducing expenditure incurred earlier.

True recognition of your Company's Training facilities is indicated by the fact that we have been receiving requests from other Offshore Companies for simulator based training of their personnel. It is very encouraging to note that our revenue from training has almost doubled as we have trained 32 outside candidates in 2013 –2014 as compared to 15 in the previous year.

Information Technology

Information Technology is an integral part of any business and more so in case of a highly technical business like that of the Company. During the year under consideration, your Company undertook Greenfield projects to automate the Vessels' Operations including Enterprise Assets Management which contributed to substantial savings for IT Operations and also to better productivity and Support. The Company's IT Team works dedicatedly towards automation of Critical Business Processes with minimum support from external agencies.

Human Resources

The management believes that performance and productivity are direct outcomes of employee motivation and morale . Several steps were taken during the year under consideration to make the workplace a more exciting and pleasant experience and to improve communication channels between the top management and the employees.

Apart from Goal setting and a transparent Performance Appraisal System that is already in place, the HR Department has started an in house newsletter “ GO Ripples” to bridge the gap between the corporate office and our Offshore Crew (rigs and Vessels). Bulletin boards also carry pieces of important information, apart from the fun element. The HR Department has also instituted a Presidents Award to applaud employees for meritorious performance. An exercise to Rationalize Manpower was conducted earlier this year with an aim to effectively utilize resources and achieve optimal business results. Steps to revamp our existing Human Resource Information System and replace it with more user-friendly interface are currently underway.

As on March 31, 2014, your Company had a work force of 1386 employees comprising of 176 Shore based personnel, 875 Shipboard personnel and 335 Rig Personnel. The total no. of employees for year ended March 31, 2013 were 1389.

INTERNAL CONTROL SYSTEMS

Your Company has an established Internal Control System with policies and procedures for operations, accounting and financial reporting and compliances. An effective Internal Audit function adds the element of completeness to the system of Internal Control. The Internal Auditors are an independent firm who present their findings and reports to the Audit Committee.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis about Company's business, outlook, estimations and expectations may be “forward looking statements” within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include unavailability of finance at competitive rates, charter rates at which assets are deployed, significant change in the geo political environment, tax laws, litigation, exchange rate fluctuations, interest rates and other costs.

INTRODUCTION

The framework of Corporate Governance is based on the existing regulatory requirements as well as the practices prevailing in the Corporate Sector. The principles of Corporate Governance are imbibed in the business. It emphasizes on long term prosperity of the corporations while abiding with their National, Human, Societal, Economic and Political obligations. The Corporate Governance principles have become an important constituent for corporate success. The practice of good Corporate Governance has become a necessary pre-requisite for any corporation to effectively function in the globalised market scenario.

A detailed report on Corporate Governance, pursuant to Clause 49 of the Listing Agreement, is set out below.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company believes in adopting the best practices of Corporate Governance with an aim to maximize the interest of the stakeholders to achieve long-term sustained value while ensuring accountability in the exercise of Company's financial, legal and contractual obligations.

The management and employees of your Company are committed to uphold the core values of transparency, integrity, honesty and accountability which are the fundamentals of the Corporate Governance framework of the Company.

Your Company is committed to the requirements of the principles of Corporate Governance.

Corporate Ethics

The Company endeavours to adhere to the highest possible standards of business ethics, compliance and commitment to transparency in business dealings.

Code of Conduct for Board Members and Senior Management

The Company has in place a detailed Code of Conduct for Board Members and Senior Management (The Code of Conduct). The Code of Conduct is applicable to all Directors and specified senior management executives. The Code of Conduct impresses upon Directors and Senior Management Personnel to uphold the interest of the Company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them. It emphasizes that the Directors and senior management executives shall act in accordance with the highest standards of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties. The Code of Conduct is available on the Company's website 'www.goloffshore.com'.

The Company has received declarations of compliance with the Code of Conduct from all the Directors and Senior Management Personnel, for the financial year 2013-14. A declaration by the Executive Director affirming compliance of the Board of Directors and Senior Management Personnel to the Code of Conduct is appended to this Report.

Code of Conduct for Prevention of Insider Trading

The Company has in place a Code of Conduct for Prevention of Insider Trading (The Insider Trading Code) The Insider Trading Code is applicable to all Directors and persons as specified in the Code.

The Company Secretary & Chief Compliance Officer monitors adherence to these Regulations.

BOARD PROCEDURES

The Board meets at least once in each quarter, with not more than four months gap between two meetings. The Board meets inter alia to review the performance and the financial results of the Company. The Board Meetings are generally scheduled well in advance and the Notice of every Board Meeting is given in writing to every Director. All the items on the Agenda are accompanied by notes giving information on the related agenda item and in case of certain matters such as financial / business plans, financial results etc. detailed presentations are made by the concerned Management representatives at the meetings. The Board members are also free to recommend the inclusion of any matter for discussion with the permission of the Chairman.

Information as mentioned in Annexure X to revised Clause 49 of the Listing Agreement is regularly placed before the Board for its consideration.

To enable the Board to discharge its responsibilities properly, the directors are effectively briefed at every Board Meeting. Senior Management members are also invited to attend the Board Meetings to provide additional inputs on the items being discussed by the Board.

All major matters involving policy formulation, strategy and business plans etc are considered and decided by the Board.

The Minutes of the Board Meetings are circulated to all Directors within time prescribed. The Minutes of Audit Committee and other Committees of the Board are noted on regular basis by the Board at its meetings.

BOARD OF DIRECTORS

As on March 31, 2014, the Company had Seven Directors. Out of the Seven Directors, five were Independent Directors. The Chairman of the Board is an Executive Director. The composition of the Board is in conformity with the requirements of Clause 49 of the Listing Agreement. None of the Directors are related to each other.

None of the Directors on the Board are members of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2014, have been made by the Directors.

During the year under review, five Board Meetings were held on the following dates.

May 23, 2013, August 13, 2013, November 13, 2013, February 12, 2014 and March 27, 2014.

The composition of the Board; number of directorships held by the Directors in other Companies; Memberships/ Chairmanships of the Committees in other companies held by the Directors (excluding private limited companies, section 8 companies and foreign companies), attendance of the Directors at the Board Meetings of the Company held during the financial year under review and at the last Annual General Meeting (AGM) are as follows.

Name of the Director	Category	Attendance at meetings during the financial year 2013–14		No of Directorships in other Companies	No of Membership(s) / Chairmanship(s) of Board Committee(s) in other Companies*	Shareholding in the Company as on March 31, 2014
		Board Meetings	Last AGM			
Shri Prakash Chandra Kapoor DIN : 00786682	Chairman and Executive Director	4	Yes	12	2 (As member)	Nil
Shri Kaushal Raj Sachar DIN : 01421823	Deputy Chairman Independent Non–Executive Director	4	Yes	Nil	Nil	Nil
Shri Vijay Kumar DIN : 00726561	Executive Director	4	Yes	12	Nil	Nil

Dr. Ram Nath Sharma DIN : 00054480	Independent Non-Executive Director	4	Yes	1	Nil	1000
Shri Vinesh Davda DIN : 00050175	Independent Non-Executive Director	4	Yes	5	2 (As member)	Nil
Shri Prabhakar Dadal DIN : 00544948	Independent Non-Executive Director- (EXIM Bank Nominee)	4	Yes	2	1 (As member)	Nil
¹ Shri Mahesh Prasad Mehrotra DIN : 00016768	Independent Non-Executive Director	NIL	NA	8	5 (2 as chairman) (3 as member)	Nil
² Shri Soli Engineer DIN: 00149510	Non-Independent Non-Executive Director	1	Yes	NA	NA	NA
³ Shri Chandan Bhattacharya DIN : 01341570	Independent Non-Executive Director	3	Yes	NA	NA	NA
⁴ Lt. Gen. Deepak Summanwar DIN : 02017830	Independent Non-Executive Director	5	Yes	NA	NA	NA

* In accordance with Clause 49 of the listing agreement, Memberships/Chairmanships of only the Audit Committees and Shareholders'/Investors' Grievance Committees in all other public limited companies have been considered.

¹Shri Mahesh Prasad Mehrotra was appointed as the Additional Director w.e.f. February 12, 2014.

²Shri Soli Engineer ceased to be the Director w.e.f. September 30, 2013, upon resignation.

³Shri Chandan Bhattacharya ceased to be the Director w.e.f. December 05, 2013, upon resignation.

⁴ Lt. Gen. Deepak Summanwar ceased to be the Director w.e.f. March 28, 2014, upon resignation.

Note: Shri Kaushal Raj Sachar has ceased to be the Director w.e.f. May 09, 2014, upon resignation.

COMMITTEES

(I) Audit Committee

The Audit Committee is constituted in accordance with the provisions of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

During the year under review, four Audit Committee meetings were held on the following dates.

May 23, 2013, August 13, 2013, November 13, 2013 and February 12, 2014.

As on March 31, 2014, the Audit Committee comprises of three Independent Directors. All the members of the Audit Committee have adequate knowledge of Accounts, Audit and Finance.

The composition of the Audit Committee and the details of meetings attended by each of the members during the year under review are given below.

Name	Category	Number of Meetings attended
Dr. Ram Nath Sharma (Chairman)	Independent, Non-Executive Director	4
Shri Vinesh Davda	Independent, Non-Executive Director	4
¹ Shri Chandan Bhattacharya	Independent, Non-Executive Director	3
² Shri Prabhakar Dalal	Nominee Director (EXIM Bank)	3

¹ Shri Chandan Bhattacharya ceased to be a member of the Audit Committee upon his resignation as the Director w.e.f. December 05, 2013.

² Shri Prabhakar Dalal, the Nominee of Export-Import Bank of India ("EXIM Bank"), was appointed as a member of the Audit Committee w.e.f. May 23, 2013.

Audit Committee meetings are also attended by senior management executives, Statutory Auditors and Internal Auditors. The Company Secretary acts as the Secretary to the Audit Committee.

Chairman of the Audit Committee was present at the previous Annual General Meeting.

Terms of Reference

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
2. Review the financial statements before submission to the Board.
3. Review reports of the Statutory Auditors and Internal Auditors including the weaknesses in internal controls reported by Internal and Statutory Auditors.
4. Recommending the appointment, re-appointment and fixing the remuneration of Internal Auditors and Statutory Auditors.

In addition, the Audit Committee has powers as laid down under Clause 49 of the listing agreement and Section 177 of the Companies Act, 2013.

The Company has appointed Ashok Kapadia & Associates, Chartered Accountants, as Internal Auditors to review the internal control systems of the Company and to report thereon. The report of the Internal Auditors is reviewed by the Audit Committee.

The Board of Directors at their meeting held on 28th May 2014, appointed Shri Mahesh Prasad Mehrotra as a member of the Audit Committee.

(II) REMUNERATION COMMITTEE

The Remuneration Committee meets at least once in every year to review the yearly performance appraisals of employees and to approve the promotions / increments to be granted and Performance Incentive Payments (PIP) to be made to the eligible employees.

During the year under review, a Remuneration Committee meeting was held on November 01, 2013.

The composition of the Remuneration Committee and the attendance of its members at the aforesaid meeting held during the year under review are given below.

Name of Director	Category	Number of Meetings attended
Shri Kaushal Raj Sachar (Chairman)	Independent, Non-Executive Director	NIL
Shri Prakash Chandra Kapoor	Non Independent Executive Director	1
Shri Vijay Kumar	Non Independent Executive Director	1
¹ Shri Soli Engineer	Non-Independent, Non-Executive Director	NA

¹ Shri Soli Engineer ceased to be a member of the Remuneration Committee upon his resignation as the Director w.e.f. September 30, 2013.

Note : Shri Kaushal Raj Sachar has ceased to be a member of the Remuneration Committee upon resignation as the Director w.e.f. May 9, 2014.

Remuneration Policy

The remuneration policy of the Company is market led and takes into account the competitive circumstances in the employment market so as to attract and retain quality talent and significantly leverage performance.

The remuneration of the Executive Directors is decided by the Board of Directors. The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and/or commission (variable component) to its Executive Directors.

The remuneration by way of commission and sitting fees to the Non-Executive Directors is also decided by the Board of Directors.

The Non-Executive Directors are paid sitting fees for attending meetings of the Board or its Committees. The Company also reimburses travelling and accommodation expenses to out-station Directors for attending Board / Committee meetings.

Details of Remuneration paid to the Directors during financial year 2013-14:

Non-Executive Directors

(Rupees in Lakhs)

Name	Commission	Sitting Fees
Dr. Ram Nath Sharma	Nil	1.60
Shri Vinesh Davda	Nil	2.40
Shri Kaushal Raj Sachar	Nil	0.80
Shri Prabhakar Dalal	Nil	1.40
¹ Shri Mahesh Prasad Mehrotra	Nil	Nil
² Shri Soli Engineer	Nil	Nil
³ Shri Chandan Bhattacharya	Nil	2.00
⁴ Lt. Gen. Deepak Sumanwar	Nil	2.40

¹Shri Mahesh Prasad Mehrotra was appointed as the Additional Director of the Company w.e.f. February 12, 2014.

²Shri Soli Engineer ceased to be the Director w.e.f. September 30, 2013, upon resignation.

³Shri Chandan Bhattacharya ceased to be the Director w.e.f. December 05, 2013, upon resignation.

⁴ Lt. Gen. Deepak Summanwar ceased to be the Director w.e.f. March 28, 2014, upon resignation.

Note: Shri Kaushal Raj Sachar has ceased to be the Director w.e.f. May 09, 2014, upon resignation.

Executive Directors

(Rupees in Lakhs)

Name of Director (Period of Appointment)	Salary	Perquisites & Allowances	Commission	Contribution to Provident Fund and Superannuation Fund
Shri Vijay Kumar (5 years from 01.05.2010)	128.37	2.32	–	8.78
Shri Prakash Chandra Kapoor (5 years from 01.05.2010)	128.37	2.32	–	8.78

- Notes :** i) Perquisites include provision of house rent allowances and insurance coverage.
ii) None of the Directors hold any instrument convertible into shares of the Company.

The Board of Directors at their meeting held on May 28, 2014:

- Renamed the Remuneration committee as 'Nomination and Remuneration Committee'.
- Re-constituted the Committee in compliance with the provisions of section 178 of the Companies Act, 2013, and revised clause 49 of the Listing Agreement. After re-constitution, the Committee comprises of the the following members:
 - Shri Vinesh Davda – Chairman
 - Shri Prakash Chandra Kapoor – Member
 - Shri Mahesh Prasad Mehrotra – Member
 - Shri Prabhakar Dalal – Member

The Board of Directors also re-framed the terms of reference of the Nomination & Remuneration Committee to bring them in line with the requirements of the said section 178 and clause 49. The new terms of reference of the Nomination and Remuneration Committee are as given below:

- To formulate broad policy incorporating the criteria for determining remuneration of directors, key managerial personnel and other employees of the Company, criteria for independence, positive attributes, qualifications and experience of directors, board diversity, training of independent directors and performance evaluation of independent directors;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- To review the yearly performance appraisals of employees and to approve the promotions / increments to be granted and Performance Incentive Payments (PIP) to be made to employees every year.
- To examine, evaluate, review, investigate, devise, formulate or approve such other facts, information, matters, issues, proposals, policies etc. in the field of remuneration, contract of employment / service, terms and conditions of employment / service etc. of the employees, officers, executives and directors of the Company as may be decided by the Board from time to time.

(III) Shareholders' / Investors' Grievance Committee

During the year under review, four meetings of Shareholders' / Investors' Grievance Committee were held on May 23, 2013, August 14, 2013, November 13, 2013 and February 12, 2014.

The composition of the Shareholders' / Investors' Grievance Committee and details of the meetings attended by its members during the year under review are given below.

Name of Director	Category	Number of Meetings attended
¹ Lt. Gen. Deepak Summanwar (Chairman)	Independent, Non-Executive Director	4
² Shri Chandan Bhattacharya	Independent, Non-Executive Director	3
Shri Vinesh Davda	Independent, Non-Executive Director	4

¹ Lt. Gen. Deepak Summanwar ceased to be the Chairman of the Shareholders' / Investors' Grievance Committee upon his resignation as the Director w.e.f. March 28, 2014.

² Shri Chandan Bhattacharya ceased to be a member of the Shareholders' / Investors' Grievance Committee upon his resignation as the Director w.e.f. December 05, 2013.

The Board of Directors at their meeting held on May 28, 2014:

- a) Renamed the Shareholders' / Investors' Grievance Committee as 'Stakeholders Relationship Committee' in line with the provisions of section 178 of the Companies Act, 2013 and revised clause 49 of the listing agreement.
- b) Re-constituted the Committee. After re-constitution, the Committee comprises of the following members:
 - (i) Dr. Ram Nath Sharma – Chairman
 - (ii) Shri Vijay Kumar – Member
 - (iii) Shri Vinesh Davda – Member

Terms of Reference

- Review the reports prepared & submitted by the Registrar & Share Transfer Agent of the Company.
- To look into and ensure the quality of the Company's Shareholders' / Investors' grievance redressal system and to review the functioning of the investors' grievances redressal system.
- Follow-up on the implementation of suggestions for improvement.
- Periodically report to the Board about serious concerns, if any.

During the year under review, 4 complaints were received from the shareholders and all of them were replied/ resolved to the satisfaction of the shareholders. There are no pending complaints as on March 31, 2014.

Shri Navin Joshi is the Company Secretary & Chief Compliance Officer of the Company. His contact details are given below:

Address : GOL Offshore Limited
Energy House, 81, Dr. D. N. Road,
Mumbai – 400 001

CIN : L11200MH2005PLC154793

Phone : 022– 6635 2222

Fax : 022– 2267 3993

Email : navin_joshi@goloffshore.com

Website : www.goloffshore.com

In compliance with the listing agreement, the Company has designated the email address investor_services@goloffshore.com for registering the complaints and communication by the investors / shareholders.

GENERAL MEETINGS

The dates, times and venues of the three immediately preceding Annual General Meetings are as follows:

Annual General Meeting	Date	Time	Venue
8 th Annual General Meeting	August 14, 2013	11.30 a.m.	Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6 th Floor, 12, K. Dubhash Marg, Kaala Ghoda, Mumbai 400 001.
7 th Annual General Meeting	September 24, 2012	11.00 a.m.	M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubhash Marg, Kalaghoda, Mumbai 400001.
6 th Annual General Meeting	September 02, 2011	10.00 a.m.	M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubhash Marg, Kalaghoda, Mumbai 400001.

Details of the special resolutions passed at the three immediately preceding Annual General Meetings are given below:

Date of the Annual General Meeting	Summary
August 14, 2013	Appointment of Shri Soli C. Engineer as an Advisor in Deep Water Services (India) Limited, a wholly owned subsidiary of GOL Offshore Limited.
September 24, 2012	Change in the name of the Company from Great Offshore Limited to GOL Offshore Limited.
	Approval for revision in the remuneration scale to be paid to Miss Sukriti Kumar.
	Revision in the terms of remuneration paid to Shri Prakash Chandra Kapoor, Executive Director of the Company.
	Revision in the terms of remuneration paid to Shri Vijay Kumar, Executive Director of the Company.
September 02, 2011	Payment of remuneration to Non-Executive Directors by way of commission.
	Appointment of Miss Sukriti Kumar to hold office or place of profit in the Company as General Manager – Materials
	Appointment of Shri Chetan D. Mehra as the Executive Director of the Company.

Resolution passed through postal ballot

No resolution was passed through postal ballot during the financial year 2013–14.

DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, Subsidiaries or Relatives etc. that would have potential conflict with the interest of the Company at large.
- There has neither been any non-compliance by the Company nor any penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets.
- The senior management has made disclosures to the Board of Directors relating to all material financial and commercial transactions stating that they had no personal interest that could result in a conflict with the interest of the Company at large.
- The Company has complied with the mandatory requirements of the Clause 49 of the listing agreement pertaining to the Corporate Governance.

MEANS OF COMMUNICATION

- The Board of Directors of the Company approve the quarterly, half yearly and annual financial results in the format prescribed under Clause 41 of the listing agreement.
- The approved financial results are submitted to the Stock Exchanges within the prescribed time. The financial results are published in Free Press Journal and Navashakti.
- The financial results are also displayed on the Company's website, 'www.goloffshore.com'.
- The Company's website has a separate section where the shareholders' information is available. The Annual Reports of the Company are also available on the website in a user-friendly and downloadable form.
- Management Discussion and Analysis Report forms part of this Annual Report.

GENERAL SHAREHOLDER INFORMATION

- Annual General Meeting** for the year 2014 is scheduled to be held on Thursday, the 14th August, 2014, at 11.30 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12, K. Dubhash Marg, Kaala Ghoda, Mumbai-400 001.

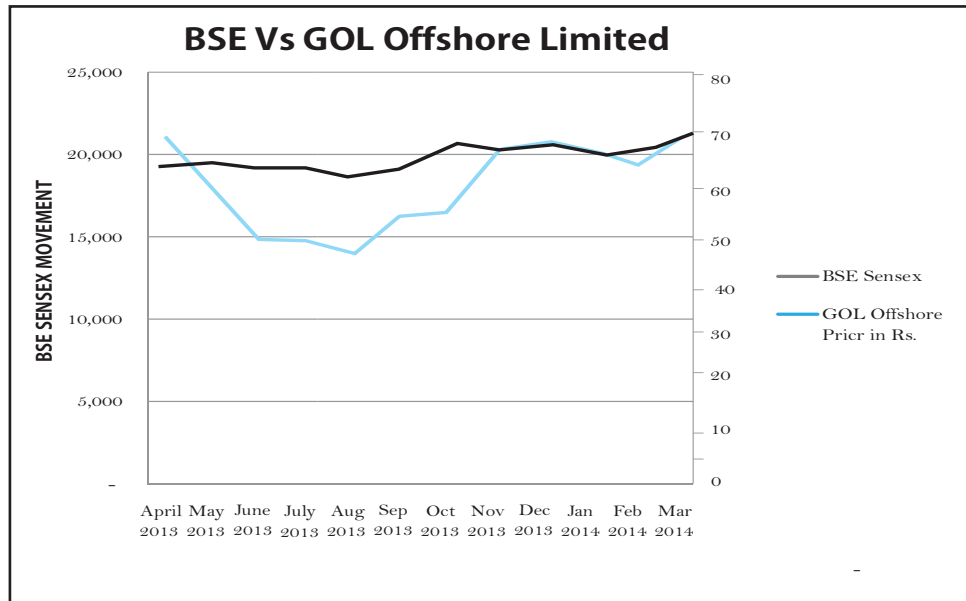
E - voting : The Company is offering e -voting facility to its members enabling them to cast their votes electronically. For detailed e-voting instructions members are requested to see note no. 12 below the AGM notice.

- Financial Year:** The Company follows April to March as its financial year. The financial results for every quarter are declared within the time prescribed in the listing agreement.
- Dates of Book Closure:** 8th August, 2014 to 14th August, 2014 (both days inclusive)
- Dividend Payment Date:** Not Applicable
- Listing on Stock Exchanges:** The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Company has paid listing fees to the Stock Exchanges for the financial year 2014-15. The Company's Foreign Currency Convertible Bonds (FCCBs) are listed on Singapore Exchange Securities Trading limited (SGX-ST) with ISIN XS0320616997.
Stock Code/Symbol: Bombay Stock Exchange Limited – 532786. National Stock Exchange of India Limited – GTOFFSHORE. Demat ISIN No. – INE892H01017.
- Market Price Data:** The monthly high and low price of equity shares of the Company during the financial year ended March 31, 2014 on NSE and BSE are given below:

(In Rupees)

Month & Year	NSE		BSE	
	High	Low	High	Low
April, 2013	72.70	62.40	73.20	62.50
May, 2013	74.90	60.00	75.50	60.00
June, 2013	62.75	41.60	66.95	42.00
July, 2013	55.95	43.10	55.95	43.50
August, 2013	48.50	36.00	47.00	36.25
September, 2013	58.00	34.00	57.90	39.20
October, 2013	55.30	48.00	55.45	48.40
November, 2013	71.10	52.30	71.00	52.10
December, 2013	76.40	63.10	76.25	63.10
January, 2014	76.80	59.50	76.9	59.65
February, 2014	72.40	62.70	72.3	62.50
March, 2014	73.25	62.10	73.15	61.90

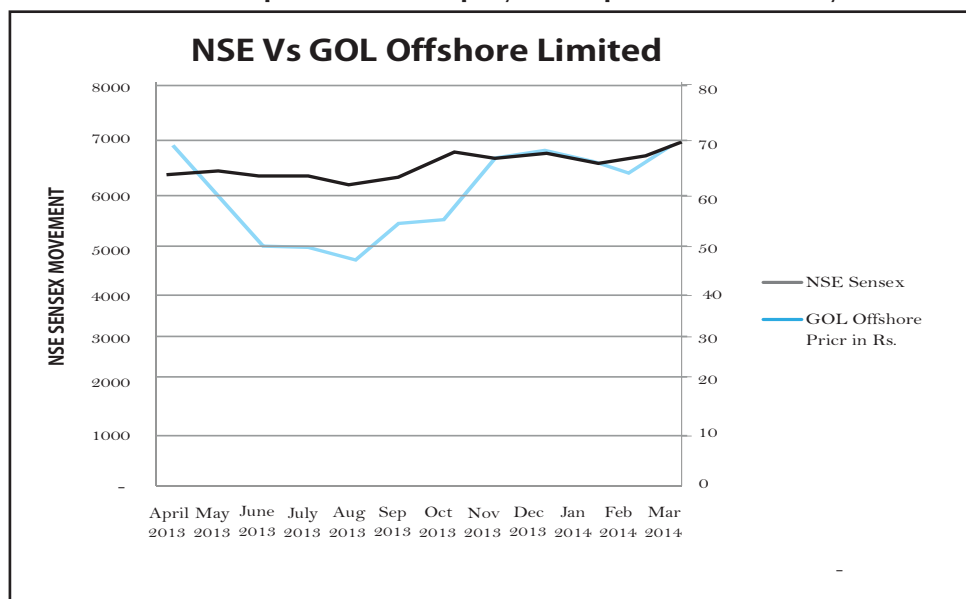
g) Performance of share price of the Company in comparison to BSE Sensex:



GOL: GOL Offshore Limited

BSE: Bombay Stock Exchange Limited

h) Performance of share price of the Company in comparison to NSE Nifty:



GOL: GOL Offshore Limited

NSE: National Stock Exchange of India Limited

i) Registrar & Share Transfer Agent

The Registrar & Share Transfer Agent of the Company is TSR Darashaw Private Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400 011.

j) **Share Transfer System**

The transfer of shares in physical form is processed and completed by Registrar & Share Transfer Agent within a period of 10 days from the date of receipt of complete and valid documents. Shares under objection are returned to sender within two weeks. In case of shares in electronic form, the transfers are processed by National Securities Depository Limited and Central Depository Services (India) Limited through respective Depository Participants. In compliance with the provisions of listing agreement, a Practicing Company Secretary carries out the audit of transfers, transmissions etc. of shares and the certificate to that effect issued by the Practicing Company Secretary is submitted to the Stock Exchanges where the Company's shares are listed.

k) **Distribution of Shareholding as on March 31, 2014**

No. of shares (range)	No. of Shareholders	% of total Shareholders	No. of Shares (holding)	% to Total Shares
1 to 500	83,166	95.22	53,93,447	14.48
501 to 1000	2,235	2.56	16,66,151	4.48
1001 to 2000	994	1.14	14,40,821	3.87
2001 to 3000	374	0.43	9,31,062	2.50
3001 to 4000	168	0.19	5,97,422	1.60
4001 to 5000	109	0.12	4,96,020	1.33
5001 to 10000	167	0.19	11,83,174	3.18
10001 and above	129	0.15	2,55,31,964	68.56
Grand Total	87,342	100.00	37,240,061	100.00

l) **Categories of Shareholders as on March 31, 2014**

Category	No. of shares held	Percentage (%) of Shareholding
Promoters	1,85,14,352	49.72
Mutual Funds / UTI	3,988	0.01
Financial Institutions / Banks	79,700	0.21
Insurance Companies	4,81,260	1.29
Foreign Institutional Investors	23,33,432	6.27
Bodies Corporate (other than promoter group)	27,50,510	7.38
Indian Public	1,30,41,356	35.02
Trusts	25,185	0.07
Overseas Corporate Bodies	306	0.00
Shares held by Custodians and against which Depository Receipts have been issued	9,972	0.03
Grand Total	3,72,40,061	100.00

m) **Dematerialisation of Shares**

The Company's shares are compulsorily traded in dematerialised form on both Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

3,60,77,968 equity shares of the company representing 96.88 % of the total paid-up equity share capital are in dematerialized form as on March 31, 2014. The Company has entered into agreement with both National Securities Depository Limited and Central Depository Services (India) Limited, whereby shareholders have an option to dematerialise their shares with either of the depositories.

Status of Dematerialisation of equity shares as on March 31, 2014

Particulars	No. of equity shares	% to Paid-up Capital	No. of Accounts
National Securities Depository Limited	2,40,12,582	64.48	49,343
Central Depository Services (India) Limited	1,20,65,386	32.40	15,360
Total Dematerialised	3,60,77,968	96.88	64,703
Shares held in Physical form	11,62,093	3.12	22,639
Grand Total	3,72,40,061	100.00	87,342

n) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity shares

1,890 GDRs of the Company are outstanding as on March 31, 2014 and 9,990 equity shares are underlying the said GDRs

USD 40,000,000 (outstanding balance), 7.25% Unsecured Foreign Currency Convertible Bonds (FCCBs) were due for repayment in October 2012 and were outstanding as on March 31, 2014. FCCBs represent 31,85,840 equity shares of ₹ 10/- each, constituting 8.55 % of the paid-up share capital of the Company as on March 31, 2014.

The Company has, in May 2014, repaid the principal amount of USD 40,000,000 due on the Foreign Currency Convertible Bonds (FCCBs) along with the interest thereon in accordance with the permission granted by the Reserve Bank of India vide their letter dated 26th February 2014.

o) Plant Location: The Company has no plants.

p) Address for Correspondence by Shareholders / Investors

Company	Registrar & Share Transfer Agent
GOL Offshore Limited Secretarial Department Energy House, 81, Dr. D. N. Road, Mumbai – 400 001 Ph. No. : (022) 6635 2222 Fax No.: (022) 2267 3993 CIN NO.: L11200MH2005PLC154793 E-mail: investor_services@goloffshore.com Website : www.goloffshore.com	TSR Darashaw Private Limited (Unit : GOL Offshore Limited) 6–10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai– 400 011 Ph. No.: (022) 6656 8484 Fax No.: (022) 6656 8494 CIN NO.: U67120MH1985PTC037369 E-mail : csg-unit@tsrdarashaw.com Website: www.tsrdarashaw.com

AUDIT FOR RECONCILIATION OF SHARE CAPITAL

As stipulated by SEBI, a Practising Company Secretary carries out the audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital of the Company. The audit is carried out in every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed capital is in agreement with the aggregate of the total number of shares in dematerialised form and total number of shares in physical form.

COMPLIANCE CERTIFICATE BY THE AUDITORS

Certificate from the Messrs Varma & Varma, Statutory Auditor of the Company confirming the compliance with the conditions of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement, is appended to this Report.

This Certificate is also being forwarded to the Stock Exchanges along with the Annual Report of the Company.

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF CODE OF CONDUCT

I, Prakash Chandra Kapoor, Executive Director of the Company, do hereby declare that, to the best of my knowledge and belief, all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company, for the year ended March 31, 2014.

Mumbai
May 28, 2014

Prakash Chandra Kapoor
Executive Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,
GOL Offshore Limited,
Mumbai

We have examined the compliance of conditions of Corporate Governance by GOL Offshore Limited (the 'Company') for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and limited to a review of the procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance (as stipulated in clause 49 of the Listing Agreement). 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 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 the management has conducted the affairs of the Company.

For and on behalf of
VARMA & VARMA
Chartered Accountants
Firm Registration No: 004532S

CHERIAN K. BABY
Partner
Membership No: 16043

Mumbai, May 28, 2014

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
 The Board of Directors
 GOL Offshore Limited
 Energy House, 81, Dr. D. N. Road
 Mumbai – 400 001

We, **Prakash Chandra Kapoor**, Executive Director and **Shrirang Khadilkar**, Vice President –Finance & Corporate Affairs of GOL Offshore Limited, do hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement of the Company for the year 2013 – 2014 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee aspects which could have impact on internal control and we have taken necessary steps to strengthen the financial reporting and internal control system.
- (d) We have indicated to the Auditors and the Audit Committee, wherever applicable:
 - (i) Significant changes in internal control over financial reporting, if any, during the financial year 2013–14;
 - (ii) Significant changes in accounting policies during the financial year 2013–14 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) That there is no instance of Significant fraud during the financial year 2013–14 of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Prakash Chandra Kapoor
 Executive Director

Shrirang Khadilkar
 Vice President – Finance & Corporate Affairs

Mumbai
 May 28, 2014

To,
The Members of GOL Offshore Limited,
Mumbai

Report on the Financial Statements

We have audited the accompanying financial statements of GOL Offshore Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Profit and Loss Statement and the 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 of the company is responsible for 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 the Companies Act, 1956 ("the Act") and the Accounting Standards referred to in sub-section (3C) of section 211 of "the Act" read with the general circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. 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.

Auditor's 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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 qualified audit opinion.

Basis for Qualified Opinion

The Company has investment in equity/redeemable preference shares of wholly owned subsidiary KEI-RSOS Maritime Limited and the carrying amount as at 31st March 2014 is ₹18,863 Lakhs and the balance of loan outstanding is ₹ 3,502 Lakhs. The Company has also issued a corporate guarantee to Indian Bank amounting to ₹14,168 Lakhs against which borrowing from bank outstanding on 31st March, 2014 is ₹4,719 Lakhs. As per the latest available audited financial statements of KEI-RSOS Maritime Limited the net worth of the company has fully eroded and the cash flows are under stress. There are disputed debtors and claims against that company which are subject matter of arbitration proceedings for which no provision is made in the accounts of that company. As stated in Note no. 30 to the accounts, no provision has been made for the diminution in the value of investments and the amount of loans aggregating to ₹ 22,365 Lakhs. Had the provision for the same been made, net profit would become a loss of Rs 10,196 Lakhs and shareholders' funds would have been reduced by ₹22,365 Lakhs with consequent effect on cash flow statements for a like amount.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements read with notes thereon 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, 2014;

(b) in the case of the Profit and Loss Statement, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Emphasis of Matter

We draw attention to Note 39 to the financial statements regarding the continuing default in repayment to the Bondholders as well as other lenders and the action taken / proposed by the Management for settlement of overdues including subsequent payment. The current liabilities are in excess of current assets by ₹ 87,308 Lakhs. The Company continues to carry on its operations in the normal course and accordingly these financial statements have been prepared on a going concern basis. Our opinion is not qualified in respect of this matter.

Report on Other Legal & 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 said 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, Profit and Loss Statement, and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. except for the effects of the matter described in the basis for qualified opinion paragraph, in our opinion, the Balance Sheet, Profit and Loss statement, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For VARMA & VARMA
Chartered Accountants
FRN 004532S

CHERIAN K BABY
Partner
M No.16043

Place: Mumbai
Date: 28th May, 2014

For Motilal & Associates
Chartered Accountants
FRN 106584W

MOTILAL JAIN
Proprietor
M.No. 036811

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF GOL OFFSHORE LIMITED FOR THE YEAR ENDED 31ST MARCH 2014.

- 1 (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) We are informed that the fixed assets of the company consisting of Fleet, Rigs and I.T Equipments have been physically verified by the management during the year. The company has a programme of verification in a phased manner in respect of other fixed assets. In our opinion, the phased programme of verification is reasonable having regard to the size of the company and the nature of its operations. We are informed that no material discrepancies have been noticed on verification carried out during the year.
- (c) The company has not disposed off a substantial part of the fixed assets during the year.
- 2 (a) We have been informed by the Management that the physical verification of Inventory is conducted as per the preset cyclical programme on monthly basis during the year. In our opinion the frequency of such physical verification of Inventory is reasonable.
- (b) In our opinion and according to the Information and explanations given to us, the procedures of physical verification of inventory 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 is maintaining proper records of inventory and as informed to us, discrepancies noticed on the physical verification have been properly dealt with in the books of account.
- 3 (a) As informed, 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) The Company has taken unsecured loans aggregating to ₹ 527 Lakhs, from one company, covered in the register maintained under section 301 of the Companies Act, 1956 during the year. In respect of the said loans as well as other loans taken in earlier years, the maximum amount outstanding from all parties (six) at any time during the year is ₹3,082 Lakhs and the year-end balance is ₹ 3,082 Lakhs
- (c) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans taken by the Company, are not prejudicial to the interests of the Company.
- (d) The loan and interest is payable on demand and there are no specific terms of repayment of principal and interest. Hence whether the principal and interest has been paid regularly or not cannot be commented upon.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and nature of its business for the purchase of fixed assets and for the sale of services. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal controls.
- 5 (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- 6 The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act 1956 and the rules framed there under are not applicable to the Company.

- 7 In our opinion, the company has an internal audit system commensurate with the size of the company and nature of its business.
- 8 According to the information and explanations given to us, we are of the opinion that, prima-facie, the company has made and maintained Cost records pursuant to the Order issued by the Central Government under section 209 (1) (d) of the Companies Act, 1956 .We have however not made a detail examination of these records.
- 9 (a) As per the information and explanations furnished to us and according to our examination of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues on account of Provident Fund, Employee State Insurance and other statutory dues as applicable to the company with the appropriate authorities during the year, *except for Advance Tax, TDS, Service Tax, Maharashtra VAT and Works Contract Tax where there have been serious delays in a number of cases.* Undisputed amounts payable, outstanding for a period of more than six months from the date they became payable are as stated below:

Name of the statute	Nature of Dues	Amount (Rs in Lakhs)	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	162.30 474.86 395.72	Year Ended 31 st March'13	15.09.2012 15.12.2012 15.03.2013	Not Yet paid
Income Tax Act, 1961	Intrest on Self Assessment Tax	166.72	Year Ended 31 st March'13	30.11.2013	Not Yet paid
Income Tax Act, 1961	Advance Tax	334.45 668.90	Year Ended 31 st March'14	15.06.2013 15.09.2013	Not Yet paid
The Maharashtra Value Added Tax Act, 2002	Works Contract Tax	7.57	April, 2013 to August, 2013	10 th day of subsequent month	Not yet paid
The Maharashtra Value Added Tax Act, 2002	VAT	4.09	April, 2013 to August, 2013	21 st day of subsequent month	Not yet paid

The above does not include further intrest arising due to non - payment of the dues.

- (b) According to the information and explanations given to us and as per the records of the company examined by us, there are no disputed statutory dues which were outstanding, at the year end, other than those stated below:

Name of the statute	Nature of Dues	Amount (Rs in Lakhs) 2013-14	Period to which the amount relates	Forum where dispute is pending
The Tamil Nadu General Sales Tax Act 1959	Tax u/s 3A of The Tamil Nadu General Sales Tax Act, 1959	100.78	1995-96 and 1996-97	The Sales Tax Appellate Tribunal, Chennai
The Karnataka Sales Tax Act, 1957	Tax u/s 5-C of the Act	117.96	1995-96 to 2001-02	Stay granted by Supreme Court

The Karnataka Sales Tax Act, 1957	Sales Tax	6.03	2007-08	Assistant Commissioner (CT) III, Enforcement Tribunal
The Customs Act, 1962	Customs Duty	70.37	2001-02	Customs Excise and Service Tax Appellate Tribunal
The Customs Act, 1962	Customs Duty	235.93	December 99	Commissioner of Customs (Import)
The APVAT Act, 2005	VAT	96.53	2004-05 2005-06	Appellate Tribunal APGST / APVAT Malviya Nine – deemed Transfer of right to use
West Bengal Sales Tax Act	Sales Tax	41.59	2001-02	Taxation Tribunal, Kolkata
Income Tax Act, 1961	Income Tax	1,260.23	2005-06 2006-07 2007-08	CIT, Appeals

10 There are no accumulated losses at the end of the financial year. The Company has also not incurred cash losses during the year and in the immediately preceding financial year.

11 *The Company has defaulted in repayment of dues to banks and Foreign Currency Bonds. The following are the details of the default days for the financial year 2013-14*

(₹ in Lakhs)

Particulars	Delay Upto 30 Days	Delay 31-60 Days	Delay 61-90 Days	Delay 91-120 Days	Delay 121-180 Days	More Than 180 Days	Amount Unpaid as at Year end
Loan	5,457	1,874	9,184	5,417	2,874	5,477	17,784
Interest	2,923	4,184	4,975	4,971	2,492	1,436	6,895
FCCB Bonds	–	–	–	–	–	23,968	23,968
FCCB-Interest	–	–	–	–	–	3,291	3,291
Total	8,380	6,058	14,159	10,388	5,366	34,172	51,938

12 According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities, and hence the reporting requirements under clause 4(xii) of the Order are not applicable.

13 In our opinion, the Company is not a chit fund or a Nidhi/ mutual benefit fund / society, and hence the reporting requirements under clause 4(xiii) of the Order are not applicable.

14 In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments, and hence the reporting requirements under clause 4(xiv) of the Order are not applicable.

15 According to the information and explanations given to us and the records of the Company examined by us, the company has given guarantee for the loans taken by its subsidiaries from banks or financial institutions, the terms and conditions thereof are not prima facie prejudicial to the interests of the Company.

- 16 According to the information and explanations given to us and the records of the company examined by us, the term loans availed by the company during the year are seen used for the purpose for which they were obtained except that a short term loan of ₹ 4,500 Lakhs raised for capital refurbishment of certain vessels was used to the extent of ₹ 2,260 Lakhs only for the said purpose. The entire loan has been repaid in full during the year.
- 17 On the basis of an overall analysis we report that the Company has not utilized any other funds raised on short-term basis for long-term investments.
- 18 The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19 The company has not issued any debentures during the year, and hence the reporting requirements under clause 4(xix) of the Order are not applicable.
- 20 The Company has not raised money by public issues during the year, and hence the reporting requirements under clause 4(xx) of the Order are not applicable.
- 21 According to the information and explanations given to us and as per the records of the Company examined by us, we report that no fraud on or by the Company has been noticed or reported during the year.

For VARMA & VARMA
Chartered Accountants
FRN 004532S

For Motilal & Associates
Chartered Accountants
FRN 106584W

CHERIAN K BABY
Partner
M No.16043

MOTILAL JAIN
Proprietor
M.No. 036811

Place: Mumbai
Date: 28th May, 2014

BALANCE SHEET



BALANCE SHEET AS AT MARCH 31, 2014

₹ in Lakhs

	Note	As at March 31, 2014	As at March 31, 2013
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	3,724	3,724
(b) Reserves and Surplus	4	97,814	94,653
		<u>101,538</u>	<u>98,377</u>
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	5	150,632	192,581
(b) Deferred Tax Liabilities (Net)	6	2,680	3,595
(c) Other Long-Term Liabilities	7	36,868	39,316
(d) Long Term Provisions	8	653	613
		<u>190,833</u>	<u>236,105</u>
(3) Current Liabilities			
(a) Short-Term Borrowings	9	10,010	10,709
(b) Trade Payables	10	22,718	22,515
(c) Other Current Liabilities	11	135,612	86,388
(d) Short-Term Provisions	12	15,119	14,036
		<u>183,459</u>	<u>133,648</u>
TOTAL		<u><u>475,830</u></u>	<u><u>468,130</u></u>
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	13	105,200	124,561
(ii) Intangible Assets	13	58	116
(iii) Capital Work-in-Progress	13	116,995	110,280
(b) Non Current Investments	14	19,653	19,653
(c) Long-Term Loans and Advances	15	129,570	164,797
(d) Other Non-Current Assets	16	8,203	8,584
		<u>379,679</u>	<u>427,991</u>
(2) Current Assets:			
(a) Current Investment	17	35	–
(b) Inventories	18	5,213	5,569
(c) Trade Receivables	19	18,487	16,485
(d) Cash and Bank Balance	20	3,788	594
(e) Short-Term Loans and Advances	21	44,093	3,800
(f) Other Current Assets	22	24,535	13,691
		<u>96,151</u>	<u>40,139</u>
TOTAL		<u><u>475,830</u></u>	<u><u>468,130</u></u>
SIGNIFICANT ACCOUNTING POLICIES	2		
OTHER NOTES TO FINANCIAL STATEMENTS	29 to 50		

The accompanying notes are an integral part of these financial statements.

As per our Report of even date

For Varma & Varma
Chartered Accountants
FRN 004532S

For Motilal & Associates
Chartered Accountants
FRN 106584W

Shrirang V. Khadilkar
VP – Finance & Corporate Affairs

For and on behalf of the Board
P.C. Kapoor
Chairman & Executive Director
Vijay Kumar
Executive Director
Dr. Ram Nath Sharma
Director

Cherian K. Baby
Partner
M.No.16043

Motilal Jain
Proprietor
M.No. 036811

Navin Joshi
Company Secretary &
Chief Compliance Officer

Mumbai, May 28, 2014

Mumbai, May 28, 2014

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2014
₹ in Lakhs

	Note	Year Ended March 31, 2014	Year Ended March 31, 2013
I Revenue from operations	23	95,062	84,336
II Profit on Sale of Vessels		7,657	8,227
III Other Income	24	7,185	10,265
IV Total Revenue (I+II+III)		109,904	102,828
V Expenses:			
Changes in Inventories of Spares & Stores		(353)	252
Employee Benefits Expense	25	21,211	19,913
Repairs & Maintenance – Fleet and Rigs		3,399	3,669
Project Expenses		8,308	4,244
Finance Costs	26	21,659	21,482
Depreciation and Amortisation Expense	27	18,176	17,941
Other Expenses	28	21,763	24,582
Total Expenses		94,163	92,083
VI Profit before tax		15,741	10,745
VII Tax Expenses:			
Current tax		4,487	3,768
Deferred tax		(915)	830
Prior year tax		–	80
		3,572	4,678
VIII Profit After Tax		12,169	6,067
IX Earnings per equity share of ₹10/– each – Basic & Diluted		32.68	16.30

SIGNIFICANT ACCOUNTING POLICIES
2
OTHER NOTES TO FINANCIAL STATEMENTS
29 to 50

The accompanying notes are an integral part of these financial statements.
As per our Report of even date

For Varma & Varma
Chartered Accountants
FRN 004532S

For Motilal & Associates
Chartered Accountants
FRN 106584W

Shrirang V. Khadilkar
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For and on behalf of the Board
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M.No. 036811

Navin Joshi
Company Secretary &
Chief Compliance Officer

Mumbai, May 28, 2014

Mumbai, May 28, 2014

CASH FLOW STATEMENT



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

₹ in Lakhs

	For the year ended March 31, 2014	For the year ended March 31, 2013
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	15,741	10,745
Adjustments For:		
Depreciation and Amortisation Expense	18,176	17,941
(Profit)/ Loss on sale of vessels	(7,657)	(8,227)
(Profit)/ Loss on sale of assets (net)	(1,458)	(4,397)
Interest Income	(9,271)	(7,490)
Dividend Income	(8)	(786)
Interest and finance charges	25,467	24,204
Debts & Advances written off/ (back)	(129)	127
Assets written off	1,301	602
Provision for doubtful Debts & Advances (Net)	-	100
Unrealised exchange loss/ (gain)	6,960	6,073
Operating Profit before Working Capital Changes	49,122	38,892
Trade and Other Receivables	(1,388)	(14,287)
Inventories	356	(248)
Trade Payables, Other Liabilities and Provisions	6,126	11,956
Cash generated from operations	54,216	36,313
Taxes Paid	(1,345)	(1,176)
NET CASH FLOW FROM OPERATING ACTIVITIES	52,871	35,137
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including capital work in progress	(6,445)	(10,317)
Sale of Fixed Assets including cancellation of capital work in progress	3,351	107,320
Purchase of Non-Current Investments	-	(1)
Purchase of Current Investments	(5,464)	(47,109)
Sale of Current Investments	5,429	47,109
Interest Received	4,977	2,893
Dividend Received	8	786
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	1,856	100,681
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	10,370	34,645
Repayments of Borrowings	(30,981)	(62,006)
Allotment of Equity Shares	-	1
Interest Paid	(25,831)	(22,092)
Dividend Paid	(29)	(968)
Advance to Subsidiary	(5,192)	(85,782)
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	(51,663)	(136,202)
Net Increase/ (decrease) in cash and cash equivalents	3,064	(384)
Cash and Cash Equivalents at the beginning of the year	669	1,053
Cash and Cash Equivalents at the end of the year	3,733	669
D Components of Cash and Cash Equivalents		
Cash and Bank Balances	3,788	594
Effect of exchange rate changes [Loss/ (Gain)]	(55)	75
Cash and Cash Equivalents as restated	3,733	669

Note: Cash and Cash Equivalent balance includes SBI Escrow bank account of ₹ 3,080 lakhs which is held for payment to FCCB Bondholders as per High Court Order and hence cannot be used by the Company.

The accompanying notes 3 to 50 are an integral part of these financial statements.

As per our Report of even date

For Varma & Varma
Chartered Accountants
FRN 004532S

Cherian K. Baby
Partner
M.No.16043

For Motilal & Associates
Chartered Accountants
FRN 106584W

Motilal Jain
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For and on behalf of the Board
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Chairman & Executive Director
Vijay Kumar
Executive Director
Dr. Ram Nath Sharma
Director

Mumbai, May 28, 2014

Mumbai, May 28, 2014

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014
1 CORPORATE INFORMATION

GOL Offshore Limited is Public Limited Company whose equity shares are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Foreign Currency Convertible Bonds (FCCBs) issued by the Company are listed on Singapore Exchange Securities Trading Limited (SGX – ST). The Company is India's prominent integrated offshore oilfield services provider offering a broad spectrum of services to upstream oil and gas producers to carry out offshore exploration and production (E&P) activities. The Company operates Drilling Rigs, Offshore Support Vessels and undertakes Marine Construction Projects and Services.

2 SIGNIFICANT ACCOUNTING POLICIES
a) Accounting Convention

The financial statements are prepared under the historical cost convention, in accordance with Generally Accepted Accounting Principles in India, the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 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 actual results and estimates are recognised in the period in which the results are known/ materialised.

c) Fixed Assets and Special Survey Expenses

Fixed assets are stated at cost less accumulated depreciation. Cost includes expenses related to acquisition and financing costs on borrowings during construction period. Exchange differences on repayment are recognised in the Profit and Loss Statement and year end translation of foreign currency liabilities covered under Hedge Accounting relating to acquisition of assets are recognised in the Hedge Reserve.

The Company capitalises expenses incurred at the time of five yearly special surveys and / or life enhancement programmes by which class certificates / operating licences are renewed. These expenses are depreciated over a period of 5 years. Similarly specific expenses incurred for charters for which future benefits are expected over the period of the charter are capitalised and depreciated over the charter period or five years whichever is lower.

d) Investments

- i) Investments are classified into long-term and current investments.
- ii) Long-term investments are carried at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognise a decline, other than of a temporary nature.
- iii) Current investments are stated at lower of cost or fair value and the resultant decline, if any, is charged to revenue.

e) Inventories

Inventories of fuel oil, spares, stores & consumables on board of the vessels are valued at lower of cost or net realisable value.

f) Borrowing cost

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying fixed assets are capitalised as a part of the respective asset, upto the date of acquisition / completion of construction.

g) Revenue recognition

- i) Charter hire earnings are recognised on accrual basis.
- ii) Revenue from long term turnkey offshore projects is recognised on the percentage of completion

basis, based on costs incurred and the expected costs to completion.

h) Operating Expenses

Operating expenses and standing charges are charged to revenue on accrual basis.

i) Employee Benefits:

i) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc. are recognised as an expense at the undiscounted amount in the Profit and Loss Statement of the year in which the employee renders the related service.

ii) Post Employee Benefits

Defined Contribution Plan

Employee benefits in the form of Provident Fund, Family Pension Fund, Superannuation Scheme and others Seamen's Welfare Contributions, are considered as defined contribution plans and the Contributions are charged to the Profit and Loss Statement of the year when the contributions to the respective funds are due.

Defined Benefit Plan

The liability for Gratuity, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation as at the Balance Sheet date.

Other Long Term Benefits

Long term compensated absences & Pension benefits are provided on the basis of an actuarial valuation as at the Balance Sheet date. Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognised in the Profit and Loss Statement for the year as income or expense.

j) Depreciation and Amortisation

Depreciation on new built vessels is provided on the straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956. In case of second hand acquisitions, depreciation is provided on the straight line method, so as to write off the cost over the estimated useful life, as technically evaluated by the management / consultants at the time of acquisition (20 to 27 years), or at the rates prescribed in Schedule XIV to the Companies Act, 1956, whichever is higher.

Tangible Assets

Fleet :	
New built vessels	On straight line method @ prescribed in Companies Act, 1956
Second hand vessels	On straight line method @ prescribed in Companies Act, 1956 or as technically evaluated by management / consultant whichever is higher
Rigs :	On straight line method to write off original cost over estimated useful life of 7/10 years
Barges :	On straight line method to write off original cost over estimated useful life of 7/10 years
Lease Hold Land :	On straight Line method over the Lease Period
Properties :	On written down value method @ prescribed in Companies Act, 1956
Other Assets :	
Computers	3 years
Vehicles	4 years
Furniture, Fixtures and Office equipments	5 years

Intangible Assets

Computer Software :	@ 20% on straight line method
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k) Asset Impairment

The carrying amounts of the Company's tangible and intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amounts of an asset exceed its recovered amount. The impairment loss, if any, is recognised in the Profit and Loss Statement in the period in which impairment take place.

Where an impairment loss subsequently reverses, the carrying amount of the assets is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting period.

l) Foreign Exchange Transactions

- (i) Transactions in foreign currency are recorded at standard exchange rates determined monthly. Monetary assets and liabilities other than foreign currency borrowings denominated in foreign currency, remaining unsettled at the period end are translated at closing rates. The difference in translation of these monetary assets and liabilities and realised gains and losses on foreign currency transactions is recognised in the Profit and Loss Statement.

Foreign currency derivative contracts which are embedded in the loan agreements and form an integral part of the agreement are translated at closing rates and the resultant gains or losses are recognised in the Hedge Reserve Account with the revaluation gains or losses of the hedged loans. The unrealised gains or losses arising on revaluation of other foreign currency swaps and options are carried forward under Loans and Advances or Other Liabilities until settlement in line with the underlying hedged assets / liabilities.

- (ii) The Company designates borrowing in foreign currency as hedge instrument to hedge its foreign currency risk of its firm commitment and highly probable or forecasted revenue transaction to be accounted as cash flow hedge. The unrealised exchange gains or losses on transactions of foreign currency borrowing which qualify as effective hedge are recognised in the Hedge Reserve Account.
- (iii) Realised gains or losses on cancellation of forward exchange contracts are recognised in the Profit and Loss Statement of the period in which they are cancelled.

m) Provision for Taxation

Tax expense comprises of current and deferred tax.

- (i) Provision for current income-tax is made on the basis of the assessable income under the Income-tax Act, 1961. Income from shipping activities is assessed on the basis of deemed tonnage income of the Company.
- (ii) Deferred income-tax is recognised on timing differences, between taxable income and accounting income which originate in one period and are capable of reversal in one or more subsequent periods only in respect of the non-shipping activities of the Company. The tax effect is calculated on the accumulated timing differences at the year end based on tax rates and laws, enacted or substantially enacted as of the balance sheet date.
- (iii) Taxes on income related to foreign operation is determined on the basis of provisions of the relevant act applicable to the respective foreign country and the same is accounted for in the year in which it accrue.

n) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised in the accounts in respect of present probable obligations and are based on best estimate required to settle the obligation at balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised in financial statements but are disclosed in the notes.

Contingent Assets are neither recognised nor disclosed in the financial statements.

o) Earning per share

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

p) Segment Reporting

The Company is mainly engaged in offshore business and there are no separate reportable segments as per Accounting Standard (AS) 17.

q) Cash Flow Statement

"Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard – 3 'Cash Flow Statement' as notified under the Companies (Accounting Standard) Rules, 2006.

r) Leases

Operating lease

Lease in which a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as operating lease.

Payments under operating lease are charged to profit and loss statement on a systematic basis representative of time.

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
NOTE 3 : SHARE CAPITAL		
Authorised:		
100,000,000 (Previous Year 100,000,000) Equity Shares of 10 each	10,000	10,000
1,000,000 (Previous Year 1,000,000) 10% Cumulative Redeemable Preference Shares of ₹1000/- each	10,000	10,000
	20,000	20,000
Issued:		
37,313,594 (Previous Year 37,313,594) Equity Shares of ₹10/- each	3,731	3,731
Subscribed and paid-up: (Refer Note : 31)		
37,240,061 (Previous Year 37,240,061) Equity Shares of ₹10/- each	3,724	3,724
3.1) 38,068,481 Equity Shares are allotted as fully paid up pursuant to a scheme of arrangement without payment being received in cash.		
3.2) Paid –up Equity Share Capital is net of Calls in Arrears of ₹ 0.08 Lakh. (Previous Year ₹0.08 lakh)		
	3,724	3,724

(a) **Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the year**
As at March 31, 2014

Particulars	Authorised		Issued		Subscribed and Paid-up	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At 1st April, 2013	100,000,000	10,000	37,313,594	3,731	37,240,061	3,724
Changes during the year	—	—	—	—	—	—
At 31st March, 2014	100,000,000	10,000	37,313,594	3,731	37,240,061	3,724

As at March 31, 2013

Particulars	Authorised		Issued		Subscribed and Paid-up	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At 1st April, 2012	100,000,000	10,000	37,313,594	3,731	37,231,961	3,723
Changes during the year	—	—	—	—	8,100	0.81
At 31st March, 2013	100,000,000	10,000	37,313,594	3,731	37,240,061	3,724

(b) **Rights, Preferences and Restrictions attached to the shares**

The company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The company declares and pays dividends in Indian Rupees. The dividend, if recommended by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

(c) **List of shareholders holding more than 5% of the Share Capital along with number of shares held.**

Name of the shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Share Capital				
Natural Power Ventures Private Limited	13,686,185	36.75	13,686,185	36.75
Dhanshree Properties Private Limited	4,828,167	12.97	4,828,167	12.97
First Carlyle Ventures Mauritius	1,902,000	5.11	1,902,000	5.11

Promoters of the Company have pledged 89,37,216 shares, out of their holding of 1,85,14,352 shares.

(d) **Aggregate number and class of shares bought back during the period of five years immediately preceding the date of Balance sheet**

	No of shares as at March 31, 2009
Shares bought back	978,977 Equity Shares bought back at an amount aggregating to ₹55.24 Crores

- 1) The company had issued and allotted 15,00,000, 10% Optionally Convertible Redeemable Cumulative Preference shares(OCRCPS) of ₹ 1000 each during the year 2007–08 which were redeemed during the year 2008–09.
- 2) The company had allotted 91,017 Equity Shares for part conversion of 7.25% Foreign Currency Convertible Bonds @ ₹ 875/- per share aggregating to USD 2 Million in the year 2009–10.

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
NOTE 4 : RESERVES AND SURPLUS		
Capital redemption reserve		
As per last balance sheet	15,098	15,098
Securities Premium Account		
As per last balance sheet	787	787
Tonnage Tax Reserve Account under Section 115 VT of The Income Tax Act, 1961		
As per last balance sheet	19,350	18,850
Less : Transferred to General Reserve	7,850	–
Add: Transferred from Profit and Loss Statement	500	500
	12,000	19,350
Hedge Reserve (Refer Note : 32)		
As per last balance sheet	(27,485)	(25,498)
Addition / (deduction) during the year	(9,008)	(1,987)
	(36,493)	(27,485)
General Reserve		
As per last balance sheet	46,941	46,441
Add: Transferred from Tonnage Tax Reserve Account	7,850	–
Add: Transferred from Profit and Loss Statement	500	500
	55,291	46,941
Balance in Profit and Loss Statement		
As per last balance sheet	39,962	34,895
Add : Profit for the year	12,169	6,067
Less : Transfer to Tonnage Tax Reserve	500	500
Less : Transfer to General Reserve	500	500
	51,131	39,962
	97,814	94,653
NOTE 5 : LONG TERM BORROWINGS		
Secured Loans		
Term Loans		
From banks	127,925	166,850
From financial institutions	22,707	25,731
	150,632	192,581

Notes :

- The company has availed foreign currency loans from banks, which carry interest rate of LIBOR plus 115 to 700 bps for USD loans and interest on INR loans from banks are at 14.50% to 16.00% . These loans are secured by mortgage of specified ships. The principal payments are due monthly/quarterly / half yearly.
- Rupee loan availed from Financial Institutions during the year carry interest rate of 13% . The loan is secured by mortgage of a ship and second charge on a rig. The principal payment is due monthly.
- The company has also availed general purpose loans in Foreign currency from banks, which carry interest rate of LIBOR plus 190 to 900 bps and INR loans from banks at the rate of 11.08% to 15%. The loans are secured by mortgage of ships, first / second charge / subservient charge on ships / rigs / fixed assets of the company. The principal payments / interest thereon are due monthly /quarterly/half yearly.
- During the year, Vessel Malaviya 21 has been transferred to Great Offshore International (Malaysia) Limited, the wholly owned step down subsidiary, and the related loan availed from banks on Mortgage of vessel Malaviya 21 is being repaid by the Company.

(v) Repayments are as under:

₹ in Lakhs

	Year Ended March 31, 2014	Year Ended March 31, 2013
Period of Repayment		
– between one to three years	104,109	100,614
– between three to five years	44,946	79,480
– over five years	1,577	12,487
	<u>150,632</u>	<u>192,581</u>

The Company has made certain defaults in repayment of loans and interest thereon. The details of continuing defaults as at 31st March, 2014 are as follows :

₹ in Lakhs

Particulars	Delay in days				Total
	upto 60 days	61– 90 days	91 – 130 days	131 - 365 days	
Loans & Interest	11,077	2,063	3,488	8,051	24,679

NOTE 6 : DEFERRED TAX LIABILITIES (NET)

Pursuant to the introduction of Section 115 V under the Income Tax Act, 1961, the Company has opted for computation of its income from shipping activities under the Tonnage Tax Scheme. Thus income from the business of operating ships will be assessed on the basis of deemed Tonnage Income of the Company and no deferred tax will be applicable to this income as there will be no timing differences.

Deferred Tax is accounted for in respect of the timing differences under the non-tonnage activity of the Company. The break-up of net deferred tax assets/ (liability) is as under:

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
Deferred Tax Assets:		
Provision for Doubtful Debts and Advances	35	33
Expenses	<u>367</u>	<u>367</u>
	<u>402</u>	<u>400</u>
Deferred Tax Liabilities:		
Difference between book and tax depreciation	<u>3,082</u>	<u>3,995</u>
	<u>2,680</u>	<u>3,595</u>

NOTE 7 : OTHER LONG TERM LIABILITIES

Trade payables	392	357
Other Liabilities	2	2
Payable for procuring vessels	<u>36,474</u>	<u>38,957</u>
	<u>36,868</u>	<u>39,316</u>

NOTE 8 : LONG TERM PROVISIONS

Gratuity	277	237
Leave Encashment	17	17
VAT / Sales Tax	219	219
Custom Duty	11	11
Others	<u>129</u>	<u>129</u>
	<u>653</u>	<u>613</u>

NOTE 9 : SHORT TERM BORROWINGS

Secured Loans		
From Banks	5,443	6,669
Unsecured Loans		
Inter Corporate Deposit –others	791	741
From Related Parties :		
Inter Corporate Deposits	3,082	2,605
Loans from Promoters/Directors	<u>694</u>	<u>694</u>
	<u>10,010</u>	<u>10,709</u>

Short Term Loans availed from Banks: The Company has availed loan from bank/ financial institution which

carry interest at the rate of 13.5% – 14.35%. The loans are secured against stock , debtors & receivable and a vessel.

	₹ in Lakhs	
	As at March 31, 2014	As at March 31, 2013
NOTE 10 : TRADE PAYABLES		
Due to Micro and Small enterprises (Refer Note 40)	23	28
Due to other creditors (Refer Note 41)	22,695	22,487
	<u>22,718</u>	<u>22,515</u>

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available Information with Company is as under :

Principal amount due and remaining Unpaid	18	22
Interest due on above and the Unpaid Interest	5	6
Interest Paid	—	—
Payment made beyond the Appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of Further Interest remaining due and payable in succeeding years	<u>5</u>	<u>6</u>

NOTE 11 : OTHER CURRENT LIABILITIES

Current maturities of Long Term Borrowings	70,438	36,914
Interest accrued and due on borrowings	6,155	6,519
Foreign Currency Convertible Bonds (Refer Note 33)	23,968	21,716
Unclaimed dividend	106	135
Due to Directors	341	140
Provision for Taxation (Net of Advance payment of Income-tax & taxes deducted at source)*	2,522	-
Other Payables		
Other Operating Payables	286	694
Salary/ Employee Benefits payables	4,286	3,422
VAT / Sales tax Payables	12	14
Payable for procuring vessels	20,328	14,868
Service Tax payables	729	273
Withholding Tax / TDS payables	2,843	796
Providend Fund payables	36	35
Others	3,562	862
	<u>135,612</u>	<u>86,388</u>

* Included under current liabilities as it relates to amounts as per returns filed and advance tax dues.

NOTE 12 : SHORT TERM PROVISIONS

Provision for Employee Benefits (Refer Note 42)		
Gratuity	23	65
Leave Encashment	212	181
Other Provisions		
Provision for Mark to Market losses on derivatives Instruments	12,491	11,422
Tax on overseas operations	1,339	1,314
Service tax	1,054	1,054
	<u>15,119</u>	<u>14,036</u>

NOTE 13 : FIXED ASSETS SCHEDULE

₹ in Lakhs

PARTICULARS	GROSS BLOCK				DEPRECIATION				Net Block – WDV	
Block	As at April 1, 2013	Additions	Deletions/ Adjustments	As at March 31, 2014	Upto March 31, 2013	For the Year	Disposal/ Adjustments	Upto March 31, 2014	As at March 31, 2014	As at March 31, 2013
Tangible Assets										
Leasehold Land	254	–	–	254	9	3	–	11	242	245
Fleet	205,514	2,519	6,357	201,676	95,707	15,098	2,797	108,008	93,668	109,807
Plant & Machinery –Rigs	30,046	139	147	30,038	16,443	2,872		19,315	10,724	13,604
Plant & Machinery – Others	234	–	–	234	106	47	–	152	82	128
Office Premises	1,654	–	430	1,224	1,064	19	217	866	358	591
Furniture & Fixtures	171	–		171	169	1	–	171	1	2
Office Equipment	363	2	–	365	332	20	–	352	13	31
Computers	523	3	–	526	508	10	–	517	9	15
Vehicles	582	44	135	491	445	50	107	388	103	137
Total Tangible Assets	239,342	2,706	7,069	234,979	114,782	18,118	3,121	129,780	105,200	124,561
Intangible Assets										
Computer Software	290	–	–	290	174	58	–	232	58	116
Total Intangible Assets	290	–	–	290	174	58	–	232	58	116
Grand Total	239,632	2,706	7,069	235,269	114,956	18,176	3,121	130,012	105,258	124,677
Previous Year	239,390	7,892	7,650	239,632	100,218	17,941	3,204	114,955	124,677	139,172
Capital Work in Progress									116,995	110,280
TOTAL									222,253	234,957

₹ in Lakhs

Year ended
March 31, 2014

Year ended
March 31, 2013

NOTE 13.1 : INTEREST COST CAPITALISED – OTHER ADJUSTMENTS

Capital Work in progress includes interest capitalised under AS-16 'Borrowing Cost' which is given as under:

Interest Cost Capitalised	4,388	4,332
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₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
NOTE 14 : NON-CURRENT INVESTMENTS		
Long Term Investments – Trade at cost		
Unquoted Investments, Fully paid up		
Investment in Wholly Owned Subsidiary Companies		
a) Equity shares		
1,50,000 (PY : 1,50,000) GOL Offshore Fujairah L.L.C. – FZE (formerly Great Offshore Fujairah LLC – FZC), incorporated in Fujairah, U.A.E of US \$ 1 each	66	66
50,000 (PY : 50,000) Deep Water Services (India) Ltd. of ₹ 10 each	5	5
3,00,000 (PY: 3,00,000) Great Offshore (International) Ltd, incorporated in Cayman Islands of US \$ 1 each	155	155
8,10,000 (PY : 8,10,000) KEI RSOS Maritime Ltd of ₹10 each	13,863	13,863
28,104 (PY: 28,104) GOL Salvage Services Ltd. (formerly Great Offshore Salvage Services Ltd.) of ₹100 each	501	501
50,000 (PY: 50,000) GOL Ship Repairs Ltd. (formerly Great Offshore Ship Repairs Ltd.) of ₹ 10 each	5	5
1,000 (PY: Nil) Deep Water Services (International) Limited of US \$ 1 each.	1	1
b) Preference Shares		
40,00,000 (P.Y. 40,00,000) 1% Cumulative Redeemable Preference Shares of ₹10 each at a premium of ₹ 115 per share in KEI RSOS Maritime Ltd .	5,000	5,000
Investment in Joint Venture (Refer Note 47)		
Equity shares		
13,00,000 (PY: 13,00,000) United Helicharters Pvt. Ltd. of ₹10 each	57	57
	<u>19,653</u>	<u>19,653</u>
NOTE 15 : LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Security Deposits	–	94
Loans and advances to subsidiaries (Refer Note 34, 35 & 36)	127,745	162,100
Other Loans & Advances	39	483
Service Tax Credit Claimable	823	823
Custom Duty	98	98
Sales Tax	95	95
Prepaid Expenses	770	1,104
	<u>129,570</u>	<u>164,797</u>
NOTE 16 : OTHER NON CURRENT ASSETS		
Interest accrued on Loan to Subsidiary	72	72
Deposit with bank with maturity more than 12 months	7,999	8,202
Interest accrued on Fixed Deposit	–	179
Other Receivables	132	131
	<u>8,203</u>	<u>8,584</u>
NOTE 17 : Current Investment		
Investment in Mutual Fund		
349,026 units of ₹ 10 each in J P Morgan India Liquid Fund	35	–
	<u>35</u>	<u>–</u>
NOTE 18 : INVENTORIES–(at lower of cost or net realisable value)		
Fuel Oil	542	1,180
Stores and Spares (Refer Note 37)	4,671	4,389
	<u>5,213</u>	<u>5,569</u>

	₹ in Lakhs	
	As at March 31, 2014	As at March 31, 2013
NOTE 19 : TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months (Refer Note 41)		
Considered good	6,867	3,821
Considered doubtful	651	872
	<u>7,518</u>	<u>4,693</u>
Less: Provision for doubtful receivables	651	872
	<u>6,867</u>	<u>3,821</u>
Other debts (considered good) (Refer Note 41)	11,620	12,664
	<u>18,487</u>	<u>16,485</u>
NOTE 20 : CASH AND BANK BALANCE		
Balances with banks		
On Current Accounts	3,675	453
Cash And Cash Equivalents		
Cash on hand	7	6
Other Bank balances – Unpaid Dividend Accounts	106	135
	<u>3,788</u>	<u>594</u>
Balances with bank includes amount of ₹ 3080 lakhs held in Escrow account for servicing the FCCB interest		
NOTE 21 : SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
Loans and advances to Subsidiary (Refer Note 34)	39,547	-
Other Loans & Advances	2,713	1,660
Security Deposits	1,100	1,100
Advance payment of Income-tax & Tax deducted at source (Net of Provision for taxation)	-	620
Prepaid Expenses	733	420
	<u>44,093</u>	<u>3,800</u>
NOTE 22 : OTHER CURRENT ASSETS		
Unbilled Revenue	4,132	6899
Interest accrued on deposits	49	56
Other Current Assets	1,617	711
Receivable against sale of vessel (Refer note 22.1)	8,411	-
Interest acc on Loan to Subsidiary	10,326	6,025
	<u>24,535</u>	<u>13,691</u>
Note 22.1 : Amount receivable relates to sale of vessel Malaviya Twenty One by way of sale to Great Offshore International (Malaysia) Limited, the wholly owned step down subsidiary of the Company for the continuance of charter hire contract with the Malaysian charterer having regard to the financial significance, duration and requirement of the contract to change the vessel flag to Malaysia.		₹. In Lakhs
	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 23 : REVENUE FROM OPERATIONS		
Charter Hire	85,282	79,420
Contract Revenue	9,780	4,916
	<u>95,062</u>	<u>84,336</u>
NOTE 24 : OTHER INCOME		
Interest income		
From Banks	59	15
Tax Refund	193	166
Others*	5,404	3,543
	<u>5,656</u>	<u>3,724</u>
Dividend income		
From Subsidiary Companies	-	700
From Mutual Funds	8	86
Other non-operating income (net of expenses)		
Profit on sale of sundry assets (net)	1,458	4,397
Rent Received – Flats	-	5
Insurance claims	-	341
Miscellaneous income	63	1,012
	<u>7,185</u>	<u>10,265</u>

* “ Others” mainly Includes Interest Income on Loans given to Subsidiaries.

	₹ in Lakhs	
	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 25 : EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	17,803	16,431
Contribution to Provident and other funds	332	329
Gratuity Expense	68	58
Staff Welfare Expenses	167	194
Repatriation & Travel	1,236	1,065
Victualling Expenses	1,605	1,836
	<u>21,211</u>	<u>19,913</u>
NOTE 26 : FINANCE COSTS		
Interest expenses (Refer Note 35)		
Fixed Loans	17,844	17,831
On Others	3,017	2,016
Other borrowing costs	798	1,635
	<u>21,659</u>	<u>21,482</u>
NOTE 27 : DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and Amortisation	18,176	17,941
	<u>18,176</u>	<u>17,941</u>
NOTE 28 : OTHER EXPENSES		
Fuel, Oil and Water	1,795	2,497
Port, Light and Canal Dues	500	249
Hire of chartered ships	–	482
Diving Services	1,912	2,503
Brokerage and Commission	789	614
Stores	63	677
Insurance & Protection Club Indemnity Fees	1,380	1,285
Vessel Manning Expenses	1,676	2,147
Communication Expenses	279	239
Rent, Rates & Taxes	371	1,206
Repairs and Maintenance – Buildings	40	49
Repairs and Maintenance – others	172	186
Insurance	71	86
Printing & Subscription Charges	30	35
Legal and professional charges	513	798
Bad debts and advances written off	–	127
Provision for doubtful debts and advances	–	100
Exchange loss (net)	8,226	6,618
Directors' fees	10	15
Auditor's Remuneration	24	28
Software Expenses	61	59
Travelling & Conveyance	371	321
Sundry Operating Expenses	1,548	1,344
Miscellaneous Expenses	388	676
Assets written off	1,301	602
Claims settled	243	1,639
	<u>21,763</u>	<u>24,582</u>

NOTE 29 : Contingent Liabilities and Commitments
₹ in Lakhs

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
I	Contingent Liabilities		
(A)	Claims against the Company/disputed dues not acknowledged as debts		
	Customs Duty on Tug	341	306
	Sales Tax and Service Tax demand on Charter hire payment	363	218
	Income Tax Demand	1,260	–
	Possible obligation in respect of matters under arbitration	1,597	1,518
	Other disputes claims	578	–
(B)	Guarantees		
i	Guarantees given by bank including performance and bid bond, counter guaranteed by the Company	12,720	5,429
ii	Corporate Guarantee given to Customs Department	583	583
iii	Corporate Guarantee given to bank on behalf of subsidiary	72,938	76,886
(C)	Other Money for which the Company is Contingently Liable		
i	Letters of Credit Outstanding	–	9
II	Commitments		
	Estimated amount of Contracts remaining to be executed on Capital account and not provided for	65,801	85,950

NOTE 30: As on March 31, 2014, the company has investment in the equity / redeemable preference shares of its wholly owned subsidiary company KEI – RSOS Maritime Limited amounting to ₹ 18,863 lakhs (previous year ₹ 18,863 lakhs) and also a loan outstanding amounting to ₹ 3,502 lakhs (previous year ₹ 3,331 lakhs). The company has also issued bank guarantees to Indian Bank amounting to ₹ 14,168 lakhs (previous year ₹ 14,168 lakhs) against which outstanding facilities as on March 31, 2014 amount to ₹ 4,719 lakhs (previous year ₹ 6,327 lakhs). The said investment is strategic and long term in nature. The management is confident of turning around the company and as such, in the opinion of the management, no provision is considered necessary for depletion, if any, in value of investment and loans and advances given by the company due to losses suffered by that company.

NOTE 31 : Share Capital

The allotment of 63,380 equity shares (Previous year 63,380 equity shares) is under abeyance. These shares will be allotted upon the receipt of the order of the Special Court established under the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 or such other authority as may be directed, from time to time. Transfers of an additional 10,153 equity shares (previous year 10,153 equity shares) have been kept in abeyance pursuant to Section 206A of the Companies Act, 1956 as their title is under legal dispute. These shares will be allotted as and when the dispute regarding their title is resolved. Accordingly in aggregate 73,533 (63,380 + 10,153) equity shares (Previous year 73,533 equity shares) have been kept in abeyance.

NOTE 32 : Hedge Reserve

- a) The Company has borrowings and the revenue streams in foreign currency, which provide an inherent hedge against foreign currency exchange rate fluctuations. Accordingly, the Company has adopted its accounting policy with regard to recognition of exchange differences arising on translation of foreign currency borrowings by following an appropriate hedge accounting policy and applying the principle set out in AS-30 Financial Instruments: Recognition and Measurement. The objective of adopting Hedge Accounting is to ensure that gain or loss on the hedging instrument is recognised in the Profit and Loss Statement in the same period when Hedge items affects profit or loss. The Company has w.e.f. 1st April 2008 designated borrowings in foreign currency as Hedge instrument to hedge its foreign currency risk of its firm commitments and highly probable forecast transactions (of revenue streams) to be accounted as

cash flow hedge. During the current year, the net incremental exchange difference on foreign currency borrowings and on rupee loans hedged in USD (referred in (b) below) being derivative instruments aggregating to Rs. 9,008 Lakhs (PY Rs.1,987 Lakhs) has been debited to Hedge Reserve Account, and cumulative amount as on 31st March 2014 is Debit of Rs. 36,493 Lakhs (PY Debit of Rs.27,485 Lakhs).

- b) The company recognises Mark to Market losses in respect of derivatives instruments like interest rate swaps as per the principles enunciated in Accounting Standard (AS)30 "Financial Instruments: Recognition and Measurement" and in accordance with the recommendation of the Institute of Chartered Accountants of India. Accordingly Mark to market (MTM) losses in respect of derivatives instruments like Interest Rate Swaps have been accounted in accordance with principle of hedge accounting and the MTM losses on such derivative instruments is recorded in the Hedge reserve account instead of recognising the same in the Profit and Loss Statement. Accordingly as at March 31, 2014, MTM loss on outstanding Interest Rate Swaps amounting to Rs. 12,491 Lakhs (Previous Year Rs. 11, 422 Lakhs) has been recognised in hedge reserves instead of debiting the same to the Profit and Loss Statement.

NOTE 33 : Unsecured Loans

This includes 400 nos 7.25% Unsecured Foreign Currency Bonds of USD 100,000 each aggregating to US \$ 40,000,000 listed on the Singapore Exchange Securities Trading Limited (SGX – ST) which were due for redemption in October, 2012. Since these could not be repaid on the due date and all efforts at extending the due date did not get the requisite approvals, the same together with applicable interest (Including penal interest) has been provided for and since paid in full to the extent approval has been received from the Reserve Bank of India (RBI). The net exchange loss in this regard upto the Balance Sheet date has also been recognised in the Profit and Loss Statement.

NOTE 34 : Particulars in respect of Loans and advances in the nature of loans as required by the Clause 32 of the Listing Agreement.

₹ in Lakhs

Particulars	As at March 31, 2014	As at March 31, 2013	Maximum Balance	
			Current Year	Previous Year
GOL Offshore Fujairah L.L.C. FZE	102,001	101,687	102,083	101,693
KEI-RSOS Maritime Limited	3,502	3,331	3,502	3,346
Great Offshore (International) Limited	56,609	52,885	56,621	73,589
GOL Salvage Services Limited	9	9	9	9
Deep Water Services (India) Limited	5,170	4,189	5,183	4,342

NOTE 35 : Interest on loan given to subsidiary Great Offshore (International) Limited

Interest recovered on loan given to subsidiary Great Offshore (International) Limited ₹ 3,808 lakhs (Previous Year ₹3,932 lakhs) has been netted out against the interest expense on other loans and net interest is disclosed in the Profit and Loss Statement. Interest Receivable upto March 31, 2014 is ₹ 1,963 lakhs (Previous Year ₹ 2,748 lakhs)

NOTE 36 : Unsecured Loan to Great Offshore (International) Limited

The company has granted unsecured loan amounting to ₹ 56,609 lakhs (Previous Year ₹52,885 lakhs) to its wholly owned overseas subsidiary company Great Offshore (International) Limited which in turn has invested/ advanced the said amount to its step down overseas subsidiaries/partnership firms for purchase of vessels with higher capacities and latest technologies from Bharati Shipyard Limited, the promoters of the Company. All such vessels procured from Bharati Shipyard Limited are to be delivered over the next 12 to 24 months. Recoverability of aforesaid loan and interest thereon is dependent upon timely delivery of vessels by Bharati Shipyard Limited. In the opinion of the management, the said advances are fully recoverable.

NOTE 37 : Inventories

Closing stock of stores and spares on board the vessels amounting to ₹ 4,671 lakhs (Previous Year ₹4,389 lakhs) was determined by the management on the basis of inventory system implemented by the company. The company has in place preset cyclical programme for physical verification of inventory on board the vessels. Auditors have relied upon the management certification for the valuation of stock of stores and spares on board the vessels.

NOTE 38 : Capital Work In Progress:

Capital Work in Progress includes ₹ 116,801 Lakhs relating to vessels under construction with various shipyards where the progress is very slow and is delayed much beyond the original dates of completion. The unpaid liability on this account is ₹ 52,114 Lakhs. In view of the slow progress, interest and overhead expenses relating to such assets are not being capitalized where considered appropriate.

NOTE 39 : Going Concern

As stated in note nos. 5, 11 and 33 the company has not been able to service some of its borrowings on the original due dates. In respect of FCCBs, the company has since repaid the entire amount of principal and interest to the extent approved by the RBI and has thus made significant progress in settlement of its overdues. In respect of other loans and dues including instances where recovery proceedings have been initiated, the company is making all efforts for early settlement by taking various steps including i) more aggressive employment of its vessels and resources, ii) disposal of some assets including operating assets, iii) discharge of significant current liabilities.

The management is attempting to achieve this in the ensuing financial year. The company is also earning reasonable operating margins by carrying on its business in the normal course. Hence these accounts have been prepared on going concern assumption which is considered appropriate.

NOTE 40 : Current Liabilities

According to information available with the Company regarding the status of the suppliers, as defined under The Micro, Small and Medium Enterprises Development Act, 2006, amount overdue as on 31st March, 2014 to the Micro, Small and Medium enterprises on account of principal amount, together with interest for delayed payment under the Act, is ₹ 23 lakhs (Previous Year ₹ 28 lakhs).

NOTE 41 : The balances of Trade Receivables, Trade Payables and Loans & Advances are subject to confirmation.
NOTE 42 : Disclosures pursuant to Accounting Standard (AS) 15 (revised) "Employee Benefits"

(a) Effective April 1, 2007 the Company adopted Accounting Standards 15 (Revised 2005) on "Employee Benefits" issued by ICAI.

(b) The Company has recognised the following amounts in the Profit and Loss Statement for the year:

(A) Defined Contribution Plans:

₹ in Lakhs

	For the year ended March 31, 2014	For the year ended March 31, 2013
Contribution to Employees Provident Fund	144.53	154.23
Contribution to Employees Superannuation Fund	52.49	51.55
Contribution to Employees Pension Scheme 1995	3.49	3.83
Contribution to Seamen's Provident Fund	31.58	34.10
Contribution to Seamen's Annuity Fund	83.07	86.16
Contribution to Seamen's Gratuity Fund	68.22	57.68

(B) Defined Benefit Plans:

Valuations in respect of Gratuity, Pension Plan for employees, Leave Encashment have been carried out by an independent actuary, as at the Balance Sheet date on Projected Unit Credit method, based on the following assumptions: ₹ in Lakhs

Actuarial Assumptions for the year	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
(a) Discount Rate (p.a.)	8%	8%	8%	8%
(b) Rate of Return on Plan Assets	8%	8%	–	–
(c) Salary Escalation rate	5%	5%	5%	5%
(d) Mortality	IALM	LIC	IALM	LIC
	(2006–08) ULT	(1994–96) ULT	(2006–08) ULT	(1994–96) ULT
(e) Mortality	–	–	–	–
(f) Expected average remaining service	3.54	4.14	2.09	4.11

(i) Change in Benefit Obligation: ₹ in Lakhs

	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
Liability at the beginning of the year	828.26	851.69	27.37	26.81
Interest Cost	60.92	61.85	2.19	2.14
Current Service Cost	90.10	103.73	37.60	71.01
Benefits Paid	(133.54)	(157.05)	–	–
Short Term Compensated Absence Liability	–	–	193.40	170.75
Actuarial (gain)/loss on obligations	(73.38)	(31.97)	(31.04)	(72.59)
Liability at the end of the year	772.36	828.26	229.52	198.12

(ii) Fair value of Plan Assets: ₹ in Lakhs

	Gratuity	
	Current Year	Previous Year
Fair Value of Plan Assets at the beginning of the year	763.42	768.29
Expected Return on Plan Assets	58.33	58.52
Contributions	64.84	83.40
Benefits Paid	(133.54)	(157.05)
Actuarial gain/(loss) on Plan Assets	(3.27)	10.26
Fair Value of Plan Assets at the end of the year	749.78	763.42

(iii) Actual Return on Plan Assets: ₹ in Lakhs

	Gratuity	
	Current Year	Previous Year
Expected Return on Plan Assets	58.33	58.52
Actuarial gain/(loss) on Plan Assets	(3.27)	10.26
Actual Return on Plan Assets	55.06	68.78

(iv) Amount Recognised in the Balance Sheet:

₹ in Lakhs

	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
Liability at the end of the year	772.36	828.26	229.52	198.12
Fair Value of Plan Assets at the end of the year	749.78	763.42	–	–
Difference	(22.58)	(64.84)	(229.52)	(198.12)
Amount recognised in the Balance Sheet	(22.58)	(64.84)	(229.52)	(198.12)

(v) Expenses recognised in the Profit and Loss Statement:

₹ in Lakhs

	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
Current Service Cost	90.10	103.73	37.60	71.01
Interest Cost	60.92	61.85	2.19	2.14
Expected Return on Plan Assets	(58.33)	(58.52)	-	-
Net Actuarial (Gain)/loss to be recognised	(70.11)	(42.22)	(31.04)	(72.59)
Expenses recognised in Profit and Loss Statement	22.58	64.84	8.75	0.56

(vi) Disclosure of Gratuity for the previous five years – pursuant to requirement of Accounting Standard:

₹ in Lakhs

	Gratuity				
	2013–14	2012–13	2011–12	2010–11	2009–10
Present Value of Obligations at the end of the year	772.36	828.26	851.69	839.16	573.25
Fair Value of Plan Assets at the end of the year	749.78	763.42	768.29	583.74	623.59
Net Present Value of the Obligation recognised as Assets/ (Liability) in the Balance Sheet	(22.58)	(64.84)	(83.40)	(255.42)	50.34

(vii) Basis used to determine expected rate of return on assets:

Expected rate of return on investments is determined based on the assessment made by the Company at the beginning of the year on the return expected on its existing portfolio since these are generally held to maturity, along with the estimated incremental investments to be made during the year.

(viii) General description of significant defined plans:

Gratuity Plan:

Gratuity is payable to all eligible employees of the Company on superannuation, death, permanent disablement and resignation in terms of the provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Leave Encashment:

Eligible employees can carry forward and encash leave upto superannuation, death, permanent disablement and resignation subject to maximum accumulation allow @ 90 days for employees. The Leave over and above 90 days is lapse every year. Benefit would be at the time of separation based on the last drawn basic salary.

NOTE 43 : Auditors' Remuneration

₹ in Lakhs

	Year ended March 31, 2014	Year ended March 31, 2013
Audit Fees	19	21
Tax Audit Fees	3	3
Taxation	–	–
Certification and Other Services	2	4
	24	28

NOTE 44 : Hedging Contracts

(a) Interest Rate Swap Contracts

	Current Year	Previous Year
Total No. of Contracts	5	6
Principal Notional Amount (US Dollar Million)	69.43	95.62
Maturity Period	Upto 7 years	Upto 7 years

(b) Unhedged Foreign Currency Exposure (Refer also Note : 32)

Amount in Foreign Currency in
Lakhs

	As at March 31, 2014	As at March 31, 2013
(i) Loans Liabilities and Payables		
(a) US Dollars	1,938	2,018
(b) Euros	2	2
(c) Arab Emirates Dinars	3	4
(d) Japanese Yen	53	135
(e) Great Britain Pounds	5	2
(f) Norwegian Kroners	2	7
(g) Singapore Dollars	2	13
(h) Malaysian Ringgit	0	1
(i) Swedish Kroners	4	4
(j) Brazilian Real	16	4
(k) Saudi Riyals	1	*
(l) South African Rand	–	*
(ii) Cash/ bank and receivables		
(a) US Dollars	400	346
(b) Brazilian Real	–	7
(c) Euros	3	–
(d) Great Britain Ponds	10	2

NOTE 45 : Segment reporting

The Company is mainly engaged in offshore business and there are no separate reportable segments as per Accounting Standards (AS) 17.

NOTE 46 : Related Party Disclosures

(i) List of Related Parties

(a) Parties where control exists :

Subsidiary Companies :

Deep Water Services (India) Ltd
 GOL Ship Repairs Ltd
 KEI – RSOS Maritime Ltd
 GOL Salvage Services Limited
 Great Offshore (International) Ltd
 GOL Offshore Fujairah L.L.C. – FZE
 Deep Water Services (International) Ltd
 Norwegian Shipping I Ltd (Cyprus)
 Norwegian Shipping II Ltd (Cyprus)
 Great Offshore International (Malaysia) Ltd.
 Great Offshore International Manning & Ship Management (Lubuan) Ltd. (Malaysia)
 Glory Shipping Pvt Ltd (Dubai)
 Great Offshore Germany GmbH
 SGB Emssun GmbH & Co. KG (Germany)
 SGB Emssky GmbH & Co. KG (Germany)
 SGB Emsstar GmbH & Co. KG (Germany)
 GOL Offshore Marshall Islands Limited

(b) Other related parties with whom transactions have taken place during the year :

1 Joint Venture :

United Helicharters Pvt Ltd.

2 Key Management Personnel :

Mr. P.C.Kapoor – Executive Director
 Mr. Vijay Kumar – Executive Director

3 Enterprises over which Key Management Personnel Exercise Significant Influence :

Bharati Shipyard Limited
 Pinky Shipyard Pvt Ltd
 Bharati Maritime Services Pvt Ltd
 Harsha Infrastructure Pvt Ltd
 Sea Splice Shipping Pvt Ltd
 Port Side Shipping Pvt Ltd
 Dhanshree Properties Pvt Ltd
 Natural Power Ventures Pvt Ltd

4 Relatives of Key Managerial Personnel

Ms. Sukriti Kumar

NOTE 46 (ii): RELATED PARTY TRANSACTIONS

₹ in Lakhs

Nature of Transaction	Subsidiaries		Joint Venture		Enterprise Over which Key Management Personnel exercise significant influence		Key Management Personnel		Relatives of Key Managerial Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Charter Hire Income												
Bharati Shipyard Limited						553						553
Deep Water Services (India) Limited	8,229	7,163									8,229	7,163
GOL Salvage Services Ltd.		102										102
KEI-RSOS Maritime Limited	1,033	1,094									1,033	1,094
GOL Ship Repairs Limited	37	59									37	59
GOL Offshore Fujairah L.L.C. FZE	350										350	
Interest Income												
Great Offshore (International) Limited	3,808	3,932									3,808	3,932
GOL Fujairah LLC-FZE	5,097	3,266									5,097	3,266
Dividend Received												
Deep Water Services (India) Limited		700										700
Consideration for Sale of Vessel												
Great Offshore International (Malaysia) Ltd.	11,400										11,400	
Profit on sale of Vessel												
Great Offshore International (Malaysia) Ltd.	7,657										7,657	
Interest Expense												
Pinky Shipyard Pvt Ltd					201	128					201	128
Bharati Maritime Services Pvt Ltd					1	1					1	1
Harsha Infrastructure Pvt Ltd						29					0	29
Sea Splice Shipping Pvt Ltd					13	13					13	13
Port Side Shipping Pvt Ltd					30	30					30	30
Dhanshree Properties Pvt Ltd					11	5					11	5
Natural Power Ventures Pvt Ltd					15	9					15	9
Vessel Repair Expense												
GOL Ship Repairs Limited	190	25									190	25
Repairs and Dry Dock												
Bharati Shipyard Limited					706						706	
Fuel, Lubes, Stores and Consumables Expenses												
Bharati Shipyard Limited					13	53					13	53
Remuneration												
Mr. P.C. Kapoor							139	139			139	139
Mr. Vijay Kumar							139	139			139	139
Ms. Sukriti Kumar									33	30	33	30
Dividend Paid												
Dhanshree Properties Pvt Ltd						121						121
Natural Power Ventures Pvt Ltd						342						342
Loan Given												
Deep Water Services (India) Limited	2,060	7,677									2,060	7,677
KEI-RSOS Maritime Limited	171	247									171	246
Great Offshore (International) Limited	4,135	4,695									4,135	4,695
GOL Offshore (Fujairah) LLC-FZE	381	101,668									381	101,668
GOL Salvage Services Ltd.		6										6
Loan Received												

₹ in Lakhs

Nature of Transaction	Subsidiaries		Joint Venture		Enterprise Over which Key Management Personnel exercise significant influence		Key Management Personnel		Relatives of Key Managerial Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Dhanshree Properties Pvt Ltd	–	–	–	–	–	120	–	–	–	–	–	120
Natural Power Ventures Pvt Ltd	–	–	–	–	–	342	–	–	–	–	–	342
Mr. P.C.Kapoor	–	–	–	–	–	–	–	29	–	–	–	29
Mr. Vijay Kumar	–	–	–	–	–	–	–	204	–	–	–	204
<u>Repayment of Loan Given</u>												
Deep Water Services (India) Limited	1,079	4,000	–	–	–	–	–	–	–	–	1,079	4,000
KEI-RSOS Maritime Limited	–	16	–	–	–	–	–	–	–	–	–	16
Great Offshore (International) Limited	47	24,468	–	–	–	–	–	–	–	–	47	24,468
GOL Offshore Fujairah L.L.C.–FZE	–	26	–	–	–	–	–	–	–	–	–	26
<u>Inter Corporate Deposit Received</u>												
Pinky Shipyard Pvt Ltd	–	–	–	–	527	900	–	–	–	–	527	900
<u>Repayment of Inter Corporate Deposit Received</u>												
Bharati Maritime Services Pvt Ltd	–	–	–	–	13	–	–	–	–	–	13	–
Harsha Infrastructure Pvt Ltd	–	–	–	–	–	1,093	–	–	–	–	–	1,093
Pinky Shipyard Pvt Ltd	–	–	–	–	37	–	–	–	–	–	37	–
<u>Contract for Vessel</u>												
Bharati Shipyard Limited	–	–	–	–	–	42,240	–	–	–	–	–	42,240
Pinky Shipyard Pvt Ltd	–	–	–	–	–	23,435	–	–	–	–	–	23,435
<u>Return of Advance upon cancellation of contract</u>												
Bharati Shipyard Limited	–	–	–	–	–	92,435	–	–	–	–	–	92,435
<u>Expenses incurred on behalf of</u>												
Deep Water Services (India) Limited	32	–	–	–	–	–	–	–	–	–	32	–
KEI-RSOS Maritime Limited	301	30	–	–	–	–	–	–	–	–	301	30
GOL Salvage Services Limited	8	24	–	–	–	–	–	–	–	–	8	24
Great Offshore (International) Limited	101	–	–	–	–	–	–	–	–	–	101	–
GOL Offshore Fujairah L.L.C. – FZE	199	–	–	–	–	–	–	–	–	–	199	–
GOL Ship Repairs Limited	8	–	–	–	–	–	–	–	–	–	8	–
Bharati Shipyard Limited	–	–	–	–	10	–	–	–	–	–	10	–
<u>Corporate Guarantees Issued on behalf</u>												
Great Offshore (International) Limited	45,575	60,218	–	–	–	–	–	–	–	–	45,575	60,218
Deep Water Services (India) Limited	2,500	2,500	–	–	–	–	–	–	–	–	2,500	2,500
KEI-RSOS Maritime Limited	14,168	14,168	–	–	–	–	–	–	–	–	14,168	14,168
SGB Emssky GmbH & Co. KG (Germany)	5,348	–	–	–	–	–	–	–	–	–	5,348	–
SGB Emssun GmbH & Co. KG (Germany)	5,348	–	–	–	–	–	–	–	–	–	5,348	–
<u>Outstanding Balance as on 31.03.14</u>												
<u>Trade Receivable</u>												
Deep Water Services (India) Limited	113	3,208	–	–	–	–	–	–	–	–	113	3,208
KEI-RSOS Maritime Limited	2,363	1,232	–	–	–	–	–	–	–	–	2,363	1,232
GOL Ship Repairs Limited	161	126	–	–	–	–	–	–	–	–	161	126
Great Offshore (International) Limited	–	616	–	–	–	–	–	–	–	–	–	616

NOTES FORMING PART OF THE FINANCIAL STATEMENTS



₹ in Lakhs

Nature of Transaction	Subsidiaries		Joint Venture		Enterprise Over which Key Management Personnel exercise significant influence		Key Management Personnel		Relatives of Key Managerial Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Bharati Shipyard Limited	–	–	–	–	72	43	–	–	–	–	72	43
United Helicharters Pvt. Ltd.	–	–	94	94	–	–	–	–	–	–	94	94
Trade Payable												
GOL Ship Repairs Limited	322	426	–	–	–	–	–	–	–	–	322	426
Bharati Shipyard Limited	–	–	–	–	609	40	–	–	–	–	609	40
Payment for vessel outstanding												
Bharati Shipyard Limited	–	–	–	–	46,936	46,936	–	–	–	–	46,936	46,936
Pinky Shipyard Pvt Ltd	–	–	–	–	7,754	7,754	–	–	–	–	7,754	7,754
Receivable for Vessel Sale												
Great Offshore International (Malaysia) Ltd.	8,411	–	–	–	–	–	–	–	–	–	8,411	–
Outstanding Loan Balance												
Deep Water Services (India) Limited	5,170	4,189	–	–	–	–	–	–	–	–	5,170	4,189
KEI-RSOS Maritime Limited	3,502	3,331	–	–	–	–	–	–	–	–	3,502	3,331
Great Offshore (International) Limited	56,609	52,885	–	–	–	–	–	–	–	–	56,609	52,885
GOL Offshore Fujairah L.L.C.–FZE	102,001	101,687	–	–	–	–	–	–	–	–	102,001	101,687
GOL Salvage Services Limited	9	9	–	–	–	–	–	–	–	–	9	9
Expenses Recoverable from												
Deep Water Services (India) Limited	32	–	–	–	–	–	–	–	–	–	32	–
KEI-RSOS Maritime Limited	301	–	–	–	–	–	–	–	–	–	301	–
GOL Salvage Services Limited	8	–	–	–	–	–	–	–	–	–	8	–
Great Offshore (International) Limited	101	–	–	–	–	–	–	–	–	–	101	–
GOL Offshore Fujairah L.L.C. – FZE	199	–	–	–	–	–	–	–	–	–	199	–
GOL Ship Repairs Limited	8	–	–	–	–	–	–	–	–	–	8	–
Inter Corporate Deposit Payable												
Pinky Shipyard Pvt Ltd	–	–	–	–	2,605	2,115	–	–	–	–	2,605	2,115
Bharati Maritime Services Pvt Ltd	–	–	–	–	–	13	–	–	–	–	–	13
Harsha Infrastructure Pvt Ltd	–	–	–	–	2	2	–	–	–	–	2	2
Sea Splice Shipping Pvt Ltd	–	–	–	–	143	143	–	–	–	–	143	143
Port Side Shipping Pvt Ltd	–	–	–	–	332	332	–	–	–	–	332	332
Interest Payable												
Pinky Shipyard Pvt Ltd	–	–	–	–	361	160	–	–	–	–	361	160
Bharati Maritime Services Pvt Ltd	–	–	–	–	18	17	–	–	–	–	18	17
Harsha Infrastructure Pvt Ltd	–	–	–	–	59	58	–	–	–	–	59	58
Sea Splice Shipping Pvt Ltd	–	–	–	–	29	16	–	–	–	–	29	16
Port Side Shipping Pvt Ltd	–	–	–	–	68	38	–	–	–	–	68	38
Dhanshree Properties Pvt Ltd	–	–	–	–	16	5	–	–	–	–	16	5
Natural Power Ventures Pvt Ltd	–	–	–	–	24	9	–	–	–	–	24	9
Interest Receivable												
KEI-RSOS Maritime Limited	72	72	–	–	–	–	–	–	–	–	72	72
Great Offshore (International) Limited	1,963	2,748	–	–	–	–	–	–	–	–	1,963	2,748
GOL Offshore Fujairah L.L.C. – FZE	8,363	3,266	–	–	–	–	–	–	–	–	8,363	3,266
Remuneration Payable												
Mr. P.C. Kapoor	–	–	–	–	–	–	12	124	–	–	12	124
Mr. Vijay Kumar	–	–	–	–	–	–	12	124	–	–	12	124
Ms. Sukriti Kumar	–	–	–	–	–	–	–	–	3	–	3	–

Note : Figures relating to Bharati Shipyard Ltd. and Pinky Shipyard private Ltd are subject to confirmation and reconciliation .

NOTE 47 : Interest in Joint Venture

The Company has a joint venture interest in United Helicharters Pvt. Ltd. (a company incorporated in India) and its proportionate share in the assets, liabilities, income and expenses of the jointly controlled entity, based on the unaudited management accounts drawn up to March 31, 2014, is as under :

Percentage of ownership interest as at March 31, 2014 – 26%

₹ in Lakhs

As at March 31, 2014		Year Ended March 31, 2014	
Assets	816	Income	608
Liability	760	Expenditure	771

As at March 31, 2013		Year Ended March 31, 2013	
Assets	829	Income	1,395
Liability	630	Expenditure	1,211

NOTE 48 : Basic and Diluted earnings per share

₹ in Lakhs

	Particulars	Current Year	Previous Year
(a)	Net Profit after tax available for Equity Shareholders	12,169	6,067
(b)	Weighted average number of Equity shares outstanding at the end of the year	37,240,061	37,232,649
(c)	Face value of Equity Share	10	10
(d)	Earnings per share –Basic and Diluted	32.68	16.30

NOTE 49 : Disclosures on foreign currency expenses and earnings

₹ in Lakhs

	Current Year	Previous Year
(i) Value of imports (on CIF basis)		
(a) Capital goods – Special Survey	1,500	1,591
(ii) Expenditure in foreign currency		
(a) Professional Charges	37	210
(b) Interest	8,938	3,348
(c) Fuel	141	1,609
(d) Insurance	630	494
(e) Repairs & Maintenance	2,374	1,986
(f) Project Expenses	37	190
(g) Repatriation	261	148
(h) Vessel Manning Exp	2,854	755
(i) Victualling	232	191
(j) Stores	320	133
(k) Others	4,907	3,570
(iii) Earnings in foreign exchange		
(a) Charter Hire	78,231	63,966
(b) Contract Revenue	1,137	222
(c) Other Income (Sale of Vessel)	11,700	12,770
(d) Interest Income	269	267

NOTE 50 : Previous year's figures have been regrouped/recasted/restated wherever necessary.

To,
The Board of Directors of GOL Offshore Limited,
Mumbai

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of GOL Offshore Limited ("the Company") and its subsidiaries including step down subsidiaries and limited liability partnership firms described in detail in Note no 29 to the Consolidated accounts and interest in jointly controlled entity described in Note no 30 to the Consolidated Accounts (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Profit and Loss Statement and the Consolidated 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

2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Companies Act, 1956 (the Act) including Accounting Standards referred to in Section 211 (3C) of the Act. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. Accordingly, these consolidated financial statements have been prepared based on the accounting standards 21 and 27 of the Companies (Accounting Standards) Rules, 2006.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated 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 management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Opinion

5. The investment made in the subsidiary KEI-RSOS MARITIME LTD, is at substantial premium. Consequently on consolidation of accounts of the holding company with that of its subsidiaries there arises a goodwill amounting to ₹ 9,568 Lakhs. As the net worth of this subsidiary has substantially eroded and as it has not assessed impairment losses of certain of its fixed assets presently not in use and as no provision is made for disputed debtors and claims made by the customs on it which is under arbitration, in our opinion, this goodwill ought to have been duly charged off to profit and loss statement. If it was so charged off, the

consolidated loss of the group would be higher by ₹ 9,568 Lakhs and shareholders funds will be lower by a like amount with consequent effect on cash flows for the year.

Qualified Opinion

6. Subject to the above, in our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements read with notes thereon 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, 2014;
 - (b) in the case of the Profit and Loss Statement, of the profit/ loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Emphasis of Matter

7. We draw attention to Note 38 to the consolidated financial statements of GOL group regarding the default in repayment to the Bondholders as well as other lenders and the action since taken / proposed action of the Management. The aggregate current liabilities are in excess of current assets by ₹154,006 Lakhs. The group continues to carry on it's operations in the normal course and accordingly these financial statements have been prepared on a going concern basis.

Other Matters

8. We did not audit the financial statements of certain subsidiaries and step down subsidiaries and limited liability partnerships, whose financial statements reflect total assets of ₹ 161,908 Lakhs as at March 31, 2014, total revenues of ₹ 7,704 Lakhs and net positive cash flows amounting to ₹ 198 Lakhs for the year ended on that date. Consolidated accounts of one of the subsidiaries wherein its audited accounts have been consolidated with unaudited accounts of step down subsidiaries and limited liability partnership have been reviewed by one of us, which is considered and relied on by us jointly. Our opinion is not qualified in respect of these matters.
9. We have relied on the unaudited financial statements of the Company's joint Venture, whose financial statements reflect the Group's share of total assets of ₹ 816 Lakhs as at March 31, 2014, the Group's share of total revenue of ₹ 608 Lakhs and cash flows of ₹ 130 Lakhs for the year ended on that date. These unaudited financial statements are as approved by the Management and our report in so far as it relates to the amounts included in respect of the joint venture is based solely on such approved unaudited financial statements.

For VARMA & VARMA
Chartered Accountants
FRN 0045325

CHERIAN K BABY
Partner
M No.16043

Place: Mumbai
Date: 28th May, 2014

For Motilal & Associates
Chartered Accountants
FRN 106584W

MOTILAL JAIN
Proprietor
M.No. 036811

BALANCE SHEET



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2014

₹ in Lakhs

	Note	As at March 31, 2014	As at March 31, 2013
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds:			
(a) Share Capital	3	3,724	3,724
(b) Reserve and Surplus	4	73,814	87,272
		77,538	90,996
(2) Minority Interest		–	(1,840)
(3) Non-Current Liabilities:			
(a) Long-Term Borrowings	5	197,200	241,718
(b) Deferred Tax Liabilities (Net)	6	3,534	4,391
(c) Other Long-Term Liabilities	7	36,938	39,386
(d) Long Term Provisions	8	698	683
		238,370	286,178
(4) Current Liabilities:			
(a) Short-Term Borrowings	9	10,818	12,718
(b) Trade Payables	10	37,414	31,023
(c) Other Current Liabilities	11	145,214	95,183
(d) Short-Term Provisions	12	15,130	14,043
		208,576	152,967
TOTAL		524,484	528,301
II ASSETS			
(1) Non-Current Assets:			
(a) Fixed Assets			
(i) Tangible Assets	13	138,328	158,598
(ii) Intangible Assets	13	58	116
(iii) Capital Work-in-Progress	13	308,433	284,421
(iv) Asset Held for Sale	13	–	788
(b) Goodwill on Consolidation		11,336	11,150
(c) Long-Term Loans and Advances	14	2,174	4,210
(d) Other Non-Current Assets	15	9,585	9,935
		469,914	469,218
(2) Current Assets:			
(a) Current Investments	16	35	–
(b) Inventories	17	6,546	6,732
(c) Trade Receivables	18	18,067	13,132
(d) Cash and Bank Balance	19	4,503	6,060
(e) Short-Term Loans and Advances	20	5,226	5,399
(f) Other Current Assets	21	20,193	27,760
		54,570	59,083
TOTAL		524,484	528,301
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	2		
OTHER NOTES TO FINANCIAL STATEMENTS	28 to 49		

The accompanying notes are an integral part of these financial statements.
As per our Report of even date

For Varma & Varma
Chartered Accountants
FRN 004532S

Cherian K. Baby
Partner
M.No.16043

For Motilal & Associates
Chartered Accountants
FRN 106584W

Motilal Jain
Proprietor
M.No. 036811

Shrirang V. Khadilkar
VP – Finance & Corporate Affairs

Navin Joshi
Company Secretary &
Chief Compliance Officer

For and on behalf of the Board
P.C. Kapoor
Chairman & Executive Director
Vijay Kumar
Executive Director
Dr. Ram Nath Sharma
Director

Mumbai, May 28, 2014

Mumbai, May 28, 2014

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2014
₹ in Lakhs

	Note	Year Ended March 31, 2014	Year Ended March 31, 2013
I Revenue from operations	22	112,490	99,265
II Profit on Sale of Vessel		599	8,334
III Other Income	23	2,189	6,781
IV Total Revenue (I+II+III)		115,278	114,380
V Expenses:			
Changes in Inventories of Spares & Stores		(417)	214
Employee Benefits Expense	24	23,606	22,834
Repairs & Maintenance – Fleet and Rigs		6,052	4,577
Project Expenses		8,413	4,526
Finance Costs	25	26,814	27,125
Depreciation and Amortisation Expense	26	24,389	29,146
Other Expenses	27	29,312	25,568
Total Expenses		118,169	113,990
VI Profit/(Loss) Before Tax (IV - V)		(2,891)	390
VII Tax Expenses:			
Current tax		4,523	3,958
Deferred tax		(856)	1,024
Prior year tax		205	88
		3,872	5,070
VIII Profit/(Loss) After Tax, before Minority Interest (VI – VII)		(6,763)	(4,680)
IX Minority interest		–	2,073
X Profit/(Loss) After Tax		(6,763)	(2,607)
XI Earnings per equity share of ₹10/– each – Basic & Diluted		(18.16)	(7.00)
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	2		
OTHER NOTES TO FINANCIAL STATEMENTS	28 to 49		

The accompanying notes are an integral part of these financial statements.
As per our Report of even date

For Varma & Varma
Chartered Accountants
FRN 004532S

Cherian K. Baby
Partner
M.No.16043

For Motilal & Associates
Chartered Accountants
FRN 106584W

Motilal Jain
Proprietor
M.No. 036811

Shrirang V. Khadilkar
VP – Finance & Corporate Affairs

Navin Joshi
Company Secretary &
Chief Compliance Officer

For and on behalf of the Board
P.C. Kapoor
Chairman & Executive Director
Vijay Kumar
Executive Director
Dr. Ram Nath Sharma
Director

Mumbai, May 28, 2014

Mumbai, May 28, 2014

CASH FLOW STATEMENT



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

₹ in Lakhs

	For the year ended March 31, 2014	For the year ended March 31, 2013
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) Before Tax	(2,891)	390
Adjustments For:		
Depreciation and Amortisation Expense	24,389	29,146
(Profit)/ Loss on sale of vessel	(599)	(8,334)
(Profit)/ Loss on sale of sundry assets (net)	(1,458)	(4,397)
Interest Income	(382)	(410)
Dividend Income	(8)	(91)
Interest and finance charges	26,814	27,125
Debts & Advances written off/ (back)	(129)	127
Assets written off	1,301	602
Provision for Bad Debts	—	100
Effect of exchange difference on translation of subsidiaries	4,493	1,774
Unrealised exchange loss/ (gain)	6,886	6,148
Operating Profit before Working Capital Changes	58,416	52,180
Trade and Other Receivables	(2,190)	(16,914)
Inventories	186	(360)
Trade Payables, Other Liabilities and Provisions	12,314	10,392
Cash generated from operations	68,726	45,298
Taxes Paid	(1,549)	(1,641)
NET CASH FLOW FROM OPERATING ACTIVITIES	67,177	43,657
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including capital work in progress	(28,256)	(142,396)
Advance received for sale of fixed assets	—	195
Sale of Fixed Assets including capital work in progress	9,496	145,097
Purchase of Non-Current Investments	(186)	(111)
Purchase of Current Investments	(5,589)	(47,914)
Sale of Current Investments	5,554	47,914
Interest Received	389	370
Dividend Received	8	91
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	(18,584)	3,246
C CASH FLOW FROM FINANCING ACTIVITIES		
Minority Interest	(340)	(760)
Proceeds from Borrowings	10,370	35,645
Repayments of Borrowings	(33,514)	(63,620)
Allotment of Equity Shares	—	1
Interest Paid	(26,864)	(22,822)
Dividend Paid	(29)	(931)
Tax on Dividend	—	(151)
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	(50,377)	(52,638)
Net Increase/ (decrease) in cash and cash equivalents	(1,784)	(5,735)
Cash and Cash Equivalents at the beginning of the year	6,227	11,962
Cash and Cash Equivalents at the end of the year	4,443	6,227
D Components of Cash and Cash Equivalents		
Cash and Bank Balances	4,503	6,060
Effect of exchange rate changes [Loss/ (Gain)]	(60)	167
Cash and Cash Equivalents as restated	4,443	6,227

Note: Cash and Cash Equivalent balance includes SBI Escrow bank account of ₹ 3,080 lakhs which is held for payment to FCCB Bondholders as per High Court Order and hence cannot be used by the Company.

The accompanying notes 3 to 49 are an integral part of these financial statements.
As per our Report of even date

For Varma & Varma
Chartered Accountants
FRN 0045325

For Motilal & Associates
Chartered Accountants
FRN 106584W

Shrirang V. Khadilkar
VP – Finance & Corporate Affairs

For and on behalf of the Board
P.C. Kapoor
Chairman & Executive Director
Vijay Kumar
Executive Director
Dr. Ram Nath Sharma
Director

Cherian K. Baby
Partner
M.No.16043

Motilal Jain
Proprietor
M.No. 036811

Navin Joshi
Company Secretary &
Chief Compliance Officer

Mumbai, May 28, 2014

Mumbai, May 28, 2014

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014.

1 CORPORATE INFORMATION

GOL Offshore Limited is Public Limited Company whose equity shares are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Foreign Currency Convertible Bonds (FCCBs) issued by the company are listed on Singapore Exchange Securities Trading Limited (SGX – ST). The Company is India's prominent integrated offshore oilfield services provider offering a broad spectrum of services to upstream oil and gas producers to carry out offshore exploration and production (E&P) activities. The Company operates Drilling Rigs, Offshore Support Vessels and undertakes Marine Construction Projects and Services.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Accounting Convention

The financial statements are prepared under the historical cost convention, in accordance with Generally Accepted Accounting Principles in India, the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 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 actual results and estimates are recognised in the period in which the results are known/ materialised.

(c) Fixed Assets and Special Survey Expenses

Fixed assets are stated at cost less accumulated depreciation. Cost includes expenses related to acquisition and financing costs on borrowings during construction period. Exchange differences on repayment are recognised in the Profit and Loss Statement and year end translation of foreign currency liabilities covered under Hedge Accounting relating to acquisition of assets are recognised in the Hedge Reserve.

The Company capitalises expenses incurred at the time of five yearly special surveys and / or life enhancement programmes by which class certificates / operating licences are renewed. These expenses are depreciated over a period of 5 years. Similarly specific expenses incurred for charters for which future benefits are expected over the period of the charter are capitalised and depreciated over the charter period or five years whichever is lower.

(d) Investments

- (i) Investments are classified into long-term and current investments.
- (ii) Long-term investments are carried at cost. Provision for diminution, if any, in the value of each long-term investment is made to recognise a decline, other than of a temporary nature.
- (iii) Current investments are stated at lower of cost or fair value and the resultant decline, if any, is charged to revenue.

(e) Inventories

Inventories of fuel oil, spares, stores & consumables on board of the vessels are valued at lower of cost or net realisable value.

(f) Borrowing cost

Borrowing costs that are directly attributable to the acquisition / construction of the qualifying fixed assets are capitalised as a part of the respective asset, upto the date of acquisition / completion of construction.

(g) Revenue recognition

- (i) Charter hire earnings are recognised on accrual basis.
- (ii) Revenue from long term turnkey offshore projects is recognised on the percentage of completion basis, based on costs incurred and the expected costs to completion.

(h) Operating Expenses

Operating expenses and standing charges are charged to revenue on accrual basis.

(i) Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc. are recognised as an expense at the undiscounted amount in the Profit and Loss Statement of the year in which the employee renders the related service.

(ii) Post Employee Benefits

Defined Contribution Plan

Employee benefits in the form of Provident Fund, Family Pension Fund, Superannuation Scheme and others Seamen's Welfare Contributions, are considered as defined contribution plans and the Contributions are charged to the Profit and Loss Statement of the year when the contributions to the respective funds are due.

Defined Benefit Plan

"The liability for Gratuity, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation as at the Balance Sheet date.

Other Long Term Benefits

Long term compensated absences & Pension benefits are provided on the basis of an actuarial valuation as at the Balance Sheet date. Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognized in the Profit and Loss Statement for the year as income or expense.

(j) Depreciation and Amortisation

Depreciation on new built vessels is provided on the straight line method at the rates prescribed in Schedule XIV to the Companies Act,1956 . In case of second hand acquisitions, depreciation is provided on the straight line method, so as to write off the cost over the estimated useful life, as technically evaluated by the management / consultants at the time of acquisition (20 to 27 years) , or at the rates prescribed in Schedule XIV to the Companies Act, 1956, whichever is higher.

Tangible Asset

Fleet :	
New built vessels	On straight line method @ prescribed in Companies Act,1956
Second hand vessels	On straight line method @ prescribed in Companies Act,1956 or as technically evaluated by management / consultant whichever is higher
Rigs :	On straight line method to write off original cost over estimated useful life of 7/10 years
Barges :	On straight line method to write off original cost over estimated useful life of 7/10 years
Lease Hold Land :	On straight Line Method over the Lease Period
Properties :	On written down value method @ prescribed in Companies Act,1956
Other Assets :	
Computers	3 years
Vehicles	4 years
Furniture, Fixtures and Office equipments	5 years

Intangible Asset

Computer Software	@ 20% on straight line method
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(k) Asset Impairment

The carrying amounts of the Company's tangible and intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amounts of an asset exceed its recovered amount. The impairment loss, if any, is recognised in the Profit and Loss Statement in the period in which impairment take place.

Where an impairment loss subsequently reverses, the carrying amount of the assets is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting period.

(l) Foreign Exchange Transactions

(i) Transactions in foreign currency are recorded at standard exchange rates determined monthly. Monetary assets and liabilities other than foreign currency borrowings denominated in foreign currency, remaining unsettled at the period end are translated at closing rates. The difference in translation of these monetary assets and liabilities and realised gains and losses on foreign currency transactions is recognised in the Profit and Loss Statement.

Foreign currency derivative contracts which are embedded in the loan agreements and form an integral part of the agreement are translated at closing rates and the resultant gains or losses are recognised in the Hedge Reserve Account with the revaluation gains or losses of the hedged loans. The unrealised gains or losses arising on revaluation of other foreign currency swaps and options are carried forward under Loans and Advances or Other Liabilities until settlement in line with the underlying hedged assets / liabilities.

(ii) The Company designates borrowing in foreign currency as hedge instrument to hedge its foreign currency risk of its firm commitment and highly probable or forecasted revenue transaction to be accounted as cash flow hedge. The unrealised exchange gains or losses on transactions of foreign currency borrowing which qualify as effective hedge are recognised in the Hedge Reserve Account.

(iii) Realised gains or losses on cancellation of forward exchange contracts are recognised in the Profit and Loss Statement of the period in which they are cancelled.

(m) Provision for Taxation

Tax expense comprises of current and deferred tax.

(i) Provision for current income-tax is made on the basis of the assessable income under the Income-tax Act, 1961. Income from shipping activities is assessed on the basis of deemed tonnage income of the Company.

(ii) Deferred income-tax is recognised on timing differences, between taxable income and accounting income which originate in one period and are capable of reversal in one or more subsequent periods only in respect of the non-shipping activities of the Company. The tax effect is calculated on the accumulated timing differences at the year end based on tax rates and laws, enacted or substantially enacted as of the balance sheet date.

(iii) Taxes on income related to foreign operation is determined on the basis of provisions of the relevant act applicable to the respective foreign country and the same is accounted for in the year in which it accrue.

(n) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised in the accounts in respect of present probable obligations and are based on best estimate required to settle the obligation at balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognised in financial statements but are disclosed in the notes.

Contingent Assets are neither recognised nor disclosed in the financial statements.

(o) **Earning per share**

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(p) **Segment Reporting**

The Company is mainly engaged in offshore business and there are no separate reportable segments as per Accounting Standard (AS) 17.

(q) **Cash Flow Statement**

Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard – 3 ‘Cash Flow Statement’ as notified under the Companies (Accounting Standard) Rules, 2006.

(r) **Leases**

Operating lease

Lease in which a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as operating lease.

Payments under operating lease are charged to profit and loss statement on a systematic basis representative of time.

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
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NOTE 3 : SHARE CAPITAL

Authorised:

100,000,000 (Previous Year 100,000,000) Equity Shares of ₹10 each	10,000	10,000
1,000,000 (Previous Year 1,000,000) 10% Cumulative Redeemable Preference Shares of ₹1000 each	10,000	10,000
	20,000	20,000

Issued:

37,313,594 (Previous Year 37,313,594) Equity Shares of ₹10 each	3,731	3,731
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Subscribed and paid-up: (Refer Note : 33)

37,240,061 (Previous Year 37,240,061) Equity Shares of ₹10 each	3,724	3,724
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3.1) 38,068,481 Equity Shares are allotted as fully paid up pursuant to a scheme of arrangement without payment being received in cash

3.2) Paid –up Equity Share Capital is net of Calls in Arrears of ₹ 0.08 Lakh (Previous Year ₹0.08 lakh)

	3,724	3,724
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(a) **Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the year
As at March 31, 2014**

Particulars	Authorised		Issued		Subscribed and Paid– up	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At 1st April, 2013	100,000,000	10,000	37,313,594	3,731	37,240,061	3,724
Changes during the year	–	–	–	–	–	–
At 31st March, 2014	100,000,000	10,000	37,313,594	3,731	37,240,061	3,724

As at March 31, 2013

Particulars	Authorised		Issued		Subscribed and Paid-up	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
At 1st April, 2012	100,000,000	10,000	37,313,594	3,731	37,231,961	3,723
Changes during the year	—	—	—	—	8,100	0.81
At 31st March, 2013	100,000,000	10,000	37,313,594	3,731	37,240,061	3,724

(b) Rights, Preferences and Restrictions attached to the shares

The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The company declares and pays dividends in Indian Rupees. The dividend, if recommended by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(c) List of shareholders having holding more than 5% along with number of shares held.

Name of shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Share Capital				
Natural Power Ventures Private Limited	13,686,185	36.75	13,686,185	36.75
Dhanshree Properties Private Limited	4,828,167	12.97	4,828,167	12.97
First Carlyle Ventures Mauritius	1,902,000	5.11	1,902,000	5.11

Promoters of the Company have pledged 89,37,216 shares, out of their holding of 1,85,14,352 shares.

(d) Aggregate number and class of shares bought back for a period of five years immediately preceding the date of Balance Sheet.

	No of shares as at March 31, 2009
Shares bought back	978,977 Equity Shares bought back at on amount aggregating to ₹ 55.24 Crores

- 1) The company has issued and allotted 15,00,000, 10% Optionally Convertible Redeemable Cumulative Preference shares(OCRCPS) of ₹ 1000 each during the year 2007–08.
- 2) The company had allotted 91,017 Equity Shares for part conversion of 7.25% Foreign Currency Convertible Bonds @ ₹ 875/- per share aggregating to USD 2 Million in the year 2009–10

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
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NOTE 4 : RESERVES AND SURPLUS
Capital redemption reserve

As per last balance sheet	15,098	15,098
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Securities premium account

As per last balance sheet	787	787
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Tonnage Tax Reserve Account under Section 115 VT of The Income Tax Act, 1961

As per last balance sheet	19,570	19,059
Less Transferred to General Reserve	7,850	-
Add: Transferred from Profit and Loss Statement	502	511
	12,222	19,570

Foreign currency translation reserve	16,508	12,015
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₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
Hedge Reserve (Refer Note : 34)		
As per last balance sheet	(27,485)	(25,498)
Addition / (deduction) during the year	(9,008)	(1,987)
	(36,493)	(27,485)
General Reserve		
As per last balance sheet	49,046	48,441
Add Transferred From Tonnage Tax Reserve	7,850	-
Add: Transferred from Profit and Loss Statement	500	605
Less : Minority Interest	(2,180)	-
	55,216	49,046
Balance in Profit and Loss Statement		
As per last balance sheet	18,241	21,964
Add: Profit/ (Loss) for the year	(6,763)	(2,607)
Less: Transfer to Tonnage Tax Reserve	502	511
Less: Transfer to General Reserve	500	605
	10,476	18,241
	73,814	87,272

NOTE 5 : LONG TERM BORROWINGS

Secured Loans

Term Loans

From banks	174,493	215,987
From financial institutions	22,707	25,731
	197,200	241,718

Notes :

- The company has availed foreign currency loans from banks, which carry interest rate of LIBOR plus 115 to 700 bps for USD loans and interest on INR loans from banks are at 14.50% to 16.00%. These loans are secured by mortgage of specified ships. The principal payments are due monthly/quarterly / half yearly.
- Rupee loan availed from Financial Institutions during the year carry interest rate of 13% The loan is secured by mortgage of a ship and second charge on a rig. The principal payment is due monthly.
- The company has also availed general purpose loans in Foreign currency from banks, which carry interest rate of LIBOR plus 190 to 900 bps and INR loans from banks at the rate of 11.08% to 15%. The loans are secured by mortgage of ships, first / second charge / subservient charge on ships / rigs / fixed assets of the company. The principal payments / interest thereon are due monthly /quarterly/half yearly.
- During the year, Vessel Malaviya 21 has been transferred to Great Offshore International (Malaysia) Limited, the wholly owned step down subsidiary, and the related loan availed from banks on Mortgage of vessel Malaviya 21 is being repaid by the Company.

- Repayments are as under

₹ in Lakhs

	Year Ended March 31, 2014	Year Ended March 31, 2013
Period of Repayment		
– between one to three years	105,928	116,275
– between three to five years	76,135	96,009
– over five years	15,137	29,434
	197,200	241,718

The Company has made certain defaults in repayment of loans and interest thereon.

The details of continuing defaults as at 31st March, 2014 are as follows :

₹ in Lakhs

Particulars	Delay in days				Total
	upto 60 days	61 – 90 days	91 – 130 days	131 - 365 days	
Loans & Interest	12,620	3,206	6,616	10,118	32,560

NOTE 6 : DEFERRED TAX LIABILITIES (NET)

Pursuant to the introduction of Section 115 V under the Income Tax Act, 1961, the Company has opted for computation of its income from shipping activities under the Tonnage Tax Scheme. Thus income from the business of operating ships will be assessed on the basis of deemed Tonnage Income of the Company and no deferred tax will be applicable to this income as there will be no timing differences.

Deferred Tax is accounted for in respect of the timing differences under the non-tonnage activity of the Company. The break-up of net deferred tax assets/ (liability) is as under:

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
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Deferred Tax Assets:

Carry forward of losses	2,833	3906
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Deferred Tax Liabilities

Difference between book and tax depreciation	6,367	8297
	<u>3,534</u>	<u>4,391</u>

NOTE 7 : OTHER LONG TERM LIABILITIES

Trade payables	462	427
Other Liabilities	2	2
Payable for procuring vessels	36,474	38,957
	<u>36,938</u>	<u>39,386</u>

NOTE 8 : LONG TERM PROVISIONS

Provision for Employee Benefits (Refer Note 41)		
Gratuity	302	266
Leave Encashment	32	32
VAT / Sales Tax	219	219
Custom Duty	11	11
Others	129	129
Share of Joint Venture	5	26
	<u>698</u>	<u>683</u>

NOTE 9 : SHORT TERM BORROWINGS

Secured Loans

From Banks	5,443	7,669
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Unsecured Loans

Inter Corporate Deposit –others	791	741
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From Related Parties :

Inter Corporate Deposit	3,082	2,605
Loans from Promoters/Directors	694	694
Working Capital Demand Loan	808	1,009
	<u>10,818</u>	<u>12,718</u>

Short Term Loans availed from Banks: The Company has availed loan from bank/ financial institution which carry interest at the rate of 13.5% – 14.35%. The loans are secured against stock, debtors & receivables and a vessel.

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
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NOTE 10 : TRADE PAYABLES

Due to Micro and Small enterprises (Refer Note 39)	23	28
Due to other creditors (Refer Note 40)	36,750	30,476
Share of Joint Venture	641	519
	<u>37,414</u>	<u>31,023</u>

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available Information with Company is as under :

Principal amount due and remaining Unpaid	18	22
Interest due on above and the Unpaid Interest	5	6
Interest Paid		
Payment made beyond the Appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of Further Interest remaining due and payable in succeeding years	<u>5</u>	<u>6</u>

NOTE 11 : OTHER CURRENT LIABILITIES

Current Maturities of Long Term Borrowings	77,840	43,079
Interest accrued and due on borrowings	7,324	7,374
Foreign Currency Bonds (Refer Note 35)	23,968	21,716
Advance for sale of vessel	195	195
Unclaimed dividend	106	135
Due to Directors	346	140
Provision for Taxation (Net of Advance payment of Income-tax & taxes deducted at source)*	1,745	—

Other Payables

Other Operating Payable	643	1,018
Salary/ Employee Benefits payables	4,565	3,639
VAT / Sales tax Payables	49	164
Payable for procuring vessels	20,328	14,868
Service Tax payables	1,140	497
Withholding Tax / TDS payables	3,147	1,053
Providend fund payables	48	43
Others	3,663	1,177
Share of Joint Venture	107	85
	<u>145,214</u>	<u>95,183</u>

* Included under current liabilities as it relates to amounts unpaid as per returns filed and advance tax dues

NOTE 12 : SHORT TERM PROVISIONS

Provision for Employee Benefits (Refer Note 41)		
Gratuity	25	67
Leave Encashment	214	183
Other Provisions		
Provision for Mark to Market losses on Derivatives Instruments	12,491	11,422
Tax on overseas operation	1,339	1,314
Service tax	1,054	1,054
Others	—	3
Share of Joint Venture	7	—
	<u>15,130</u>	<u>14,043</u>

NOTE 13 : FIXED ASSETS SCHEDULE

₹ in Lakhs

Block	GROSS BLOCK				DEPRECIATION						NET BLOCK	
	As at April 1, 2013	Addition	Deletion	Translation Exchange difference	As At March 31, 2014	Upto March 31, 2013	For the Year	Disposal/ Adjustments	Translation Exchange difference	Upto March 31, 2014	As At March 31, 2014	As At March 31, 2013
Tangible Assets												
Leasehold Land	254	–	–	–	254	9	3	–	–	12	242	245
Office Premises & Ownership Flats	1,666	–	430	–	1,236	1,069	19	217	–	871	365	597
Fleet	235,294	5,731	6,357	1,942	236,610	106,324	17,594	2,797	649	121,770	114,840	128,182
Plant & Machinery –Rigs	49,208	139	147	–	49,200	20,166	6,541	–	–	26,707	22,493	29,042
Plant & Machinery – Others	1,280	–	–	–	1,280	1,090	70	–	–	1,160	120	190
Furniture & Fixtures	200	–	–	–	200	189	5	–	–	194	6	11
Office Equipment	388	2	–	–	390	349	24	–	–	373	17	39
Computers	553	3	–	–	556	536	11	–	–	547	9	17
Vehicles	591	44	135	–	500	448	52	107	–	393	107	143
Total	289,434	5,919	7,069	1,942	290,226	130,180	24,319	3,121	649	152,027	138,199	158,466
Assets Held for Sale	–	–	–	–	–	–	–	–	–	–	–	788
	289,434	5,919	7,069	1,942	290,226	130,180	24,319	3,121	649	152,027	138,199	159,254
Intangible Assets												
Computer Software	290	–	–	–	290	174	58	–	–	232	58	116
Total Intangible Assets	290	–	–	–	290	174	58	–	–	232	58	116
Total	289,724	5,919	7,069	1,942	290,517	130,354	24,377	3,121	649	152,259	138,257	159,370
Previous Year Total	299,285	38,590	48,096	(55)	289,724	106,933	29,134	5,759	46	130,354	159,370	
Share of Joint Venture	180	9	–	–	189	48	12	–	–	60	129	132
Previous Year Total	185		5	–	180	36	12	–	–	48	132	
Total	289,904	5,928	7,069	1,937	290,705	130,402	24,389	3,121	649	152,319	138,386	159,502
Previous Year Total	299,470	38,590	48,101	(55)	289,904	106,969	29,146	5,759	46	130,402	159,502	
Capital Work in Progress											308,433	284,421
TOTAL											446,819	443,923

₹ in Lakhs

Year ended
March 31, 2014

Year ended
March 31, 2013

NOTE 13.1 : INTEREST COST CAPITALISED – OTHER ADJUSTMENTS

Capital Work in progress includes interest capitalised under AS-16 'Borrowing Cost' which is given as under:

Interest Cost Capitalised 7,295 6,462

	₹ in Lakhs	
	As at March 31, 2014	As at March 31, 2013
NOTE 14 : LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Security Deposits	44	139
Other Loans & Advances	311	1,920
Service Tax Credit Claimable	823	823
Custom Duty	98	98
Sales Tax	106	106
Prepaid Expenses	770	1,104
Share of Joint Venture	22	20
	2,174	4,210
NOTE 15 : OTHER NON-CURRENT ASSETS		
Unamortised expenses	—	21
Deposit with bank with maturity more than 12 months	7,999	8,202
Interest accrued on Fixed Deposit	—	179
Trade receivables	1,586	1,533
	9,585	9,935
NOTE 16 : OTHER NON-CURRENT ASSETS		
Investment in Mutual Fund		
349,026 units of ₹ 10 Each in J P Morgan India Liquid Fund	35	—
	35	—
NOTE 17 : INVENTORIES – At lower of cost or net realisable value		
Fuel Oil	616	1,180
Stores and Spares (Refer Note : 36)	5,873	5,496
Share of Joint Venture	57	56
	6,546	6,732
NOTE 18 : TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months (Refer Note 40)		
Considered good	3,999	4,318
Considered doubtful	651	872
	4,650	5,190
Less: Provision for doubtful receivables	651	872
	3,999	4,318
Other debts (considered good) (Refer Note 40)	13,743	8,557
Share of Joint Venture	325	257
	18,067	13,132
NOTE 19 : CASH AND BANK BALANCE		
Balances with banks		
In current accounts	4,053	766
In deposit accounts	—	228
Other bank balances	113	4,835
Cash and Cash Equivalents	4,166	5,829
Cash on hand	8	6
Other Bank balances – Unpaid dividend accounts	106	135
Share of Joint Venture	223	90
	4,503	6,060

Note : Balances with bank includes amount of ₹ 3080 lakhs held in Escrow account for servicing the FCCB interest

₹ in Lakhs

	As at March 31, 2014	As at March 31, 2013
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NOTE 20 : SHORT TERM LOANS AND ADVANCES
Unsecured, considered good

Other Loans & Advances	2,900	1,678
Security Deposits	1,101	1,101
Service Tax Credit Claimable	295	394
Advance payment of Income-tax & Taxes deducted at source (Net of Provision for taxation)	—	1,434
Prepaid Expenses	874	529
Share of Joint Venture	56	263
	<u>5,226</u>	<u>5,399</u>

NOTE 21 : OTHER CURRENT ASSETS

Unbilled Revenue	5,486	8,412
Interest accrued on deposits	55	62
Other Current Assets	967	805
Receivable against sale of vessel	13,681	18,473
Share of Joint Venture	4	8
	<u>20,193</u>	<u>27,760</u>

₹ in Lakhs

	Year ended March 31, 2014	Year ended March 31, 2013
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NOTE 22 : REVENUE FROM OPERATIONS

Charter Hire	99,526	91,330
Contract Revenue	10,028	5,719
Other Operating Revenue	2,372	862
Share of Joint Venture	564	1,354
	<u>112,490</u>	<u>99,265</u>

NOTE 23 : OTHER INCOME
Interest income

From Banks	76	40
Tax Refund	219	207
Others	306	370
	<u>601</u>	<u>617</u>

Dividend income

Mutual Funds	8	91
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Other non-operating income (net of expenses)

Profit on sale of sundry assets (net)	1,458	4,397
Rent Received – Flats	—	5
Insurance claims	—	341
Miscellaneous income	79	1,288

Share of Joint Venture	43	42
	<u>2,189</u>	<u>6,781</u>

	₹ in Lakhs	
	Year ended March 31, 2014	Year ended March 31, 2013
NOTE 24 : EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and bonus	19,845	18,909
Contribution to Provident fund and other funds	345	357
Gratuity Expense	70	63
Workmen and staff welfare	195	230
Repatriation & Travel	1,236	1,065
Victualling Expenses	1,716	1,930
Share of Joint Venture	199	280
	<u>23,606</u>	<u>22,834</u>
NOTE 25 : FINANCE COSTS		
Interest expenses		
Fixed Loans	19,486	19,795
On Others	6,472	5,636
Other borrowing costs	856	1,693
Share of Joint Venture	—	1
	<u>26,814</u>	<u>27,125</u>
NOTE 26 : DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortisation	24,377	29,134
Share of Joint Venture	12	12
	<u>24,389</u>	<u>29,146</u>
NOTE 27 : OTHER EXPENSES		
Fuel, Oil and Water	4,233	4,418
Port, Light and Canal Dues	1,380	719
Hire of chartered ships	111	871
Diving Services	1,912	2,503
Brokerage and Commission	813	614
Stores	879	1,175
Insurance & Protection Club Indemnity Fees	1,674	1,572
Vessel Manning Expenses	2,465	2,347
Communication Expenses	280	239
Rent, Rates & Taxes	454	1,275
Repairs and Maintenance – Buildings	40	49
Repairs and Maintenance – others	176	193
Insurance	106	101
Printing & Subscription Charges	34	48
Legal and professional charges	1,063	961
Bad debts and advances written off	—	127
Provision for doubtful debts and advances	—	100
Exchange Loss (net) (Refer Note 34)	8,376	807
Directors' fees	21	27
Auditor's Remuneration	67	39
Software Expenses	61	59
Travelling & Conveyance	447	392
Sundry Operating Expenses	1,810	1,748
Miscellaneous Expenses	807	1,203
Assets written off	1,301	602
Claim Settled	243	2,459
Share of Joint Venture	559	920
	<u>29,312</u>	<u>25,568</u>

NOTE 28 : Basis of Consolidation

- (i) The consolidated financial statements relate to GOL Offshore Limited, the holding Company, and its wholly owned subsidiaries and its jointly controlled entity (collectively referred to as the Group). The consolidation of the financial statements of the Company with its subsidiaries has been prepared in accordance with the requirements of Accounting Standard (AS) 21 'Consolidated Financial Statements' and the consolidation of its interest in joint ventures has been prepared in accordance with Accounting Standard (AS) 27 'Financial Reporting of Interests in Joint Ventures'. The financial statements of the parent and its subsidiaries are combined on a line by line basis and intra group balances, intra group transactions and unrealised profits or losses are fully eliminated. The Group's interest in the Joint Venture is accounted for using proportionate consolidation method. Separate line items are included to disclose the assets, liabilities, income and expenses of the jointly controlled entity.
- (ii) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the reporting date. Exchange gains / (losses) arising on conversion are recognised under Foreign Currency Translation Reserve.
- (iii) The excess of cost to the Group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognised as 'Goodwill (on Consolidation)' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the Group, it is recognised as Capital Reserve (on Consolidation)' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.
- (iv) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Group in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments.
- (v) On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.
- (vi) As per the agreement with the minority shareholders, only profit will be shared in the proportion of their holding and any loss on consolidation is to be 100% borne by the Group.
- (vii) The financial statements of the subsidiaries and jointly controlled entity used in the consolidation are drawn upto the same reporting date as that of the Company i.e. year ended March 31, 2014.

NOTE 29 : The subsidiary companies considered in the consolidated financial statements are:

Sr. No.	Name of the Company	Country of Incorporation	% of holding	
			Current Year	Previous Year
1	GOL Offshore Fujairah L.L.C.-FZE	U.A.E	100%	100%
2	Deep Water Services (India) Limited	India	100%	100%
3	Great Offshore (International) Limited	Cayman Islands	100%	100%
4	KEI-RSOS Maritime Limited	India	100%	100%
5	GOL Salvage Services Limited	India	100%	100%
6	GOL Ship Repairs Limited	India	100%	100%
7	Deep Water Services (International) Limited	Cayman Islands	100%	-
8	Glory Shipping Private Limited	Dubai	100%	100%
9	Great Offshore Germany GmbH	Germany	100%	100%
10	SGB EMSSUN GmbH & Co. KG	Germany	66.66%	66.66%
11	SGB EMSSKY GmbH & Co. KG	Germany	66.66%	66.66%
12	SGB EMSSTAR GmbH & Co. KG	Germany	99.53%	99.53%
13	Norwegian Shipping I Limited	Norway	100%	100%
14	Norwegian Shipping II Limited	Norway	100%	100%
15	Great Offshore International (Malaysia) Limited	Labuan Malaysia	100%	100%
16	Great Offshore International Manning & Ship Management (Labuan) Ltd.	Labuan Malaysia	100%	100%
17	GOL Offshore Marshall Islands Limited	Marshall Islands	100%	NA

NOTE 30 : The Group's interest in jointly controlled entity (incorporated Joint Venture) is:

Sr. No.	Name of the Company	Country of Incorporation	% of holding	
			Current Year	Previous Year
1	United Helicharters Private Limited	India	26%	26%

NOTE 31 : Contingent Liabilities

₹ in Lakhs

Sr. No.	Particulars	As at March 31, 2014	As at March 31, 2013
I	Contingent Liabilities		
(A)	Claims against the Company/disputed dues not acknowledged as debts		
	Customs Duty on Tug	356	306
	Sales Tax and Service tax demand on Charter hire payment	1,167	1,022
	Income Tax Demand	1,875	66
	Possible obligation in respect of matters under arbitration	4,690	4,594
	Others	662	88
(B)	Guarantees		
i	Guarantees given by banks including performance and bid bonds, counter guaranteed by the Company	14,647	7,531
ii	Show cause notice issued by Customs Authority for levy of custom duty	3,165	3,165
iii	Corporate Guarantees given to Customs Department	583	583
iv	Corporate Guarantees given to bank on behalf of subsidiary	72,938	76,886
(C)	Other Money for which the Company is Contingently Liable		
v	Letters of Credit Outstanding	–	18
II	Commitments		
	Estimated amount of Contracts remaining to be executed on Capital account and not provided for	201,573	261,264

NOTE 32

As on March 31, 2014, the company has investment in the equity / redeemable preference shares of its wholly owned subsidiary company KEI – RSOS Maritime Limited amounting to ₹ 18,863 lakhs (previous year ₹ 18,863 lakhs) and also a loan outstanding amounting to ₹ 3,502 lakhs (previous year ₹ 3,331 lakhs). The company has also issued bank guarantees to Indian Bank amounting to ₹ 14,168 lakhs (previous year ₹ 14,168 lakhs) against which outstanding facilities as on March 31, 2014 amount to ₹ 4,719 lakhs (previous year ₹ 6,327 lakhs). The said investment is strategic and long term in nature. The management is confident of turning around the company and as such, in the opinion of the management, no provision is considered necessary for depletion, if any, in value of investment and loans and advances given by the company due to losses suffered by that company.

NOTE 33 : Share Capital

The allotment of 63,380 equity shares (Previous year 63,380 equity shares) is under abeyance. These shares will be allotted upon the receipt of the order of the Special Court established under the Special Court (Trial of Offences relating to Transactions in Securities) Act, 1992 or such other authority as may be directed, from time to time. Transfers of an additional 10,153 equity shares (previous year 10,153 equity shares) have been kept in abeyance pursuant to Section 206A of the Companies Act, 1956 as their title is under legal dispute. These shares will be allotted as and when the dispute regarding their title is resolved. Accordingly in aggregate 73,533 (63,380 + 10,153) equity shares (Previous year 73,533 equity shares) have been kept in abeyance.

NOTE 34 : Hedge Reserve

- a) The Company has borrowings and the revenue streams in foreign currency, which provide an inherent hedge against foreign currency exchange rate fluctuations. Accordingly, the Company has adopted its

accounting policy with regard to recognition of exchange differences arising on translation of foreign currency borrowings by following an appropriate hedge accounting policy and applying the principle set out in AS-30 Financial Instruments: Recognition and Measurement. The objective of adopting Hedge Accounting is to ensure that gain or loss on the hedging instrument is recognised in the Profit and Loss Statement in the same period when Hedge items affects profit or loss. The Company has w.e.f. 1st April 2008 designated borrowings in foreign currency as Hedge instrument to hedge its foreign currency risk of its firm commitments and highly probable forecast transactions (of revenue streams) to be accounted as cash flow hedge. During the current year, the net incremental exchange difference on foreign currency borrowings and on rupee loans hedged in USD (referreed in (b) below) being derivative instruments aggregating to ₹ 9,008 Lakhs(Previous year ₹ 1,987 Lakhs) has been debited to Hedge Reserve Account, and cumulative amount as on 31st March 2014 is Debit of ₹ 36,493 Lakhs(Previous Year Debit of ₹ 27,485 Lakhs).

- b) The company recognises Mark to Market losses in respect of derivatives instruments like interest rate swaps as per the principles enunciated in Accounting Standard (AS)30 “Financial Instruments: Recognition and Measurement” and in accordance with the recommendation of the Institute of Chartered Accountants of India. Accordingly Mark to market (MTM) losses in respect of derivatives instruments like Interest Rate Swaps have been accounted in accordance with principle of hedge accounting and the MTM losses on such derivative instruments is recorded in the Hedge reserve account instead of recognising the same in the Profit and Loss Statement. Accordingly as at March 31, 2014, MTM loss on outstanding Interest Rate Swaps amounting to Rs. 12,491 Lakhs (Previous Year Rs. 11, 422 Lakhs) has been recognised in hedge reserves instead of debiting the same to the Profit and Loss Statement.

NOTE 35 : Unsecured Loans

This includes 400 nos 7.25% Unsecured Foreign Currency Bonds of USD 100,000 each aggregating to US \$ 40,000,000 listed on the Singapore Exchange Securities Trading Limited (SGX – ST) which were due for redemption in October, 2012. Since these could not be repaid on the due date and all efforts at extending the due date did not get the requisite approvals, the same together with applicable interest (Including penal interest) has been fully provided for and has been since paid in full to the extent approval has been received from the Reserve Bank of India (RBI). The net exchange loss in this regard upto the Balance Sheet date has also been recognised in the Profit and Loss Statement.

NOTE 36 : Inventories

Closing stock of stores and spares on board the vessels amounting to ₹ 5,873 lakhs (Previous year ₹ 5,496 lakhs) was determined by the management on the basis of inventory system implemented by the company w.e.f. January 1, 2012. The company has in place preset cyclical programme for physical verification of inventory on board the vessels. Auditors have relied upon the management certification for the valuation of stock of stores and spares on board the vessels.

NOTE 37 : Capital Work-in-progress

Capital Work in Progress includes ₹ 306,360 Lakhs relating to vessels under construction with various shipyards where the progress is very slow and is delayed much beyond the original dates of completion. The unpaid liability on this account is ₹ 57,572. Lakhs In view of the slow progress, interest and overhead expenses relating to such assets are not being capitalized where considered appropriate.

NOTE 38 : Going Concern

As stated in note nos. 5, 11 and 35 the company has not been able to service some of its borrowings on the original due dates. In respect of FCCBs, the company has since repaid the entire amount of principal and interest to the extent approved by the RBI and has thus made significant progress in settlement of its overdues. In respect of other loans and dues including instances where recovery proceedings have been initiated, the company is making all efforts for early settlement by taking various steps including i) more aggressive employment of its vessels and resources, ii) disposal of some assets including operating assets,iii) discharge of significant current liabilities.

The management is attempting to achieve this in the ensuing financial year. The company is also earning margins by carrying on its business in the normal course. Hence these accounts have been prepared on going concern assumption which is considered appropriate.

NOTE 39 : Current Liabilities

According to information available with the Company regarding the status of the suppliers, as defined under The Micro, Small and Medium Enterprises Development Act, 2006, amount overdue as on 31st March, 2014 to the Micro, Small and Medium enterprises on account of principal amount, together with interest for delayed payment under the Act, is ₹ 23 lakhs (Previous Year ₹ 28 lakhs).

NOTE 40 : The balances of Trade Receivables, Trade Payables and Loans & Advances are subject to confirmation.

NOTE 41 : Disclosures pursuant to Accounting Standard (AS) 15 (revised) "Employee Benefits"

- (a) Effective April 1, 2007 the Company adopted Accounting Standards 15 (Revised 2005) on "Employee Benefits" issued by ICAI.
- (b) The Company has recognised the following amounts in the Profit and Loss Statement for the year:

(A) Defined Contribution Plans: ₹ in Lakhs

	For the year ended March 31, 2014	For the year ended March 31, 2013
Contribution to Employees Provident Fund	144.53	154.23
Contribution to Employees Superannuation Fund	52.49	51.55
Contribution to Employees Pension Scheme 1995	3.49	3.83
Contribution to Seamen's Provident Fund	31.58	34.10
Contribution to Seamen's Annuity Fund	83.07	86.16
Contribution to Seamen's Gratuity Fund	68.22	57.68

(B) Defined Benefit Plans:

Valuations in respect of Gratuity, Pension Plan for employees, Leave Encashment have been carried out by an independent actuary, as at the Balance Sheet date on Projected Unit Credit method, based on the following assumptions:

Actuarial Assumptions for the year	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
(a) Discount Rate (p.a.)	8%	8%	8%	8%
(b) Rate of Return on Plan Assets	8%	8%	–	–
(c) Salary Escalation rate	5%	5%	5%	5%
(d) Mortality	IALM (2006–08) ULT	LIC (1994–96) ULT	IALM (2006–08) ULT	LIC (1994–96) ULT
(e) Mortality	–	–	–	–
(f) Expected average remaining service	3.54	4.14	2.09	4.11

(i) Change in Benefit Obligation ₹ in Lakhs

Actuarial Assumptions for the year	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
Liability at the beginning of the year	828.26	851.69	27.37	26.81
Interest Cost	60.92	61.85	2.19	2.14
Current Service Cost	90.10	103.73	37.60	71.01
Benefits Paid	(133.54)	(157.05)	–	–
Short Term Compensated Absence Liability	–	–	193.40	170.75
Actuarial (gain)/loss on obligations	(73.38)	(31.97)	(31.04)	(72.59)
Liability at the end of the year	772.36	828.26	229.52	198.12

(ii) Fair value of Plan Assets

₹ in Lakhs

Actuarial Assumptions for the year	Gratuity	
	Current Year	Previous Year
Fair Value of Plan Assets at the beginning of the year	763.42	768.29
Expected Return on Plan Assets	58.33	58.52
Contributions	64.84	83.40
Benefits Paid	(133.54)	(157.05)
Actuarial gain/(loss) on Plan Assets	(3.27)	10.26
Fair Value of Plan Assets at the end of the year	749.78	763.42

(iii) Actual Return on Plan Assets

₹ in Lakhs

Actuarial Assumptions for the year	Gratuity	
	Current Year	Previous Year
Expected Return on Plan Assets	58.33	58.52
Actuarial gain/(loss) on Plan Assets	(3.27)	10.26
Actual Return on Plan Assets	55.06	68.78

(iv) Amount Recognised in the Balance Sheet

₹ in Lakhs

Actuarial Assumptions for the year	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
Liability at the end of the year	772.36	828.26	229.52	198.12
Fair Value of Plan Assets at the end of the year	749.78	763.42	–	–
Difference	(22.58)	(64.84)	(229.52)	(198.12)
Amount recognised in the Balance Sheet	(22.58)	(64.84)	(229.52)	(198.12)

(v) Expenses recognised in the Statement of Profit & Loss Account

₹ in Lakhs

Actuarial Assumptions for the year	Gratuity		Leave Encashment	
	Current Year	Previous Year	Current Year	Previous Year
Current Service Cost	90.10	103.73	37.60	71.01
Interest Cost	60.92	61.85	2.19	2.14
Expected Return on Plan Assets	(58.33)	(58.52)	-	-
Net Actuarial (Gain)/loss to be recognised	(70.11)	(42.22)	(31.04)	(72.59)
Expenses recognised in Profit and Loss Statement	22.58	64.84	8.75	0.56

(vi) Disclosure of Gratuity for the previous five years – pursuant to requirement of Accounting Standard

₹ in Lakhs

	Gratuity				
	2013–14	2012–13	2011–12	2010–11	2009–10
Present Value of Obligations at the end of the year	772.36	828.26	851.69	839.16	573.25
Fair Value of Plan Assets at the end of the year	749.78	763.42	768.29	583.74	623.59
Net Present Value of the Obligation recognised as Assets/ (Liability) in the Balance Sheet	(22.58)	(64.84)	(83.40)	(255.42)	50.34

(vii) Basis used to determine expected rate of return on assets

Expected rate of return on investments is determined based on the assessment made by the Company at the beginning of the year on the return expected on its existing portfolio since these are generally held to maturity, along with the estimated incremental investments to be made during the year.

(viii) General description of significant defined plans

Gratuity Plan

Gratuity is payable to all eligible employees of the Company on superannuation, death, permanent disablement and resignation in terms of the provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Leave Encashment

Eligible employees can carry forward and encash leave upto superannuation, death, permanent disablement and resignation subject to maximum accumulation allow @ 90 days for employees. The Leave over and above 90 days is lapse every year. Benefit would be at the time of separation based on the last drawn basic salary.

NOTE 42 : Leases

- (a) The Group has taken office and staff quarters under cancellable operating lease.
- (b) The Group has taken helicopters under non cancellable operating lease, the future minimum lease payments in respect of which are as under :

₹ in Lakhs

	Particulars	As on March 31, 2014	As on March 31, 2013
(i)	Not later than one year	440	345
(ii)	Later than one year and not later than five years.	551	1,537
(iii)	Later than five years.	—	509

- (c) The lease rentals in respect of operating lease charged to the Profit and Loss statement is ₹ 316 Lakhs (Previous Year ₹ 512 Lakhs)
- (d) The lease rentals provide an option to the Company to renew the lease at the end of the lease period. There are no exceptional / restrictive covenants in the lease agreements.

NOTE 43 : Hedging Contracts

(a) Interest Rate Swap Contracts

₹ in Lakhs

	Current Year	Previous Year
Total No. of Contracts	5	6
Principal Notional Amount (US Dollar Million)	69.43	95.62
Maturity Period	Upto 7 years	Upto 7 years

(b) Unhedged Foreign Currency Exposure

Amount in Foreign Currency in Lakhs

	As at March 31, 2014	As at March 31, 2013
(i) Loans Liabilities and Payables		
(a) US Dollars	3,084	2,018
(b) Euros	2	2
(c) Arab Emirates Dinars	3	4
(d) Japanese Yen	53	135
(e) Great Britain Pounds	5	2
(f) Norwegian Kroners	2	8
(g) Singapore Dollars	8	38
(h) Malaysian Ringgit	—	1
(i) Swedish Kroners	4	4
(j) Brazilian Real	16	4
(k) Saudi Riyals	1	—

(ii) Cash/ bank and receivables		
(a) US Dollars	503	346
(b) Brazilian Real	–	7
(c) Euros	3	–
(d) Great Britain Ponds	10	2

NOTE 44 : Segment reporting

The Company is mainly engaged in offshore business and there are no separate reportable segments as per Accounting Standards (AS) 17.

NOTE 45 Related Party Disclosures

(i) List of Related Parties

1 Key Management Personnel :

Mr. P.C.Kapoor – Executive Director
Mr. Vijay Kumar – Executive Director

2 Enterprises over which Key Management Personnel Exercise Significant Influence :

Bharati Shipyard Limited
Pinky Shipyard Pvt Ltd
Bharati Maritime Services Pvt Ltd
Harsha Infrastructure Pvt Ltd
Sea Splice Shipping Pvt Ltd
Port Side Shipping Pvt Ltd
Dhanshree Properties Pvt Ltd
Natural Power Ventures Pvt Ltd

3 Relatives of Key Managerial Personnel

Ms. Sukriti Kumar

(ii) CONSOLIDATED RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED MARCH,2014 ₹ in Lakhs

Nature of Transaction	Enterprise Over which Key Management Personnel exercise significant influence		Key Management Personnel		Relatives of Key Managerial Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Charter Hire Income								
Bharati Shipyard Limited	–	553	–	–	–	–	–	553
Interest Expense								
Pinky Shipyard Pvt Ltd	201	128	–	–	–	–	201	128
Bharati Maritime Services Pvt Ltd	1	1	–	–	–	–	1	1
Harsha Infrastructure Pvt Ltd	–	29	–	–	–	–	–	29
Sea Splice Shipping Pvt Ltd	13	13	–	–	–	–	13	13
Port Side Shipping Pvt Ltd	30	30	–	–	–	–	30	30
Dhanshree Properties Pvt Ltd	11	5	–	–	–	–	11	5
Natural Power Ventures Pvt Ltd	15	9	–	–	–	–	15	9
Repairs and Dry Dock								
Bharati Shipyard Limited	706	–	–	–	–	–	706	–
Fuel, Lubes, Stores and Consumables Expenses								
Bharati Shipyard Limited	13	53	–	–	–	–	13	53
Remuneration								
Mr. P.C. Kapoor	–	–	139	139	–	–	139	139
Mr. Vijay Kumar	–	–	139	139	–	–	139	139
Ms. Sukriti Kumar	–	–	–	–	33	30	33	30
Dividend Paid								
Dhanshree Properties Pvt Ltd	–	121	–	–	–	–	–	121
Natural Power Ventures Pvt Ltd	–	342	–	–	–	–	–	342

NOTES FORMING PART OF THE FINANCIAL STATEMENTS



Nature of Transaction	Enterprise Over which Key Management Personnel exercise significant influence		Key Management Personnel		Relatives of Key Managerial Personnel		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
<u>Loan Received</u>								
Dhanshree Properties Pvt Ltd	–	120	–	–	–	–	–	120
Natural Power Ventures Pvt Ltd	–	342	–	–	–	–	–	342
Mr. P.C.Kapoor	–	–	–	29	–	–	–	29
Mr. Vijay Kumar	–	–	–	204	–	–	–	204
<u>Inter Corporate Deposit Received</u>								
Pinky Shipyard Pvt Ltd	527	900	–	–	–	–	527	900
<u>Repayment of Inter Corporate Deposit Received</u>								
Bharati Maritime Services Pvt Ltd	13	–	–	–	–	–	13	–
Harsha Infrastructure Pvt Ltd	–	1,093	–	–	–	–	–	1,093
Pinky Shipyard Pvt Ltd	37	–	–	–	–	–	37	–
<u>Contract for Vessel</u>								
Bharati Shipyard Limited	–	42,240	–	–	–	–	–	42,240
Pinky Shipyard Pvt Ltd	–	23,435	–	–	–	–	–	23,435
<u>Return of Advance upon cancellation of contract</u>								
Bharati Shipyard Limited	–	92,435	–	–	–	–	–	92,435
<u>Expenses incurred on behalf of</u>								
Bharati Shipyard Limited	10	–	–	–	–	–	10	–
<u>Outstanding Balance as on 31.03.14</u>								
<u>Trade Receivable</u>								
Bharati Shipyard Limited	72	43	–	–	–	–	72	43
<u>Trade Payable</u>								
Bharati Shipyard Limited	609	40	–	–	–	–	609	40
<u>Payment for vessel outstanding</u>								
Bharati Shipyard Limited	46,936	46,936	–	–	–	–	46,936	46,936
Pinky Shipyard Pvt Ltd	7,754	7,754	–	–	–	–	7,754	7,754
<u>Inter Corporate Deposit Payable</u>								
Pinky Shipyard Pvt Ltd	2,605	2,115	–	–	–	–	2,605	2,115
Bharati Maritime Services Pvt Ltd	–	13	–	–	–	–	–	13
Harsha Infrastructure Pvt Ltd	2	2	–	–	–	–	2	2
Sea Splice Shipping Pvt Ltd	143	143	–	–	–	–	143	143
Port Side Shipping Pvt Ltd	332	332	–	–	–	–	332	332
<u>Interest Payable</u>								
Pinky Shipyard Pvt Ltd	361	160	–	–	–	–	361	160
Bharati Maritime Services Pvt Ltd	18	17	–	–	–	–	18	17
Harsha Infrastructure Pvt Ltd	59	58	–	–	–	–	59	58
Sea Splice Shipping Pvt Ltd	29	16	–	–	–	–	29	16
Port Side Shipping Pvt Ltd	68	38	–	–	–	–	68	38
Dhanshree Properties Pvt Ltd	16	5	–	–	–	–	16	5
Natural Power Ventures Pvt Ltd	24	9	–	–	–	–	24	9
<u>Remuneration Payable</u>								
Mr. P.C. Kapoor	–	–	12	124	–	–	12	124
Mr. Vijay Kumar	–	–	12	124	–	–	12	124
Ms. Sukriti Kumar	–	–	–	–	3	–	3	–

Note : Figures relating to Bharati Shipyard Ltd. and Pinky Shipyard Private Ltd are subject to confirmation and reconciliation .

NOTE 46 : Interest in Joint Venture

The Company has a joint venture interest in United Helicharters Pvt. Ltd. (a company incorporated in India) and its proportionate share in the assets, liabilities, income and expenses of the jointly controlled entity, based on the unaudited management accounts drawn up to March 31, 2014, is as under :

Percentage of ownership interest as at March 31, 2014 – 26%

₹ in Lakhs

As at March 31, 2014		Year Ended March 31, 2014	
Assets	816	Income	608
Liability	760	Expenditure	771

As at March 31, 2013		Year Ended March 31, 2013	
Assets	829	Income	1,395
Liability	630	Expenditure	1,211

NOTE 47 : Basic and Diluted earnings per share

₹ in Lakhs

Particulars	Current Year	Previous Year
(a) Net Profit after tax available for Equity Shareholders	(6,763)	(2,607)
(b) Weighted average number of Equity shares outstanding at the end of the year	37,240,061	37,232,649
(c) Face value of Equity Share	10	10
(d) Earnings per share –Basic and Diluted	(18.16)	(7.00)

NOTE 48 : Disclosures on foreign currency expenses and earnings

₹ in Lakhs

	Current Year	Previous Year
(i) Value of imports (on CIF basis)		
(a) Capital goods – Special Survey	2,890	8183
(ii) Expenditure in foreign currency		
(a) Professional charges	40	210
(b) Interest	9807	3,348
(c) Fuel	243	1,622
(d) Insurance	630	494
(e) Repairs & Maintenance	2,684	2,416
(f) Project Expenses	37	190
(g) Repatriation	261	148
(h) Vessel Manning Expenses	2,854	755
(i) Victualling	232	223
(j) Stores	806	229
(k) Rent	57	–
(l) Others	5,425	4,867
(iii) Remittance in foreign currency on account of dividend:	Nil	Nil
(iv) Earnings in foreign exchange		
(a) Charter Hire	99,917	63,966
(b) Contract Revenue	1,137	222
(c) Other Income (Sale of Vessel)	11,700	12,770
(d) Interest Income	269	267

NOTE 49

Previous year's figures have been regrouped/recasted/restated wherever necessary.

Statement / Details relating to Subsidiary Companies pursuant to exemption under Section 212 of the Companies Act, 1956 ₹ in Lakhs

Name Of Subsidiary	GOL Offshore Fujairah LLC – FZE	Deep-water Services (India) Ltd	Great Offshore (International) Ltd	KEI-RSOS Maritime Ltd	GOL Salvage Services Ltd	GOL-Offshore Ship Repairs Ltd	Glory Shipping Pvt. Ltd (Dubai)	Great Offshore Germany GmbH	SGE Emmsun GmbH & Co. KG (Germany)	SGE Emmsky GmbH & Co. KG (Germany)	SGE Emmsstar GmbH & Co. KG (Germany)	Norwegian Shipping I Ltd	Norwegian Shipping II Ltd	Great Offshore Intl. (Malaysia) Ltd	Great Offshore International Manning & Ship Management (Labuan) Ltd	Deep Water Services (Intl.) Ltd	GOL Offshore Marshall Islands Limited
a Capital	90	5	180	481	28	5	1	21	1,736	1,736	1	1	1	1,019	1	1	-
b Reserves	(437)	10,480	25,251	(1,582)	246	36	(40)	(6,956)	(5,156)	(5,728)	(66)	(6,686)	(1,027)	730	21	(1)	-
c Total Assets	117,116	19,049	131,623	16,649	688	538	10,193	5	4,956	4,704	106	30,655	17,328	10,278	154	-	-
d Total Liabilities	117,116	19,049	131,623	16,649	688	538	10,193	5	4,956	4,704	106	30,655	17,328	10,278	154	-	-
e Investments (Excluding Investment in subsidiaries)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
f Turnover	-	13,583	-	5,321	286	290	-	-	1,874	1,724	-	-	-	1,533	482	-	-
g Profit / (Loss) before taxation	(182)	40	(93)	(1,532)	(324)	3	(1)	(1,190)	(208)	(702)	(13)	(737)	(6)	734	21	-	-
h Provision for taxation	-	120	-	181	(9)	1	-	-	-	-	-	-	-	4	-	-	-
i Profit / (Loss) after taxation	(182)	(80)	(93)	(1,713)	(315)	2	(1)	(1,190)	(208)	(702)	(13)	(737)	(6)	730	21	-	-
j Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Converted into Indian Rupees at the Exchange Rate 1 USD = Rs.59.92, 1 Euro = Rs.82.27.

FINANCIAL HIGHLIGHTS (STAND ALONE)

₹ in Lakhs

Financial Year	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
Profit & Loss A/c									
Revenues	34,974	54,465	75,031	95,282	101,349	86,267	89,445	102,828	109,904
Earning Before Interest, Depreciation & Tax (EBIDT)	15,604	26,841	38,439	42,472	43,328	42,350	46,298	49,563	55,576
Interest	1,643	3,596	6,551	8,856	10,879	13,081	17,657	20,877	21,659
Depreciation	4,218	6,967	9,853	10,026	13,227	18,348	17,215	17,941	18,176
Profit Before Tax (PBT)	9,743	16,278	22,035	23,590	19,222	10,921	11,426	10,745	15,741
Provision for Taxation	563	2,136	1,714	2,480	1,760	751	3,992	4,678	3,572
Profit After Tax (PAT)	9,180	14,142	20,321	21,110	17,462	10,170	7,434	6,067	12,169
Balance Sheet									
What the Company owned									
Fixed Assets	78,026	128,866	139,007	219,397	294,645	298,307	286,609	234,957	222,253
Investments	128	128	1,331	14,647	14,647	14,652	19,652	19,653	19,653
Net Current Assets	10,881	7,733	40,911	28,863	25,455	93,040	79,206	109,282	117,360
Deferred Taxation (Net)	-	216	562	691	-	-	-	-	-
Capital Employed	89,035	136,943	181,811	263,598	334,747	405,999	385,467	363,892	359,266
[A] What the Company owed									
Loans	37,316	74,656	93,014	194,335	231,547	291,384	288,406	261,920	255,048
Deferred Taxation (Net)	118	-	-	-	249	905	2,765	3,595	2,680
Sub Total (A)	37,434	74,656	93,014	194,335	231,796	292,289	291,171	265,515	257,728
[B] Shareholders' Funds									
Equity Share Capital	5	3,812	3,812	3,714	3,723	3,723	3,723	3,724	3,724
Preference Share Capital	-	-	15,000	-	-	-	-	-	-
Share Capital Suspense Account	3,807	-	-	-	-	-	-	-	-
Reserves & Surplus	47,814	58,479	69,985	65,549	99,228	109,987	90,573	94,653	97,814
Misc. Expd. (to the extent not w/off)	(25)	(4)	-	-	-	-	-	-	-
Sub Total (B)	51,601	62,287	88,797	69,263	102,951	113,710	94,296	98,377	101,538
Capital Employed (A)+(B)	89,035	136,943	181,811	263,598	334,747	405,999	385,467	363,892	359,266
Return Ratios									
Earning Per Share (in ₹)	24.09	37.10	53.31	52.20	46.97	27.32	19.97	16.30	32.68
Cash Earning Per Share (in ₹)	35.16	55.38	79.16	83.20	82.54	76.60	66.20	64.48	81.48
Dividend Per Share (in ₹)	5.10*	8.00	16.00	2.50	2.50	2.50	2.50	-	-
Dividend Payout Ratio (%)	24.17	24.59	35.11	5.14	5.32	9.15	12.52	-	-
Return on Average Networth (%)	10.31	18.69	29.86	29.51	20.28	9.39	7.15	6.30	12.17
Return on Average Capital Employed (%)	12.15	15.0	16.86	13.46	9.47	6.28	6.34	7.19	9.36

* Proportionate payment paid on reduced capital post demerger from The Great Eastern Shipping Company Limited.

REVENUE STATEMENT (CONSOLIDATED)

(\$ million)

	2005-06 ^	2006-07 ^^	2007-08 ^^^	2008-09 ^^^^^	2009-10 ^^^^^^	2010-11 ^^^^^^	2011-12 ^^^^^^	2012-13 ^^^^^^	2013-14 ^^^^^^
Operating Income	87.81	128.43	184.63	236.81	244.68	208.23	185.82	183.21	185.32
Operating EBIDTA	37.27	59.83	95.52	118.55	106.08	89.14	75.92	75.56	75.00
Operating Margin %	42.10	45.90	47.00	47.00	43.00	43.00	40.86	41.24	40.47
Other Income	0.70	1.97	13.73	12.75	1.47	2.01	5.50	12.52	5.15
Depreciation	10.15	15.67	24.39	25.14	29.57	43.72	42.50	53.79	45.01
Interest	3.92	7.97	16.93	23.33	24.42	35.28	52.06	48.95	49.49
PBT	23.20	36.18	54.20	70.07	52.09	10.14	2.74	0.72	(5.34)
PAT	21.94	32.08	49.91	59.78	42.20	5.77	(7.85)	(4.81)	(12.48)
Margin %	24.79%	24.60%	24.61%	23.95%	17.14%	2.75%	-3.79%	-2.28%	-6.55%
Average Exchange rate (for the year)	^ \$: ₹44.24	^^ \$: ₹45.25	^^^ \$: ₹40.40	^^^^ \$: ₹45.65	^^^^^ \$: ₹47.64	^^^^^^ \$: ₹45.47	^^^^^^^ \$: ₹47.51	^^^^^^^^ \$: ₹54.18	^^^^^^^^^ \$: ₹60.70

Offshore Fleet

Category	Total	Type	Vessel Name	Year Built
DRILLING VESSELS	2		Badrinath	1973
			Kedarnath	1975
OFFSHORE SUPPORT VESSELS	23	Platform Supply Vessels	Malaviya Sixteen	2002
			Malaviya Eighteen	2002
			Malaviya Twenty	2004
			Malaviya Twenty Four	2005
			Malaviya Twenty Nine	2006
			Malaviya Thirty	2006
			Malaviya Seven	1994
		Anchor Handling Tug Supply Vessels	Malaviya One	1983
			Malaviya Two	1983
			Malaviya Three	1984
			Malaviya Four	1984
			Malaviya Five	1982
			Malaviya Ten	1999
			Malaviya Twenty Three	2007
			Malaviya Twenty Eight	2006
			Malaviya Nine	2008
		Fire Fighting Supply Vessels	Malaviya Twenty Five	2006
			Malaviya Twenty Seven	2006
		Multi Support Vessel	Malaviya Thirty Six	1987
		Anchor Handling Tugs	Gal Beaufort Sea	1982
			Gal Ross Sea	1982
			Sangita	1994
			Bharati-S	1982
HARBOUR TUGS	12		Anasuya	1997
			Rishabh	1985
			Malini	1987
			Jyotsna S.	1989
			Kanti	1998
			Kumari Tarini	1998
			Sudhir Mulji	1998
			Vahbiz	1999
			Ananya	2000
			Purnima	2000
			Birsingha	2001
			Polaris	2009
CONSTRUCTION AND ACCOMODATION BARGES	2		Gal Constructor	1978
			Gal Installer	1994 (Major refit in 2010)
FLOATING DRY DOCK	1		Great Offshore FD-1	1984
HEAVY LOAD CARRIER	1		Malaviya Thirty Three	1978
TOTAL	41			



GOL OFFSHORE

GOL OFFSHORE LIMITED

Corporate Identification No. (CIN) – L11200MH2005PLC154793

Registered Office: Energy House, 81, Dr. D. N. Road, Mumbai 400 001.

Tel: +91 22 6635 2222 Fax: 91 22 2267 3993 Email: info@goloffshore.com

Website: www.goloffshore.com

PROXY FORM

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

Name(s) of the Member(s)	:	
Registered address	:	
E-mail Id	:	
Folio no./ Client Id / DP Id	:	
No of shares	:	

I/ We being the member (s) of the above named company, hereby appoint:

1.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

or failing him / her

2.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

or failing him / her

3.	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	

as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 9th Annual General Meeting of the Company, to be held on Thursday, August 14, 2014 at 11.30 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Orion House, 6th Floor, 12, K. Dubhash Marg, Kaala Ghoda, Mumbai-400 001 and at any adjournment/ adjournments thereof in respect of resolutions are indicated below.

Tear here

* I wish my above proxy to vote in the manner indicated in the below table.

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of the Audited Financial Statements, Report of the Board of Directors and Auditors thereon, for the financial year ended on March 31, 2014.		
2.	To appoint a Director in place of Shri Vijay Kumar, who retires by rotation and being eligible offers himself for re-appointment,		
3.	Appointment of M/s. Varma & Varma and M/s. Motilal & Associates, Chartered Accountants as joint statutory auditors of the Company, for a period of three years and to fix their remuneration.		
Special Business			
4.	Appointment of Shri Mahesh Prasad Mehrotra as an Independent Director for a period of five years w.e.f. February 12, 2014.		
5.	Appointment of Dr. Ram Nath Sharma as an Independent Director for a period of five years w.e.f. the ensuing AGM.		
6.	Appointment of Shri Vinesh Davda as an Independent Director for a period of five years w.e.f. the ensuing AGM.		
7.	Approval under section 180 (1) (c) of the Companies Act, 2013 for borrowing upto ₹ 5000 Crores over and above the aggregate of the paid up share capital and free reserves of the company.		
8.	Approval under section 180 (1) (a) of the Companies Act, 2013 for providing Assets/Properties of the Company, as a security to the lenders, within the overall ceiling prescribed by the members, in terms of section 180(1)(c) of the Companies Act, 2013.		
9.	Adoption of new Articles of Association.		

Signed this day of 2014.

.....
Signature of the proxy holder(s)

.....
Signature of the member

Affix ₹ 1
Revenue
Stamp

Notes:

1. The instrument of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. * It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she deems appropriate.



GOL OFFSHORE

GOL OFFSHORE LIMITED

Corporate Identification No. (CIN) – L11200MH2005PLC154793

Registered Office: Energy House, 81, Dr. D. N. Road, Mumbai 400 001.

Tel: +91 22 6635 2222 **Fax:** 91 22 2267 3993 **Email:** info@goloffshore.com **Website:** www.goloffshore.com

BALLOT FORM

1. Name and Registered Address: :
of the Sole / First named
Shareholder

2. Name(s) of the Joint Holder(s) (if :
any)

3. Registered Folio No. / DP ID No. :
and Client ID No.

4. Number of Share(s) held :

I/ WE hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 9th Annual General Meeting (AGM) of the Company to be held on Thursday, August 14, 2014, by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Resolution	No of shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Adoption of the Audited Financial Statements, Report of the Board of Directors and Auditors thereon, for the financial year ended on March 31, 2014.			
2.	To appoint a Director in place of Shri Vijay Kumar, who retires by rotation and being eligible offers himself for re-appointment,			
3.	Appointment of M/s. Varma & Varma and M/s. Motilal & Associates, Chartered Accountants as joint statutory auditors of the Company, for a period of three years and to fix their remuneration.			
4.	Appointment of Shri Mahesh Prasad Mehrotra as an Independent Director for a period of five years w.e.f. February 12, 2014.			
5.	Appointment of Dr. Ram Nath Sharma as an Independent Director for a period of five years w.e.f. the ensuing AGM.			
6.	Appointment of Shri Vinesh Davda as an Independent Director for a period of five years w.e.f. the ensuing AGM.			
7.	Approval under section 180 (1) (c) of the Companies Act, 2013 for borrowing upto ₹ 5000 Crores over and above the aggregate of the paid up share capital and free reserves of the company.			
8.	Approval under section 180 (1) (a) of the Companies Act, 2013 for providing Assets/Properties of the Company, as a security to the lenders, within the overall ceiling prescribed by the members, in terms of section 180(1)(c) of the Companies Act, 2013.			
9.	Adoption of new Articles of Association.			

Place :

Date :

.....
(Signature of the shareholder)

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting through Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

1. Please complete and sign the Ballot Form and send it to the Scrutinizer Mr. Dinesh Kumar Deora, C/o. GOL Offshore Limited, Energy House, 81, Dr. D. N. Road, Mumbai.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of the Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through Proxy.
3. In case the shares are held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
4. Votes should be in case of each resolution, either in favour or against by putting the (✓) tick mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company as on July 04, 2014 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on August 8, 2014. Ballot Forms received after 6.00 p.m. on August 8, 2014 will not be considered.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website www.goloffshore.com and on the website of National Securities Depository Ltd within two days of the passing of the Resolutions at the AGM of the Company and communicated to the Stock Exchanges, where the shares of the Company are listed.

Important Communication to Shareholders

The Ministry of Corporate Affairs, Government of India (MCA) has taken “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies. The MCA through its circular dated April 21, 2011 and April 29, 2011 has allowed the companies to send documents to their shareholders electronically.

GOL Offshore is concerned about the environment and utilizes natural resources in a sustainable way. Recognizing the spirit of the circulars issued by the MCA and to support this Green Initiative, we propose to send documents like the Notice convening the general meetings, financial statements, Directors’ Report, Auditors’ Report, etc to the email address provided by you / registered with your depository or with the Company / Share Transfer Agent (RTA).

We request you to kindly register / update email address with your Depository Participant (DP) / Depository and in case of shares in physical form, with the Company / RTA by sending a request at investor_services@goloffshore.com, mentioning folio number, name (same as appears on share certificate) and contact details.

Physical copy of aforesaid documents will be provided upon receipt of request from shareholders free of cost. Further, the documents being sent to members of the Company from time to time shall be posted on the Company’s website www.goloffshore.com.



GOL OFFSHORE

GOL OFFSHORE LIMITED

(Formerly known as Great Offshore Limited)

Corporate Identification No. (CIN) – L11200MH2005PLC154793

Registered Office: Energy House, 81, Dr. D. N. Road, Mumbai 400 001.

Tel: +91 22 6635 2222 Fax: 91 22 2267 3993 Email: info@goloffshore.com Website: www.goloffshore.com

ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

--

I hereby record my presence at the **9th ANNUAL GENERAL MEETING** of the Company on Thursday, August 14, 2014 at 11.30 a.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, 12, K. Dubhash Marg, Kaala Ghoda, Mumbai-400 001.

.....
Name of the Member / Proxy

.....
Signature of the Member / Proxy

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN



GOL OFFSHORE LIMITED

Registered Office:

Energy House, 81, Dr. D. N. Road, Mumbai – 400 001

Tel No: + 91 22 6635 2222

Fax no. + 91 22 2267 3993

CIN NO : L11200MH2005PLC154793

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