MMG™

SEAMEC LIMITED

ANNUAL REPORT 2017-18

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MEMBER OF THE MMG™

THIRTY FIRST ANNUAL REPORT 2017 - 2018

BOARD OF DIRECTORS
Mr. Sanjeev Agrawal, Chairman
Mr. Surinder Singh Kohli
Mr. Amarjit Singh Soni
Ms. Seema Modi
Mr. Mahesh Prasad Mehrotra
Mr. Naveen Mohta
Mr. Subrat Das

BOARD COMMITTEE
Audit Committee
Mr. Mahesh Prasad Mehrotra, Chairman
Mr. Amarjit Singh Soni
Mr. Surinder Singh Kohli
Ms. Seema Modi

Stakeholders Relationship Committee
Ms. Seema Modi, Chairperson
Mr. Sanjeev Agrawal
Mr. Naveen Mohta

Nomination & Remuneration Committee
Mr. Surinder Singh Kohli, Chairman
Mr. Amarjit Singh Soni
Ms. Seema Modi

Corporate Social Responsibility Committee
Mr. Sanjeev Agrawal, Chairman
Ms. Seema Modi

Core Committee
Mr. Anant Agrawal
Mr. Naveen Mohta
Mr. Subrat Das
Mr. S. N. Mohanty
Mr. Virendra Kumar Gupta
Mr. Rajeev Goel

PRESIDENT & CHIEF FINANCIAL OFFICER
Mr. Virendra Kumar Gupta

Auditors
T.R Chadha & Co LLP
Chartered Accountants
502, Marathon Icon, Off.
Ganpatrao Kadam Marg,
Opp Peninsula Corporate Park, Lower Parel,
Mumbai – 400 013

BANKERS
IDBI Bank Limited
Punjab National Bank

REGISTRARS & SHARE TRANSFER AGENTS
C B Management Services (P) Ltd.
P-22, Bondel Road, 2nd Floor, Kolkata 700 019
Tel : (033) 4011 6700 / 6711 / 6723
Fax : (033) 4011 6739
Email : rta@cbmsl.com

REGISTERED & CORPORATE OFFICE
A - 901 - 905, 9th Floor,
215 Atrium, Andheri Kurla Road,
Andheri East, Mumbai - 400 093.
Tel : (022) 6694 1800
Fax : (022) 6694 1818
Email : seamec@bom5.vsnl.net.in / contact@seamec.in
Website : www.seamec.in
CIN : L63032MH1986PLC154910

PRESIDENT - CORPORATE AFFAIRS, LEGAL & COMPANY SECRETARY
Mr. S. N. Mohanty

LISTING ON THE STOCK EXCHANGES

The Company 's shares are listed on :

1. Bombay Stock Exchange Limited
   1st Floor, Rotunda Building
   Phiroze Jeejeebhoy Towers
   Dalal Street, Mumbai - 400 001

2 National Stock Exchange of India Limited
   Exchange Plaza
   Bandra - Kurla Complex
   Bandra (E), Mumbai 400 051

ATTENTION
ALL SHAREHOLDERS

Present address of the Registered Office of the Company is at:
A - 901 - 905, 9th Floor, 215 Atrium, Andheri Kurla Road,
Andheri East, Mumbai - 400 093.
Tel : (022) 6694 1800
Fax : (022) 6694 1818
Email : seamec@bom5.vsnl.net.in/contact@seamec.in
Website : www.seamec.in

All Communications, pertaining to shares, should be made
either to the Company's Registered Office
at the above address OR to the
Registrar & Share Transfer Agents (RTA) :

C B Management Services (P) Ltd.
P-22, Bondel Road, 2nd Floor, Kolkata 700 019
Tel: (033) 4011 6700 I 6711 I 6723 Fax : (033) 4011 6739
E-mail: rta@cbmsl.com

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the Thirty First Annual General Meeting of SEAMEC LIMITED will be held on Wednesday, the 26th day of September, 2018 at 4.30 P.M. at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai – 400 059 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the:

    a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon; and

    b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Sanjeev Agrawal (DIN: 00282059) who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

3. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Naveen Mohta (DIN: 07027180), who was appointed as an Additional Director of the Company w.e.f. 14th November, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation."

4. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION:**

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such sanctions as may be necessary, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Naveen Mohta (DIN: 07027180) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 14th November, 2017 upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment as aforesaid, Mr. Naveen Mohta shall be entitled to the minimum remuneration by way of salary, perquisites and allowances, as set out in the statement annexed to the notice convening the meeting, not exceeding the overall ceiling of the total managerial remuneration as specified in Section 197 of the Act or such other limits as maybe prescribed from time to time".

5. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Subrat Das (DIN: 07105815), who was appointed as an Additional Director of the Company w.e.f. 14th November, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation."

6. To consider, and if thought fit, to pass the following resolution which is proposed as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from ₹ 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 100,00,00,000 (Rupees One

Hundred Crores Only) by creation of new Preference Shares of ₹ 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Preference shares of ₹ 10 (Rupees Ten) each."

7. To consider and, if thought fit, to pass, the following resolution which is proposed as a **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by substituting the same with the following:-

" V. 'The Authorised Share Capital of the Company is ₹ 100,00,00,000 (Rupees One Hundred Cores Only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹ 10 (Rupees Ten) each and 5,00,00,000 (Five Crore) Preference Shares of ₹10 (Rupees Ten) each."

Registered Office :
A-901-905, 9th Floor,
215 Atrium,
Andheri Kurla Road,
Andheri (East)
Mumbai – 400 093

Dated: 13th August, 2018

By order of the Board

S. N. Mohanty
President – Corporate Affairs,
Legal and Company Secretary

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and the proxy need not be a member of the Company. The proxy form duly completed and signed should be lodged with the Company at its Registered Office at least 48 hours before the time of the meeting. As per Secretarial Standards-2, the proxy should carry a valid Photo-Id card to the AGM venue.**

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such person shall not act as a Proxy for any other Member. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive).

3. In pursuance of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, the relevant details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.

4. Members desirous of obtaining any information regarding Accounts and operations of the Company are requested to write to the Company, so that it reaches the Company at least 7 (Seven) days before the meeting, to enable the Company to keep the information ready at the time of the meeting.

5. Any change of address of the members holding shares in physical mode of the Company should be intimated to the Registered Office of the Company or to the Registrars (RTA): C B Management Services (P) Ltd., P-22, Bondel Road, 5th Floor, Kolkata – 700 019. Members holding shares in Demat Mode must inform change of address to their respective Depository Participants.

6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN to the Company and/or Registrar and Share Transfer Agent of the Company.

8. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.

9. Members are requested to bring their copies of the Annual Report and Accounts to the Meeting.

10. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.

11. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.

12. Members may note that the Notice of the 31st Annual General Meeting and Annual Report for 2017-18 will also be available on the Company's website www.seamec.in. The Notice of AGM shall also be available on the website of NSDL viz. https://evoting.nsdl.com.

13. Electronic copy of the Annual Report 2017-18 containing Notice of AGM is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members, who have not registered their email address, Physical copies of the Annual Report along with Notice of AGM are being sent in the permitted mode.

14. To support "Green Initiatives", the members who have not registered their email addresses are requested to register the same with the Registrar/Depositories.

15. Voting through Electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 23.09.2018, (9:00 am) and ends on 25.09.2018, (5:00 pm). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.09.2018 may cast their vote by remote evoting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, yourPAN,your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.smishra@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

VI. Member(s) already registered with NSDL for e-voting can use existing user ID and Password/PIN for casting vote.

VII. Member(s) can also update his/their mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).

VIII. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 19.09.2018.

IX. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19.09.2018, may obtain the login ID and password for e-voting from the Company's Registrars & Transfer Agents, C B Management Services (P) Ltd., P-22 Bondel Road, Kolkata – 700019, (Phone no. 033 40116717 / 18 or NSDL (Toll Free No.: 1800222990)).

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

XI. Mr. Satyajit Mishra, Company Secretary in Wholetime Practice (Membership No. ACS–5759, C.P. No. 4997), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e– voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The declared results along with the Scrutinizer's Report will be available on the Company's website and on the website of NSDL on the same day and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

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

ITEM NOS. 3 & 4

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable Rules framed thereunder, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Naveen Mohta as an Additional Director of the Company w.e.f. 14th November, 2017. As an Additional Director, Mr. Mohta holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The company has received the requisite notice under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

The Board of Directors at its meeting held on 14th November, 2017 had, on the recommendation of the NRC, appointed Mr. Mohta as a Whole-time Director of the Company for a period of 5 years w.e.f. 14th November, 2017.

Mr. Mohta holds office as a Whole-time Director in the Holding Company i.e., HAL Offshore Limited (HAL) and has been nominated by HAL to act as a Whole-time Director in your Company. Mr. Mohta draws remuneration from HAL Offshore Limited, the Holding Company, and he would not be drawing any remuneration from your Company.

Mr. Mohta, aged about 45 years, is, by qualification, a Chartered Accountant and a Cost & Works Accountant. He has a long illustrious career spanning 19 years of experience. His area of expertise is Finance, Accounts and Operations.

In the opinion of the Board, Mr. Mohta fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for his appointment as Whole-time Director of your Company. The copy of the letter of appointment of Mr. Mohta as a Whole-time Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Mohta as Whole-time Director for a period of 5 years and therefore recommends adoption of the resolutions as proposed in Item Nos. 3 & 4 of the Notice.

Mr Sanjeev Agrawal, Chairman, being the promoters, of HAL Offshore Ltd. and Mr Naveen Mohta, to whom these resolutions relate to, may be deemed to be concerned or interested in the resolutions. None of the other Directors and the Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolutions.

ITEM NO. 5

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable Rules framed thereunder, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Subrat Das as an Additional Director of the Company w.e.f. 14th November, 2017. As an Additional Director, Mr. Das holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The company has received the requisite notice under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company.

Mr. Das does not hold directorship in any other Company except SEAMEC. He is the Chief Financial Officer in the holding company, i.e., HAL Offshore Limited.

Mr. Subrat Das, aged about 55 years is, by qualification, a Chartered Accountant. He has a long illustrious career spanning 28 years of experience. His area of expertise is Finance, Accounts, Taxation and Legal matters.

In the opinion of the Board, Mr. Das fulfills the conditions specified in Companies Act, 2013 and rules made thereunder for his appointment as Director of the Company. The copy of the letter of appointment of Mr. Das as a Director would be available for inspection by the members at the registered office of the Company during normal business hours on any working day.

Your Directors are of the view that it will be in the best interest of the Company to appoint Mr. Das as a Director and therefore recommends adoption of this resolution as proposed in Item No. 5 of the Notice.

Mr Sanjeev Agrawal, Chairman, being the promoters, of HAL Offshore Ltd. and Mr. Subrat Das, to whom the resolution relates to, may be deemed to be concerned or interested in the resolution. None of the other Directors and the Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NOS. 6 & 7.

Presently, the Authorised Share Capital of the Company stands at ₹ 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 10 (Rupees Ten) each.

The Board of Directors of the Company in its meeting held on 14th November, 2017 has approved the a proposal for Demerger of the EPC & Vessel Division of HAL Offshore Limited ('HAL'), the Holding Company, into SEAMEC Limited ('SEAMEC'), and has also approved the draft scheme of demerger thereof. The proposed scheme of demerger is subject to the approval of Stock Exchange(s), Hon'ble National Company Law Tribunal (NCLT) and Shareholders of the Company.

Pursuant to the Scheme of Demerger, the share exchange ratio taken on record is as under:

a) 10 Equity Shares of ₹ 10 each of SEAMEC to all Equity Share Holders of HAL for every 30 shares of ₹ 10 each held in HAL.

b) 99 – 6% non cumulative compulsorily redeemable preference shares of ₹ 10 each of SEAMEC to all Equity Share Holders of HAL for every 30 Equity Shares of ₹ 10 each held in HAL.

The resultant paid-up share capital of the Company post demerger would be as under:

1. Equity Share Capital: ₹ 30,38,29,260 divided into 3,03,82,926 fully paid-up equity shares of ₹ 10 each; &

2. Preference Share Capital: ₹ 49,08,34,740 divided into 4,90,83,474 fully paid-up compulsorily redeemable preference shares of ₹ 10 each.

The Company had made applications to BSE and NSE under Regulation 37 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for approval of the scheme of demerger. The BSE and NSE vide letter dated 15th May, 2018 and 16th May, 2018 respectively have approved the scheme of demerger and advised the Company on the observations of SEBI.

NCLT vide order dated 20th July, 2018 directed interalia, convening the separate meetings of the members of the company.

In order to issue the preference shares under the scheme of demerger, it is required to increase the authorized share capital of the Company by way of creation of new 5,00,00,000 (Five Crores) preference shares of ₹ 10 (Rupees Ten) each aggregating to preference share capital of ₹ 50,00,00,000 (Rupees Fifty Crores Only).

The resultant authorized capital will be ₹ 100,00,00,000 (Rupees One Hundred Crores Only) divided into:

a) 5,00,00,000 Equity Shares of ₹ 10 each; &

b) 5,00,00,000 Preference Shares of ₹ 10 each.

The above alteration/increase in the authorized share capital of the Company requires the approval of shareholders by way of Ordinary Resolution as set out in Item No.6 of the Notice.

The above increase also requires consequential amendment of to Clause of V (Capital Clause) of the Memorandum of Association of the Company by way of an Ordinary Resolution as set out in Item No.7 of the Notice.

Except to the extent of their directorship(s) and/or shareholding, if any, in HAL Offshore Ltd., none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 6 and 7 of the Notice.

Registered Office :
A-901-905, 9th Floor,
215 Atrium,
Andheri Kurla Road,
Andheri (East)
Mumbai – 400 093

Dated: 13.08.2018

By order of the Board

S. N. Mohanty
President – Corporate Affairs,
Legal and Company Secretary

Annexure to Notice

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Sanjeev Agrawal	Mr. Naveen Mohta	Mr. Subrat Das
DIN	00282059	07027180	07105815
Date of Birth / Age	5th December, 1963 / 55 yrs.	13th July, 1973 / 45 yrs.	18th May, 1963 / 55 yrs.
Date of First Appointment on the Board	03.06.2014	14.11.2017	14.11.2017
Qualifications	Master Degree in Commerce & MBA from Coca Cola University of Atlanta.	Chartered Accountant and CWA	Chartered Accountant
Brief profile and nature of his expertise in specific functional areas	Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur. Mr. Agrawal has vast experience of over 22 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate.	Mr. Naveen Mohta has a long illustrious career spanning 19 years of experience. His area of expertise is in Operations.	Mr. Subrat Das has a long illustrious career spanning 28 years of experience. His area of expertise is Finance, Accounts and Legal matters.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Fortune Industrial Resources Limited Metbrass Plassim India Limited	HAL Offshore Limited	
Memberships/Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Fortune Industrial Resources Limited – Member of Nomination & Remuneration Committee.		
Inter-se relationship with other Directors and Key Managerial Personnel	None.	None.	None.
Number of shares held in the Company	NIL	NIL	NIL

For other details such as number of meetings of the Board attended during FY 2017-8 and remuneration drawn in respect of the above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the Thirty First Annual Report of the Company and the Audited Accounts for the financial year ended 31st March, 2018.

1. FINANCIAL HIGHLIGHTS

(Figures in ₹ Million)

	Current Year Period ended 31.03.2018	Previous Year Period ended 31.03.2017
Net Sales/Income from Operations	**1936**	2076
Other Income	**188**	176
Total Expenditure		
a. Employee Benefit Expenses	**608**	632
b. Operating Expenses	**829**	1067
c. Other Expenditure	**169**	1516
Earnings before Interest, Depreciation & Tax	**518**	(963)
Interest Expenses	**6**	12
Depreciation	**489**	480
Profit / (Loss) before Tax	**23**	(1455)
Tax Expenses for the year	**20**	41
Profit /(Loss) after Taxation	**3**	(1496)
Add: Balance brought forward from previous year	**1406**	2902
Surplus available for appropriation	**1409**	1406
Transfer to Tonnage Tax Reserve	**-**	-
Retained profit carried forward	**1409**	1406

During the global downturn experienced over last decade, there has been a distinctive mismatch between cost and yield in the oil and gas exploration. The oil majors had made cautious approach and discouraged their spending on capex. The scenario has positively impacted towards the later part of the year under review. Though investment has grown, the opportunities for service providers has not grown in tandem. However, it has raised expectation for sustainable growth in offshore exploration and production activities, thus opened up opportunities for service providers.

In India, ONGC has resumed its investment plan in exploration, production activity and development of existing fields to meet energy security. Thus opportunities cropped up for service providers like your Companys' line of business with great assurance for deployment of vessels. But there were competitions resulting reduction in value of project contract which ultimately impacted reduction in Charter rate.

Your Company continues to focus on engagement of your vessels under the available business opportunities.

During the year under review, the Company's total revenue was ₹ 2124 million against ₹ 2252 million in last year. The reduction in overall revenue was primarily due to under employment of three out of six of your vessels. This apart, one of your vessels engaged with ONGC on a long term Charter had under gone statutory dry docking. Further one of your other vessels with ONGC on a long term Charter was forced to off hire for a short period due to break down. These have caused a double impact on revenue as well as fixed expenses. For the balance vessels, deployment days and a fall in Charter rate remained as a critical factor. Opportunities in Middle East, South East Asia etc. were not encouraging.

Newly acquired Bulk Carrier was employed throughout the year except off hired for a short period warranted by emergency repair. Her performance during the year under review was satisfactory.

Income from operations was ₹ 1936 million as against ₹ 2076 million in the previous year, showing a drop of 7%. However, there was a marginal increase in other income from ₹ 176 million to ₹ 188 million, primarily due to cash surplus, complemented by reduction in interest rate and provisions written back.

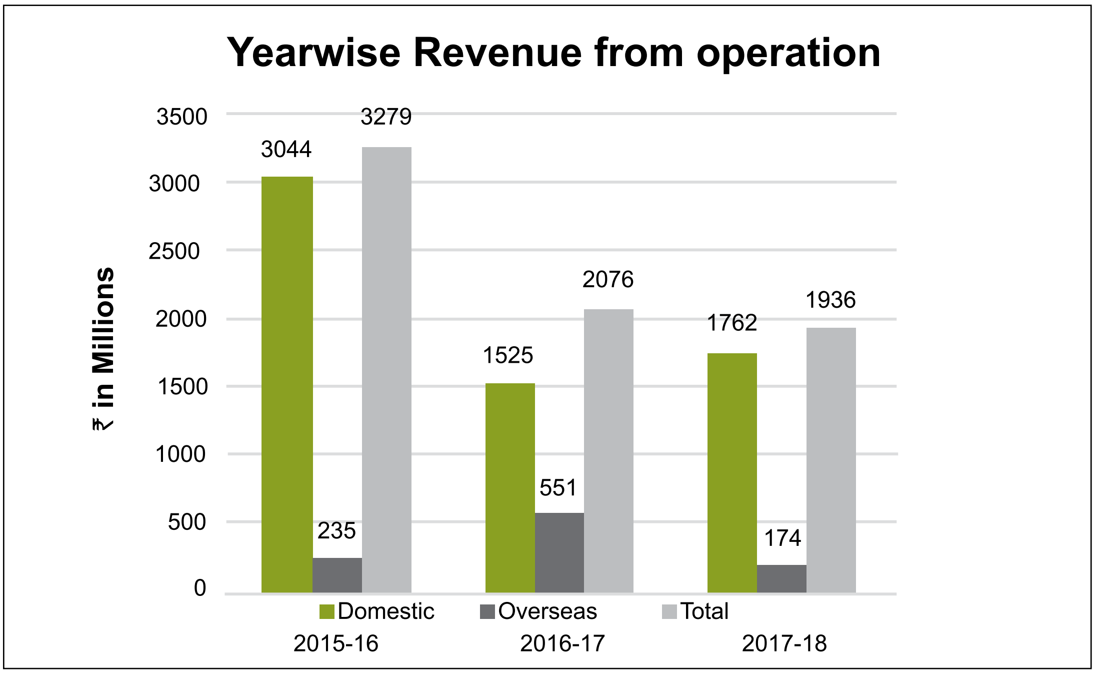
The Company has considered the impact of impairment cost of ₹ 26.91 million for vessel "REVELATION" which is under proposal for scrap.

Against a Loss of ₹ 1496 million of previous year, your Company earned a profit of ₹ 3 million during year under review.

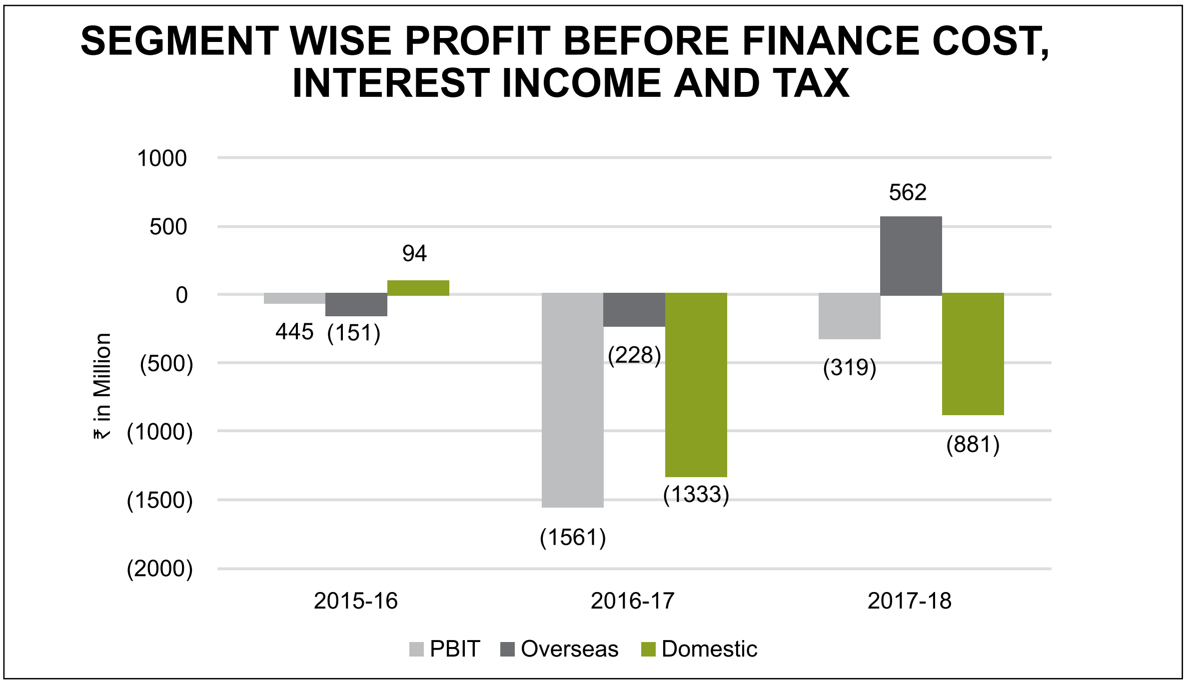
On a consolidated basis, total revenue was ₹ 2134 million compared to ₹ 2265 million of previous year. Despite comparative reduction in Revenue, your Company earned a profit after Tax ₹ 10 million against a loss of ₹ 1489 million in the previous year. During year under review, Companys' cash profit was ₹ 435 million.

Cash & Bank Balance at the beginning of financial year was ₹ 442 million. The balance at the end of the year was ₹ 422 million, an decrease of 5% over last year.

YEARWISE REVENUE



SEGMENT WISE PROFIT BEFORE FINANCE COST, INTEREST INCOME AND TAX



From the Assessment year 2005-06 (relevant accounting year 2004-05), your Company has come under Tonnage tax regime available for shipping Companies under chapter XII – G of Income Tax Act, 1961. Tonnage Tax scheme available initially upto 31.03.2015 has been extended for a further period of 10 years till AY 2024-25. For the year under review, due to absence of profit no Tonnage Tax Reserve was created u/s 115V of Income Tax Act, 1961.

2. OPERATIONS

Two of Company's vessels are under long term charter with ONGC. Newly acquired Bulk Carrier SEAMEC GALLANT was on deployment almost throughout the year. The remaining three vessels were under deployed due to non-facilitation of Contracts. Out of the 1270 days of deployment, domestic operations registered 946 days and overseas operation was for 324 days only.

3. DIVIDEND

In view of inadequacy in profit, the Board of Directors decided not to recommend Dividend but to use available resources for augmentation of long term capital requirements.

4. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 14th November, 2017 appointed Mr. Naveen Mohta (DIN: 07027180), secondment from parent Company HAL Offshore Limited (HAL) as Additional Director under section 11.1 of the Companies Act, 2013. In the said meeting Mr Naveen Mohta was appointed as Whole Time Director under Section 196 read with Section 203 of the Companies Act, 2013 with effect from 14th November, 2017 for a period of five years, subject to approval of the terms of appointment by the shareholders of the Company.

At the forthcoming 31st Annual General Meeting, Mr. Mohta retires by rotation and being eligible, offers himself for re-appointment. Shareholders approval is sought to the appointment of Mr. Mohta as Director of the Company under section 149 and 152 of the Companies Act, 2013 and also as an Whole Time Director pursuant to Section 196 read with Section 203 of the Companies Act, 2013. Notice from shareholder signifying proposal for appointment of Mr. Naveen Mohta as Director / Whole Time Director has been received under Section 160 of the Companies Act, 2013.

Mr. Subrat Das (DIN: 07105815) was appointed as Additional Director on the Board as a nominee of HAL. His terms of office expires at the ensuing Annual General Meeting of the Company. Notice under Section 160 of the Companies Act, 2013 has been received from shareholder proposing the appointment of Mr. Das as Director of the Company.

The Independent Directors have confirmed and declared to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereunder. Board is also of the opinion that the Independent Directors fulfill all the conditions specified in Companies Act, 2013 making them eligible to act as Independent Directors.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sanjeev Agrawal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Independent Directors of the Company had a separate meeting on 17th March, 2018 to conduct an evaluation on the performance of individual directors, the Board and its committees and assess the quality, quantity and timelines of flow of information from the Company Management to the Directors.

Board also conducted a similar exercise and evaluation for Independent Directors.

The results were satisfying. The knowledge, experience and advice shared by Independent Directors from time to time have ensured corporate governance and good conduct, risk mitigation and strategic business decision for the growth of the Company.

The Board evaluation concluded that the Board continues to operate effectively, encourage healthy and open debate and is well supported by timely information flow.

The brief details of all members of Board are annexed to this report.

The following persons are the Key Managerial Personnel of the Company.

1. Mr. Naveen Mohta – Whole Time Director
2. Virendra Kumar Gupta – President & Chief Financial Officer
3. S. N. Mohanty – President – Corporate Affairs, Legal & Company Secretary

Remuneration and other details of Key Managerial Personnel for the year ended 31st March, 2018 are stated in the extract of the Annual Return.

5. RECONSTITUTION OF COMMITTEES:

With the change in composition of the Board, various committees of your Board have been reconstituted. The reconstituted Committees are as under:

AUDIT COMMITTEE

Mr. Mahesh Prasad Mehrotra	Chairman
Mr. Surinder Singh Kohli	Member
Mr. Amarjit Singh Soni	Member
Ms. Seema Modi	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Seema Modi	Chairperson
Mr. Sanjeev Agrawal	Member
Mr. Naveen Mohta	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Surinder Singh Kohli	Chairman
Mr. Amarjit Singh Soni	Member
Ms. Seema Modi	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Sanjeev Agrawal	Chairman
Ms. Seema Modi	Member

RISK MANAGEMENT COMMITTEE

Ms. Seema Modi	Chairperson
Mr. Sanjeev Agrawal	Member
Mr. Surinder Singh Kohli	Member
Mr. Amarjit Singh Soni	Member
Mr. Mahesh Prasad Mehrotra	Member
Mr. Virendra Kumar Gupta	Member
Mr. S. N. Mohanty	Member

6. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as **"Annexure A"**

7. AUDITORS AND AUDIT REPORT

As per Section 139 of the Act read with the Companies (Audit and Auditors) Rule, 2014, the members of the Company in its 30th Annual General Meeting held on 11th August, 2017, approved the appointment of M/s. T. R. Chadha & Co. LLP, Chartered Accountants (ICAI Registration No. 006711N/9500028) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company.

As per amendment of Companies Act, 2013, read with Notification no. G.S.R. 432(E) dated 7th May, 2018 of Ministry of Corporate Affairs, the ratification of appointment of Auditors in every Annual General meeting during term of five years have been dispensed with.

M/s. T. R. Chadha & Co. LLP, Chartered Accountants have submitted their Independent Auditors' Report on the financial statement of the Company for the year ended on 31st March, 2018 and they have made no qualification or adverse remark or disclaimer in their report. The observations in the Auditor's Report have been dealt with in the relevant Notes to Accounts, which are self-explanatory.

8. AUDIT COMMITTEE

The Composition of Audit Committee was changed from time to time.

The composition of the Audit Committee, interalia, consists of Independent Directors viz., Messers Mahesh Prasad Mehrotra, Amarjit Singh Soni, Surinder Singh Kohli, and Ms. Seema Modi who forms the majority.

The Company has established a vigil mechanism to oversee through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

More details of the Audit Committee are stated under Corporate Governance Report.

9. STAKEHOLDERS RELATIONSHIP COMMITTEE

The reconstituted Committee comprised of the following Directors as its Members:

a. Ms. Seema Modi

b. Mr. Sanjeev Agrawal

c. Mr. Naveen Mohta

10. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted a Corporate Social Responsibility Committee pursuant to the provisions of the Companies Act, 2013. The Committee framed Corporate Responsibility Policy which was approved by Board on 11th August 2014. The Policy is available on Company's Website www.seamec.in.

The terms of reference of Committee, number and dates of meetings held, attendance of Directors are given separately in the Corporate Governance Report.

The Company has commenced implementation of Policy and areas of activities have been pursued pursuant to provisions of the Companies Act, 2013. Annual Report of CSR Committee in the prescribed format is attached and forms a part of this report. **(Annexure B)**

11. NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination and Remuneration Committee (NRC) is in compliance with the provisions of section 178 of the Companies Act, 2013 a read with Companies (Meeting of Board and its Powers) Rules, 2014 and comprises of Independent Directors viz., Messers Surinder Singh Kohli, Amarjit Singh Soni, and Ms. Seema Modi, as its members.

The Nomination and Remuneration Committee have formulated a policy as prescribed under the Act which interalia includes criteria for determining qualification, positive attributes and independence of a director and recommended to the Board for adoption of the Policy. The Policy also covers recommendation to the Board on the remuneration to the Board of Independent Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Policy is also available on Company's website www.seamec.in (web-link: http://seamec.in/attachments/Nomination%20and%20 Remuneration%20Policy.pdf) and the salient features of said policy is annexed hereto and marked as **"Annexure I"**.

12. PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits under the Companies Act, 2013.

13. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

14. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s Satyajit Mishra & Co, Company Secretaries in Whole-time Practice (FCS no. 5759, C P No. 4997), was appointed to conduct Secretarial Audit for the year ended 31st March, 2017. M/s Satyajit Mishra & Co, Practicing Company Secretaries has submitted Report on the Secretarial Audit which is attached as **"Annexure C"** and forms a part of this report.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS

The Companys' appeal against Commissioner of Customs order dated 28th March, 2013 imposing fine, penalty, confiscation of vessels amounting to ₹ 115 Crore plus interest was disposed off by Hon'ble Customs, Excise & Service Tax Appellate Tribunal (CESTAT) vide order dated 6th December, 2017. The order was allowing appeal in part. Being aggrieved, the Company had filed an application for Rectification of Mistake (ROM) before the designated Bench of CESTAT. CESTAT vide order dated 27th February, 2018 has allowed the rectification, remanded the matter and set aside the duty, penalties and confiscation of vessels.

16. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 and under the provisions of Listing Regulations.

17. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of Securities of Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees, which covers various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Directors was carried out by the entire Board.

18. FAMILIARISATION PROGRAMME TO INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with the business and operating scenario, the socio-economic environment in which the Company operates, business model, operational and financial performance of the Company, Market dynamics and changes so as to enable them to take appropriate decision in a timely manner. The familiarization programme also seeks to update the Directors on their roles, responsibilities, rights and duties under the provision of law and other statues. All the Independent Directors have been familiarized with the programme conducted by the Company. The same is available in Company's Website http://seamec.in/attachments/FAMILIARISATION-ID.pdf

19. RELATED PARTY TRANSACTIONS

Your company has formulated a policy on Related Party Transactions which is available on Company's Website www.seamec.in .

All Related Party Transactions are placed before the Audit Committee and Board for approval. The Company has also formulated a policy on "Material Subsidiaries" and the said policy is available in Company's Website www.seamec.in (weblink:www.seamec.in/attachments/Material%20Subsidiary%20Policy.pdf).

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and details of the Related Party Transactions are annexed hereto and marked as **"Annexure D"**.

20. CORPORATE GOVERNANCE

The Company believes that Corporate Governance is a way of business life rather than legal compulsion.

Your Directors re-affirm their commitment to the Corporate Governance standards prescribed by Securities and Exchange Board of India (SEBI) codified as Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Corporate Governance Report as well as the Corporate Governance compliance certificate issued by the Secretarial Auditors are set out in separate Annexures to this report marked as **(Annexure F)**. Management Discussion Analysis Report forms a part of Directors Report and marked as **(Annexure G)**.

21. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 5 Board meetings during the financial year under review. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

22. INVESTOR SERVICES

As the members are aware, your company's shares are tradeable compulsorily in electronic form with effect from 24th August, 2000 and your company has established connectivity with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of de-materialization of Company's shares on either of the Depositories as aforesaid.

23. DEMERGER OF EPC & VESSEL DIVISION OF HAL OFFSHORE LIMITED WITH SEAMEC LIMITED

The Board of Directors of your Company in its meeting held on 28th October, 2017 had considered the proposal of demerger of EPC and Vessel Division of HAL Offshore Limited (HAL), the Parent Company with SEAMEC Limited, appointed date being 1st July, 2017.

The Company made application to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) pursuant to Regulation 37 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for approval of Scheme of Arrangement of Demerger. BSE was appointed as the designated Stock Exchange for the purpose of coordinating with SEBI for their observations on the proposed scheme of arrangement.

The BSE and NSE vide their letters dated 15th May, 2018 and 16th May, 2018 respectively have communicated to the Company their "No Objections" on the proposal of Scheme of arrangement of demerger along with the observations of SEBI.

Your Company is taking all the regulatory requirements to process the scheme of Demerger of EPC & Vessel Division of HAL with your Company including filing application before National Company Law Tribunal (NCLT) within six months from the date of observation letters of Stock Exchange(s).

24. UNPAID / UNCLAIMED DIVIDEND

Pursuant to Section 124 and 125 of the Companies Act, 2013, read with Investors Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the unpaid / unclaimed dividend pertaining to the FY 2009-2010 along with the shares pertaining to the above unpaid / unclaimed dividend were transferred to the "Investors Education & Protection Fund" (IEPF).

25. WHOLLY OWNED SUBSIDIARY

SEAMEC INTERNATIONAL FZE, Dubai, UAE is a Wholly Owned Subsidiary (WOS) of your Company, which, at present, is not a material subsidiary. As per the regulatory provision, the consolidated financial statement of your Company and its wholly owned subsidiary for the financial Year ended on 31st March 2018 duly audited by Statutory Auditors is attached to the annual report of the Company. The Annual Accounts of the Wholly Owned Subsidiary and the related detailed information shall be made available to the shareholders on request at any point of time. During the year under review your wholly owned subsidiary did not have any operational activities.

26. HUMAN RESOURCES

Your Company continues to be assured by competence and commitment of the people.

The working climate of your Company continues to remain harmonious with focus on improving Productivity, Quality and Safety. Health and Safety of the employees and our associates we work with remains as our paramount importance. Your Company ensures that operations are carried out as per the safety guidelines and procedures in place which are regularly updated.

Efforts are continuously made to strengthen organizational culture in order to attract and retain best talent in the Industry. The Board appreciates the commitment and support of the employees and look forward to their continued support.

27. INTERNAL FINANCIAL CONTROLS

The Company has an internal controls system commensurate with size, scale and complexity of its operations. In order to enhance controls and governance standards, the Company has adopted Standard Operating Procedures which ensures that robust internal financial controls, exist in relation to operations, financial reporting and compliance.

In addition, the internal audit functions, monitors and evaluates the efficiency and adequacy of the internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Periodical reports on the same are also presented to the Audit Committee.

Conscious efforts are in place on a continuous basis to ensure that all its assets are safeguarded and protected against loss from unauthorized use and disposal and that all transactions are authorized, recorded and financial statements show a true and fair picture of the state of affairs of the Company. Compliance is in place as regards to statutory and regulatory requirements.

The internal control systems of the Company are monitored and evaluated by Auditors and reviewed by Management and Audit Committee of the Board of Directors.

28. MARITIME LABOUR CONVENTION (MLC) 2006

Maritime Labour Convention (MLC) 2006 adopted by International Labour Organization, establishing minimum requirements foralmost all aspects of working and living conditions on board ships has come into force from 20 August, 2013.

Government of India had ratified and adopted provisions of MLC in 18th October, 2015.

Your Company has implemented the requirement as per MLC 2006 and has received certification from the flag administration for its vessels.

29. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

Pursuant to the provisions of Sexual Harassment of women at work place (Prosecution, Prohibition and Redressal) Act, 2013 and rules made there under, your Company has adopted a policy which has come into force with effect from 13th February, 2015.

No complaints of Sexual Harassment of women at work place has been received during the financial year under report.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

The information pertaining to conservation of energy, technology absorption, Foreign Exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **"Annexure E"** and is attached to this report.

31. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Pursuant to the requirement of Regulation 21 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has constituted a Risk Management Committee. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises of:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management Policy and Framework in line with Local legal requirements and SEBI guidelines
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycles.
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risk.

Risk identification assessment and mitigation measures are reported to Board periodically.

32. PARTICULARS OF EMPLOYEES

The particulars required under Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are also furnished in the Annexure H.

33. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) of the Companies Act, 2013 your Directors state that:

a. In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departure.

b. Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and the Profit and Loss of the Company for that period.

c. Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d. Directors had prepared the annual accounts on a going concern basis.

e. Directors to have proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f. Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

34. OTHER POLICIES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In accordance with the provisions of Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formed policy for determination of materiality for disclosures of events or information. The same has been hosted on the website of the Company at the www.seamec.in

Further the Company has also formed (i) Policy for preservation of Documents and (ii) Archival policy for disclosures hosted in the website.

35. APPRECIATION

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

The Directors hereby wish to place on record their appreciation of the efficient and loyal services rendered by each and every employee with whole hearted effort for making satisfactory performance possible.

Your Directors thank the valued shareholders, customers, suppliers, Banks, and Registrar and Share Transfer Agent and Government Authorities for their continuous support to the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 25, 2018

Sanjeev Agrawal
Chairman

ANNEXURE – A

Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March 2018

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN: L63032MH1986PLC154910

ii) Registration Date: 29/12/1986

iii) Name of the Company: SEAMEC LIMITED

iv) Category / Sub-Category of the Company: Company Limited by Shares/Indian Non-Government Company

v) Address of the registered office and contact details:

9th Floor, A 901 - 905, 215 Atrium, Andheri Kurla Road, Andheri East, Mumbai-400093

vi) Whether listed company: Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent:

C B Management Services Private Limited
P-22, Bondel Road, 2nd Floor, Kolkata-700 019
Tel: (033) 4011 6700/6711/6723
Fax: (033) 4011 6739
Email: rta@cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	SHIPPING	09101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%of shares held	Applicable Section
1	HAL Offshore Limited	U24298DL1996PLC083879	Holding	69.57	2 (46)
2	Seamec International FZE	Foreign Company	Subsidiary	100	2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) CATEGORY WISE SHAREHOLDING

	Number of shares held at the beginning of the year				Number of shares held at the end of the year				
Category of Shareholder	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	% change during the year
A. Promoters									
(1) Indian									
(a) Individual / HUF	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b) Central Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c) State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d) Bodies Corporate	18527475	0	18527475	72.8711	17687475	0	17687475	69.5673	-3.3038
(e) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f) Any Other	0	0	0	0.0000	0	0	0	0.0000	0.0000
				0.0000				0.0000	
Sub Total(A)(1)	**18527475**	**0**	**18527475**	**72.8711**	**17687475**	**0**	**17687475**	**69.5673**	**-3.3038**
(2) Foreign									
(a) NRIs-Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b) Other - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c) Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d) Banks/FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e) Any Other	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub Total(A)(2)	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0.0000**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**18527475**	**0**	**18527475**	**72.8711**	**17687475**	**0**	**17687475**	**69.5673**	**-3.3038**
B. Public shareholding									
1. Institutions									
(a) Mutual Funds	0	7400	7400	0.0291	0	4200	4200	0.0165	-0.0126
(b) Banks/FI	134257	200	134457	0.5288	160095	100	160195	0.6301	0.1012
(c) Central Government	5601	0	5601	0.0220	5601	0	5601	0.0220	0.0000
(d) State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(g) FIIs	0	900	900	0.0035	0	0	0	0.0000	-0.0035
(h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i) Foreign Portfolio Investor	0	0	0	0.0000	837000	0	837000	3.2920	3.2920
(j) Other (specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-Total (B)(1)	**139858**	**8500**	**148358**	**0.5835**	**1002696**	**4300**	**1006996**	**3.9607**	**3.3771**
2. Non-institutions									
(a) Bodies Corporate									
(i) Indian	1315006	14600	1329606	5.2295	2181185	7000	2188185	8.6064	3.3769
(ii) Overseas	0	300	300	0.0012	0	0	0	0.0000	-0.0012
(b) Individuals				0.0000					
(i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	3534822	583621	4118443	16.1984	1973797	381525	2355322	9.2638	-6.9346
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	661324	0	661324	2.6011	1867469	0	1867469	7.3450	4.7439
(c) Others (specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i) Foreign National	0	0	0	0.0000	0	0	0	0.0000	0.0000
(ii) Non-Resident Individuals	220995	14200	235195	0.9251	59386	12700	72086	0.2835	-0.6415
(iii) Clearing Members	399849	0	399849	1.5727	36359	0	36359	0.1430	-1.4297
(iv) Investor Education And Protection Fund	0	0	0	0.0000	211108	0	211108	0.8303	0.8303
(v) Directors	4450	0	4450	0.0175	0	0	0	0.0000	-0.0175
Sub-Total (B)(2)	**6136446**	**612721**	**6749167**	**26.5454**	**6329304**	**401225**	**6730529**	**26.4721**	**-0.0733**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**6276304**	**621221**	**6897525**	**27.1289**	**7332000**	**405525**	**7737525**	**30.4327**	**3.3038**
C. Shares held by Custodians for GDRs & ADRs	0	0	0	0.0000	0	0	0	0.0000	0.00
GRAND TOTAL (A)+(B)+(C)	**24803779**	**621221**	**25425000**	**100.0000**	**25019475**	**405525**	**25425000**	**100.0000**	**0.0000**

(ii) Change in Promoter's Shareholding (please specify if there is no change)

SL No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	**HAL Offshore Limited**				
a)	At the beginning of the year	1,85,27,475	72.87	1,85,27,475	72.87
b)	Changes during the year				
	Decrease	(11,00,000)	(4.33)	(1,74,27,475)	68.54
	Increase	2,60,000	1.02	1,76,87,475	69.57
c)	At the end of the year	1,76,87,475	69.57	1,76,87,475	69.57

(iii) Shareholding pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	**MY MONEY SECURITIES LTD**	At the beginning of the year	4/1/2017	184451	0.73	184451	0.73
		Decrease	4/7/2017	(61317)	(0.24)	123134	0.48
		Increase	4/14/2017	76601	0.3	199735	0.79
		Increase	6/9/2017	1500	0.01	201235	0.79
		Increase	6/16/2017	500	0	201735	0.79
		Decrease	6/23/2017	(2000)	(0.01)	199735	0.79
		Decrease	7/14/2017	(154209)	(0.61)	45526	0.18
		Increase	7/21/2017	36748	0.14	82274	0.32
		Increase	7/28/2017	5923	0.02	88197	0.35
		Increase	8/4/2017	1500	0.01	89697	0.35
		Increase	8/11/2017	1000	0	90697	0.36
		Decrease	8/18/2017	(1500)	(0.01)	89197	0.35
		Increase	8/25/2017	2872	0.01	92069	0.36
		Decrease	9/1/2017	(39500)	(0.16)	52569	0.21
		Decrease	9/8/2017	(500)	(0)	52069	0.2
		Decrease	9/22/2017	(2000)	(0.01)	50069	0.2
		Increase	10/20/2017	40500	0.16	90569	0.36
		Decrease	12/1/2017	(6019)	(0.02)	84550	0.33
		Increase	12/8/2017	3467	0.01	88017	0.35
		Increase	12/15/2017	2552	0.01	90569	0.36
		Decrease	12/29/2017	(1800)	(0.01)	88769	0.35
		Increase	1/5/2018	968	0	89737	0.35
		Decrease	2/9/2018	(40700)	(0.16)	49037	0.19
		Increase	2/23/2018	5000	0.02	54037	0.21
		Increase	3/2/2018	5000	0.02	59037	0.23
		Increase	3/30/2018	9600	0.04	68637	0.27
		At the end of the year	3/31/2018			68637	0.27

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
2.	**O.J. FINANCIAL SERVICES LIMITED**	At the beginning of the year	4/1/2017	160055	0.63	160055	0.63
		Decrease	4/7/2017	(37885)	(0.15)	122170	0.48
		Increase	4/14/2017	112910	0.44	235080	0.92
		Increase	4/21/2017	81759	0.32	316839	1.25
		Decrease	4/28/2017	(10172)	(0.04)	306667	1.21
		Increase	5/12/2017	2	0	306669	1.21
		Increase	5/19/2017	75	0	306744	1.21
		Increase	5/26/2017	25	0	306769	1.21
		Decrease	6/2/2017	(80)	(0)	306689	1.21
		Increase	6/9/2017	225495	0.89	532184	2.09
		Increase	6/16/2017	11205	0.04	543389	2.14
		Decrease	6/23/2017	(7475)	(0.03)	535914	2.11
		Increase	6/30/2017	1100126	4.33	1636040	6.43
		Decrease	7/7/2017	(1100157)	(4.33)	535883	2.11
		Increase	7/14/2017	110096	0.43	645979	2.54
		Decrease	7/21/2017	(20)	(0)	645959	2.54
		Increase	7/28/2017	41325	0.16	687284	2.7
		Decrease	8/4/2017	(41405)	(0.16)	645879	2.54
		Decrease	8/11/2017	(3500)	(0.01)	642379	2.53
		Increase	8/18/2017	11050	0.04	653429	2.57
		Increase	8/25/2017	11200	0.04	664629	2.61
		Increase	9/1/2017	50	0	664679	2.61
		Decrease	9/8/2017	(75)	(0)	664604	2.61
		Increase	9/15/2017	2694	0.01	667298	2.62
		Increase	9/22/2017	100	0	667398	2.62
		Increase	9/29/2017	585	0	667983	2.63
		Decrease	10/6/2017	(600)	(0)	667383	2.62
		Increase	10/13/2017	600	0	667983	2.63
		Increase	10/20/2017	5205	0.02	673188	2.65
		Increase	10/27/2017	56260	0.22	729448	2.87
		Decrease	10/31/2017	(262015)	(1.03)	467433	1.84
		Increase	11/3/2017	20	0	467453	1.84
		Increase	11/10/2017	150	0	467603	1.84
		Decrease	11/17/2017	(28)	(0)	467575	1.84

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
		Decrease	11/24/2017	(125)	(0)	467450	1.84
		Increase	12/1/2017	75	0	467525	1.84
		Increase	12/8/2017	35	0	467560	1.84
		Increase	12/15/2017	125	0	467685	1.84
		Increase	12/22/2017	650	0	468335	1.84
		Decrease	12/29/2017	(800)	(0)	467535	1.84
		Increase	12/30/2017	535	0	468070	1.84
		Decrease	1/5/2018	(580)	(0)	467490	1.84
		Decrease	1/12/2018	(80)	(0)	467410	1.84
		Decrease	1/19/2018	(21374)	(0.08)	446036	1.75
		Decrease	1/26/2018	(6792)	(0.03)	439244	1.73
		Increase	2/2/2018	25	0	439269	1.73
		Increase	2/9/2018	75	0	439344	1.73
		Decrease	2/16/2018	(300)	(0)	439044	1.73
		Decrease	2/23/2018	(8266)	(0.03)	430778	1.69
		Decrease	3/2/2018	(13264)	(0.05)	417514	1.64
		Increase	3/9/2018	125	0	417639	1.64
		Increase	3/16/2018	25	0	417664	1.64
		Increase	3/23/2018	15050	0.06	432714	1.7
		Decrease	3/30/2018	(10050)	(0.04)	422664	1.66
		At the end of the year	3/31/2018			422664	1.66
3	**CENTRAL BANK OF INDIA**	At the beginning of the year	4/1/2017	109995	0.43	109995	0.43
		At the end of the year	3/31/2018			109995	0.43
4	**JM FINANCIAL SERVICES LTD.**	At the beginning of the year	4/1/2017	106584	0.42	106584	0.42
		Increase	4/7/2017	23988	0.09	130572	0.51
		Decrease	4/14/2017	(9499)	(0.04)	121073	0.48
		Decrease	4/21/2017	(12694)	(0.05)	108379	0.43
		Decrease	4/28/2017	(25541)	(0.1)	82838	0.33
		Decrease	5/5/2017	(3207)	(0.01)	79631	0.31
		Increase	5/12/2017	412	0	80043	0.31
		Decrease	5/19/2017	(411)	(0)	79632	0.31

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
		Decrease	5/26/2017	(5345)	(0.02)	74287	0.29
		Decrease	6/2/2017	(5514)	(0.02)	68773	0.27
		Increase	6/9/2017	2900	0.01	71673	0.28
		Increase	6/16/2017	2552	0.01	74225	0.29
		Decrease	6/23/2017	(10579)	(0.04)	63646	0.25
		Decrease	6/30/2017	(5200)	(0.02)	58446	0.23
		Decrease	7/7/2017	(5248)	(0.02)	53198	0.21
		Increase	7/21/2017	5	0	53203	0.21
		Increase	7/28/2017	948	0	54151	0.21
		Decrease	8/4/2017	(5870)	(0.02)	48281	0.19
		Decrease	8/11/2017	(2450)	(0.01)	45831	0.18
		Decrease	8/18/2017	(90)	(0)	45741	0.18
		Decrease	8/25/2017	(1603)	(0.01)	44138	0.17
		Decrease	9/1/2017	(1086)	(0)	43052	0.17
		Increase	9/22/2017	3700	0.01	46752	0.18
		Increase	9/29/2017	12333	0.05	59085	0.23
		Decrease	10/6/2017	(16265)	(0.06)	42820	0.17
		Decrease	10/13/2017	(4258)	(0.02)	38562	0.15
		Increase	10/20/2017	77	0	38639	0.15
		Increase	10/27/2017	5713	0.02	44352	0.17
		Increase	10/31/2017	50	0	44402	0.17
		Decrease	11/3/2017	(12)	(0)	44390	0.17
		Decrease	11/10/2017	(81)	(0)	44309	0.17
		Increase	11/17/2017	9863	0.04	54172	0.21
		Decrease	11/24/2017	(1119)	(0)	53053	0.21
		Decrease	12/1/2017	(795)	(0)	52258	0.21
		Decrease	12/8/2017	(16025)	(0.06)	36233	0.14
		Increase	12/22/2017	195	0	36428	0.14
		Increase	12/29/2017	122	0	36550	0.14
		Increase	1/5/2018	1478	0.01	38028	0.15
		Decrease	1/12/2018	(749)	(0)	37279	0.15
		Increase	1/19/2018	2459	0.01	39738	0.16
		Decrease	1/26/2018	(3450)	(0.01)	36288	0.14
		Decrease	2/2/2018	(60)	(0)	36228	0.14
		Increase	2/16/2018	3420	0.01	39648	0.16

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
		Decrease	2/23/2018	(3420)	(0.01)	36228	0.14
		Increase	3/2/2018	1000	0	37228	0.15
		Increase	3/9/2018	55	0	37283	0.15
		Decrease	3/16/2018	(55)	(0)	37228	0.15
		At the end of the year	3/31/2018			37228	0.15
5	RAJGUL SECURITIES PRIVATE LIMITED	At the beginning of the year	4/1/2017	101899	0.4	101899	0.4
		Decrease	4/7/2017	(60989)	(0.24)	40910	0.16
		Increase	4/14/2017	60698	0.24	101608	0.4
		Increase	4/21/2017	141603	0.56	243211	0.96
		Increase	4/28/2017	9000	0.04	252211	0.99
		Increase	5/26/2017	500	0	252711	0.99
		Increase	6/2/2017	86750	0.34	339461	1.34
		Decrease	6/9/2017	(259238)	(1.02)	80223	0.32
		Decrease	6/16/2017	(4911)	(0.02)	75312	0.3
		Decrease	6/23/2017	(18085)	(0.07)	57227	0.23
		Decrease	6/30/2017	(8418)	(0.03)	48809	0.19
		Increase	7/7/2017	7697	0.03	56506	0.22
		Decrease	7/14/2017	(617)	(0)	55889	0.22
		Increase	7/21/2017	4968	0.02	60857	0.24
		Increase	7/28/2017	7847	0.03	68704	0.27
		Decrease	8/4/2017	(68004)	(0.27)	700	0
		Increase	8/11/2017	1350	0.01	2050	0.01
		Increase	8/18/2017	9932	0.04	11982	0.05
		Increase	8/25/2017	1700	0.01	13682	0.05
		Increase	9/1/2017	5918	0.02	19600	0.08
		Increase	9/8/2017	1400	0.01	21000	0.08
		Increase	9/15/2017	597	0	21597	0.08
		Decrease	10/20/2017	(15597)	(0.06)	6000	0.02
		Decrease	10/27/2017	(3650)	(0.01)	2350	0.01
		Increase	10/31/2017	500	0	2850	0.01
		Increase	11/3/2017	1666	0.01	4516	0.02
		Increase	11/10/2017	1526	0.01	6042	0.02
		Decrease	11/17/2017	(300)	(0)	5742	0.02

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
		Increase	11/24/2017	37220	0.15	42962	0.17
		Increase	12/1/2017	750	0	43712	0.17
		Decrease	12/8/2017	(450)	(0)	43262	0.17
		Increase	12/15/2017	170	0	43432	0.17
		Increase	12/22/2017	1100	0	44532	0.18
		Decrease	12/29/2017	(6598)	(0.03)	37934	0.15
		Increase	12/30/2017	6485	0.03	44419	0.17
		Increase	1/5/2018	12971	0.05	57390	0.23
		Increase	1/12/2018	2456	0.01	59846	0.24
		Increase	1/19/2018	55110	0.22	114956	0.45
		Increase	1/26/2018	14672	0.06	129628	0.51
		Increase	2/2/2018	14153	0.06	143781	0.57
		Increase	2/9/2018	5519	0.02	149300	0.59
		Decrease	2/16/2018	(115511)	(0.45)	33789	0.13
		Decrease	2/23/2018	(32030)	(0.13)	1759	0.01
		Decrease	3/2/2018	(1073)	(0)	686	0
		Increase	3/9/2018	12591	0.05	13277	0.05
		Decrease	3/16/2018	(323)	(0)	12954	0.05
		Increase	3/23/2018	2084	0.01	15038	0.06
		Decrease	3/30/2018	(8615)	(0.03)	6423	0.03
		At the end of the year	3/31/2018			6423	0.03
6	CHETAN JAYANTILAL SHAH	At the beginning of the year	4/1/2017	100000	0.39	100000	0.39
		At the end of the year	3/31/2018			100000	0.39
7	BHADRA JAYANTILAL SHAH	At the beginning of the year	4/1/2017	99936	0.39	99936	0.39
		Increase	4/7/2017	25064	0.1	125000	0.49
		Increase	4/21/2017	25000	0.1	150000	0.59
		Decrease	8/18/2017	(34392)	(0.14)	115608	0.45
		Decrease	8/25/2017	(15608)	(0.06)	100000	0.39
		At the end of the year	3/31/2018			100000	0.39

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
8	SHRI PARASRAM HOLDINGS PVT. LTD.	At the beginning of the year	4/1/2017	48806	0.19	48806	0.19
		Decrease	4/7/2017	(43749)	(0.17)	5057	0.02
		Increase	4/14/2017	38968	0.15	44025	0.17
		Increase	4/21/2017	9894	0.04	53919	0.21
		Decrease	4/28/2017	(2045)	(0.01)	51874	0.2
		Decrease	5/5/2017	(1156)	(0)	50718	0.2
		Decrease	5/12/2017	(5171)	(0.02)	45547	0.18
		Increase	5/19/2017	284	0	45831	0.18
		Decrease	5/26/2017	(100)	(0)	45731	0.18
		Decrease	6/2/2017	(5276)	(0.02)	40455	0.16
		Decrease	6/9/2017	(294)	(0)	40161	0.16
		Decrease	6/16/2017	(251)	(0)	39910	0.16
		Increase	6/23/2017	133	0	40043	0.16
		Decrease	6/30/2017	(311)	(0)	39732	0.16
		Increase	7/7/2017	303	0	40035	0.16
		Increase	7/14/2017	2055	0.01	42090	0.17
		Increase	7/21/2017	183	0	42273	0.17
		Decrease	7/28/2017	(39100)	(0.15)	3173	0.01
		Decrease	8/4/2017	(141)	(0)	3032	0.01
		Decrease	8/11/2017	(117)	(0)	2915	0.01
		Increase	8/18/2017	26	0	2941	0.01
		Increase	8/25/2017	649	0	3590	0.01
		Decrease	9/1/2017	(12)	(0)	3578	0.01
		Decrease	9/8/2017	(50)	(0)	3528	0.01
		Increase	9/15/2017	25	0	3553	0.01
		Increase	9/29/2017	177	0	3730	0.01
		Decrease	10/13/2017	(175)	(0)	3555	0.01
		Decrease	10/27/2017	(1230)	(0)	2325	0.01
		Increase	10/31/2017	583	0	2908	0.01
		Decrease	11/24/2017	(950)	(0)	1958	0.01
		Increase	12/1/2017	61	0	2019	0.01
		Decrease	12/8/2017	(60)	(0)	1959	0.01
		Decrease	12/22/2017	(11)	(0)	1948	0.01
		Decrease	12/29/2017	(260)	(0)	1688	0.01

SL. No.	Name	Remarks	Shareholding / Transaction date	Shareholding at the beginning of the year		Cumulative shareholding during the year	
				No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
		Increase	1/5/2018	35	0	1723	0.01
		Increase	1/12/2018	228	0	1951	0.01
		Decrease	1/19/2018	(53)	(0)	1898	0.01
		Increase	1/26/2018	50	0	1948	0.01
		Decrease	2/2/2018	(100)	(0)	1848	0.01
		Increase	2/9/2018	75	0	1923	0.01
		Increase	2/16/2018	49	0	1972	0.01
		Increase	2/23/2018	47	0	2019	0.01
		Increase	3/2/2018	40	0	2059	0.01
		Decrease	3/9/2018	(80)	(0)	1979	0.01
		Increase	3/16/2018	31	0	2010	0.01
		Increase	3/23/2018	50	0	2060	0.01
		At the end of the year	3/31/2018			2060	0.01
9	ALGOMIND CAPITAL FUND	At the beginning of the year	4/1/2017	0	0	0	0
		Increase	7/7/2017	837000	3.29	837000	3.29
		At the end of the year	3/31/2018			837000	3.29
10	SUNIL KUMAR BHALA HUF	At the beginning of the year	4/1/2017				
		Increase	6/9/2017	112626	0.44	121591	0.48
		Increase	6/30/2017	24174	0.1	145765	0.57
		Increase	8/4/2017	9750	0.04	155515	0.61
		Increase	9/29/2017	9732	0.04	165247	0.65
		Increase	12/29/2017	37000	0.15	202247	0.8
		Increase	2/16/2018	91033	0.36	293280	1.15
		Increase	3/2/2018	666	0	293946	1.16
		Increase	3/16/2018	5726	0.02	299672	1.18
		Increase	3/30/2018	51019	0.2	350691	1.38
		At the end of the year	3/31/2018			350691	1.38

(iv) Shareholding of Directors and Key Managerial Personnel: NA

(V) INDEBTEDNESS:

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
INDEBTEDNESS AT THE BEGINNING OF THE FINANCIAL YEAR I.E. 01.04.2017				
i) Principal Amount	₹ 179.09 ML	Nil	Nil	₹ 179.09 ML
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	₹ 2.05 ML	Nil	Nil	₹ 2.05 ML
Total (i+ii+iii)	**₹ 181.14 ML**	**Nil**	**Nil**	**₹ 181.14 ML**
Change in Indebtedness during the Financial Year				
i) Addition				
ii) Reduction	₹ (107.97) ML	Nil	Nil	₹ .(107.97) ML
Net Change	**₹ (107.97) ML**	**Nil**	**Nil**	**₹ (107.97) ML**
Indebtedness at the end of the Financial Year i.e. as on 31.03.2018				
i) Principal Amount	₹ 73.17 ML	Nil	Nil	₹ 73.17 ML
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**₹ 73.17 ML**	**Nil**	**Nil**	**₹ 73.17 ML**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Mr. Naveen Mohta, Whole-time Director of the Company is on Secondment from HAL Offshore Limited, the Parent Company, (HAL). He is paid remuneration by HAL.

B. REMUNERATION TO OTHER DIRECTORS:

Sl. no.	Particulars of Remuneration	Name of Director							Total Amount (₹)
		Sanjeev Agrawal	Surinder Singh Kohli	Mahesh Prasad Mehrotra	Amarjit Singh Soni	Seema Modi	*Subrat Das	**Naveen Mohta	
	Independent Directors								
	· Fee for attending Board Committee meetings	NIL	400000	380000	320000	380000	NIL	NIL	1480000
	· Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	· Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	**NIL**	**400000**	**380000**	**320000**	**380000**	**NIL**	**NIL**	**1480000**
	Other Non-Executive Directors								
	· Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	· Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	· Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
	Total (B)=(1+2)	**NIL**	**400000**	**380000**	**320000**	**380000**	**NIL**	**NIL**	**1480000**

* Appointed as Additional Director as Nominee of HAL to hold office of Director w.e.f. November 14, 2017

** Appointed as Whole Time Director w.e.f. November 14, 2017 on secondment from HAL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHERTHAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (₹)
		President and CFO, Mr. V K Gupta	President- Corporate Affairs, Legal & Company Secretary Mr. S N Mohanty	
1.	Gross salary			
	(a) Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	7,200,000	6,000,180	13,200,564
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	39600	39600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- as% of profit	NIL	NIL	NIL
	- others, specify…	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total	**7,200,000**	**6,039,780**	**13,240,164**

VII. PENALITIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Sections of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compunding Fees imposed	Authority (RD/ NCLT COURT)	Appeal Made If any (give detail)
A) COMPANY – NOT APPLICABLE					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B) DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C) OTHER OFFICERS DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURE – B

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN TIIE BOARD'S REPORT

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

   The CSR Policy was approved by the Board of Directors at its Meeting held on 11th August, 2014 and has been uploaded on the Company's website. A gist of the programs that the Company can undertake under the CSR Policy is mentioned below:

   CSR Policy is stated herein below:

   Web link:

   http://www.seamec.in/attachments/CSR%20Policy.pdf

   The Company has proposed to undertake activities relating to Child welfare, health and education for the financial year 2017-18.

2. The Composition of the CSR Committee:

   a) Sanjeev Agrawal Chairman

   b) Seema Modi Member

3. Average net profit of the company for last three financial years: ₹ (736.51) million

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ (14.73) million

5. Details of CSR spent during the financial year.

   (a) Total amount to be spent for the financial year: not applicable since loss incurred

   (b) Amount unspent, if any; NIL

   (c) Manner in which the amount spent during the financial year is detailed below:

(Amount in Rupees)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	**CSR project or activity identified**	**Sector in which the Project is covered**	**Projects or programmes (1) Local area or other (2) Specify the State and district where projects or programs were undertaken**	**Amount outlay (budget) project or program wise**	**Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs. (2) Overheads:**	**Cumulative expenditure upto to the reporting period**	**Amount spent: Direct or through implementing agency**
1	Sant Paramanand Blind Relief Mission	Health	Delhi	5,00,000	5,00,000	5,00,000	Direct
	TOTAL			**5,00,000**		**5,00,000**	

6. Since the average net profit of preceding three financial years is in negative, hence the Companys' CSR Contribution eligibility for the FY 2017-18 was NIL. However, your Company spent ₹ 5,00,000 during the year under review.

   The Committee confirms that the implementation and monitoring of CSR policy is in accordance with the CSR objectives and policy of the Company.

Sanjeev Agrawal

(Chairman - CSR Committee)
DIN: 00282059

CONTENTS OF CSR POLICY

(approved by the Board of Directors on 11th August, 2014.)

SEAMEC CSR initiatives focus on holistic development of host of communities and to create social, environmental and economic value to the society.

The Corporate principles of the Company is committed towards sustainable development and inclusive growth. The Company constantly strives to ensure a strong corporate culture to pursue initiatives related to Quality management, environment preservation and social awareness.

To pursue its CSR objectives, the Company outlined its scope as under:

- Pursue CSR programs primarily in the areas that fall within the economic vicinity of the Company's presence to ensure close supervision and maximum development impact.
- Pursue health care in several areas with focus on mother, child, old age persons providing basic nutrition and healthcare, awareness on HIV/AIDS, conduct of periodical health camp, eyes, dental, free cataract surgery and provision of lens, supply of equipment and aid for orphanages and physically challenged children, participation in polio immunization programme for the eradication of Polio.
- Provision of Clean drinking water – installation of hard pumps / bore well / Tube Well / Construction of Water tanks, water purifier in school and community Centre.
- Promote education for underprivileged children with learning opportunities through supply of educational materials, teaching aids, recreational tools, scaling up school infrastructure, provision of science laboratories.
- Sponsorship of education of children who come from poor financial background, underprivileged and orphanage.
- Provision of vocational training institutes, skilled based training in electrical, fabrication, welding, and housekeeping to enhance employability and generate livelihoods for persons from disadvantaged section of society.
- Contribution to the Prime Ministers National Relief Fund or any other fund setup by Central Government or State Government for socio economic development and relief and funds for welfare of scheduled castes, schedule Tribes, minorities and Women.

ANNEXURE – C

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,

The Members,
SEAMEC LIMITED
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s SEAMEC LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on Company's books, papers, minute books, forms and returns filed and other records maintained by the company as given in Annexure I and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

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

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

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review.

   d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;

   e. The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations 2008 - Not Applicable as the Company has not issued any debt securities which was listed during the year under review;

   f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable as the Company has not issued any shares/options to Directors/employees under the said guidelines/Regulations during the year under review;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the year under review;

   h. The Securities And Exchange Board Of India (Buy Back Of Securities) Regulations, 1998 - Not Applicable as the Company has not bought back any shares during the year under review;

(vi) Other laws as applicable specifically to the company as identified by the management, that is to say:

a. Maritime Labour Convention 2006

b. Customs Act, 1962

c. Merchant Shipping Act, 1958

d. Employees' Provident Fund & Miscellaneous Provisions Act, 1952

e. Payment of Gratuity Act 1972 & Rules

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

a. The Company's application to the Central Government for waiver of excess remuneration paid to Capt. C J Rodricks, Managing Director for the Financial Years 2015-16 have been approved by the Central Government.

We further report that

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

Mr. Naveen Mohta was appointed as Wholetime Director of the Company on 14th November 2017 after the due date. However, the Management has informed that the Company would be taking steps to make application to the concerned authorities for condoning / compounding of the delay.

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

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has following events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

i. Appointment of Wholetime Director in the Company.

For Satyajit Mishra & Co.
Company Secretaries

Place : Mumbai
Date : 25th May 2018

Proprietor
C.P. No.: 4997

ANNEXURE TO SECRETARIAL AUDIT REPORT

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31st March, 2017.
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Independent Directors along with Attendance Register held during the financial year under report.
4. Minutes of Members Meetings and resolutions passed during the financial year under report.
5. Statutory Registers viz.

   - Register of Directors & Key Managerial Personnel.

   - Register of Investment.

   - Register of Charge.

   - Register of Contracts.
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of 184 of the Companies Act, 2013.
8. Intimations received from Directors and Senior management under the prohibition of Insider Trading Code.
9. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
11. Filings made with Reserve Bank of India under the Foreign Direct Investment Guidelines and for Overseas Direct Investments made by the Company.

For Satyajit Mishra & Co.
Company Secretaries

Place : Mumbai
Date : 25th May 2018

Proprietor
C.P. No.: 4997

ANNEXURE D

Form No. AOC-2

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

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

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

   (a) Name(s) of the related party and nature of relationship:

   HAL Offshore Ltd

   (b) Nature of contracts/arrangements/transactions:

   Secondment of Mr. Naveen Mohta as Whole Time Director

   (c) Duration of the contracts / arrangements/transactions: 5 years effective from 14 November 2017

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any:

   Appointed as Whole Time Director for a period of 5 years with effect from 14th November, 2017 on following terms and conditions:

   (1) Period of Employment – 5 years

   (2) Termination – Six months notice by either party

   (3) Insurance – As per Companys' Policy.

   (e) Date(s) of approval by the Board, if any: 14th November, 2017

   (f) Amount paid as advances, if any: NA

Sanjeev Agrawal

Chairman

ANNEXURE E

Information under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the period ending 31st March, 2018.

A. TECHNOLOGY ABSORPTION

The Company's activities, being in the service sector in oilfield operations, are currently confined only to rendering services offshore and do not necessitate expenditure on R & D. However, the standards of the particular industry regarding foreign technology absorption have been achieved indigenously to a great extent.

B. FOREIGN EXCHANGE EARNINGS & EXPENDITURE

During the period under review, the Company's foreign exchange earnings were equivalent to ₹ 1700.56 million and foreign exchange outgo was equivalent to ₹ 622.07 million. (This is on accrual basis.)

REPORT ON CORPORATE GOVERNANCE

ANNEXURE – F

The report on Corporate Governance for the year ended March 31, 2018 is as under:-

CORPORATE GOVERNANCE – PHILOSOPHY

The Company philosophy on Corporate Governance aims at upholding core values of transparency, professionalism, accountability, honesty and integrity in its functioning and conduct of business with due respect to laws and regulations and attaining highest standard of business ethics and commitment to transparency in business dealings, essential for long term success. It is directed in such a way that it performs effectively keeping in view customers, employees and long term interests and confidence of the stakeholders. It adheres to the code of conduct formulated which serves as a guide to each employee on standards, values, ethics and principles.

1. BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is in accordance with the relevant provisions of Companies Act, 2013 and Rules framed thereunder as amended, from time to time (hereinafter referred to as "the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). The present strength of the Board is 7 Directors comprising One Whole Time Director, Six Non-Executive Directors including the Chairman. The Non-Executive Directors are eminent professionals, drawn from amongst persons with experience in business, finance, law and corporate management. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees as specified in the Listing Regulations, across all the Companies in which he/she is a Director. Committees shall include Audit Committee and Stakeholders Relationship Committee. All Directors have confirmed that they are not disqualified to continue to act as a Director or to be appointed / re-appointed as Director, as the case may be, pursuant to provisions of the Act. The independent Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them.

The composition of the Board during the period is as under:-

Director	Executive/Non- Executive/ Independent	Other Directorships held •
Mr. Sanjeev Agrawal	Non –Executive Chairman	2
Mr. Naveen Mohta*	Whole Time Director	1
Mr. Surinder Singh Kohli	Non-Executive & Independent	5
Mr. Amarjit Singh Soni	Non-Executive & Independent	1
Mr. Mahesh Prasad Mehrotra	Non-Executive & Independent	5
Ms. Seema Modi	Non-Executive & Independent	1
Mr. Subrat Das**	Non-Executive	1

• Includes directorship in Indian Listed Companies only including Seamec.

* Appointed as Whole Time Director w.e.f. November 14, 2017 on secondment from HAL

** Appointed as Additional Director as nominee of HAL to hold office of Director w.e.f. November 14, 2017

2. AUDIT COMMITTEE

The Audit Committee of the Company at the Board level, interalia, provides assurance to the Board on the adequacy of the internal control system. The Committee periodically review financial reporting process and financial results, statement and disclosures, generally accepted accounting principles and on measures taken in safeguarding of assets of the Company, internal audit reports and internal control systems and procedures. The Committee discusses with Internal Auditors, Statutory Auditors scope of findings of audit, audit qualifications, if any, related party transactions and appraises Board on the above.

The terms of reference of the Audit Committee cover all areas specified, thereby meeting the requirements of the Section 177 of the Companies Act, 2013 and also in line with the provisions as specified in the Listing Regulations and other terms as may be referred by Board of Directors.

The Audit Committee comprises of four members, all members including the Chairman of the Committee are Non-Executive and two-third members are independent. The Members of the Audit Committee are financially literate. The Statutory Auditor, Internal Auditor attend Audit committee Meetings. The President and Chief Financial Officer of the Company is the permanent Invitees to all Audit Committee Meetings. The President Corporate Affairs, Legal & Company Secretary who is in charge of Internal Audit is the Secretary to the Audit Committee. Minutes of the Audit Committee are circulated to all Directors and discussed at the Board Meetings.

The composition of the Audit Committee and the details of meetings held by it are as follows:-

Director	Position	Meetings held	Meetings Attended
Mr. Surinder Singh Kohli	Member	5	5
Mrs. Seema Modi	Member	5	4
Mr. Amarjit Singh Soni	Member	5	4
Mr. Mahesh Prasad Mehrotra	Chairman	5	5

3. NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination and Remuneration Committee and details of Meetings as mentioned hereunder:

Director	Position	Meetings held	Meetings Attended
Mr. Surinder Singh Kohli	Chairman	2	2
Mr. Amarjit Singh Soni	Member	2	1
Ms. Seema Modi	Member	2	2

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Committee has formulated a Policy on the appointment of person as Director and evaluation of Directors & Senior Management Personnel (SMP).

The Nomination and Remuneration Policy as prescribed under the law has been adopted by the Board. The Board has formulated criteria for evaluation of Independent Director which includes qualification, positive attributes and independence of Directors, this forms a part of the Remuneration Policy. The same is hosted on the Website of the Company at www.seamec.in.

4. REMUNERATION TO DIRECTORS

Director	Designation	Remuneration paid during the period (All figures in Rupees)			
		Salary & Allowances	Sitting Fees	Commission	Total
Mr. Sanjeev Agrawal	Chairman	-	NIL	-	NIL
Mr. Naveen Mohta *	Whole Time Director	-	NIL	-	-
Mr. Surinder Singh Kohli	Independent Director	-	400,000.00	-	400,000.00
Mr. Amarjit Singh Soni	Independent Director	-	320,000.00	-	320,000.00
Mr. Mahesh Prasad Mehrotra	Independent Director	-	380,000.00	-	380,000.00
Ms. Seema Modi	Independent Director	-	380,000.00	-	380,000.00
Mr. Subrat Das **	Additional Director	-	NIL	-	-
Total			**1,480,000.00**	**-**	**1,480,000.00**

The Company has no pecuniary relationship or transactions with its Independent Directors, other than payment of sitting fees for attending meetings of the Board or Committee thereof.

* Appointed as Whole Time Director w.e.f. November 14, 2017 on secondment from HAL

** Appointed as Additional Director as nominee of HAL to hold office of Director w.e.f. w.e.f. November 14, 2017

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has "STAKEHOLDERS RELATIONSHIP COMMITTEE" (Since renamed) under the chairmanship of a Non-Executive Director to specifically look into shareholders' issues including but not limited to share transfer, transmission, and issue of duplicate certificates and redressing of shareholder complaints like non receipt of Annual Report, etc.

Details of the composition of Stakeholders Relationship Committee are as follows:

Director	Position	Meetings Held	Meetings Attended
Ms. Seema Modi	Chairperson	3	3
Mr. Sanjeev Agrawal *	Member	3	2
Mr. Naveen Mohta **	Member	3	1

* Appointed as member w.e.f 17th April, 2017.

** Appointed as member w.e.f 14th February, 2018.

M/s. C. B. Management Services (P) Ltd., the Company's Registrar and Share Transfer Agent, among others, expedite the process of transfer of shares under supervision of President Corporate Affairs, Legal & Company Secretary. Thereafter, the proposals are placed before the designated Committee.

The President Corporate Affairs, Legal & Company Secretary is the Secretary to the Committee and is also the Compliance Officer of the Company.

6. NUMBER OF BOARD MEETINGS AND BOARD PROCEDURES

During the year under review, the Board of Directors of the Company met 5 (Five) times and the gap between two consecutive Board Meetings did not exceed one hundred and twenty days. The details of meetings held and attendance of directors are given in the given below table. Agenda papers along with explanatory notes were circulated to the Directors well in advance of the meeting. The senior management personnel were invited to participate in matters of interest, importance and relevance. The Board has access to any information within your Company and every effort is made to ensure that the information is adequate and appropriate to enable the Board to take considered decisions on issues.

Your Company has placed all relevant information before the Board as mandated under Listing Regulations.

Date of Board Meeting	City
May 30,2017	Mumbai
August 11, 2017	Mumbai
October 28, 2017	New Delhi
November 11, 2017	New Delhi
February 14, 2018	New Delhi

Director	No. of meetings		Attended last A.G.M
	Held	Attended	
Mr. Sanjeev Agrawal	5	4	Yes
Mr. Naveen Mohta*	5	-	No
Mr. Surinder Singh Kohli	5	5	No
Mr. Amarjit Singh Soni	5	4	Yes
Mr. Mahesh Prasad Mehrotra	5	5	No
Ms. Seema Modi	5	4	Yes
Mr. Subrat Das**	5	1	No

* Appointed as Whole Time Director w.e.f. November 14, 2017 on secondment from HAL.

** Appointed as Additional Director as nominee of HAL to hold office of Director w.e.f. w.e.f. November 14, 2017

7. DIRECTORS' MEMBERSHIP/CHAIRMANSHIP IN COMMITTEES

No Director is a member of more than 10 committees or Chairman of more than 5 committees across all companies in which he/she is a Director. The details are as under:

Director	No. of Committees	
	Member	Chairman
Mr. Sanjeev Agrawal	2	0
Mr. Surinder Singh Kohli	3	1
Mr. Amarjit Singh Soni	1	0
Mr. Mahesh Prasad Mehrotra	1	3
Ms. Seema Modi	1	1
Mr. Naveen Mohta*	1	0
Mr. Subrat Das**	0	0

* Appointed as Whole Time Director w.e.f. November 14, 2017 on secondment from HAL

** Appointed as Additional Director as nominee of HAL to hold office of Director w.e.f. w.e.f. November 14, 2017

8. DISCLOSURE REGARDING DIRECTORS' APPOINTMENT AND RE-APPOINTMENT

The personal information about the Directors being appointed / reappointed is already stated in the Directors' Report and in the notice of the meeting convening Annual General Meeting.

9. MATERIAL CONTRACTS/TRANSACTIONS CONCERNING DIRECTOR'S INTEREST

There has been no transaction of material in nature that may have a potential conflict with interest of your Company, during the period under review, save and except continuing of Charter Hire of Vessel Seamec II and Lease Rent of premises with Mrs. Deepti Agrawal, spouse of Mr. Sanjeev Agrawal, Chairman of the Company and secondment of Senior Personnel from Holding Company.

10. DISCLOSURE REGARDING SENIOR MANAGEMENT'S MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS

There has been no transaction of material, financial and commercial nature having personal interest of the Senior Management that may have a potential conflict with the interest of the company at large, during the period under review.

11. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY

In accordance with the requirement of Corporate Governance, the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the compliance of which has been affirmed by all Board Members and Senior Management Personnel. The required declaration to this effect signed by the Whole Time Director is appended as a separate Annexure to the report.

12. POLICY ON RISK MANAGEMENT

Pursuant to the requirement of Corporate Governance, the Board of Directors of the Company has adopted a policy on risk management for assessment and minimization procedure of risk for periodical review by the Board.

13. CODE FOR PREVENTION OF INSIDER TRADING

In accordance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time, your Company has adopted a Code of Internal Procedure and Conduct for regulating, monitoring and reporting of trading by insiders and Code of Fair Disclosure of Unpublished Price Sensitive Information to ensure prevention of Insider Trading in the Organization.

14. CEO AND CFO CERTIFICATION

In accordance with the requirement of Corporate Governance, as specified in Regulation 17(8) of the Listing Regulations, the Board of Directors of the Company have been furnished with the requisite certificate from the Whole Time Director and Chief Financial Officer (CFO) of the Company.

15. OTHER DISCLOSURES

1. DETAILS OF ANNUAL GENERAL MEETINGS

1.1 Location and time, where last three AGMs held

Year	Location	Date	Time
2014-2015	Mumbai	12.08.2015	4:30 p.m.
2015-2016	Mumbai	08.09.2016	4:30 p.m.
2016-2017	Mumbai	11.08.2017	4:00 p.m.

1.2 Whether any special resolutions passed in the previous 3 AGMs? YES, only in the Financial Year 2016-17

1.3 Whether any special resolution passed last year through postal ballot? NO

1.4 Whether any special resolution is proposed to be conducted through postal ballot for the year 2018-19?

The Company does not propose to pass any Special Resolution through Postal Ballot as on the date of this Report.

2. MEANS OF COMMUNICATION

• Half yearly report/highlights sent to each household of shareholders	No. Published in specified newspapers.
• Quarterly results, Which newspapers normally published in	Financial Express (English) Nav Shakti (Marathi)
• Any website, where displayed	www.seamec.in
• Whether it also displays official news release	N. A.
• Whether MD&A is a part of Annual Report	Yes
• Whether Shareholder Information section forms part of the Annual Report	Yes

3. SHAREHOLDER INFORMATION

1. Annual General Meeting

- Date and Time	:	26th September, 2018, 4.30 pm
- Venue	:	Mirage Hotel, International Airport, Approach Road, Andheri (East) Mumbai-400059

2. Financial Calendar

For the Financial Year ending 31.03.2019

- Financial reporting for the first quarter ending June 30, 2018	:	On or before August 14, 2018
- Financial reporting for the half year ending September 30, 2018	:	On or before November 14, 2018
- Financial reporting for the third quarter ending December 31, 2018	:	On or before February 14, 2019
- Financial reporting for the year ending March 31, 2019	:	On or before May 31, 2019
- Annual General Meeting for the year ending 31st March, 2019	:	On or before September 30, 2019

3. Date of Book Closure	:	20.09.2018 to 26.09.2018 (both days inclusive)
4. Dividend Payment Date	:	N.A.
5. Registered Office	:	A 901 – 905, 9th Floor 215 Atrium Andheri Kurla Road, Andheri East, Mumbai - 400 093. Tel: (022) 66941800 Fax: (022) 66941818 email: contact@seamec.in

6. Listing Details (Equity Shares) : **BSE Limited**
1st Floor, Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051.

7. The Company has paid the Listing Fees for the year 2017-2018 to all the Stock Exchanges.

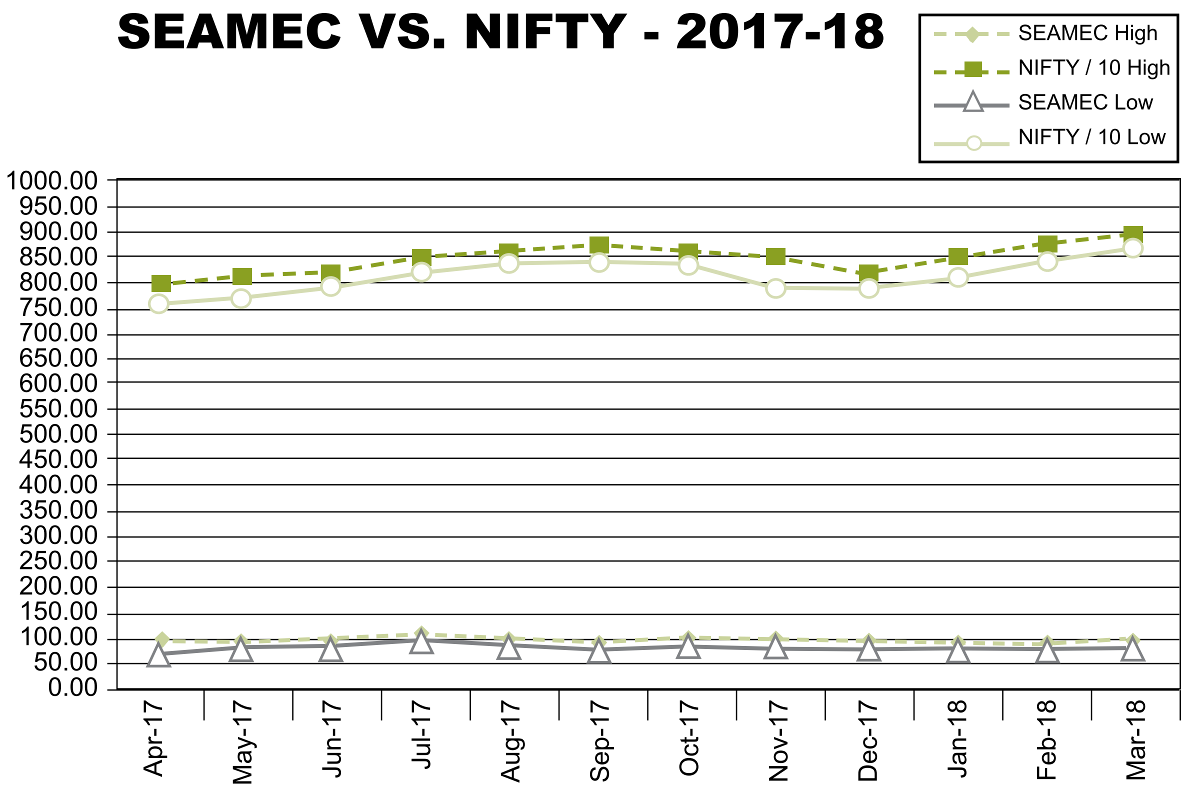
Stock Code :	Scrip ID	Scrip Code
Bombay Stock Exchange	SEAMECLTD	526807
National Stock Exchange	SEAMECLTD	
ISIN Code	INE497B01018	

8. Stock Price Data :

National Stock Exchange				
Month	**High**	**Low**	**Close**	**Av. Volume**
Apr – 17	123.75	85.10	115.00	157472
May – 17	131.80	106.05	117.30	45984
Jun – 17	162.25	116.30	159.25	129986
July – 17	177.00	150.00	172.65	52673
Aug – 17	195.00	145.45	152.15	58780
Sept – 17	161.00	118.65	135.10	16616
Oct – 17	184.50	134.00	165.00	69621
Nov – 17	178.90	147.25	167.30	14233
Dec – 17	183.30	147.15	183.25	14437
Jan – 18	194.25	170.00	175.00	18460
Feb – 18	208.00	155.45	195.30	25930
Mar – 18	199.00	171.50	193.50	19834

9. Stock Performance (Indexed):

STOCK PERFORMANCE OF SEAMEC VS. NSE INDEX (NIFTY)



10. Registrar & Transfer Agents : C B Management Services (P) Ltd.
2nd Floor P-22, Bondel Road, Kolkata – 700 019
Tel No. (033) 40116700, 22806692/93/94
Fax no. 033-22870263
E-mail : rta@cbmsl.com
Website : www.cbmsl.com

11. Share Transfer System : A Committee of Directors (Stakeholders Relationship Committee) has been constituted to approve the transfer and transmission of shares, issue of duplicate share certificates and allied matters. Share certificates in physical form are dispatched within prescribed time limit.

12. Investor Services :

Complaints received during the period

Nature of complaints	2017-2018		2016 – 2017	
	Received	Cleared	Received	Cleared
Relating to Transfer, Transmission etc., Dividend, Interest, Redemption etc., Change of address, Demat – Remat and others	Nil	Nil	Nil	Nil
Received from SEBI, Stock Exchanges and other statutory authorities	2	2	3	3
TOTAL	2	2	3	3

There are seven Civil Suits and five Consumer Forum Cases which are pending in various Courts & Forums.

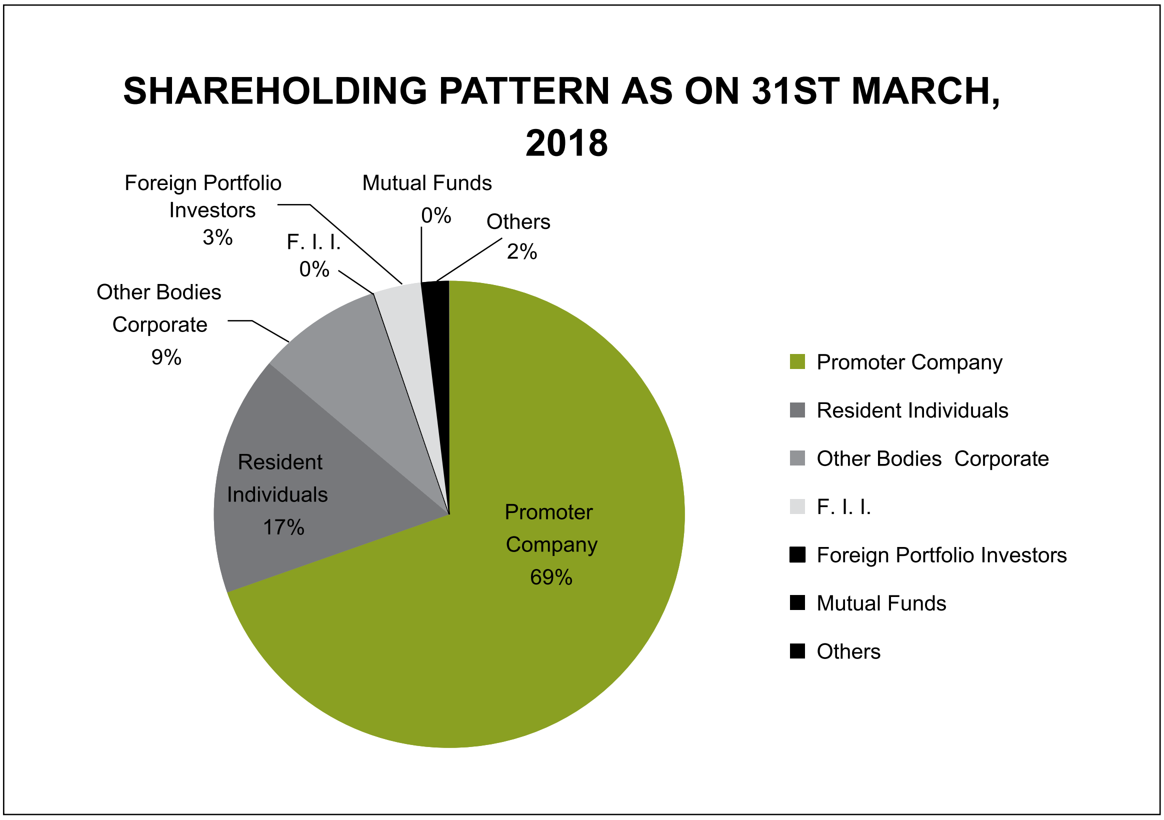
The Company endeavors to settle all shareholder complaints in the minimum possible time.

All the above complaints have been resolved within 30 days from the receipts of the communication.

As on 31.03.2018, there are no pending valid transfer cases. (as per the certificate of RTA)

13. Distribution of Shareholding as on:

Shares held	31.03.2018				31.03.2017			
	No. of share holders	% of share holders	No. of shares held	% share holding	No. of share holders	% of share holders	No. of shares held	% share holding
1-500	**10615**	**92.39**	**1239554**	**4.88**	15089	90.86	1913674	7.53
501-1000	**427**	**3.72**	**351262**	**1.38**	763	4.59	628346	2.47
1001-2000	**191**	**1.66**	**294124**	**1.16**	361	2.17	556790	2.19
2001-3000	**70**	**0.61**	**178450**	**0.70**	129	0.78	324084	1.27
3001-4000	**24**	**0.21**	**87547**	**0.34**	45	0.27	160535	0.63
4001-5000	**29**	**0.25**	**131194**	**0.52**	59	0.36	276032	1.09
5001-10000	**57**	**0.50**	**407675**	**1.60**	86	0.52	655501	2.58
10001& above	**76**	**0.66**	**22735194**	**89.42**	74	0.45	20910038	82.24
TOTAL	**11489**	**100.00**	**25425000**	**100.00**	16606	100	25425000	100



14. Categories of Shareholding as on:

	Category	31.03.2018			31.03.2017		
		No. of share holders	**No. of shares held**	**% of share holding**	No. of share holders	No. of shares held	% of share holding
01	Promoter Company	**1**	**17687475**	**69.57**	1	18527475	72.87
02	Directors	**-**	**-**	**-**	1	4450	0.02
03	Directors Relatives	**-**	**-**	**-**	-	-	-
04	Mutual Funds	**1**	**4200**	**0.02**	5	7400	0.03
05	F. I. I.	**-**	**-**	**-**	1	900	0.00
06	Foreign Portfolio Investors	**1**	**837000**	**3.29**	-	-	-
07	Financial Institutions	**-**	**-**	**-**	-	-	-
08	Central Government / State Government	**1**	**5601**	**0.02**	1	5601	0.02
09	N.R.I.	**110**	**72086**	**0.28**	140	235195	0.93
10	Other Bodies Corporate	**237**	**2188185**	**8.61**	394	1329606	5.23
11	Banks	**4**	**160195**	**0.63**	6	134457	0.53
12	Resident Individuals	**11101**	**4222791**	**16.61**	15978	4779767	18.80
13	Clearing Members	**32**	**36359**	**0.14**	77	399849	1.57
14	Overseas Body Corporate	**-**	**-**	**-**	2	300	0.00
15	Investor Education and Protection Fund	**1**	**211108**	**0.83**	-	-	-
	TOTAL	**11489**	**25425000**	**100**	16606	25425000	100.00

15.	Dematerialization of Shares & Liquidity	:	Over 98.41% of equity shares have been dematerialized as on 31.03.2018. Trading in equity shares of your Company in Stock Exchange is permitted only in dematerialized mode w.e.f. 24th August, 2000 as per notification issued by SEBI. To facilitate the investors in having easy access to Demat system, the Company has signed agreements with both the depositories viz. National Securities Depositary Ltd. (NSDL) and Central Depositary Services (India) Ltd. (CDSL).
16.	Details on use of public fund obtained in the last three years	:	NIL
17.	Investors' Correspondence	:	Mr. S.N. Mohanty Compliance Officer Address For correspondence Regd. Office : A 901 – 905, 9th Floor 215 Atrium, Andheri Kurla Road, Andheri East, Mumbai - 400 093 Tel: (022) 66941800 Fax: (022) 66941818 Email: seamec@bom5.vsnl.net.in OR C B Management Services (P) Ltd. P-22, Bondel Road, 2nd floor, Kolkata – 700 019 Tel No. (033) 40116700/6711/6723 Fax: (033) 40116700 E-mail : rta@cbmsl.com Website: www. cbmsl.com

Shareholders are advised to register their email address and any changes therein from time to time for sending notice/ documents through email in reference to General circular No. 17/2011 dated 21st April, 2011 of Ministry of Corporate Affairs. In addition, registering and corresponding with Registrar and Share Transfer Agents and company through email would speed up response, reduce paper work and also help to redress the complaints on fast track basis. However, for instructions like change of bank mandate, change of address, transfer and transmission of shares etc letters duly signed by the shareholder(s) concerned should be sent otherwise such request cannot be procured by the Registrars.

18. Per Share Data

	FY 2017-18	FY 2016-17
EPS (₹)	**0.11**	(58.84)
EPS Growth (%)	**101**	(3250.62)
CPS (₹)	**19.59**	(38.33)

Closing Share price as on March 31, 2017 and March 31, 2018	**FY 2017-18**	FY 2016-17
NSE	**193.50**	84.30
BSE	**188.90**	86.00

19. Unclaimed Shares : Pursuant to Regulation 39(4) of the Listing Regulations, which provides that shares held physically and remained unclaimed by shareholders due to insufficient/ incorrect information or any other reason should be transferred in demat mode to one folio in the name of "Demat Suspense Account" with one of the depository participants. The company has issued notices to the concerned shareholders.

20 Disclosures:

a) Disclosures on materially significant related party transactions appear at the appropriate place in Schedule 43 of Notes to Accounts.

b) There was no non-compliance, penalties or stricture imposed on company by any Stock Exchanges, SEBI or any other statutory authority or any matters relating to capital market.

c) The Company has in place "Vigil Mechanism / Whistle Blower Policy" which is also available on the Company's website www.seamec.in. No personnel has been denied access to the Audit Committee to lodge their grievances.

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of SEAMEC LIMITED

We have examined the compliance of regulations of Corporate Governance by Seamec Limited for the year ended March 31, 2018, as stipulated Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of regulations of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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 Satyajit Mishra & Co.
Company Secretaries

Proprietor
C.P. No.: 4997

Place: Mumbai
Date: 25-05-2018

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ANNEXURE – G

01. OVERVIEW

The Oil and Gas Industry has seen significant turmoil and transformation over past 4 years. Rebounding market fundamentals, quests for production independence market share protection and geopolitical tensions continue to fuel both optimism and skepticism amongst Industry players. The Oil and Gas Industry in 2018 received stimulus through upward oil and gas price corrections resulting in renewed interest in upstream investment.

Notwithstanding compliance changes from OPEC, Russia and Non-OPEC Producers, Oil price showed an upward trajectory. In USA unconventional producers continued production increase due to improved market fundamentals and supporting midstream and services companies. US Offshore exploration and development starts to make a comeback due to change in policy decision of Administration.

India is expected to be one of the largest contributors to Non – OECD petroleum consumption growth globally. According to Ministry of Petroleum & Natural Gas, India will need Crude Oil refining capacity of 439 million tons per annum by 2030 and 533 million tons per annum by 2040 to meet domestic demand. This is almost double the capacity of 247.56 million tons per annum.

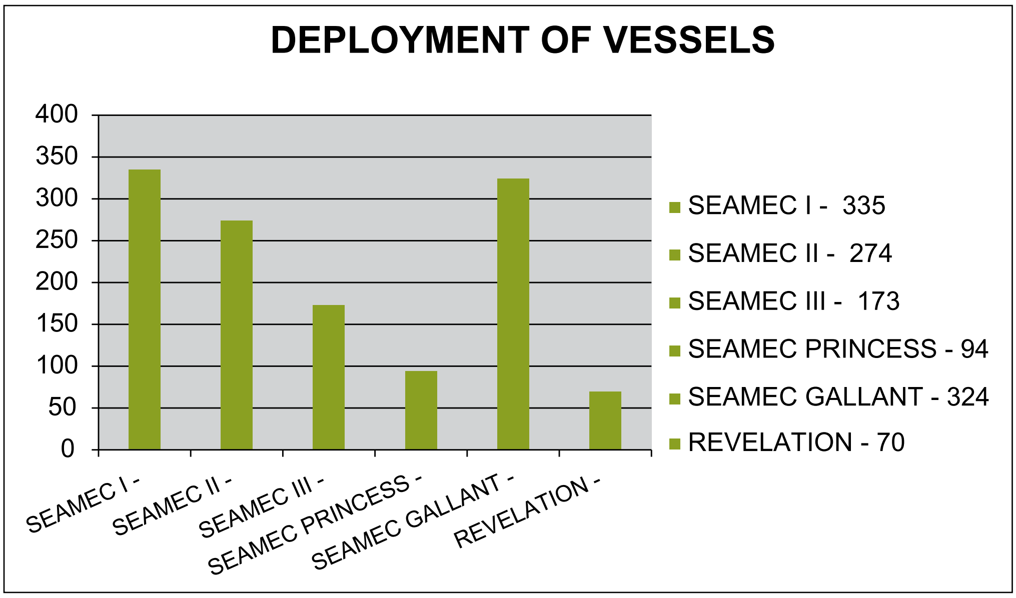
The present government has been seriously infusing natural gas to compliment the existing fuel mix and spread natural gas network across the country. Government is committed to increase gas accessibility in the eastern sector.

According to Government of India's data, by the department of Industrial Policy and Promotion, major investments and development in Oil and Gas Sector are under following fields:

- Current Investment in refineries and petrochemicals under strategic partnerships
- Foreign investment on establishing a liquid, flexible and global liquified natural gas (L & G) market.
- ONGC's new blue print to increase oil production by 4 million tons and to double its natural gas production by 2020 to curb country's import.

India's economic growth is closely related to energy demand. Therefore, Oil and Gas sector plays a major role in influencing the decision of important sections of economy.

The Bulk Shipping Industry has shown improvement in the fundamentals and currently in its years of opportunity. The improvement is expected to accelerate further in anticipation of envisageable growth in demand. The Baltic Index is showing upward projection and therefore this segment of Industry is poised to grow in the range of 8 to 10% in coming years.



02. OPPORTUNITIES AND THREATS

Global Oil and Gas Industry is on the path of recovery which will strengthen in 2019. Moody's Outlook is stable for integrated Oil and Gas business over next 12 to 18 months. Earnings will rise, a return of positive cash flow could compel oil measures to reinstate their position. Oil price is forecasted to be in the region of US $ 70 and above per barrel, which would reduce stress on Exploration & Production Sector.

The outlook of offshore Industry is likely to increase significantly. With the recovery of oil price, the Industry is poised to re-structure significantly. At long last and offshore up cycle is tend to begin. Upstream oil Companies could rejoice the escalation in oil prices resulting upstream sector to deliver positive result.

In India, the oil major ONGC would continue to invest in exploration and production activity of Oil and Gas to meet its energy security. Hence Offshore service providers tend to have assured business.

SEAMEC continues to remain as a major provider of offshore oilfield services in India.

The component of the SEAMEC fleet includes Diving Support Vessel, Utility Vessel and a Bulk Carrier. With the encouraging market opportunities available, SEAMEC was successful to a great extent in securing the contracts and provided its best performance to the utmost satisfaction of the client. The Companys' assets of experienced human force, fleet and formidable track record are recognized as force to reckon with.

As per Baltic Dry Index (BDI), the segment of Bulk Carrier is rising globally having impact both in terms of utilization as well as the freight.

ONGC plan of action in revamping of subsea pipelines and EPC contracts will be source of encouragement and opportunity for SEAMEC to utilize its proven resources by participating in the projects and commercial activities as that may emerge.

Aging of Company's fleet along with the complexity of maintaining continues to remain as an issue. Your Company is looking at options and opportunities in mitigating these factors in a structured business dynamics.

The marketing of older vessel is a challenge as newer tonnage leads to fierce cut throat competition, resulting in further reduction in the Charter Rate. In addition, Offshore Personnel with availability alternate engagement, remains as a potential threat.

03. BUSINESS SEGMENT ANALYSIS

The only business segment for the Company during year was Offshore segment

04. FINANCIAL PERFORMANCE

For meaningful comparison pertinent financial parameters are discussed below: -

(₹ In million)

	2017-18	2016-17
Revenue	**2124**	2252
Operating Employee and other Expenses	**1606**	3215
Operating Profit	**518**	(963)
Interest Expenses	**6**	12
Depreciation	**489**	480
Profit / (Loss) before Tax	**23**	(1455)
Provision Tax Expenses	**20**	41
Net Profit	**3**	(1496)
Debtor/Sales	**0.58**	0.66
Creditor/Purchase	**1.10**	0.17

Comments on Current Year's Performance:

Revenue	:	The decrease in revenue is primarily due to non-utilization of vessels and comparative reduction of Charter rate.
Operating Cost	:	The normal operating cost decreased due to under deployment and impact of impairment cost of Company's vessel proposed to be scrapped.
Operating Profit (Loss)	:	Profit is due to contribution made by 3 vessels under long term charter.
Depreciation	:	Marginal increase of depreciation due to addition of fleet.
Current Tax Exp.	:	The Company is being assessed under Tonnage Tax Scheme. Current tax is primarily on the interest income of short term deposits with Bank.
Net Profit(Loss)	:	Overall profit due to steady income from 3 operating vessels and cost control.

ANNEXURE – H

DISCLOSURES OF RATIO OF REMUNERATION TO EACH DIRECTOR (ONLY LISTED COMPANY)

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134 (3) (q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL RULES 2014

	Requirements of Rule 5(1)		Details
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	:	**Directors:** Mr. Sanjeev Agrawal - Nil Mr. Surinder Singh Kohli –Nil Mr. Amarjit Singh Soni – Nil Ms. Seema Modi – Nil Mr. Mahesh Prasad Mehrotra –Nil Mr. Naveen Mohta – Nil Mr. Subrat Das - Nil
(ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	:	**Directors:** Mr. Sanjeev Agrawal - Nil Mr. Surinder Singh Kohli – Nil Mr. Amarjit Singh Soni – Nil Mr. Seema Modi – Nil Mr. Mahesh Prasad Mehrotra – Nil Mr. Naveen Mohta – Nil Mr. Subrat Das - Nil **Key Managerial Personnel:** Mr. V. K. Gupta - President & Chief Financial Officer – Nil Mr. S. N. Mohanty –President – Corporate Affair, Legal & Company Secretary – Nil
(iii)	the percentage increase/(decrease) in the median remuneration of employees in the financial year;	:	(6.01%)
(iv)	the number of permanent employees on the rolls of the company;	:	41 employees as on 31.03.2018
(v)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	:	Average Salary decrease of non-managerial employees is (5.46%) due to reduction in headcounts under this category.
(vi)	affirmation that the remuneration is as per the remuneration policy of the company.	:	Remuneration paid during the year ended March 31, 2018 is as per the Remuneration Policy of the Company.

Particulars of Employees, pursuant to Section 134 (3) (q) of the Companies Act, 2013 read with Rule 5 (2) & 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name	Age (Yrs)	Designation	Remuneration	Qualifications	Experience (Yrs)	Date of Commencement	Previous Employment
Employed for the Period							
		NIL					

NOTES:

1. Nature of employment: Contractual in accordance with terms and conditions as per Companies Rules.
2. Remuneration includes salary, allowances, Leave encashment, company's contribution to retrial funds etc. and monetary value of other perquisites computed on the basis of the Income Tax Act and Rules.
3. No employee is a relative of any Director or Key Managerial Personnel of the Company. Rule 5(2) (iii) of the Captioned Rules is not applicable to any employee.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 25-05-2018

Sanjeev Agrawal
Chairman

ANNEXURE I

NOMINATION AND REMUNERATION POLICY – SALIENT FETURES

This Policy is divided into 3 parts as follows:-

PART – A: ROLE AND RESPONSIBILITY

The Committees foremost priorities are to ensure that the Company has the best possible leadership and maintains a clear plan for both Executive and Non-Executive Director succession. The Committee also review Senior Management succession. Its prime focus is, therefore, on the strength of the Board and the Senior Management Team and ensuring that appointments are made on merit, against objective criteria, selecting the best candidate for the post. The Committee advises the Board on the appointments, retirements and resignations from the Board and its Committees. It also advises the Board on similar changes to the Senior Management of the Company.

When considering appointments to the Board and its Committees, the Nomination and Remuneration Committee will draw up a specification for the role taking into consideration the balance of skills, knowledge and experience of its existing members, the diversity of the Board and the Company's ongoing requirements. The Company believes that diversity underpins the successful operation on an effective Board and embraces diversity as a means of enhancing the business.

PART-B: POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and recommend to the Board his / her appointment.
- The Candidate for a position at KMP or Senior Management level is met by assessment of the candidate on his / her functional and leadership capabilities and cultural fitment to the organization. It need to be ensured that the person possess adequate qualification, expertise, proper attitude and experience for the position he / she is considered for appointment.
- The Managing Director assesses the shortlisted candidates for the position of KMP or Senior Management Level.
- The selected candidate's details and the proposed compensation is shared with the Nomination and Remuneration Committee for their review and suggestions. The same is shared with the Board at the next Board Meeting. The appointment of KMP necessarily to be approved by Board on the recommendation of Nomination and Remuneration Committee.
- Managing Director will be selected by ascertaining the integrity, qualification, expertise, attitude and experience of persons for the appointment as Managing Director.

Term / Tenure:

- The tenure for Directors shall be governed by the terms defined in the Companies Act, 2013.
- The tenure for other KMP and Senior Management Personnel will be governed by Company's HR Policy.

Evaluation:

The Managing Director performs the evaluation of performance of KMP and Senior Management Personnel at regular intervals. Mostly on the yearly basis based on objectives set.

The performance evaluation of Independent Directors shall be done by the Board, excluding the Director being evaluated, Basis of evaluations is as per the contributions made to the Board deliberations on various matters including business strategy, financial strategy, operations, cost and risk management, etc., and potential suggestions given in this regard.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of Director, subject to the provisions and compliance of the said Act, rules and regulations.

For other KMP or Senior Management Personnel the removal will be governed by SEAMEC HR Policy and the subsequent approval of the Managing Director.

Retirement:

The Director, KMP or Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Managing Director may recommend to Board to retain KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C: POLICY RELATING TO THE RENUMERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

Evaluation Process:

- The performance metrics shall be defined by the Nomination and Remuneration Committee for Directors and for other KMP and Senior Management Personnel the metrics shall be determined by the Managing Director.
- A holistic view of the ratings will be reviewed by the Board in relation to Directors and for KMP and Senior Management Personnel be reviewed by the Managing Director. The Managing Director does a qualitative review of the performance based on the efforts put in by the employee, results achieved and impact of the external and internal factors, behavior factors, and attitude to arrive at the Final Rating.
- The revision in the total remuneration is directly linked to the Final Rating for all employees.
- The remuneration, KMP and Senior Management Personnel will be determined by the Managing Director in accordance with the HR Policy, which is based on the Final rating, employee potential and market benchmark compensation. The revised remuneration is shared with the Nomination and Remuneration Committee for review. The final remuneration package of KMP will be reviewed by Committee and noted by Board.
- The ESOP's to KMP and Senior Management Personnel will be determined by the Managing Director as per the ESOP Schemes of the Company read with applicable rules and regulations and recommended to the Committee and the Board for approval in the subsequent Board Meeting.
- The remuneration to the Managing Director shall be subject to the prior / post approval of the Shareholders of the Company and Central Government wherever required and shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
- Increments to the existing Remuneration structure of the Managing Director to be evaluated by the Committee and to be recommended to the Board which should be in accordance with the approval of the Shareholders.
- Where any Insurance is taken by the Company on behalf of its Managing Direct, Chief Financial Officer, Company Secretary and any other employee including Senior Managerial Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such Insurance shall be treated as part of the remuneration.
- An Independent Director shall not be entitled to any stock option of the Company.

5. MODIFICATION

The Audit Committee or the Board of Directors of the Company can modify this Policy at any time if required. Modification may be necessary, among other reasons, to maintain compliance with the regulations and / or accommodate organizational changes within the Company.

The brief details of Directors are annexed and form a part of this report.

Mr. Sanjeev Agrawal (DIN: 00282059)

Mr. Sanjeev Agrawal is an eminent and successful Entrepreneur. Mr. Agrawal has vast experience over 23 years in the field of Oil & Gas Sector, Soft Drinks, Education, Hospitality and Real Estate. He is the Director of various Public Limited Companies viz Fortune Industrial Resources Limited, Hindustan Aqua Limited & Metbrass Plassim India Limited. Mr. Agrawal does not hold any shares in your company.

Mr. Surinder Singh Kohli (DIN: 00169907)

Mr. Surinder Singh Kohli is a B.SC Mechanical Engineer, holding a Diploma in Industrial Finance, CA IIB. Mr. Kohli has a phenomenal successful career over 42 years in the Banking Industry. Finance is his area of expertise. Mr. Kohli held the coveted post of Chairman and Managing Director of Punjab & Sind Bank, Punjab National Bank and India Infrastructure Finance Company Ltd. Mr. Kohli is on the Board and Committees of various Companies viz: IL & FS Financial Services Ltd, ACB (India) Ltd, BSES Yamuna Power Ltd, Asian Hotels (West) Ltd, and IDFC Ltd. Mr. Kohli does not hold any shares in your company.

Mr. Amarjit Singh Soni (DIN: 03009390)

Mr. Amarjit Singh Soni, is a Master in Petroleum Engineering from Moscow. Mr. Soni has vast experience of 50 years in Oil & Gas Sector and different other fields. Business Development is his area of expertise. Mr. Soni does not hold any shares in your company.

Ms. Seema Modi (DIN: 05327073)

Ms. Seema Modi by qualification is holding Master's degree in Organic Chemistry and MMS in Marketing and having a vast experience over 27 years in Corporate both in India and overseas including working with a MNC. She also was holding the position of Managing Director in Heinz ABC Private Limited, Jakarta Indonesia, Heinz ASEAN and Heinz India Private Limited and later promoted to Regional Director in Strategic projects (RIMEA region – Nigeria and Pakistan). General Management and Marketing are her core area of expertise. Ms. Modi does not hold any shares in your company.

Mr. Mahesh Prasad Mehrotra (DIN: 00016768)

Mr. Mahesh Prasad Mehrotra, aged about 77 years is by qualification is a Chartered Accountant and is having a degree in law. He is the founder Partner of Mehrotra & Mehrotra, Chartered Accountants, Kanpur and Delhi, since 1962. Mr. Mehrotra has a long outstanding illustrious career having 55 years of experience. His area of expertise is Finance, Accounts and Taxation. Mr. Mehrotra does not hold any shares in your Company.

Mr. Naveen Mohta (DIN: 07027180)

Mr. Naveen Mohta, aged about 44 years is by qualification is a Chartered Accountant and Cost and Works Professional. Mr. Mohta has 17 years of experience which includes 15 years with HAL Offshore Limited, the Promoter Company of SEAMEC Limited. Mr. Mohta has worked with India Gypsum Limited, a joint venture between Birla Group and BPB Plc UK and has also interacted with various Government Bodies such as SIPCOT, TNGST department, Excise, Pollution Control Boards etc. for getting various approvals and registrations for the green field project in Chennai, besides looking after accounts and finance function. His area of expertise is Commercial and Operations. Mr. Mohta does not hold any shares in your Company.

Mr. Subrat Das (DIN: 07105815)

Mr. Subrat Das, aged about 54 years is by qualification is a Chartered Accountant. Mr. Das has 27 years of experience in field of Finance, Accounts and Taxation and Legal Matters. Mr. Das has worked with Shiv-Vani Oil & Gas Exploration Services Ltd, Great Eastern Energy Corporation Limited, Ortel Communications Ltd, UNDP/GEF Project (Steel), New Delhi, Modi Korea Telecommunications Ltd, Usha Ispat Ltd, Rathi Alloys & Steel Ltd. His area of expertise is Finance and Accounts. Mr. Das does not hold any shares in your company.

SEAMEC Limited

₹ million

	2007	2008	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	**2017-18**
			(15 months)								
BALANCE SHEET											
SOURCES OF FUNDS											
SHARE CAPITAL	339.00	339.00	339.00	339.00	339.00	339.00	339.00	339.00	254.25	254.25	**254.25**
RESERVE & SURPLUS	2407.45	2,878.66	4,798.73	4,131.52	4,027.84	4,368.78	4,379.27	4,878.61	3,945.52	2,449.74	**2452.99**
NET WORTH	2746.45	3,217.66	5,137.73	4,470.52	4,366.84	4,707.78	4,718.27	5,217.61	4,199.77	2,703.99	**2707.24**
LOAN FUND	-	-	-	-	-	-	-	-	-	-	**-**
SOURCES OF FUNDS	2746.45	3,217.66	5,137.73	4,470.52	4,366.84	4,707.78	4,718.27	5,217.61	4,199.77	2,703.99	**2707.24**
APPLICATION OF FUNDS											
GROSS BLOCK OF FIXED ASSET	3803.19	3,974.32	4,155.10	4,302.05	4,803.70	4,778.09	4,947.03	5,617.10	2,203.90	2,996.58	**2985.66**
RESERVE FOR DEPRECIATION	1,409.46	1,631.56	1,932.14	2,176.26	2,479.61	2,809.74	3,180.48	3,453.76	468.33	936.13	**1300.90**
NET BLOCK OF FIXED ASSETS	2393.73	2,342.76	2,222.96	2,125.79	2,324.09	1,968.35	1,766.55	2,163.34	1,735.57	2,060.46	**1684.76**
INVESTMENTS	-	-	12.24	12.24	25.68	25.68	25.68	25.68	340.01	373.20	**445.84**
DEBTORS (NET)	268.62	529.76	349.62	385.76	1,014.24	1,310.64	1,486.86	1,245.53	1,865.46	1087.80	**1173.61**
TOTAL CURRENT ASSETS	1038.85	1,606.32	3,446.52	2,712.64	1,406.26	2,113.58	2,181.22	2,675.29	1,829.13	792.12	**794.81**
CURRENT LIABILITIES & PROVISION	686.12	731.42	543.99	380.48	403.43	710.47	742.04	892.23	1,570.40	1609.59	**1391.78**
NET CURRENT ASSETS	352.73	874.90	2,902.53	2,332.16	1,002.83	1,403.11	1,439.18	1,783.06	258.73	(815.83)	**(596.97)**
APPLICATION OF FUNDS	2746.46	3,217.66	5,137.73	4,470.19	4,366.84	4,707.78	4,718.27	5,217.61	4,199.77	2,703.99	**2707.24**
PROFIT & LOSS ACCOUNT											
REVENUE FROM OPERATION	1704.47	2,685.86	4,248.41	1,023.76	1,818.27	3,373.31	4,079.37	3,497.25	3,279.17	2,075.74	**1936.01**
OTHER INCOME	88.37	38.90	161.11	133.45	179.53	241.70	154.51	360.80	229.67	176.01	**187.66**
EBITDA before extra ordinary items	604.23	788.78	2,398.51	(410.36)	252.35	769.74	431.05	969.21	591.79	(963.16)	**518.14**
EXTRA ORDINARY ITEMS	-7.70	-47.23	6.41	44.44	-	-	-	-	-	-	**-**
INTEREST EXPENSES	4.23	3.76	4.80	3.85	0.12	0.30	1.33	1.16	2.72	11.50	**6.37**
DEPRECIATION	189.50	254.13	321.68	264.70	310.72	369.25	378.46	367.65	473.74	479.94	**489.12**
PROFIT BEFORE TAX	402.80	483.66	2,078.44	(634.47)	-58.49	400.19	51.27	600.40	115.33	(1,454.60)	**22.65**
TAX	32.53	12.45	39.38	33.13	45.20	59.25	40.77	60.22	57.71	41.31	**19.73**
PROFIT AFTER TAX	370.27	471.21	2,039.06	(667.60)	-103.69	340.94	10.50	540.18	57.62	(1,495.91)	**2.92**

INDEPENDENT AUDITOR'S REPORT

To

The members of Seamec Limited

Report on the Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Seamec Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss (including other Comprehensive income), the Cash Flow Statement for the year then ended, the statement of changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the standalone Ind AS financial statement").

Management's Responsibility for the Standalone Financial Statements

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

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

Auditor's Responsibility

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

In conducting our Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order Issued under section 143 (11) of the Act.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Other Matter

Corresponding figures of the Company for the year ended 31 March 2017 have been audited by another auditor who expressed an unmodified opinion dated 30th May 2017 on the standalone Ind AS financial statements of the Company for the year ended 31 March 2017.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained, all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

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

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

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

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statement – Refer Note 37;

      ii. The company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Regn. No: 006711N/N500028

Vikas Kumar
Partner
Membership No. 075363

Place: Mumbai
Date: 25th May 2018

Annexure A to the Auditor's Report

The annexure referred to in Independent Auditor's Report to the member of the Company on the standalone financial statement for the year ended 31st March 2018, we report that;

(i) Fixed Assets

a) The Company has maintained proper records showing full particulars including quantitative details and situtation of its fixed assets.

b) Fixed assets have been physically verified during the year by the management as per the plan and no material discrepancies were identified on such verifiction.

c) According to the informations and explanations given to us, there is no Immovable Property in the books of accounts of the Company. Thus, the provision of clause 3(i)(c) of the Order is not applicable to the Company

(ii) Inventories

The management has conducted physical verification of inventory at reasonable intervals during the year as per plan and no material discrepancies were noticed on such physical verification.

(iii) Loans given

According to the information and explanations given to us, during the year, the Company has not granted any Secured or unsecured loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence reporting under clause 3 (iii) (a), (b) and (c) of the order is not applicable to the Company.

(iv) Compliance of Sec. 185 & 186

In our opinion and according to the information and explanations given to us, the Company has not given loans or guarantees to directors or other persons in which a director is interested or provide security in connection with a loan and as such section 185 of the Companies Act, is not applicable. In our opinion and according to the information and explanation given to us, the company has made investments in securities which is in compliance with the provisions of Section 186 of the Companies Act, 2013.

(v) Public Deposit

During the year, the company has not accepted any deposits from the public, therefore, paragraph 3 (v) of the order is not applicable.

(vi) Cost Records

To the best of our knowledge and according to the information and explanation provided to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act

(vii) Statutory Dues

a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing its undisputed statutory dues including Provident Fund, Employees State insurance, Income-tax, Sales-Tax, GST, Service tax, Value added tax, cess, etc. There are no undisputed dues payable, outstanding as on 31st March, 2018 for a period of more than six months from the date they became payable except the interest on availment of wrong credit of service tax as given below:

Name of the statute	Nature of Dues	Amount (₹ in Million)	Period to which the amount relates	Due Date	Date of payment
Finance Act, 1994	Interest on wrongly credit of service tax	11.21	2016-17	Various	Not yet paid

b) According to the information and explanations given to us, the following dues of Service Tax has not been deposited by the Company on account of dispute;

Name of the statute	Nature of Dues	Amount (₹ in Million)	Period to which amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	77.37	2010-11 to 2014-15	Commissioner of Service Tax
Finance Act, 1994	Service Tax	14.04	2013-14 to 2015-16	Assisstant Commissioner of Service Tax
Finance Act, 1994	Service Tax	38.50	2015-16	Deputy Commissioner of CGST & Central Excise, Mumbai East

(viii) According to the information and explanations given to us and based on the records of the company examined by us, the company has not defaulted in repayment of loans to bank. The Company did not have any loan from financial institutions or government and also did not have any debentures outstanding during the year.

(ix) The Company didn't raise any money by way of initial public offer or further public offer or term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) According to the information and explanation given to us, no material fraud on the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.

(xi) According to information & explanations given to us, no managerial remuneration has been paid or provided as such para paragraph 3(xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) As per the information and explanations given by the management, all the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone financial statements, as required by the applicable accounting standards.

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

(xv) As per the information and explanations given by the management, the company has not entered into any non-cash transaction with directors or persons connected with him. Therefore paragraph 3 (xv) of the order is not applicable to the company.

(xvi) As per the information and explanations given by the management, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore paragraph 3 (xvi) of the order is not applicable to the company.

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Regn. No: 006711N/N500028

Vikas Kumar
Partner
Membership No. 075363

Place: Mumbai
Date: 25th May 2018

ANNEXURE B

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Seamec Limited ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Regn. No: 006711N/N500028

Vikas Kumar
Partner
Membership No. 075363

Place: Mumbai
Date: 25th May 2018

Standalone Balance Sheet as at March 31, 2018

₹ million

Particulars	Note No	As at 31.03.2018	As at 31.03.2017
A Assets			
1) Non-Current Assets			
(a) Property, Plant and Equipment	4	**1,682.33**	2,057.51
(b) Capital work-in-progress	5	**1.72**	14.56
(c) Intangible assets	6	**2.43**	2.94
(d) Financial assets			
(i) Trade receivables	7	**-**	-
(ii) Investments	8	**445.84**	373.20
(iii) Loans	9	**12.92**	11.75
(iv) Bank Balances	10	**282.30**	198.00
(e) Non-current tax assets (net)	11	**87.32**	58.05
(f) Other non-current assets	12	**2.28**	8.23
		2,517.14	2,724.24
2) Current Assets			
(a) Inventories	13	**143.28**	167.02
(b) Financial assets			
(i) Trade receivables	14	**1,173.61**	1,087.80
(ii) Cash and cash equivalents	15	**11.99**	38.06
(iii) Bank balances other than (ii) above	16	**127.76**	206.34
(iv) Other Financial assets	17	**60.02**	36.37
(c) Other current assets	18	**13.75**	53.75
		1,530.41	1,589.34
Assets classified as held for sale	19	**51.47**	-
Total-Assets		**4,099.02**	4,313.58
B Equity and Liabilities			
1) Equity			
(a) Equity share capital	20	**254.25**	254.25
(b) Other Equity	21	**2,452.99**	2,449.74
		2,707.24	2,703.99
2) Liabilities			
Non-Current Liabilities			
(a) Deferred tax liabilities (Net)	22	**23.89**	16.45
(b) Provisions	23	**7.01**	6.67
		30.90	23.12
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	**73.17**	179.09
(ii) Trade payables	25	**1,015.64**	1,182.89
(iii) Other Financial liabilities	26	**182.61**	175.85
(b) Other current liabilities	27	**85.04**	45.52
(c) Provisions	28	**4.42**	3.12
		1,360.88	1,586.47
Total-Equity & Liabilities		**4,099.02**	4,313.58
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Standalone Statement of profit and loss for the year ended March 31, 2018

₹ million

Particulars		Note No	Year ended 31.03.2018	Year ended 31.03.2017
INCOME				
I.	Revenue from operations	29	**1,936.01**	2,075.74
II.	Other Income	30	**187.66**	176.01
III.	**Total Revenue (I +II)**		**2,123.67**	2,251.75
IV.	**Expenses:**			
	Employee benefit expenses	31	**608.14**	631.65
	Operating Expenses	32	**828.25**	1,066.90
	Finance costs	33	**6.37**	11.50
	Depreciation and amortisation expenses	34	**489.12**	479.94
	Other Expenses	35	**169.14**	1,516.36
Total Expenses (IV)			**2,101.02**	3,706.35
V.	**Profit before tax (III -IV)**		**22.65**	(1,454.60)
VI. Tax expense:				
	Current tax		**11.64**	30.01
	Tax Adjustment for earlier years		**0.65**	(0.19)
	Deferred Tax	22	**7.44**	11.49
VII.	**Profit for the year (V -VI)**		**2.92**	(1,495.91)
VIII	**Other Comprehensive Income**			
	Other Comprehensive Income not be reclassified to profit or loss in subsequent years:			
	Re-measurement gains on defined benefit plans	36	**0.33**	0.13
Total Comprehensive income			**3.25**	(1,495.78)
IX.	**Earning per equity share:**			
	(1) Basic (Face Value of ₹ 10/- each)	44	**0.11**	(58.84)
	(2) Diluted (Face Value of ₹ 10/- each)		**0.11**	(58.84)
Summary of significant accounting policies		3		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Standalone Cash Flow Statement for the year ended March 31, 2018

₹ million

Particular	Year ended 31.03.2018	Year ended 31.03.2017
Cash flows from operating activities		
Profit before tax	**22.65**	(1,454.60)
Adjustments to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	**487.86**	478.71
Amortisation of Intangible Assets	**1.26**	1.23
Fair value gain on financial instrument at fair value through profit or loss	**(25.54)**	(33.19)
Provision for Doubtful Debts	**-**	1,385.12
Provision for doubtful debts written back	**(94.07)**	-
Gain on sale of Fixed Asset	**(2.84)**	-
Bad Debts Write off	**53.51**	1.96
Impairment of Asset held for sale	**26.91**	-
Liability Written back	**(4.15)**	0.01
Interest income	**(32.42)**	(86.19)
Finance Charges paid	**6.37**	11.50
Unrealised exchange (gain) / losses	**(5.10)**	(294.17)
Working Capital: adjustments		
Decrease / (Increase) in Inventories	**23.74**	29.61
Decrease / (Increase) in Trade and other receivables and prepayments	**1.71**	182.28
Increase / (Decrease) in Trade and other payable	**(115.65)**	109.26
Increase / (Decrease) in Provision	**1.65**	(1.32)
Cash generated from operations	**345.89**	330.21
Direct taxes paid, net of refunds	**(41.56)**	(187.57)
Net cash flow from operating activities (A)	**304.33**	142.64
Cash flows from investing activities		
Purchase of Property, plant and equipment including CWIP and Capital Creditors	**(196.68)**	(784.68)
Proceeds from sale of Property, plant and equipment	**13.35**	28.93
Purchase of Investment	**(47.10)**	-
Investment in Bank Deposits (having Original maturity more than 3 Months)	**(327.30)**	(567.58)

₹ million

Particular	Year ended 31.03.2018	Year ended 31.03.2017
Redemption of Bank Deposits (having Original maturity more than 3 Months)	**321.59**	1193.75
Interest received	**19.20**	88.90
Net cash from / (used in) investing activities (B)	**(216.94)**	(40.69)
Cash flows from financing activities		
Finance charges paid	**(6.37)**	(11.50)
Movement in Short Term Borrowing from bank (net)	**(107.09)**	(101.10)
Net cash from/(used in) financing activities (C)	**(113.46)**	**(112.60)**
Effect of exchange rate differences on translation of foreign currency cash and cash equivalents	**-**	5.11
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(26.07)**	(10.65)
Cash and Cash equivalents at the beginning of year	**38.06**	43.60
Cash and Cash equivalents at the end of year	**11.99**	38.06
Components of Cash and Cash equivalents		
Cash on hand	**0.03**	0.12
Balances with Scheduled banks		
- current accounts	**0.05**	0.19
- foreign currency accounts	**11.91**	5.75
Fixed deposit with maturity less than 3 months *	**-**	32.00
Total	**11.99**	38.06

* Fixed deposits included in Cash and Cash equivalents pertains to investments with an original maturity of three months or less. Fixed deposits having maturity greater than three months have been shown under the Cash flow from Investing activities.

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements
As per our report of even date

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President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Standalone statement of Changes in Equity for the year ended March 31, 2018

(A) Equity Share Capital

₹ million

Equity Shares of ₹10 each, issued, subscribed and fully paid	Number of Shares	Amount
At April 1, 2016	**25,425,000**	**254.25**
Changes in Equity Share Capital during the Year	-	-
At March 31, 2017	**25,425,000**	**254.25**
Changes in Equity Share Capital during the Year	-	-
At March 31, 2018	**25,425,000**	**254.25**

(B) Other Equity

For the year ended March 31, 2017

₹ million

Particulars	Reserves & surplus					Item of OCI	Total other Equity
	Retained Earnings (Note 21)	General Reserve (Note 21)	Capital Redemption Reserve (Note 21)	Securities Premium Reserve (Note 21)	Tonnage Tax Reserve u/s 115VT of Income Tax Act, 1961 (Note 21)	FVOCI Reserve (Note 21)	
As at April 1, 2016	**2,900.26**	**291.27**	**84.75**	**-**	**667.92**	**1.32**	**3,945.52**
Profit for the year	(1,495.91)	-	-	-	-	-	(1,495.91)
Other comprehensive income for the year:							
Remeasurement gains on defined benefit plans	-	-	-	-	-	0.13	0.13
Total comprehensive Income for the year	**1,404.35**	**291.27**	**84.75**	**-**	**667.92**	**1.45**	**2,449.74**
Tonnage reserve utilised	-	-	-	-	(622.90)	-	(622.90)
Transfer from tonnage reserve for the year	-	622.90	-	-	-	-	622.90
As at March 31, 2017	**1,404.35**	**914.17**	**84.75**	**-**	**45.02**	**1.45**	**2,449.74**

For the year ended March 31, 2018

₹ million

Particulars	Reserves & surplus					Item of OCI	Total other Equity
	Retained Earnings (Note 22)	General Reserve (Note 22)	Capital Redemption Reserve (Note 22)	Securities Premium Reserve (Note 22)	Tonnage Tax Reserve u/s 115VT of Income Tax Act, 1961 (Note 22)	FVOCI Reserve (Note 22)	
As at April 1, 2017	**1,404.35**	**914.17**	**84.75**	**-**	**45.02**	**1.45**	**2,449.74**
Profit for the year	2.92	-	-	-	-	-	2.92
Other comprehensive Income for the year:							
Remeasurement gains on defined benefit plans	-	-	-	-	-	0.33	0.33
Total comprehensive Income for the year	**1,407.27**	**914.17**	**84.75**	**-**	**45.02**	**1.78**	**2,452.99**
Tonnage reserve utilised	-	-	-	-	-	-	-
Transfer from tonnage reserve for the year	-	-	-	-	-	-	-
As at March 31, 2018	**1,407.27**	**914.17**	**84.75**	**-**	**45.02**	**1.78**	**2,452.99**

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements
As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

For and on behalf of the Board of Directors of SEAMEC Limited

Vikas Kumar
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Director

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President & Chief Financial Officer

S N Mohanty
President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Place: Mumbai
Date: May 25, 2018

Notes to Standalone Financial Statements for the year ended March 31, 2018

1 Corporate Information

SEAMEC Limited is a public Company incorporated in India under the provision of the Companies Act, 1956 having its registered office at A- 901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri East, Mumbai- 400 093. Its shares are listed on two recognised stock exchanges in India. The Company operates Multi Support Vessels for providing support services including marine, construction and diving services to offshore oilfields and bulk carrier vessel for providing bulk carrier services. The Company caters in both domestic as well as International Market.

The Standalone Financial Statements were authorised for issue in accordance with a resolution of the directors on May 25, 2018.

2 Basis of preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (referred to as Ind AS) as prescribed under section 133 of the Companies, Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The Standalone Financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest million, except otherwise stated.

3 Summary of Significant Accounting Policies

(a) Use of Judgements, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial years, are described below:

Useful lives of property, plant and equipment including Impairment thereof

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. The company assess the impairment in the carrying value of tangible assets at each reporting date using best available information.

Non-current assets held for sale

Non-current assets held for sale are measured at the lower of carrying value or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumption.

Recovery of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(b) Classification of Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non–current classification.

An asset is treated as current when it is:

i) Expected to be realized or intended to be sold or consumed in normal operating cycle,

ii) Held primarily for the purpose of trading,

iii) Expected to be realized within twelve months after the reporting year, or

iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle,

ii) It is held primarily for the purpose of trading,

iii) It is due to be settled within twelve months after the reporting year, or

iv) There is no unconditional right to deter the settlement of the liability for at least twelve months after the reporting year.

The Company classifies all other liabilities as non–current.

Deferred tax assets and liabilities are classified as non–current assets and liabilities, as applicable.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(c) Property, plant and equipment.

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation / amortization and impairment losses, if any. The cost comprises of the purchase price (net of GST / CENVAT and VAT credit wherever applicable) and any attributable cost of bringing the property, plant and equipment to its working condition for its intended use.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development / under Dry Docking as at the balance sheet date.

Subsequent expenditures related to an item of property, plant and equipment are added to its gross book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. When a major inspection/ overhaul is performed, its cost is recognized in the carrying amount of the related property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

The Company identifies and determines separate useful life for each major component of property, plant and equipment, if they have useful life that is materially different from that of the remaining asset. The Company has identified expenditure incurred on dry-docking as a separate component which is capitalised as the cost of the relevant vessel and is amortized systematically over the interval until the subsequent scheduled dry-docking.

Items such as Machinery spares is recognised in accordance with Ind AS 16 "Property, Plant and Equipment" when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventories. Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition of fixed property, plant and equipments outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other Non-Current Assets". Losses arising from the retirement of, and gains and losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment and are recognised in the statement of profit and loss when the property, plant and equipment is derecognised. The residual values, useful life and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(d) Depreciation on Property, plant and equipment

Depreciation on property, plant and equipment is provided using the Straight Line Method as per the useful life of the property, plant and equipment estimated by the management, The Management estimates the useful life for property, plant and equipment as follows.

Assets	Useful life (In Years)
Fleet (Multi Support Vessels)	15 to 20
Fleet (Utility Vessel)	5
Fleet (Bulk Carrier)	25
Fleet Equipments	2 to 20
Lease hold improvements	5
Office Equipments and Computers	3 to 10
Vehicles	4

For these class of property, plant and equipment, based on technical evaluation carried out by the management, the useful life as given above best represent the period over which the management expects to use these property, plant and equipment. The useful life for these property, plant and equipment are different from the useful life as prescribed under Part C of schedule II of the Companies Act 2013. The Management believes that these estimated use full life are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Machinery spares which are capitalised, are depreciated over the balance useful life of the respective property, plant or equipment or the balance useful life of mother vessel, whichever is lower.

Residual Value:

The useful life and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(e) Intangible Assets and Amortisation

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Intangible assets are amortized over their estimated useful economic life. Computer Software cost is amortized over a period of five years using straight-line method. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

(f) Non-current assets held for sale

The Company classifies non-current assets as held for sale, if their carrying amounts will be recovered principally through a sale. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset or to be highly probable when:

(a) The appropriate level of management is committed to a plan to sell the asset,

(b) An active programme to locate a buyer and complete the plan has been initiated,

(c) The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

(d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell.

Assets classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

(g) Impairment of Non Financial Assets

As at each balance sheet date, the Company assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, if any, the Company determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

(h) Inventories

Inventories consist of stores and consumables for use in running of fleets. These are valued at lower of cost and net realizable value. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

An item of spare part meets the definition of 'property, plant and equipment' and satisfies the recognition criteria as per paragraph 7 of Ind AS 16, such an item of spare is recognised as property, plant and equipment. If that spare part does not meet the definition and recognition criteria as cited in paragraph 7 of Ind AS 16 that spare is recognised as inventory. Spare parts are generally available for use from the date of its purchase. Accordingly, spare parts recognised as property, plant and equipment are depreciated when the same are available for use.

(i) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

(j) Retirement and other employee benefits

Retirement benefits in the form of Provident Fund are a defined contribution scheme. The Company's contributions paid / payable towards these defined contribution plan is recognized as expense in the Statement of Profit and Loss during the year in which the employee renders the related service. There are no other obligations other than the contribution payable to the respective fund. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Contribution to Superannuation Fund, a defined contribution plan, is made to the Life Insurance Corporation of India, as per the arrangement with them, and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due.

Gratuity, a defined benefit scheme is covered by a Group Gratuity cum Life Assurance Policy with Life Insurance Corporation of India ("LIC"). Annual contribution to the fund is as determined by LIC. The shortfall between the accumulated funds available with LIC and liability as determined on the basis of an actuarial valuation is provided for as at the year-end. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the year in which they occur. Remeasurements are not reclassified to profit or loss in subsequent years.

Past service costs are recognised in profit or loss on the earlier of:

The date of the plan amendment or curtailment and the date that the company recognises related restructuring costs. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss: Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and Net interest expense or income.

Short term compensated absences are provided for based on estimates. The Company presents these as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

(k) Foreign Currency transactions

The Company's financial statements are presented in INR, which is also the Company's Functional Currency.

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying, to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the fortnightly average rates.

ii) Conversion

At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference. (i.e. translation differences on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively).

(l) Taxes on Income

Tax expense comprises of Current Tax, Deferred Tax and tax adjustments of earlier years. Current Income tax liability on shipping income is determined based on the net tonnage of each of its vessels, in accordance with section 115VT of the Income Tax Act, 1961. Income other than shipping income is taxed in accordance with the other provisions of the Income Tax Act, 1961.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date.

Deferred tax liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax liabilities / Assets are not recognised for all taxable temporary differences, except for Non shipping income/ Expenses, since the Company is assessed under section 115VT of the Income Tax Act, 1961.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(m) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangement since it is the primary obligor in all the revenue arrangement as it has pricing latitude and it has also exposed to credit risk.

i) Charter hire income and related services

It comprises income from charter hire of multi-support vessels and income from supply of marine and diving crew and services. Charter hire revenues are recognised at contracted rates over the charter period. Revenues from supply of crew and services are classified as other operating revenue and recognised on rendering of the service, based on day rate charges as per the terms of the agreements.

The Company collects Goods and Service Tax (GST) / Service Tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

ii) Interest & Dividend Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss. Dividend income is recognised when the Company's right to receive dividend is established by the Balance Sheet date.

(n) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Operating Lease (Company as a lessee).

Leases where the lessor effectively retains substantially all the risks and rewards of the ownership are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

(0) Provisions

A provision is recognized when the Company has a present obligation (Legal or Constructive) as a result of past events, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(p) Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Operating segments have been identified based on geographical location of the vessel. The operating segments have been disclosed based on revenues within India and outside India.

(q) Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of diluted potential equity shares, if any.

(r) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(s) Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction of an asset which takes a substantial period of time to get ready for its intended use, are capitalized as a part of the cost of such assets, until such time the asset is substantially ready for its intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they occur. Borrowing costs consist of interest and other costs incurred in connection with borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs consist of interest and other costs incurred in connection with borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(t) Financial Instruments

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

Financial Assets

Initial recognition and measurement:

Initial recognition and measurement:All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(i) Debt instruments at amortised cost

(ii) Debt instruments at fair value through other comprehensive income (FVTOCI).

(iii) Debt instruments at fair value through profit or loss (FVTPL).

(iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortised cost

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

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows,

   and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset is primarily derecognised when:

The rights to receive cash flows from the asset have expired, or

The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

(a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets.

Impairment of financial assets. In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

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

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent year, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an company is required to consider: All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, these historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below: Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

Financial liabilities

Initial recognition and measurement

Initial recognition and measurement Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

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

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(u) Unbilled Revenue and Billing in excess of revenue

Unbilled revenue represents the aggregate of costs chargeable and margin earned under projects in progress as of the balance sheet date. Such amounts become billable according to the contract terms which usually consider the passage of time, achievement of certain milestones or completion of the project.

Contract revenue earned in excess of billing has been reflected under "Other Financial Assets" and billing in excess of contract revenue is reflected under "Other Financial Liabilities" in the balance sheet.

(v) Fair Value Measurement

The Company measures financial instruments at fair value each balance sheet date.

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

(a) In the principal market for the asset or liability, or

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

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Management determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. The Management comprises of the head of the investment properties segment, heads of the Company's internal mergers and acquisitions team, the head of the risk management department, financial controllers and chief finance officer.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(w) Accounting standards issued but not yet effective

Ind AS 115 – Revenue from contracts with customers

Ind AS 115 'Revenue from contracts with customers' have been published by Ministry of Corporate Affairs (MCA) but are not yet effective. Ind AS 115 establishes principles for reporting useful information to users of the financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contract with customers. Ind AS 115 supersedes other revenue standards i.e. Ind AS 11 and Ind AS 18 notified by MCA. Management has undertaken an assessment of the impact of this standard and does not believe that the impact would be material.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. Company is evaluating the impact of this amendment on its financial statements.

NOTE 4: PROPERTY, PLANT AND EQUIPMENT

₹ million

Particulars	Fleet and fleet equipment	Machinery spares	Leasehold improvement	Office Equipments	Vehicles	Total
Cost						
At April 1, 2016	2,173.65	23.04	0.99	0.39	0.01	2,198.08
Additions	804.92	2.72	-	0.26	-	807.90
Disposals	(10.83)	(4.39)	-	-	-	(15.22)
At March 31, 2017	2,967.74	21.37	0.99	0.65	0.01	2,990.76
Additions	193.79	6.76	-	0.86	-	201.41
Reclassification to asset held for sale	198.58	-	-	-	-	198.58
Disposals	10.32	4.18	-	-	-	14.50
At March 31, 2018	**2,952.63**	**23.95**	**0.99**	**1.51**	**0.01**	**2,979.09**
Depreciation						
At April 1, 2016	460.54	4.81	0.99	0.33	0.01	466.68
Charge for the Year	465.14	13.43	-	0.14	-	478.71
Disposals	(9.79)	(2.35)	-	-	-	(12.14)
At March 31, 2017	915.89	15.89	0.99	0.47	0.01	933.25
Charge for the Year	482.34	5.05	-	0.47	-	487.86
Reclassification to asset held for sale	120.19	-	-	-	-	120.19
Disposals	0.00	4.16	-	-	-	4.16
At March 31, 2018	**1,278.04**	**16.78**	**0.99**	**0.94**	**0.01**	**1,296.76**
Net Block						
At March 31, 2017	2,051.85	5.48	-	0.18	-	2,057.51
At March 31, 2018	**1,674.59**	**7.17**	**-**	**0.57**	**-**	**1,682.33**

NOTE 5: CAPITAL WORK-IN-PROGRESS

	As at 31.03.2018	As at 31.03.2017
Capital work-in-progress*	**1.72**	14.56
	1.72	14.56

* Capital Work-in-Progress for the year ended March 31, 2018, includes value of ₹ 1.35 million (march 31, 2017 - ₹ 11.50 million) which is ceased to be classified as 'Asset Held for Sale' in accordance with Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations".

₹ million

NOTE 6: INTANGIBLE ASSETS

	Software
Cost	
At April 1, 2016	5.82
Additions	-
Disposals	-
At March 31, 2017	5.82
Additions	0.75
Disposals	-
At March 31, 2018	**6.57**
Amortisation	
At April 1, 2016	1.65
Charge for the Year	1.23
Disposals	-
At March 31, 2017	2.88
Charge for the Year	1.26
Disposals	-
At March 31, 2018	**4.14**
Net Block	
At March 31, 2017	2.94
At March 31, 2018	**2.43**

NOTE 7 : NON-CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

	As at 31.03.2018	As at 31.03.2017
Trade Receivables (Refer note 40)	**-**	-
Receivable from Related Party (Refer note 43)	**-**	-
Total Trade Receivables	**-**	-
Break-up of Trade Receivables		
Secured, considered good	**-**	-
Unsecured, considered good	**-**	-
Doubtful	**1,134.75**	1,134.75
	1,134.75	1,134.75
Impairment Allowance (allowance for bad and doubtful debts)		
Less: Provision for doubtful debts	**1134.75**	1,134.75
Total Trade Receivables	**-**	-

NOTE 8 : NON-CURRENT FINANCIAL ASSETS - INVESTMENTS

₹ million

	As at 31.03.2018	As at 31.03.2017
Unquoted Investments		
Investment in Equity Shares		
In subsidiary (at cost)	**25.68**	25.68
2 Nos (31.03.2017 :2 Nos) fully paid up equity share of AED 1,000,000 each of SEAMEC International FZE (representing 100% equity of the Company)		
Total Value of Investment (unquoted)	**25.68**	25.68
Investment in Mutual Fund carried at fair value through Profit and Loss		
7,734,358 Units (31.03.2017: 6,799,175) ICICI Prudential Corporate Bond Fund-Growth	**209.16**	172.48
15,057,014 Units (31.03.2017: 13,294,690) Reliance Corporate Bond Fund-Growth	**211.00**	175.04
Total Value of Investment (quoted)	**420.16**	347.52
Total Value of Investment	**445.84**	**373.20**
Aggregate amount of quoted investment and market value thereof.		
Aggregate amount of unquoted investments.	**420.16**	347.52
Aggregate amount of impairment in value of investments.	**25.68**	25.68

NOTE 9: NON CURRENT FINANCIAL ASSETS - LOANS

(Unsecured, considered good unless otherwise stated)		
Security deposits	**12.92**	11.75
	12.92	11.75

NOTE 10: NON-CURRENT BANK BALANCES

Non-Current Bank Balances (Refer note 16)	**282.30**	198.00
	282.30	198.00

NOTE 11: NON-CURRENT TAX ASSETS (NET)

(Unsecured, considered good unless otherwise stated)		
Advance income-tax (net of provisions for taxation ₹.11.64 million (31.03.2017: ₹ 30.01 million)	**87.32**	58.05
	87.32	58.05

NOTE 12: OTHER NON-CURRENT ASSETS

Capital advances	**-**	3.61
Advance Rent	**0.85**	-
Prepaid Expenses	**1.43**	1.61
Others	**-**	3.01
	2.28	8.23

NOTE 13: INVENTORIES

₹ million

	As at 31.03.2018	As at 31.03.2017
(Valued at lower of cost and net realisable value)		
Stores and consumables	**141.21**	163.10
Goods in transit - Stores and consumables	**2.07**	3.92
	143.28	167.02

NOTE 14: TRADE RECEIVABLES

Trade Receivables (Refer note 40)	**894.25**	814.03
Receivable from Related Party (Refer note 43)	**279.36**	273.77
Total Trade Receivables	**1,173.61**	1,087.80
Break-up of Trade Receivables		
Secured, considered good	**-**	-
Unsecured, considered good	**1,173.61**	1,087.80
Doubtful	**456.34**	550.42
	1,629.95	1,638.22
Impairment Allowance (allowance for bad and doubtful debts)		
Less: Provision for doubtful debts	**456.34**	550.41
Total Trade Receivables	**1,173.61**	1,087.80

NOTE 15: CASH AND CASH EQUIVALENTS

Balances with scheduled banks		
- current accounts	**0.05**	0.19
- foreign currency accounts	**11.91**	5.75
- original maturity less than 3 months	**-**	32.00
Cash on hand	**0.03**	0.12
	11.99	38.06

Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the company, and earn interest at the respective short-term deposit rates.

NOTE 16: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

– Unpaid Dividend Account *	**0.44**	1.40
– Deposits with original maturity for more than 12 months **	**282.30**	198.00
– Deposits with original maturity for more than 3 months but less than 12 months **	**127.32**	204.94
Amount Disclosed Under Non-Current Assets (refer note 10)	**(282.30)**	(198.00)
	127.76	206.34

* The Company can utilise these balances only towards settlement of respective unpaid dividend.

** Fixed Deposits worth ₹ 407.52 million kept as lien with Bank against the various facilities obtained.

NOTE 17: OTHER CURRENT FINANCIAL ASSETS

₹ million

	As at 31.03.2018	As at 31.03.2017
(Unsecured, considered good unless otherwise stated)		
Interest Receivable	**47.74**	35.37
Unbilled Revenue	**12.28**	-
Others	**-**	1.00
	60.02	36.37

NOTE 18 : OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	**5.53**	10.61
GST / Service tax Input Credit	**-**	29.44
Advance to vendors	**5.34**	11.11
Insurance Receivable	**2.22**	-
Advance Rent	**0.66**	2.59
	13.75	53.75

NOTE 19: ASSETS CLASSIFIED AS HELD FOR SALE

Assets classified as held for sale	**51.47**	-
	51.47	-

The management intends to dispose off a vessel of the company. An active programme to locate the buyer and to complete the sale has been initiated, the sale is expected to be completed in next 12 months, subject to approval of board of directors. Impairment loss of ₹ 26.91 million has been recognised in statement of profit & Loss account.

₹ million

NOTE 20: SHARE CAPITAL

	As at 31.03.2018	As at 31.03.2017
Authorised Shares		
50,000,000 (31.03.2017 :50,000,000) equity shares of ₹ 10 each	**500.00**	500.00
Issued, subscribed and fully paid-up		
25,425,000 (31.03.2017 : 25,425,000) equity shares of ₹ 10 each fully paid-up	**254.25**	254.25
	254.25	254.25

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	As at 31.03.2018		As at 31.03.2017	
	Nos	**₹'million**	Nos	₹'million
At the beginning of the Year	**2,54,25,000**	**254.25**	2,54,25,000	254.25
Outstanding at the end of the year	**2,54,25,000**	**254.25**	2,54,25,000	254.25

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding Company

Out of equity shares issued by the Company, shares held by its holding Company are as below:

All in no's	**As at 31.03.2018**	As at 31.03.2017
HAL Offshore Limited	**17,687,475**	18,527,475

(d) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	**As at 31.03.2018**		As at 31.03.2017	
	Nos	**% holding in the class**	Nos	% holding in the class
HAL Offshore Limited	**17,687,475**	**69.57%**	18,527,475	72.87%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Aggregate number of shares bought back during the period of five years immediately preceding the reporting date

	As at 31.03.2018	As at 31.03.2017
	Nos	Nos
Equity Shares bought back by the Company	**-**	-

During the year ended March 31, 2016, the Company had bought back a total of 84,75,000 equity shares of ₹ 10 each at a total consideration of ₹ 1,059.38 million. Accordingly, the face value of shares bought back amounting to ₹ 84.75 million had been adjusted against Share Capital and the balance amount of ₹ 501.75 million and ₹ 472.88 million have been adjusted against the securities premium and general reserve respectively. Further, in accordance with the Section 69 of the Companies Act, 2013, the Company had transferred an amount of ₹ 84.75 million, being a sum equal to nominal value of equity shares bought back, from general reserve to capital redemption reserve.

NOTE-21 : RESERVES AND SURPLUS

₹'million

	As at 31.03.2018	As at 31.03.2017
Capital redemption reserve		
Balance as per the last Financial Statements	**84.75**	84.75
Add: Transfer from General Reserve (refer note 20 (e))	**-**	-
Closing Balance	**84.75**	84.75
General reserve		
Balance as per the last Financial Statements	**914.17**	291.27
Add: Transfer from Tonnage Reserve for the year	**-**	622.90
Less: Adjustment on account of Buy Back of Equity shares (refer note 20 (e))	**-**	-
Less: Transfer to Capital Redemption Reserve (refer note 20 (e))	**-**	-
Closing Balance	**914.17**	914.17
Tonnage tax reserve u/s 115VT of Income Tax Act, 1961		
Balance as per the last Financial Statements	**45.02**	667.92
Add: Transfer from surplus in statement of Profit and Loss for the year	**-**	-
	45.02	667.92
Less: Tonnage Reserve utilised	**-**	(622.90)
Closing Balance	**45.02**	45.02
Other Component of Equity		
Surplus in Statement of Profit and Loss		
Balance as per the last Financial Statements	**1,405.80**	2,901.58
Profit/(loss) for the year	**2.92**	(1,495.91)
Other Comprehensive Income	**0.33**	0.13
Closing Balance	**1,409.05**	1,405.80
	2,452.99	2,449.74

Nature and Purpose of Reserves:

(1) **Capital redemption reserve:**

Capital redemption reserve was created upon buy back of equity shares. The Company may utilise this reserve in compliance with the provisions of the Companies Act 2013.

(2) **Tonnage tax reserve u/s 115VT of Income Tax Act, 1961:**

A tonnage tax company shall, subject to and in accordance with the provisions of section 115VT of the Income Tax Act, 1961, on yearly basis credit to tonnage tax reserve account, an amount not less than twenty percent of the book profit derived from the activities referred to in clauses (i) and (ii) of sub-section (1) of section 115V-I of the Income Tax Act, 1961. The Company can utilise this reserve as per provisions of Income Tax Act 1961.

NOTE-22: INCOME TAXES

₹'million

	Year ended 31.03.2018	Year ended 31.03.2017
The major components of income tax expense for the year ended March 31, 2018, March 31, 2017 are:		
Current income tax:		
Current Income tax charge	**11.64**	30.01
Adjustments in respect of current income tax of previous years	**0.65**	(0.19)
Deferred Tax:		
Relating to origination and reversal of temporary differences	**7.44**	11.49
Income tax expense reported in the statement of profit or loss	**19.73**	41.31

Reconciliation of tax expense and the accounting profit multiplied by the domestic tax rate for the year ended March 31, 2018 and year ended March 31, 2017:	Year ended 31.03.2018	Year ended 31.03.2017
Accounting Profit before tax	**22.65**	(1,454.60)
Income taxable	**31.32**	85.09
Tax at Domestic rate	**33.063%**	34.608%
Tax at Domestic rate	**10.36**	29.45
Tonnage Income as per sec 115V	**3.89**	1.63
Tax at Domestic rate	**1.28**	0.56
Adjustments in respect of current income tax of previous years	**0.65**	(0.19)
Total Tax	**12.29**	29.82
Deferred Tax	**7.44**	11.49
Income tax expense	**19.73**	41.31

	As at 31.03.2018	As at 31.03.2017
Deferred Tax		
Deferred tax relates to the following:		
Fair Valuation of Investment	**23.89**	11.49
Reversal of Deferred tax liability on account of sale of Investment	**-**	-
	23.89	11.49
Total Deferred tax	**23.89**	16.45

NOTE-23: PROVISIONS-NON CURRENT

₹ million

	As at 31.03.2018	As at 31.03.2017
Provision for Leave benefits	**7.01**	6.67
	7.01	6.67

NOTE-24: FINANCIAL LIABILITIES - BORROWINGS

Secured		
Buyers Credit facility (refer note A below)	-	131.27
Bank Overdraft (refer note B below)	**73.17**	47.82
	73.17	179.09

A) The Company has availed Buyers Credit Facility from IDBI bank, carries rate of Interest at the rate 1 Year Libor+80 bps (31.03.2017 6 Months Libor + 80 BPS) the same is secured by hypothecation charge on all of the Company's Current Assets. The Facility was repaid in July 2017.

B) The 'Overdraft against FD' facility is availed from IDBI bank. The rate of Interest for the said Facility is 1% above the interest rate of Fixed Deposits under lien with IDBI bank. The same is secured by fixed deposits with margin as 100%.

NOTE-25: TRADE PAYABLES

₹ million

	As at 31.03.2018	As at 31.03.2017
Dues to Micro, Small And Medium Enterprises (Refer Note 50)	**6.35**	6.50
Dues to Others		
Trade payables to others	**1,007.30**	1,135.01
Trade payables to Related parties (refer note 43)	**1.99**	41.38
	1,015.64	1,182.89

NOTE-26: OTHER CURRENT FINANCIAL LIABILITIES

Interest Accrued but not due on borrowings	-	2.05
Employee Dues	**101.27**	113.24
Creditors for Capital Expenditure	**30.05**	26.47
Unearned Revenue	**4.48**	-
Unpaid dividend	**0.44**	1.40
Outstanding expenses	**45.86**	32.69
Other current liability	**0.51**	-
	182.61	175.85

Terms and conditions of the Financial liabilities.

(i) Trade payables and Other payables are non-interest bearing.

(ii) For terms and conditions with related parties, refer Annexure-A

₹ million

NOTE-27: OTHER CURRENT LIABILITIES

	As at 31.03.2018	As at 31.03.2017
Statutory Dues		
TDS Payable	**15.44**	30.58
GST / Service tax payable	**54.00**	-
Other Dues	**15.60**	14.94
	85.04	45.52

NOTE-28: PROVISIONS

Provision for Employee Benefits		
Provision for Leave benefits	**3.48**	3.12
Provision for Gratuity	**0.94**	-
	4.42	3.12

NOTE 29: REVENUE FROM OPERATIONS

	Year ended 31.03.2018	Year ended 31.03.2017
Charter hire income	**1,934.62**	2,070.55
Other operating revenue	**1.39**	5.19
	1,936.01	2,075.74

NOTE 30: OTHER INCOME

Interest Income on		
Bank Deposits	**30.11**	82.30
Income Tax Refund	**1.46**	2.70
Liability No Longer Required	**4.15**	-
Exchange fluctuation gain (net)	**28.64**	56.57
Gain on Sale of Fixed Assets (net)	**2.84**	-
Provision for doubtful debts written back	**94.07**	-
Interest Income on Security Deposit as per Ind As	**0.85**	1.19
Fair Value gain on investment as per Ind As	**25.54**	33.19
Other non-operating income	**-**	0.06
	187.66	176.01

NOTE 31: EMPLOYEE BENEFIT EXPENSES

Salaries, wages and bonus to crew	**548.81**	557.48
Salaries, wages and bonus to onshore staff	**49.31**	64.65
Contribution to provident and other funds	**6.22**	6.57
Gratuity Expenses (refer note 49 (2))	**3.00**	2.09
Staff welfare expenses	**0.80**	0.86
	608.14	631.65

NOTE 32 : OPERATING EXPENSES

₹ million

	Year ended 31.03.2018	Year ended 31.03.2017
Victualling and other benefit to crew	**75.60**	96.08
Sub Contractor Cost-Diving Project	**286.83**	469.50
Stores and spares consumed	**120.71**	131.57
Fuel expenses	**115.60**	198.55
Repairs and maintenance - vessels	**56.39**	21.38
Rates & Taxes	**5.25**	6.01
Commission / Brokerage	**1.32**	11.06
Customs Duty	**0.37**	0.06
Crew travelling expenditure	**26.65**	30.24
Insurance charges	**16.44**	20.22
Port Charges	**19.53**	16.92
Communication charges	**25.22**	22.85
Consultancy Fees	**12.95**	-
Other Operating Expenses	**65.39**	42.46
	828.25	1,066.90

NOTE 33 : FINANCE COSTS

Interest Expenses	**6.37**	11.50
	6.37	11.50

NOTE 34 : DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation of tangible assets	**487.86**	478.71
Amortization of intangible assets	**1.26**	1.23
	489.12	479.94

NOTE 35 : OTHER EXPENSES

	Year ended 31.03.2018	Year ended 31.03.2017
Directors Sitting Fees	**1.48**	1.20
Director Incidental Expenses	**0.28**	-
CSR Expenses	**0.50**	5.09
Travelling and conveyance	**8.91**	7.03
Repairs and maintenance-others	**1.89**	2.07
Impairment of Assets held for Sale	**26.91**	-
Rent (Refer Note 47)	**25.30**	49.01
Payment to auditors (excluding GST / service tax)		
- As auditor	**2.02**	2.52
- For other services	**0.42**	-
- For reimbursement of expenses	**0.02**	0.21

	Year ended 31.03.2018	Year ended 31.03.2017
Legal & professional fees	**28.91**	25.41
Bad debts	**53.51**	1.96
Provision for Doubtful Debts	**-**	1,385.12
Bank charges	**2.83**	4.74
Office Expenses	**3.70**	3.24
Electricity Expenses	**1.98**	2.01
Printing & Stationery	**2.69**	2.64
Interest Charges-Others	**1.41**	15.11
Miscellaneous Expenses	**6.38**	9.00
	169.14	1,516.36

NOTE 36: COMPONENTS OF OTHER COMPREHENSIVE INCOME

Re-measurement gains on defined benefit plans as per Ind AS 19	**0.33**	0.13
	0.33	0.13

37 Contingent liabilities

	As at 31.03.2018	As at 31.03.2017
Claim against the Company not acknowledge as debts		
FERA Matter (refer note a below)	**100**	100
Custom Duty payable as per order from Commissioner of Customs (Import) (refer note b below)	**-**	1,197
Claim by Vendor (refer note c below)	**9**	30

a The case against the Company alleging violation of Foreign Exchange Regulation Act 1973 (FERA), related to acquisition of Land drilling Rig, is pending before the Hon'ble Mumbai High Court. The Company has furnished a Bank Guarantee of ₹ 100 million to the Enforcement Directorate, FERA, towards penalty imposed, as directed by the Hon'ble Mumbai High Court. The bank guarantee is valid till September 30, 2018. No provision is considered necessary in respect of the said penalty as the management believes, based on legal opinion, that there has been no contravention to FERA.

b Against the Directorate of Revenue Intelligence (DRI) Show Cause Notice in July – August 2012, the adjudication proceedings was conducted by Commissioner of Customs (Import) who vide order dated March 28, 2013 imposed duty ₹ 350 million, penalty for equivalent amount, interest and confiscation and made appropriation of ₹ 126 million paid in 2011 under protest. Accordingly, Company disclosed the contingent liability of ₹ 1197 million.

Against the above adjudication order, the Company filed before Hon'ble CESTAT for stay of the order as well as appeal. Stay was granted while appeal was disposed off vide order of Hon'ble CESTAT dated 6th December, 2017.

Being aggrieved, Company as a legal recourse, had filed Rectification of Mistake (ROM) before designated forum of CESTAT. The Hon'ble CESTAT vide order dated February 27, 2018 remanded the matter to the original authority, set aside the demand, duty, penalty and confiscation with a specific direction of commencement of adjudication subject to settlement of jurisdiction issue by the Hon'ble Supreme Court.

In view of the above, the Company is at present has no demand and therefore, there is no further requirement of disclosing this matter under contingent liability.

c Represent claim by vendor not acknowledged as debt as in the opinion of the management the same is not payable.

Notes:

(a) The Company does not expect any reimbursement in respect of the above contingent liabilities.

(b) It is not practicable to estimate the timing of cash flows, if any, in respect of matters at (a) to (d) above, pending resolution of the proceedings.

38 Commitments

a Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil million (31.03.2017 : ₹ NIL million).

39 Draft Scheme of Arrangement

Board of Directors of the Company on November 14, 2017 had considered the demerger proposal of EPC and Vessel Division of HAL Offshore Ltd (HAL), the parent Company with SEAMEC Limited, the appointed date being July 1, 2017. Pursuant to above, the Company made application to BSE Limited (BSE), the designated Stock Exchange and National Stock Exchange of India Limited (NSE) in accordance with Regulation 37 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for approval of Scheme of Arrangement of Demerger. BSE and NSE vide their letter dated May 15, 2018 and May 16, 2018 have communicated to the Company their "No-objection" along with the observations of SEBI. The Company is now contemplating on the activities to process the demerger.

40 Trade Receivables as disclosed in Notes 7 & 14, are net of provisions for:

(a) Trade Receivables from Swiber Offshore Constructions Pte Ltd, Singapore (SOC) and Swiber Offshore India Private Ltd. (SOI) is ₹ 1134.70. These outstanding arising out of the services rendered by the Company to above Swiber entities towards the contract awarded by ONGC to Swiber. SOC as per the Hon'ble High Court, Singapore is under the Judicial Management. The Company initially initiated legal recourse against SOI in Mumbai High Court under the terms of the Contract invoking Section 9 of the Arbitration and Conciliation Act, 1996. The matter before Singapore and India are pending. ONGC, principal Contractor has suspended the Contract of Swiber and stepped into contractual commitment of Swiber for completion of balance work. The Company along with large number of affected Vendors are pursuing with ONGC for recovery of outstanding. The necessary provisions have already been made in the accounts to the above receivables.

(b) ₹ 168.48 million (Previous year ₹ 228.72 million) receivable from Sea Horse General Contracting Establishment, UAE, relating to charter hire for a vessel. During the year, the Company has entered into settlement agreement for ₹ 206.36 million, payment in installment, accordingly ₹ 22.36 million has been written off. The Company has received ₹ 37.88 million till date installment towards its part share of settlement and accordingly provision has been written back.

(c) ₹ 37.42 million (Previous year ₹ 71.30 million) receivable from Synergy Subsea Engineering LLC, UAE ('Synergy') relating to charter hire for a vessel. During the year, the Company has entered into settlement agreement with the M/s Synergy Sub Sea Engineering LLC Dubai for realization of outstanding dues. The Company has received ₹ 33.88 million during the year.

41 (a) Expenditure in foreign currency (on accrual basis)

₹'million

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Crew Cost	**53.42**	-
Travelling	**4.16**	8.73
Victualling cost	**21.14**	36.70
Sub Contractor Cost- Diving Project	**286.83**	469.50
Legal & professional fees	**12.68**	14.06
Interest on Buyers Credit	**1.01**	2.73
Consumables	**16.24**	5.05
Spares	**40.45**	42.45
Repairs & Maintenance	**29.33**	1.62
Consultancy fees	**12.95**	-
Others	**47.56**	3.92
	525.77	584.76

(b) Earnings in foreign currency (on accrual basis)

₹'million

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from operations	**1,700.56**	1,848.36

42 Segment Information

For management purposes, the company is organised into business units based on its services and has two reportable segments i.e Domestic and Overseas.

The chief operational decision maker monitors the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Operating segments have been identified based on geographical location of the vessel. The operating segments have been disclosed based on revenues within India and outside India.

(₹ million)

Particulars	Year ended 31.03.2018			Year ended 31.03.2017		
	Domestic	**Overseas**	**Total**	Domestic	Overseas	Total
Revenue						
Revenue from Operations	**1,762.13**	**173.88**	**1,936.01**	1,524.56	551.18	2,075.74
Segment Profit / (Loss)	**(88.16)**	**56.20**	**(31.96)**	(1,333.16)	(228.18)	(1,561.34)

*Assets used in the Company's business or liabilities contracted have not been identified to any segment, as the assets and services are used interchangeably between segments. Accordingly, no disclosure relating to segment assets are made.

Reconciliations to amounts reflected in the financials statements (₹ million)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Segment Profit	**(31.96)**	(1,561.34)
Financial Cost	**(6.37)**	(11.50)
Other Un-allocable income	**60.97**	118.24
(Loss) / Profit before tax	**22.65**	(1,454.60)

43 Related Parties disclosure

Names of Related Party & related party relationship

i Related parties where control exist

Holding Company	HAL Offshore Limited
Subsidiary	Seamec International FZE

ii Related Parties with whom transactions have taken place during the year ended March 31, 2018.

Refer Annexure- A

44 Earning Per Share

The following reflects the profit and share data used in the basic and diluted EPS computations:

(₹ million)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Profit after tax	**2.92**	(1,495.91)
Net profit for calculation of basic and diluted EPS	**2.92**	(1,495.91)
Weighted average number of equity shares outstanding (Nos.)	**25.43**	25.43
Basic & Diluted Earnings Per Share (FV ₹10/- each)	**0.11**	(58.84)

45 Corporate Social Responsibility Expenditure as per Section 135 of the Companies Act, 2013

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Gross Amount required to be spent by the Company during the year	**-**	5.09

Amount spent during the year ending on March 31, 2018 :

Particulars	In Cash	Yet to be Paid	Total
Construction / acquisition of Asset	**-**	**-**	**-**
On Purpose other than above	**0.50**	**-**	**0.50**

Amount spent during the year ending on March 31, 2017 :

Particulars	In Cash	Yet to be Paid	Total
Construction / acquisition of Asset	-	-	-
On Purpose other than above	5.09	-	5.09

46 Un-hedged Foreign Currency Exposure as at Balance Sheet date

₹ million

Particulars	Currency	Year ended 31.03.2018		Year ended 31.03.2017	
		Amount in Foreign Currency	Amount in INR	Amount in Foreign Currency	Amount in INR
Trade Payables	EURO	0.29	23.30	0.29	20.35
	GBP	0.03	2.43	0.03	2.83
	NOK	0.46	3.94	0.10	0.73
	SGD	0.04	1.93	0.02	0.94
	AED	0.25	4.53	0.20	3.57
	USD	13.28	868.27	15.63	1,016.03
	JPY	0.51	0.32	-	-
	Total		**904.72**	**Total**	1044.45
Crew Liability	USD	0.07	4.46	-	-
Trade Receivables	USD	24.82	1,603.13	23.38	1,509.07
Unbilled Revenue	USD	0.19	12.28	-	-
Unearned Revenue	USD	0.07	4.48	-	-
Bank balances	USD	0.18	11.91	0.09	5.76
Non-Current Investment	AED	2.00	25.68	2.00	25.68

47 Leases

Operating Lease Commitments

Office premises are obtained on operating lease / leave and license. The lease term is for the period of 1 to 9 years and renewable at the option of the Company. There are no restrictions imposed by lease arrangements. The total lease term is for a period of 108 months out of which there is a lock-in period of initial 60 months.

Minimum lease payments under non-cancellable operating lease / leave and license are as follow :

₹ million

Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
i. Payable Not later than one year	**21.80**	21.05
ii. Payable Later than one year but not later than five years	**12.91**	37.68
iii. Payable Later than five years	**-**	-
Lease payments recognized in the Statement of Profit and Loss	**25.30**	49.01

The lease fees shall be increased by 15% over the last monthly lease fee paid after completion of every 36 months from the rent commencement date of the lease deed agreement.

48 Financial Instruments

Fair value measurement

₹ million

Particulars	As at 31.03.2018			As at 31.03.2017		
	FVPL	**FVOCI**	**Amortised Cost**	FVPL	FVOCI	Amortised Cost
Financial Assets						
Investments						
Mutual Funds	**420.16**	**-**	**25.68**	347.52	-	25.68
Trade receivables	**-**	**-**	**1,173.61**	-	-	1,087.80
Cash and Cash equivalents	**-**	**-**	**11.99**	-	-	38.06
Bank balances other than cash and cash equivalents	**-**	**-**	**410.06**	-	-	404.34
Deposits	**-**	**-**	**12.92**	-	-	11.75
Interest Receivable	**-**	**-**	**47.74**	-	-	35.37
Other receivables	**-**	**-**	**12.28**	-	-	1.00
Total financial assets	**420.16**	**-**	**1,694.28**	347.52	-	1,604.00
Financial liabilities						
Borrowings	**-**	**-**	**73.17**	-	-	179.09
Trade payables	**-**	**-**	**1,015.64**	-	-	1,182.89
Other financial liabilities	**-**	**-**	**182.61**	-	-	175.85
Total financial liabilities	**-**	**-**	**1,271.43**	-	-	1,537.83

The management assessed that the fair value of Trade receivables, cash and cash equivalents, other Bank Balance, Other financial assets, Trade payables, Borrowings and other financials liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the company's assets.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2018, March 31, 2017:

₹ million

Particulars	Fair value measurement using				
	Date of Valuation	Total	Quoted price in Active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value					
Investment in Mutual Fund	31-Mar-18	420.16	420.16	-	-
Investment in Mutual Fund	31-Mar-17	347.52	347.52	-	-

There have been no transfers between Level 1 and Level 2 during the year.

49 Gratuity and other post-employment benefit plans.

1 Defined Contribution Plans :

Amount of ₹ 1.66 million (31.03.2017 : ₹ 1.81 million) is recognised as an expense and included in Employee Benefit Expense (refer note 31) in statement of profit and Loss.

2 Defined Benefit Plans :

The Company has a defined benefit gratuity plan. Every employee (other than crew who have covered under separate scheme) who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy. Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. The Board of Trustees decides its contribution based on the results of this annual review. The Obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and other comprehensive income the funded status and amounts recognized in the balance sheet for the respective plans.

Statement of Profit and Loss

Net employee benefit expense (recognised in contribution to provident, gratuity fund and other funds) (₹'million)

	Gratuity	
Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
Current service cost	**0.41**	0.47
Net Interest cost on benefit obligation	**(0.03)**	(0.05)
Past service Cost	**1.58**	-
Expenses Recognised	**1.95**	0.42

Net Interest cost for the period

Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
Interest Cost	**0.42**	0.57
(Interest Income)	**(0.45)**	(0.62)
Net Interest cost for period	**(0.03)**	(0.05)

Remeasurement gains/Losses in Other Comprehensive Income:

Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
Actuarial changes arising from changes in Demographic assumptions	**-**	-
Actuarial changes arising from changes in Financials assumptions	**(0.19)**	0.22
Experience Adjustments	**(0.13)**	(0.45)
Return on Plan Assets excluding Interest income	**(0.01)**	0.10
Net(Income) / Expense recognised for the period in Other Comprehensive Income	**(0.33)**	(0.13)

Balance sheet

Details of Provision for gratuity

₹ million

Particulars	**As at 31.03.2018**	As at 31.03.2017
Defined benefit obligation	**8.04**	6.18
Fair value of plan assets	**7.10**	6.64
	(0.94)	0.46
Less: Unrecognised past service cost	**-**	-
Plan asset / (liability)	**(0.94)**	0.46

Changes in the present value of the defined benefit obligation are as follows:

Particulars	**As at 31.03.2018**	As at 31.03.2017
Opening defined benefit obligation	**6.18**	7.25
Interest cost	**0.42**	0.57
Current service cost	**0.41**	0.47
past Service cost	**1.58**	-
Benefits paid	**(0.23)**	(1.88)
Remeasurement (gains) / losses on obligation-Due to changes in demographic assumptions	**-**	-
Remeasurement (gains) / losses on obligation- Due to change in Financial assumptions.	**(0.19)**	0.22
Remeasurement (gains) / losses on obligation-Due to experience.	**(0.13)**	(0.45)
Closing defined benefit obligation	**8.04**	6.18

Changes in the fair value of plan assets are as follows:

₹ million

Particulars	**As at 31.03.2018**	As at 31.03.2017
Opening fair value of plan assets	**6.64**	7.89
Interest Income	**0.45**	0.62
Contributions by employer	**0.23**	0.11
Benefits paid	**(0.23)**	(1.88)
Return on Plan Assets excluding Interest income	**0.01**	(0.10)
Closing fair value of plan assets	**7.10**	6.64

The Company expects to contribute ₹ 0.3 million (31.03.2018 : 0.2 million) to gratuity in F.Y.2018-19.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	**As at 31.03.2018**	As at 31.03.2017
Investments with insurer	**100%**	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	As at 31.03.2018	As at 31.03.2017
Discount rate	**7.65%**	6.81%
Salary Escalation	**6.00%**	6.00%
Attrition Rate	**10.00%**	10.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

A quantitative sensitivity analysis for significant assumptions as at March 31, 2018 is as shown below:

Sensitivity Analysis

₹ million

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Projected Benefit obligation on Current Assumptions	**8.04**	6.18
Delta Effect of +1% Change in Rate of Discounting	**(0.21)**	(0.22)
Delta Effect of -1% Change in Rate of Discounting	**0.23**	0.24
Delta Effect of +1% Change in Rate of Salary Increase	**0.23**	0.24
Delta Effect of -1% Change in Rate of Salary Increase	**(0.22)**	(0.22)
Delta Effect of +1% Change in Rate of Employee Turnover	**0.01**	-
Delta Effect of -1% Change in Rate of Employee Turnover	**(0.01)**	-

50 Details Of Dues To Micro, Small And Medium Enterprises As Defined Under The Micro, Small And Medium Enterprises Development Act, 2006 :

₹ million

Particulars	As at 31.03.2018	As at 31.03.2017
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year*		
- Principal amount due to micro and small enterprises.	**6.35**	6.50
- Interest due to Micro, Small And Medium Enterprises.	**0.80**	1.39
- The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	**-**	-
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act 2006.	**-**	-
- The amount of Interest accrued and remaining unpaid at the end of each accounting period.	**0.80**	1.39
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	**-**	-

* Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

51 Financial Risk Management- Objectives And Policies

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The management assures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

a Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings.

The below assumption has been made in calculating the sensitivity analysis:

(1) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2018 and March 31, 2017.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of financial instrument will fluctuate due to change in market interest rates. The company is not exposed to any significant interest rate risk as at the respective reporting dates.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the company's functional currency. The company's foreign currency transactions are mainly in United State Dollars (USD).

The Company manages its foreign currency risk by natural hedging.

The following tables demonstrate the sensitivity to a reasonably possible change in USD and other exchange rates, with all other variables held constant. The impact on the company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ million)

Particulars	Change in Currency rate	Effect on Profit Before Tax
USD	1%	7.59
Other Currency	1%	(0.11)
USD	-1%	(7.59)
Other Currency	-1%	0.11

b Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from it's financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Trade Receivables

Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

Financial Instruments and cash deposits

Credit risk from balances with banks is managed by the company's senior management. The company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2018, March 31, 2017 is the carrying amounts as illustrated in respective notes.

c Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from inability to sell a financial asset quickly at close to its fair value. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

(₹ million)

Particulars	On Demand	Not yet Due	Less than3 Months	3 to 12 Months	>1 Year	Total
(a) Borrowings	-	-	-	73.17	-	73.17
(b) Trade payables	831.96	183.68	-	-	-	1,015.64
(c) Other Financial liabilities	182.61	-	-	-	-	182.61

52 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using debt equity ratio, The debt equity ratio as on March 31, 2018 is 3% (March 31, 2017: 7%)

53 Previous year figures

Previous year figures have regrouped / reclassified, where necessary, to conform to this year's classification.

As per our report of even date
For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028
Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President -Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Annexure- A

Related Parties with whom transactions have taken place during the year ended March 31, 2018

₹'million

Particulars	HAL Offshore Limited		Seamec International FZE		Relatives of Key Management Personnel		Key Management Personnel	
Relationship	**Holding Company**		**Subsidiary Company**					
Transaction during the Year	**2017-18**	**2016-17**	**2017-18**	**2016-17**	**2017-18**	**2016-17**	**2017-18**	**2016-17**
Income from operations	**517.92**	371.31	**-**	-	**-**	-	**-**	-
Reimbursement Received	**0.12**	25.33	**-**	-	**-**	-	**-**	-
Sub Contracting Expenses	**12.39**	29.75	**-**	-	**-**	-	**-**	-
Rent Expenses	**-**	-	**-**	-	**24.42**	46.86	**-**	-
Expenses	**-**	-	**8.94**	3.29	**-**	-	**0.28**	0.33
Security Deposit Given	**-**	-	**-**	-	**-**	-	**-**	-
Security Deposit Refund	**-**	-	**-**	-	**-**	4.91	**-**	-
Salaries & Allowances	**-**	-	**-**	-	**-**	-	**12.76**	29.19
Directors siting Fees	**-**	-	**-**	-	**-**	-	**1.48**	1.20
Year end balance	**31-Mar-18**	31-Mar-17	**31-Mar-18**	31-Mar-17	**31-Mar-18**	31-Mar-17	**31-Mar-18**	31-Mar-17
Security Deposit	**-**	-	**-**	-	**-**	10.72	**-**	-
Advance Rent	**-**	-	**-**	-	**-**	4.22	**-**	-
Balance payable	**-**	41.38	**1.99**	-	**-**	-	**-**	-
Balance receivable	**279.36**	273.77	**-**	-	**-**	-	**-**	-

1. Key management personnel – Captain C J Rodricks, Managing Director (upto March 31, 2017). Mr. V K Gupta, President & CFO & Mr. S. N. Mohanty, President - Corporate Affairs, Legal & Company Secretary.

   Directors – Mr. Sanjeev Agrawal, Mr. Surinder Singh Kohli, Mr. Amarjit Singh Soni, Mr. Mahesh Prasad Mehrotra & Mrs. Seema Jayesh Modi.
2. Relative of Key Management Personnel Mrs. Deepti Agrawal, wife of Mr. Sanjeev Agrawal (Chairman).
3. Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall Company basis are not included in remuneration to key management personnel.
4. Related party relationship is as identified by the company and relied upon by auditor.
5. The figures on income and expenses are net of taxes.

Terms and Conditions of transaction with Related parties

Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2018, the company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2017: INR Nil,). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Compensation of key management personnel (₹ million)

Particulars	TOTAL
Short term employee benefits	12.40
Post Employment benefits	0.36
Sitting Fees	1.48
Total Compensation paid to KMP's	14.24

INDEPENDENT AUDITOR'S REPORT

To

The members of Seamec Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS financial statements of Seamec Limited(herein after referred to as ("the Holding Company") and its Subsidiary (the Holding Company and its subsidiaries together referred to as "the Group "), comprising of the Consolidated Balance Sheet as at 31 March, 2018, the Consolidated Statement of Profit and Loss (including other Comprehensive income), the Consolidated Cash Flow Statement, the consolidated statement of changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the consolidated Ind AS financial statement").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Ind AS financial statements in terms of requirement of the Companies act, 2013 ("the Act") that give a true and fair view of the Consolidated financial position, Consolidated financial performance (including other comprehensive income), Consolidated cash flows and Consolidated statement of changes in equity of the Group in accordance with the Indian Accounting Standards (Ind As) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, as amended from time to time, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

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

In conducting our Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order Issued under section 143 (11) of the Act.

We have conducted our audit in accordance with the Standards on Auditing, issued by the institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Holding Company's preparation of the Consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of report of other auditors on separate financial statement and on the other Financial information of the subsidiary, the aforesaid Consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at 31st March, 2018, there Consolidated profit (including other Comprehensive income), their Consolidated cash flows and Consolidated Statement of changes in equity for the year ended on that date.

Other Matter

(a) We did not audit the financial statement and other financial information, of a subsidiary whose Financial statements includes total assets of ₹ 754.5 million and total revenues of ₹ 16.8 million for the year ended on that date and net cash inflow of ₹ 0.9 million for the year ended on that date. These financial statements, prepared in accordance with accounting principles generally accepted in subsidiary's country of incorporation, have been audited by another auditor under generally accepted auditing standards applicable in that country. The company's management has converted these financial statements from accounting standards generally accepted in the country of incorporation of the subsidiary, to accounting principle generally in India. We have audited these conversion adjustments made by the company's Management. Our opinion on consolidated financial statements, in so far as its relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub – sections (3) of section 143 of the act, in so far as its relates to its aforesaid subsidiary is based solely on the report of such other auditors.

(b) Corresponding figures of the Group for the year ended 31 March 2017 have been audited by another auditor who expressed an unmodified opinion dated 30th May 2017 on the consolidated Ind AS financial statements of the Group for the year ended 31 March 2017.

Our above opinion on the consolidated Ind AS financial statements, and our report on the legal and regulatory requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on Separate financial statements and other financial information of subsidiary, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon, have sought and obtained, all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements:

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors:

   (c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss including the statement of other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account:

   (d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.

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

   (f) With respect to the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary, since the subsidiary company is not incorporated in India, No Separate report on the Internal financial control over financial reporting of holding company being issued; Referred annexure B to our audit report of even date on the standalone financial statements of the Holding company.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary, as noted in the 'other matter' paragraph:

i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on its Consolidated financial position of the Group – Refer Note 38 to the Consolidated financial statement;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contract during the year ended 31 March 2018.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **T R Chadha & Co LLP**
Chartered Accountants
Firm Regn. No: 006711N/N500028

Vikas Kumar
Partner
Membership No. 075363

Place: Mumbai
Date: 25th May 2018

Consolidated Balance Sheet as at March 31, 2018

₹'million

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
A Assets			
1) Non-Current Assets			
(a) Property, Plant and Equipment	4	**1,682.31**	2,057.57
(b) Capital work-in-progress	5	**1.72**	14.56
(c) Intangible assets	6	**2.42**	2.93
(d) Financial assets			
(i) Trade receivables	7	**-**	-
(ii) Investments	8	**420.16**	347.52
(iii) Loans	9	**13.81**	11.75
(iv) Bank Balances	10	**282.30**	198.00
(e) Non-current tax assets (net)	11	**87.32**	58.03
(f) Other non-current assets	12	**2.28**	8.22
		2,492.32	2,698.58
2) Current Assets			
(a) Inventories	13	**143.28**	167.02
(b) Financial assets			
(i) Trade receivables	14	**1,174.03**	1,087.86
(ii) Investments	15	**192.97**	-
(iii) Cash and cash equivalents	16	**13.14**	38.41
(iv) Bank balances other than (iii) above	17	**684.00**	941.00
(v) Other Financial assets	18	**60.96**	41.10
(c) Other current assets	19	**13.98**	53.75
		2,282.36	2,329.14
Assets classified as held for sale	20	**51.47**	-
Total-Assets		**4,826.15**	5,027.72
B Equity and Liabilities			
1) Equity			
(a) Equity share capital	21	**254.25**	254.25
(b) Other Equity	22	**3,177.95**	3,161.91
		3,432.20	3,416.16
2) Liabilities			
Non-Current Liabilities			
(a) Deferred tax liabilities (Net)	23	**23.89**	16.45
(b) Provisions	24	**7.01**	6.67
		30.90	23.12
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	**73.17**	179.10
(ii) Trade payables	26	**1,016.47**	1,184.85
(iii) Other Financial liabilities	27	**183.93**	175.84
(b) Other current liabilities	28	**85.06**	45.52
(c) Provisions	29	**4.42**	3.13
		1,363.05	1,588.44
Total-Equity & Liabilities		**4,826.15**	5,027.72

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Consolidated Statement of profit and loss for the year ended March 31, 2018

₹'million

Particulars		Note No.	Year ended 31.03.2018	Year ended 31.03.2017
INCOME				
I.	Revenue from operations	30	**1,936.01**	2,075.74
II.	Other Income	31	**197.52**	188.72
III.	**Total Revenue (I +II)**		**2,133.53**	2,264.46
IV.	**Expenses:**			
	Employee benefit expenses	32	**611.10**	635.60
	Operating Expenses	33	**824.21**	1,065.36
	Finance costs	34	**6.49**	11.50
	Depreciation and amortisation expenses	35	**489.20**	480.09
	Other Expenses	36	**172.78**	1,519.24
Total Expenses (IV)			**2,103.78**	3,711.79
V.	**Profit before tax (III -IV)**		**29.75**	-1,447.33
iv.	Other Financial assets			
VI.	**Tax expense:**			
	Current tax		**11.64**	30.01
	Tax Adjustment for earlier years		**0.65**	(0.19)
	Deferred Tax	23	**7.44**	11.49
VII.	**Profit for the year (V -VI)**		**10.02**	-1,488.64
VIII	**Other Comprehensive Income**			
	Other Comprehensive Income not be reclassified to profit or loss in subsequent years:			
	Re-measurement gains on defined benefit plans	37	**6.02**	(14.54)
Total Comprehensive income			**16.04**	-1,503.18
IX.	**Earning per equity share:**			
	(1) Basic (Face Value of ₹ 10/- each)	45	**0.39**	(58.55)
	(2) Diluted (Face Value of ₹ 10/- each)		**0.39**	(58.55)
Summary of significant accounting policies		3		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Consolidated Cash Flow Statement for the year ended March 31, 2018

₹'million

Particular	Year ended 31.03.2018	Year ended 31.03.2017
Cash flows from operating activities		
Profit before tax	**29.75**	(1,447.33)
Adjustments to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	**487.94**	478.85
Amortisation of Intangible Assets	**1.26**	1.24
Fair value gain on financial instrument at fair value through profit or loss	**(23.41)**	(33.19)
Provision for Doubtful Debts	**-**	1,385.12
Provision for doubtful debts written back	**(94.07)**	-
Impairment of Assets held for Sale	**26.91**	-
Gain on sale of Fixed Asset	**(2.84)**	-
Bad Debts Write off	**53.51**	1.96
Liability Written back	**(4.15)**	0.01
Interest income	**(44.39)**	(98.90)
Finance Charges paid	**6.49**	11.50
Effect of exchange differences on translation of foreign currency translation reserve	**(5.69)**	(14.67)
Unrealised exchange (gain) / losses	**(5.56)**	(294.17)
Working Capital: adjustments		
Decrease / (Increase) in Inventories	**23.74**	29.61
Decrease / (Increase) in Trade and other receivables and prepayments	**(10.79)**	184.54
Increase / (Decrease) in Trade and other payable	**(105.56)**	109.79
Increase / (Decrease) in Provision	**1.64**	(1.31)
Cash generated from operations	**334.78**	313.05
Direct taxes paid, net of refunds	**(41.58)**	(187.57)
Net cash flow from operating activities (A)	**293.20**	125.48
Cash flows from investing activities		
Purchase of Property, plant and equipment including CWIP and Capital Creditors	**(182.30)**	(784.70)
Proceeds from sale of Property, plant and equipment	**13.35**	28.93
Purchase of Investment	**(242.21)**	-
Investment in Bank Deposits (having Original maturity more than 3 Months)	**(549.89)**	(567.59)
Redemption of Bank Deposits (having Original maturity more than 3 Months)	**722.59**	1193.75
Interest received	**33.99**	114.42
Net cash from / (used in) investing activities (B)	**(204.47)**	(15.19)

₹'million

Particular	Year ended 31.03.2018	Year ended 31.03.2017
Cash flows from financing activities		
Finance charges paid	**(6.49)**	(11.50)
Movement in Short Term Borrowing from bank (net)	**(107.98)**	(101.09)
Net cash from/(used in) financing activities (C)	**(114.47)**	**(112.59)**
Effect of exchange rate differences on translation of foreign currency cash and cash equivalents	**0.46**	5.11
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(25.73)**	(2.30)
Cash and Cash equivalents at the beginning of year	**38.41**	46.35
Cash and Cash equivalents at the end of the year	**13.14**	49.16
Components of Cash and Cash equivalents		
Cash on hand	**0.03**	0.12
Balances with Scheduled banks		
- current accounts	**0.05**	0.19
- foreign currency accounts	**13.06**	6.10
- fixed deposit accounts	**-**	32.00
Fixed deposit with maturity less than 3 months *	**-**	-
Total	**13.14**	38.41

* Fixed deposits included in Cash and Cash equivalents pertains to investments with an original maturity of three months or less. Fixed deposits having maturity greater than three months have been shown under the Cash flow from Investing activities

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements
As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President -Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Consolidated statement of Changes in Equity for the year ended March 31, 2018

(A) Equity Share Capital

₹ million

Equity Shares of ₹10 each, issued, subscribed and fully paid	Number of Shares	Amount
At April 1, 2016	**2,54,25,000**	**254.25**
Changes in Equity Share Capital during the Year	-	-
At March 31, 2017	**2,54,25,000**	**254.25**
Changes in Equity Share Capital during the Year	-	-
At March 31, 2018	**2,54,25,000**	**254.25**

(B) Other Equity

For the year ended March 31, 2017

₹'million

Particulars	Reserves & surplus					Item of OCI	Total other Equity
	Retained Earnings (Note 22)	General Reserve (Note 22)	Capital Redemption Reserve (Note 22)	Securities Premium Reserve (Note 22)	Tonnage Tax Reserve u/s 115VT of Income Tax Act, 1961 (Note 22)	FVOCI Reserve (Note 22)	
As at April 1, 2016	**3,578.17**	**291.27**	**84.75**	**-**	**667.92**	**42.98**	**4,665.09**
Profit for the year	(1,488.64)	-	-	-	-	-	(1,488.64)
Other comprehensive income for the year:							
Remeasurement gains on defined benefit plans	-	-	-	-	-	0.13	0.13
Foreign exchange difference on translation of foreign operations	-	-	-	-	-	(14.67)	(14.67)
Total comprehensive Income for the year	**2,089.53**	**291.27**	**84.75**	**-**	**667.92**	**28.44**	**3,161.91**
Tonnage reserve utilised	-	-	-	-	(622.90)	-	(622.90)
Transfer from tonnage reserve for the year	-	622.90	-	-	-	-	622.90
As at March 31, 2017	**2,089.53**	**914.17**	**84.75**	**-**	**45.02**	**28.44**	**3,161.91**

For the year ended March 31, 2018

₹ million

Particulars	Reserves & surplus					Item of OCI	Total other Equity
	Retained Earnings (Note 22)	General Reserve (Note 22)	Capital Redemption Reserve (Note 22)	Securities Premium Reserve (Note 22)	Tonnage Tax Reserve u/s 115VT of Income Tax Act, 1961 (Note 22)	FVOCI Reserve (Note 22)	
As at April 1, 2017	**2,089.53**	**914.17**	**84.75**	**-**	**45.02**	**28.44**	**3,161.91**
Profit for the year	10.02	-	-	-	-	-	10.02
Other comprehensive income for the year:							
Remeasurement gains on defined benefit plans	-	-	-	-	-	0.33	0.33
Foreign exchange difference on translaction of foreign operations	-	-	-	-	-	5.69	5.69
Total comprehensive Income for the year	**2,099.55**	**914.17**	**84.75**	**-**	**45.02**	**34.45**	**3,177.95**
Tonnage reserve utilised	-	-	-	-	-	-	-
Transfer from tonnage reserve for the year	-	-	-	-	-	-	-
As at March 31, 2018	**2,099.55**	**914.17**	**84.75**	**-**	**45.02**	**34.45**	**3,177.95**

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements
As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President-Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Notes to Consolidated Financial Statements for the year ended March 31, 2018

1 Corporate Information

The consolidated financial statements comprise financial statements of SEAMEC Limited (the company) and its subsidiary (collectively, the Group) for the year ended March 31, 2018. The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the company is located at A-901-905, 9th Floor, 215 Atrium, Andheri – Kurla Road, Andheri (East), Mumbai - 400069, India. The Consolidated Financial Statements were authorised for issue in accordance with a resolution of the directors on May 25, 2018.

2 Basis of preparation

The financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (referred to as Ind AS) as prescribed under section 133 of the Companies, Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments). The Consolidated statements are presented in Indian Rupees (₹) and all values are rounded to the nearest million, except otherwise stated.

2.1 Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at March 31, 2018. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);

Exposure, or rights, to variable returns from its involvement with the investee; and

The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

Rights arising from other contractual arrangements;

The Group's voting rights and potential voting rights; and

The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

Derecognises the assets (including goodwill) and liabilities of the subsidiary

Derecognises the carrying amount of any non-controlling interests

Derecognises the cumulative translation differences recorded in equity

Recognises the fair value of the consideration received

Recognises the fair value of any investment retained

Recognises any surplus or deficit in profit or loss

Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

3 Summary of Significant Accounting Policies

(a) Business Combination and Goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from April 1, 2015. As such, Indian GAAP balances relating to business combinations entered into before that date have been carried forward with minimal adjustment.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Group elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

(a) Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

(b) Assets that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

(c) Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocate to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

(b) Use of Judgements, Estimates and Assumptions

The preparation of the group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Useful lives of property, plant and equipment including Impairment thereof

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. The company assess the impairment in the carrying value of tangible assets at each reporting date using best available information.

Non current assets held for sale

Non current assets held for sale are measured at the lower of carrying value or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumption.

Recovery of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(c) Classification of Current and Non-Current

The group presents assets and liabilities in the balance sheet based on current/ non – current classification.

An asset is treated as current when it is:

i) Expected to be realized or intended to be sold or consumed in normal operating cycle,

ii) Held primarily for the purpose of trading,

iii) Expected to be realized within twelve months after the reporting year, or

iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year.

All other assets are classified as non - current.

A liability is current when:

i) It is expected to be settled in normal operating cycle,

ii) It is held primarily for the purpose of trading,

iii) It is due to be settled within twelve months after the reporting year, or

iv) There is no unconditional right to deter the settlement of the liability for at least twelve months after the reporting year.

The group classifies all other liabilities as non – current.

Deferred tax assets and liabilities are classified as non – current assets and liabilities, as applicable.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The group has identified twelve months as its operating cycle.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation / amortization and impairment losses, if any. The cost comprises of the purchase price (net of GST / CENVAT and VAT credit wherever applicable) and any attributable cost of bringing the property, plant and equipment to its working condition for its intended use.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development / under Dry Docking as at the balance sheet date.

Subsequent expenditures related to an item of property, plant and equipment are added to its gross book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

When a major inspection / overhaul is performed, its cost is recognized in the carrying amount of the related property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

The group identifies and determines separate useful life for each major component of property, plant and equipment, if they have useful life that is materially different from that of the remaining asset. The group has identified expenditure incurred on dry-docking as a separate component which is capitalised as the cost of the relevant vessel and is amortized systematically over the interval until the subsequent scheduled dry-docking.

Items such as Machinery spares is recognised in accordance with Ind AS 16 "Property, Plant and Equipment" when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventories.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition of fixed property, plant and equipments outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other Non Current Assets".

Losses arising from the retirement of, and gains and losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment and are recognised in the statement of profit and loss when the property, plant and equipment is derecognised.

The residual values, useful life and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(e) Depreciation on Property, plant and equipment

Depreciation on property, plant and equipment is provided using the Straight Line Method as per the useful life of the property, plant and equipment estimated by the management, The Management estimates the useful life for property, plant and equipment as follows:

Assets	Useful life (In Years)
Fleet (Multi Support Vessels)	15 to 20
Fleet (Utility Vessel)	5
Fleet (Bulk Carrier)	25
Fleet Equipments	2 to 20
Lease hold improvements	5
Office Equipments and Computers	3 to 10
Vehicles	4

For these class of property, plant and equipment, based on technical evaluation carried out by the management, the useful life as given above best represent the period over which the management expects to use these property, plant and equipment. The useful life for these property, plant and equipment are different from the useful life as prescribed under Part C of schedule II of the Companies Act 2013. The Management believes that these estimated use full life are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Machinery spares which are capitalised, are depreciated over the balance useful life of the respective property, plant or equipment or the balance useful life of mother vessel, whichever is lower.

Residual Value:

The useful life and residual values of the group's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The life are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(f) Intangible Assets and Amortisation

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the group and the cost of the asset can be measured reliably.

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Intangible assets are amortized over their estimated useful economic life. Computer Software cost is amortized over a period of five years using straight-line method.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

(g) Non-current assets held for sale

The group classifies non-current assets as held for sale, if their carrying amounts will be recovered principally through a sale. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset or to be highly probable when:

(a) The appropriate level of management is committed to a plan to sell the asset,

(b) An active programme to locate a buyer and complete the plan has been initiated,

(c) The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

(d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and

(e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell.

Assets classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

(h) Impairment of Non Financial Assets.

As at each balance sheet date, the Group assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, if any, the Company determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

(i) Inventories

Inventories consist of stores and consumables for use in running of fleets. These are valued at lower of cost and net realizable value. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

An item of spare part meets the definition of 'property, plant and equipment' and satisfies the recognition criteria as per paragraph 7 of Ind AS 16, such an item of spare is recognised as property, plant and equipment. If that spare part does not meet the definition and recognition criteria as cited in paragraph 7 of Ind AS 16 that spare is recognised as inventory. Spare parts are generally available for use from the date of its purchase. Accordingly, spare parts recognised as property, plant and equipment are depreciated when the same are available for use.

(j) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

(k) Retirement and other employee benefits

Retirement benefits in the form of Provident Fund are a defined contribution scheme. The group's contributions paid / payable towards these defined contribution plan is recognized as expense in the Statement of Profit and Loss during the year in which the employee renders the related service. There are no other obligations other than the contribution payable to the respective fund. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Contribution to Superannuation Fund, a defined contribution plan, is made to the Life Insurance Corporation of India, as per the arrangement with them, and the contributions are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due.

Gratuity, a defined benefit scheme is covered by a Group Gratuity cum Life Assurance Policy with Life Insurance Corporation of India ("LIC"). Annual contribution to the fund is as determined by LIC. The shortfall between the accumulated funds available with LIC and liability as determined on the basis of an actuarial valuation is provided for as at the year-end. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the year in which they occur. Remeasurements are not reclassified to profit or loss in subsequent years.

Past service costs are recognised in profit or loss on the earlier of:

The date of the plan amendment or curtailment and the date that the group recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and Net interest expense or income.

Short term compensated absences are provided for based on estimates. The group presents these as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred.

(l) Foreign Currency transactions

The Group's financial statements are presented in INR, which is also the parent company's Functional Currency.

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying, to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the fortnightly average rates.

ii) Conversion

At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting group's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference. (i.e. translation differences on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively.)

(m) Taxes on Income

Income Tax

Tax expense comprises of Current Tax, Deferred Tax and tax adjustments of earlier years. Current Income tax liability on shipping income is determined based on the net tonnage of each of its vessels, in accordance with section 115VT of the Income Tax Act, 1961. Income other than shipping income is taxed in accordance with the other provisions of the Income Tax Act, 1961.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date.

Deferred tax liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax liabilities / Assets are not recognised for all taxable temporary differences, except for Non shipping income / Expenses, since the Company is assessed under section 115VT of the Income Tax Act, 1961.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(n) Revenue Recognition.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The group has concluded that it is the principal in all of its revenue arrangement since it is the primary obligor in all the revenue arrangement as it has pricing latitude and it has also exposed to credit risk.

i) Charter hire income

It comprises income from charter hire of multi-support vessels and income from supply of marine and diving crew and services. Charter hire revenues are recognised at contracted rates over the charter period. Revenues from supply of crew and services are classified as other operating revenue and recognised on rendering of the service, based on day rate charges as per the terms of the agreements.

The group collects Goods and Service Tax (GST) on behalf of the government and, therefore, it is not an economic benefit flowing to the group. Hence, it is excluded from revenue.

ii) Interest & Dividend Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss. Dividend income is recognised when the group's right to receive dividend is established by the Balance Sheet date.

(o) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Operating Lease (Group as a lessee).

Leases where the lessor effectively retains substantially all the risks and rewards of the ownership are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

(p) Provisions

A provision is recognized when the group has a present obligation (Legal or Constructive) as a result of past events, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(q) Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

The Operating segments have been identified based on geographical location of the vessel. The operating segments have been disclosed based on revenues within India and outside India.

(r) Earnings per Share

Basic earnings per share are calculated by dividing the net profit / loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of diluted potential equity shares, if any.

(s) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

(t) Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction of an asset which takes a substantial period of time to get ready for its intended use, are capitalized as a part of the cost of such assets, until such time the asset is substantially ready for its intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they occur.

Borrowing costs consist of interest and other costs incurred in connection with borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(u) Financial Instruments

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

Financial Assets

Initial recognition and measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

(i) Debt instruments at amortised cost

(ii) Debt instruments at fair value through other comprehensive income (FVTOCI).

(iii) Debt instruments at fair value through profit or loss (FVTPL).

(iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortised cost

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

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset is primarily derecognised when:

The rights to receive cash flows from the asset have expired, or

The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

(a) the group has transferred substantially all the risks and rewards of the asset, or

(b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets.

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

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

The group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent year, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the group reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an group is required to consider:

All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

As a practical expedient, the group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, these historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income / expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

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

Reclassification of financial assets

The group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The group's senior management determines change in the business model as a result of external or internal changes which are significant to the group's operations. Such changes are evident to external parties. A change in the business model occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(v) Unbilled Revenue and Billing in excess of revenue

Unbilled revenue represents the aggregate of costs chargeable and margin earned under projects in progress as of the balance sheet date. Such amounts become billable according to the contract terms which usually consider the passage of time, achievement of certain milestones or completion of the project.

Contract revenue earned in excess of billing has been reflected under "Other Financial Assets" and billing in excess of contract revenue is reflected under "Other Financial Liabilities" in the balance sheet.

(w) Fair Value Measurement

The group measures financial instruments at fair value each balance sheet date.

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

(a) In the principal market for the asset or liability, or

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

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Management determines the policies and procedures for both recurring fair value measurement, such as unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations. The Management comprises of the head of the investment properties segment, heads of the Group's internal mergers and acquisitions team, the head of the risk management department, financial controllers and chief finance officer.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

(x) Accounting standards issued but not yet effective

Ind AS 115 'Revenue from contracts with customers' have been published by Ministry of Corporate Affairs (MCA) but are not yet effective. Ind AS 115 establishes principles for reporting useful information to users of the financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contract with customers. Ind AS 115 supersedes other revenue standards i.e. Ind AS 11 and Ind AS 18 notified by MCA. Management has undertaken an assessment of the impact of this standard and does not believe that the impact would be material.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. Management is evaluating the impact of this amendment on its financial statements.

NOTE 4: PROPERTY, PLANT AND EQUIPMENT

₹ million

Particulars	Fleet and fleet equipment	Machinery spares	Leasehold improvement	Office Equipments	Vehicles	Total
Cost						
At April 1, 2016	2,169.93	23.03	0.98	0.72	0.21	2,194.86
Additions	804.92	2.72	-	0.26	-	807.90
Disposals	(10.83)	(4.38)	-	-	-	(15.21)
At March 31, 2017	2,964.02	21.37	0.98	0.98	0.21	2,987.56
Additions	193.79	6.76	-	0.86	-	201.41
Reclassification to asset held for sale	198.58	-	-	-	-	198.58
Disposals	10.32	4.18	-	-	-	14.50
At March 31, 2018	**2,948.91**	**23.95**	**0.98**	**1.84**	**0.21**	**2,975.89**
Depreciation						
At April 1, 2016	456.77	4.79	0.98	0.55	0.21	463.30
Charge for the Year	465.16	13.43	-	0.26	-	478.85
Disposals	(9.81)	(2.35)	-	-	-	(12.16)
At March 31, 2017	912.12	15.87	0.98	0.81	0.21	929.99
Charge for the Year	482.42	5.05	-	0.47	-	487.94
Reclassification to asset held for sale	120.19	-	-	-	-	120.19
Disposals	-	4.16	-	-	-	4.16
At March 31, 2018	**1,274.35**	**16.76**	**0.98**	**1.28**	**0.21**	**1,293.58**
Net Block						
At March 31, 2017	2,051.90	5.50	-	0.17	-	2,057.57
At March 31, 2018	**1,674.56**	**7.19**	**-**	**0.56**	**-**	**1,682.31**

NOTE 5: CAPITAL WORK-IN-PROGRESS	**As at 31.03.2018**	As at 31.03.2017
Capital work - in - progress*	**1.72**	14.56
	1.72	14.56

*Capital Work-in-Progress for the year ended March 31, 2018 , includes value of ₹ 1.35 million (march 31, 2017 11.50 million) which is ceased to be classified as 'Asset Held for Sale' in accordance with Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations.

₹ million

NOTE 6: INTANGIBLE ASSETS	Software
Cost	
At April 1, 2016	5.82
Additions	-
Disposals	-
At March 31, 2017	5.82
Additions	0.75
Disposals	-
At March 31, 2018	**6.57**
Amortisation	
At April 1, 2016	1.65
Charge for the Year	1.24
Disposals	-
At March 31, 2017	2.89
Charge for the Year	1.26
Disposals	-
At March 31, 2018	**4.15**
Net Block	
At March 31, 2017	2.93
At March 31, 2018	**2.42**

NOTE 7 : NON CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES	**As at 31.03.2018**	As at 31.03.2017
Trade Receivables (Refer note 41)	**-**	-
Receivable from Related Party (Refer note 44)	**-**	-
Total Trade Receivables	**-**	-
Break-up of Trade Receivables		
Secured, considered good	**-**	-
Unsecured, considered good	**-**	-
Doubtful	**1,134.75**	1,134.75
	1,134.75	1,134.75
Impairment Allowance (allowance for bad and doubtful debts)		
Less: Provision for doubtful debts	**1,134.75**	1,134.75
Total Trade Receivables	**-**	-

₹ million

NOTE 8 : NON CURRENT FINANCIAL ASSETS - INVESTMENTS

	As at 31.03.2018	As at 31.03.2017
Quoted Investments		
Investment in Mutual Fund carried at fair value through Profit and Loss		
7,734,358 Units (31.03.2017: 6,799,175) ICICI Prudential Corporate Bond Fund-Growth	**209.16**	172.48
15,057,014 Units (31.03.2017: 13,294,690) Reliance Corporate Bond Fund-Growth	**211.00**	175.04
Total Value of Investment (Quoted)	**420.16**	347.52
Aggregate amount of quoted investment and market value thereof.	**420.16**	347.52
Aggregate amount of unquoted investments.	**-**	-
Aggregate amount of impairment in value of investments.	**-**	-

NOTE 9: NON CURRENT FINANCIAL ASSETS - LOANS

(Unsecured, considered good unless otherwise stated)		
Security deposits	**13.81**	11.75
	13.81	11.75

NOTE 10: NON CURRENT BANK BALANCES

Non-Current Bank Balances (Refer note 17)	**282.30**	198.00
	282.30	198.00

NOTE 11: NON CURRENT TAX ASSETS (NET)

(Unsecured, considered good unless otherwise stated)		
Advance income-tax (net of provisions for taxation ₹.13.25 million (31.03.2017: ₹ 30.01 million)	**87.32**	58.03
	87.32	58.03

NOTE 12: OTHER NON CURRENT ASSETS

Capital advances	**-**	3.61
Advance Rent	**0.85**	-
Prepaid Expenses	**1.43**	1.61
Others	**-**	3.00
	2.28	8.22

NOTE 13: INVENTORIES

(Valued at lower of cost and net realisable value)		
Stores and consumables	**141.21**	163.11
Goods in transit - Stores and consumables	**2.07**	3.91
	143.28	167.02

₹ million

NOTE 14: TRADE RECEIVABLES

	As at 31.03.2018	As at 31.03.2017
Trade Receivables (Refer note 41)	**894.67**	814.09
Receivable from Related Party (Refer note 44)	**279.36**	273.77
Total Trade Receivables	**1,174.03**	1,087.86
Break-up of Trade Receivables		
Secured, considered good	**-**	-
Unsecured, considered good	**1,174.03**	1,087.86
Doubtful	**456.34**	550.41
	1,630.37	1,638.27
Impairment Allowance (allowance for bad and doubtful debts)		
Less: Provision for doubtful debts	**456.34**	550.41
Total Trade Receivables	**1,174.03**	1,087.86

NOTE 15 : CURRENT FINANCIAL ASSETS - INVESTMENTS

Quoted Investments		
Investment in Other Fund carried at fair value through Profit and Loss		
30,00,000 Units (31.03.2017: NIL) Varanium India Focus Fund.	**192.97**	-
Total Value of Investment (quoted)	**192.97**	-
Aggregate amount of quoted investment and market value thereof.	**192.97**	-
Aggregate amount of unquoted investments.	**-**	-
Aggregate amount of impairment in value of investments.	**-**	-

NOTE 16: CASH AND CASH EQUIVALENTS

Balances with scheduled banks		
- current accounts	**0.05**	0.19
- foreign currency accounts	**13.06**	6.10
- original maturity less than 3 months	**-**	32.00
Cash on hand	**0.03**	0.12
	13.14	38.41

Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the company, and earn interest at the respective short-term deposit rates.

NOTE 17: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

– Unpaid Dividend Account *	**0.44**	1.40
– Deposits with original maturity for more than 12 months **	**282.30**	932.66
– Deposits with original maturity for more than 3 months but less than 12 months **	**683.56**	204.94
Amount Disclosed Under Non Current Assets (refer note 10)	**(282.30)**	(198.00)
	684.00	941.00

* The Company can utilise these balances only towards settlement of respective unpaid dividend.

** Fixed Deposits worth ₹ 407.52 million kept as lien with Bank against the various facilities obtained.

₹ million

NOTE 18: OTHER CURRENT FINANCIAL ASSETS	As at 31.03.2018	As at 31.03.2017
(Unsecured, considered good unless otherwise stated)		
Interest Receivable	**48.68**	39.13
Unbilled Revenue	**12.28**	-
Advance to Suppliers	**-**	1.97
	60.96	41.10

NOTE 19 : OTHER CURRENT ASSETS		
(Unsecured, considered good unless otherwise stated)		
Prepaid expenses	**5.76**	10.61
GST / Service tax Input Credit	**-**	29.44
Advance to vendors	**5.34**	11.11
Insurance Receivable	**2.22**	-
Advance Rent	**0.66**	2.59
	13.98	53.75

NOTE 20: ASSETS CLASSIFIED AS HELD FOR SALE		
Assets classified as held for sale	**51.47**	-
	51.47	-

The management intends to dispose off a vessel of the company. An active programme to locate the buyer and to complete the sale has been initiated, the sale is expected to be completed in next 12 months, subject to approval of board of directors. Impairment loss of ₹ 26.91 million has been recognised in statement of profit & Loss account.

₹ million

NOTE 21: SHARE CAPITAL	As at 31.03.2018	As at 31.03.2017
Authorised Shares		
50,000,000 (31.03.2017 : 50,000,000) equity shares of ₹ 10 each.	**500.00**	500.00
Issued, subscribed and fully paid-up		
25,425,000 (31.03.2017 : 25,425,000) equity shares of ₹ 10 each fully paid-up.	**254.25**	254.25
	254.25	254.25

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	As at 31.03.2018		As at 31.03.2017	
	Nos	**₹'million**	Nos	₹'million
At the beginning of the Year	**2,54,25,000**	**254.25**	2,54,25,000	254.25
Outstanding at the end of the year	**2,54,25,000**	**254.25**	2,54,25,000	254.25

(b) Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding Company

Out of equity shares issued by the Company, shares held by its holding Company are as below:

All in no's	**As at 31.03.2018**	As at 31.03.2017
HAL Offshore Limited	**1,76,87,475**	1,85,27,475

(d) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	**As at 31.03.2018**		As at 31.03.2017	
	Nos	**% holding in the class**	Nos	% holding in the class
HAL Offshore Limited	**1,76,87,475**	**69.57%**	1,85,27,475	72.87%

As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) Aggregate number of shares bought back during the period of five years immediately preceding the reporting date

	As at 31.03.2018	As at 31.03.2017
	Nos	Nos
Equity Shares bought back by the Company	**-**	-

During the year ended March 31, 2016, the Company had bought back a total of 84,75,000 equity shares of ₹ 10 each at a total consideration of ₹ 1,059.38 million. Accordingly, the face value of shares bought back amounting to ₹ 84.75 million had been adjusted against Share Capital and the balance amount of ₹ 501.75 million and ₹ 472.88 million have been adjusted against the securities premium and general reserve respectively. Further, in accordance with the Section 69 of the Companies Act, 2013, the Company had transferred an amount of ₹ 84.75 million, being a sum equal to nominal value of equity shares bought back, from general reserve to capital redemption reserve.

₹'million

NOTE-22 : RESERVES AND SURPLUS

	As at 31.03.2018	As at 31.03.2017
Capital redemption reserve		
Balance as per the last Financial Statements	**84.75**	84.75
Add: Transfer from General Reserve (refer note 21 (e))	**-**	-
Closing Balance	**84.75**	84.75
General reserve		
Balance as per the last Financial Statements	**914.17**	291.27
Add: Transfer from Tonnage Reserve for the year	**-**	622.90
Less: Adjustment on account of Buy Back of Equity shares(refer note 21 (e))	**-**	-
Less: Transfer to Capital Redemption Reserve (refer note 21 (e))	**-**	-
Closing Balance	**914.17**	914.17
Tonnage tax reserve u/s 115VT of Income Tax Act, 1961		
Balance as per the last Financial Statements	**45.02**	667.92
Add: Transfer from surplus in statement of Profit and Loss for the year	**-**	-
	45.02	667.92
Less: Tonnage Reserve utilised	**-**	(622.90)
Closing Balance	**45.02**	45.02
Other Component of Equity		
Surplus in Statement of Profit and Loss		
Balance as per the last Financial Statements	**2,117.97**	3,621.15
Profit / (loss) for the year	**10.02**	(1,488.64)
Other Comprehensive Income	**6.02**	(14.54)
Closing Balance	**2,134.01**	2,117.97
	3,177.95	3,161.91

Nature and Purpose of Reserves:

(1) Capital redemption reserve:

Capital redemption reserve was created upon buy back of equity shares. The Company may utilise this reserve in compliance with the provisions of the Companies Act 2013.

(2) Tonnage tax reserve u/s 115VT of Income Tax Act, 1961:

A tonnage tax company shall, subject to and in accordance with the provisions of section 115VT of the Income Tax Act, 1961, on yearly basis credit to tonnage tax reserve account, an amount not less than twenty percent of the book profit derived from the activities referred to in clauses (i) and (ii) of sub-section (1) of section 115V-I of the Income Tax Act, 1961. The Company can utilise this reserve as per provisions of Income Tax Act 1961.

₹'million

NOTE-23: INCOME TAXES

	Year ended 31.03.2018	Year ended 31.03.2017
The major components of income tax expense for the year ended March 31, 2018, March 31, 2017 are:		
Current income tax:		
Current Income tax charge	**11.64**	30.01
Adjustments in respect of current income tax of previous years	**0.65**	-0.19
Deferred Tax:		
Relating to origination and reversal of temporary differences	**7.44**	11.49
Income tax expense reported in the statement of profit or loss	**19.73**	41.31

Reconciliation of tax expense and the accounting profit multiplied by the domestic tax rate for the year ended March 31, 2018 and year ended March 31, 2017:	Year ended 31.03.2018	Year ended 31.03.2017
Accounting Profit before tax	**29.75**	-1,454.60
Income taxable	**31.32**	85.09
Tax at Domestic rate	**33.063%**	34.608%
Tax at Domestic rate	**10.36**	29.45
Tonnage Income as per sec 115V	**3.89**	1.63
Tax at Domestic rate	**1.28**	0.56
Adjustments in respect of current income tax of previous years	**0.65**	-0.19
Total Tax	**12.29**	29.82
Deferred Tax	**7.44**	11.49
Income tax expense	**19.73**	41.31

	As at 31.03.2018	As at 31.03.2017
Deferred Tax		
Deferred tax relates to the following:		
Fair Valuation of Investment	**23.89**	11.49
Reversal of Deferred tax liability on account of sale of Investment	**-**	-
	23.89	11.49
Total Deferred tax	**23.89**	16.45

₹ million

NOTE-24: PROVISIONS - NON CURRENT	As at 31.03.2018	As at 31.03.2017
Provision for Leave benefits	**7.01**	6.67
	7.01	6.67

NOTE-25: FINANCIAL LIABILITIES - BORROWINGS

Secured		
Buyers Credit facility (refer note A below)	**-**	131.28
Bank Overdraft (refer note B below)	**73.17**	47.82
	73.17	179.10

A) The Company has availed Buyers Credit Facility from IDBI bank, carries rate of Interest at the rate 1 Year Libor+80 bps (31.03.2017 6 Months Libor + 80 BPS) the same is secured by hypothecation charge on all of the Company's Current Assets. The Facility was repaid in July 2017.

B) The 'Overdraft against FD' facility is availed from IDBI bank. The rate of Interest for the said Facility is 1% above the interest rate of Fixed Deposits under lien with IDBI bank. The same is secured by fixed deposits with margin as 100%.

₹ million

NOTE-26: TRADE PAYABLES	As at 31.03.2018	As at 31.03.2017
Dues to Micro, Small And Medium Enterprises (Refer Note 52) (Refer note 38)	**6.35**	6.50
Dues to Others		
Trade payables to others	**1,010.12**	1,136.97
Trade payables to Related parties (refer note 43)	**0.00**	41.38
	1,016.47	1,184.85

NOTE-27: OTHER CURRENT FINANCIAL LIABILITIES

Interest Accrued but not due on borrowings	**-**	2.05
Employee Dues	**102.59**	113.23
Creditors for Capital Expenditure	**30.05**	26.47
Unearned Revenue	**4.48**	-
Unpaid dividend	**0.44**	1.40
Outstanding expenses	**45.86**	32.69
Other current liability	**0.51**	-
	183.93	175.84

Terms and conditions of the Financial liabilities.

(i) Trade payables and Other payables are non-interest bearing.

(ii) For terms and conditions with related parties, refer Annexure-A

₹ million

NOTE-28: OTHER CURRENT LIABILITIES

	As at 31.03.2018	As at 31.03.2017
Statutory Dues		
TDS Payable	**15.45**	30.58
GST / Service tax payable	**54.01**	-
Other Dues	**15.60**	14.94
	85.06	45.52

NOTE-29: PROVISIONS

Provision for Employee Benefits		
Provision for Leave benefits	**3.48**	3.13
Provision for Gratuity	**0.94**	-
	4.42	3.13

₹ million

NOTE 30 : REVENUE FROM OPERATIONS

	Year ended 31.03.2018	Year ended 31.03.2017
Charter hire income	**1,934.62**	2,070.55
Other operating revenue	**1.39**	5.19
	1,936.01	2,075.74

NOTE 31 : OTHER INCOME

Interest Income on		
Bank Deposits	**42.08**	95.01
Income Tax Refund	**1.46**	3.89
Liability No Longer Required	**4.15**	-
Exchange fluctuation gain (net)	**28.64**	56.57
Gain on Sale of Fixed Assets (net)	**2.84**	-
Provision for doubtful debts written back	**94.07**	-
Interest Income on Security Deposit	**0.85**	-
Fair Value gain on investment	**23.41**	33.19
Other non-operating income	**0.02**	0.06
	197.52	188.72

NOTE 32: EMPLOYEE BENEFIT EXPENSES

Salaries, wages and bonus to crew	**548.81**	557.48
Salaries, wages and bonus to onshore staff	**52.12**	68.38
Contribution to provident and other funds	**6.22**	6.58
Gratuity Expenses (refer note 51 (2))	**3.14**	2.24
Staff welfare expenses	**0.81**	0.92
	611.10	635.60

₹ million

NOTE 33 : OPERATING EXPENSES	Year ended 31.03.2018	Year ended 31.03.2017
Victualling and other benefit to crew	**75.60**	96.08
Sub Contractor Cost- Diving Project	**286.83**	469.50
Stores and spares consumed	**120.71**	131.57
Fuel expenses	**115.60**	198.55
Repairs and maintenance - vessels	**56.39**	21.38
Rates & Taxes	**5.25**	6.01
Commission / Brokerage	**1.32**	11.06
Customs Duty	**0.37**	0.06
Crew travelling expenditure	**26.65**	30.24
Insurance charges	**16.55**	20.52
Port Charges	**19.53**	16.92
Communication charges	**25.22**	22.85
Consultancy Fees	**8.17**	-
Other Operating Expenses	**66.02**	40.62
	824.21	1,065.36

NOTE 34 : FINANCE COSTS		
Interest Expenses	**6.49**	11.50
	6.49	11.50

NOTE 35 : DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation of tangible assets	**487.94**	478.85
Amortization of intangible assets	**1.26**	1.24
	489.20	480.09

₹ million

NOTE 36 : OTHER EXPENSES	Year ended 31.03.2018	Year ended 31.03.2017
Directors Sitting Fees	**1.48**	1.20
Director Incidental Expenses	**0.28**	-
CSR Expenses	**0.50**	5.09
Travelling and conveyance	**9.07**	7.03
Repairs and maintenance -others	**2.11**	2.07
Impairment of Assets held for Sale	**26.91**	-
Rent (Refer Note 49)	**27.50**	51.93
Payment to auditors (excluding GST / service tax)		
- As auditor	**2.24**	2.52
- For other services	**0.42**	-
- For reimbursement of expenses	**0.02**	0.21

₹ million

	Year ended 31.03.2018	Year ended 31.03.2017
Legal & professional fees	**28.96**	25.42
Bad debts	**53.51**	1.96
Provision for Doubtful Debts	**-**	1,385.12
Bank charges	**2.83**	4.74
Office Expenses	**4.12**	3.24
Electricity Expenses	**1.99**	2.01
Printing & Stationery	**2.71**	2.64
Interest Charges-Others	**1.41**	15.11
Miscellaneous Expenses	**6.72**	8.95
	172.78	1,519.24

NOTE 37: COMPONENTS OF OTHER COMPREHENSIVE INCOME

Re-measurement gains on defined benefit plans as per Ind AS 19	**0.33**	0.13
Foreign Exchange difference on Translation of Foreign operations	**5.69**	-14.67
	6.02	(14.54)

38 Contingent liabilities

	As at 31.03.2018	As at 31.03.2017
Claim against the Company not acknowledge as debts		
FERA Matter (refer note a below)	**100**	100
Custom Duty payable as per order from Commissioner of Customs(Import) (refer note b below)	**-**	1,197
Claim by Vendor (refer note c below)	**9**	30

a The case against the Company alleging violation of Foreign Exchange Regulation Act 1973 (FERA), related to acquisition of Land drilling Rig, is pending before the Hon'ble Mumbai High Court. The Company has furnished a Bank Guarantee of ₹ 100 million to the Enforcement Directorate, FERA, towards penalty imposed, as directed by the Hon'ble Mumbai High Court. The bank guarantee is valid till September 30, 2018. No provision is considered necessary in respect of the said penalty as the management believes, based on legal opinion, that there has been no contravention to FERA.

b Against the Directorate of Revenue Intelligence (DRI) Show Cause Notice in July – August 2012, the adjudication proceedings was conducted by Commissioner of Customs (Import) who vide order dated March 28, 2013 imposed duty ₹ 350 million, penalty for equivalent amount, interest and confiscation and made appropriation of ₹ 126 million paid in 2011 under protest. Accordingly, Company disclosed the contingent liability of ₹ 1197 million.

Against the above adjudication order, the Company filed before Hon'ble CESTAT for stay of the order as well as appeal. Stay was granted while appeal was disposed off vide order of Hon'ble CESTAT dated 6th December, 2017.

Being aggrieved, Company as a legal recourse, had filed Rectification of Mistake (ROM) before designated forum of CESTAT. The Hon'ble CESTAT vide order dated February 27, 2018 remanded the matter to the original authority, set aside the demand, duty, penalty and confiscation with a specific direction of commencement of adjudication subject to settlement of jurisdiction issue by the Hon'ble Supreme Court.

In view of the above, the Company is at present has no demand and therefore, there is no further requirement of disclosing this matter under contingent liability.

c Represent claim by vendor not acknowledged as debt as in the opinion of the management the same is not payable.

Notes:

(a) The Company does not expect any reimbursement in respect of the above contingent liabilities.

(b) It is not practicable to estimate the timing of cash flows, if any, in respect of matters at (a) to (d) above, pending resolution of the proceedings.

39 Commitments

a Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ Nil million (31.03.2017 : ₹ NIL million).

40 Draft Scheme of Arrangement

Board of Directors of the Company on November 14, 2017 had considered the demerger proposal of EPC and Vessel Division of HAL Offshore Ltd (HAL), the parent Company with SEAMEC Limited, the appointed date being July 1, 2017. Pursuant to above, the Company made application to BSE Limited (BSE), the designated Stock Exchange and National Stock Exchange of India Limited (NSE) in accordance with Regulation 37 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for approval of Scheme of Arrangement of Demerger. BSE and NSE vide their letter dated May 15, 2018 and May 16, 2018 have communicated to the Company their No-objection along with the observations of SEBI. The Company is now contemplating on the activities to process the demerger.

41 Trade Receivables as disclosed in Notes 7 & 14, are net of provisions for:

(a) Trade Receivables from Swiber Offshore Constructions Pte Ltd, Singapore (SOC) and Swiber Offshore India Private Ltd. (SOI) is ₹ 1134.70. These outstanding arising out of the services rendered by the Company to above Swiber entities towards the contract awarded by ONGC to Swiber. SOC as per the Hon'ble High Court, Singapore is under the Judicial Management. The Company initially initiated legal recourse against SOI in Mumbai High Court under the terms of the Contract invoking Section 9 of the Arbitration and Conciliation Act, 1996. The matter before Singapore and India are pending. ONGC, principal Contractor has suspended the Contract of Swiber and stepped into contractual commitment of Swiber for completion of balance work. The Company along with large number of affected Vendors are pursuing with ONGC for recovery of outstanding. The necessary provisions have already been made in the accounts to the above receivables.

(b) ₹ 168.48 million (Previous year ₹ 228.72 million) receivable from Sea Horse General Contracting Establishment, UAE, relating to charter hire for a vessel. During the year, the Company has entered into settlement agreement for ₹ 206.36 million, payment in installment, accordingly ₹ 22.36 million has been written off. The Company has received ₹ 37.88 million till date installment towards its part share of settlement and accordingly provision has been written back.

(c) ₹ 37.42 million (Previous year ₹ 71.30 million) receivable from Synergy Subsea Engineering LLC, UAE ('Synergy') relating to charter hire for a vessel. During the year, the Company has entered into settlement agreement with the M/s Synergy Sub Sea Engineering LLC Dubai for realization of outstanding dues. The Company has received ₹ 33.88 million during the year.

42 (a) Expenditure in foreign currency (on accrual basis)

₹'million

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Crew Cost	**53.42**	-
Travelling	**4.16**	8.73
Victualling cost	**21.14**	36.70
Sub Contractor Cost- Diving Project	**286.83**	469.50
Legal & professional fees	**12.68**	14.06
Interest on Buyers Credit	**1.01**	2.73
Consumables	**16.24**	5.05
Spares	**40.45**	42.45
Repairs & Maintenance	**29.33**	1.62
Consultancy Fees	**8.17**	-
Others	**47.56**	3.92
	520.99	584.76

(b) Earnings in foreign currency (on accrual basis)

₹'million

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from operations	**1,700.56**	1,848.36

43 Segment Information

For management purposes, the Group is organised into business units based on its services and has two reportable segments i.e Domestic and Overseas.

The chief operational decision maker monitors the operating results of its Business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Operating segments have been identified based on geographical location of the vessel. The operating segments have been disclosed based on revenues within India and outside India.

(₹ million)

Particulars	Year ended 31.03.2018			Year ended 31.03.2017		
	Domestic	**Overseas**	**Total**	Domestic	Overseas	Total
Revenue						
Revenue from Operations	**1,762.13**	**173.88**	**1,936.01**	1,524.56	551.18	2,075.74
Segment Profit / (Loss)	**(88.16)**	**46.68**	**(41.48)**	(1,331.78)	(235.02)	(1,566.80)

Reconciliations to amounts reflected in the financials statements

(₹ million)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Segment Profit	**(41.48)**	(1,566.80)
Financial Cost	**(6.49)**	(11.50)
Other Un-allocable income	**77.71**	130.97
(Loss) / Profit before tax	**29.75**	(1,447.33)

44 Related Parties disclosure

Names of Related Party & related party relationship

i Related parties where control exist

Holding Company HAL Offshore Limited

ii Related Parties with whom transactions have taken place during the year ended March 31, 2018.

Refer Annexure- A

45 Earning Per Share

The following reflects the profit and share data used in the basic and diluted EPS computations:

(₹ million)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Profit after tax	**10.02**	(1,488.64)
Net profit for calculation of basic and diluted EPS	**10.02**	(1,488.64)
Weighted average number of equity shares outstanding (Nos.)	**25.43**	25.43
Basic & Diluted Earnings Per Share (FV ₹10/- each)	**0.39**	(58.55)

46 Corporate Social Responsibility Expenditure as per Section 135 of the Companies Act, 2013

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Gross Amount required to be spent by the Company during the year	-	5.09

Amount spent during the year ending on March 31, 2018 :

Particulars	In Cash	Yet to be Paid	Total
Construction / acqusition of Asset	-	-	-
On Purpose other than above	**0.50**	-	**0.50**

Amount spent during the year ending on March 31, 2017 :

Particulars	In Cash	Yet to be Paid	Total
Construction / acqusition of Asset	-	-	-
On Purpose other than above	5.09	-	5.09

47 Information required for Consolidated financial statement pursuant to Schedule III of the Companies Act 2013

₹ million

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Seamec Limited								
Balance as at 31 March, 2018	**78.88%**	**2,707.24**	**28.76%**	**2.88**	**100.00%**	**6.02**	**55.50%**	**8.91**
Balance as at 31 March, 2017	84.83%	2,897.93	100.49%	(1,495.87)	100.00%	(14.54)	100.48%	(1,510.41)
Subsidiaries								
Seamec International FZE								
Balance as at 31 March, 2018	**21.12%**	**724.96**	**71.04%**	**7.12**	**0.00%**	**-**	**44.38%**	**7.12**
Balance as at 31 March, 2017	15.17%	518.23	-0.49%	7.23	0.00%	-	-0.48%	7.23
Total								
Balance as at 31 March, 2018	**100%**	**3,432.20**	**100%**	**10.02**	**100%**	**6.02**	**100%**	**16.05**
Balance as at 31 March, 2017	100%	3,416.16	100%	(1,488.64)	100%	(14.54)	100%	(1,503.18)

48 Un-hedged Foreign Currency Exposure as at Balance Sheet date

₹'million

Particulars	Currency	Year ended 31.03.2018		Year ended 31.03.2017	
		Amount in Foreign Currency	Amount in INR	Amount in Foreign Currency	Amount in INR
Trade Payables	EURO	0.29	23.30	0.29	20.35
	GBP	0.03	2.43	0.03	2.83
	NOK	0.46	3.94	0.10	0.73
	SGD	0.04	1.93	0.02	0.94
	AED	0.25	4.53	0.20	3.57
	USD	13.28	868.27	15.63	1,016.03
	JPY	0.51	0.32	-	-
	Total		**904.72**	**Total**	1044.45
Crew Liability	USD	0.07	4.46	-	-
Trade Receivables	USD	24.82	1,603.13	23.38	1,509.07
Unbilled Revenue	USD	0.19	12.28	-	-
Unearned Revenue	USD	0.07	4.48	-	-
Bank balances	USD	0.18	11.91	0.09	5.76

49 Leases

Operating Lease Commitments

Office premises are obtained on operating lease / leave and license. The lease term is for the period of 1 to 9 years and renewable at the option of the Company. There are no restrictions imposed by lease arrangements. The total lease term is for a period of 108 months out of which there is a lock-in period of initial 60 months.

Minimum lease payments under non-cancellable operating lease / leave and license are as follow :

₹'million

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
i. Payable Not later than one year	**21.80**	21.05
ii. Payable Later than one year but not later than five years	**12.91**	37.68
iii. Payable Later than five years	**-**	-
Lease payments recognized in the Statement of Profit and Loss	**27.50**	51.93

The lease fees shall be increased by 15% over the last monthly lease fee paid after completion of every 36 months from the rent commencement date of the lease deed agreement.

50 Financial Instruments

Fair value measurement

₹'million

Particulars	As at 31.03.2018			As at 31.03.2017		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial Assets						
Investments						
Mutual Funds	**420.16**	**-**	**-**	347.52	-	-
Other Funds	**192.97**	**-**	**-**	-	-	-
Trade receivables	**-**	**-**	**1,174.03**	-	-	1,087.86
Cash and Cash equivalents	**-**	**-**	**13.14**	-	-	38.41
Bank balances other than cash and cash equivalents	**-**	**-**	**966.30**	-	-	1,139.00
Deposits	**-**	**-**	**13.81**	-	-	11.75
Interest Receivable	**-**	**-**	**48.68**	-	-	39.13
Other receivables	**-**	**-**	**12.28**	-	-	1.97
Total financial assets	**613.13**	**-**	**2,228.24**	347.52	-	2,318.12
Financial liabilities						
Borrowings	**-**	**-**	**73.17**	-	-	179.10
Trade payables	**-**	**-**	**1,016.47**	-	-	1,184.85
Other financial liabilities	**-**	**-**	**183.93**	-	-	175.84
Total financial liabilities	**-**	**-**	**1,273.58**	-	-	1,539.79

The management assessed that the fair value of Trade receivables, cash and cash equivalents, other Bank Balance, Other financial assets, Trade payables, Borrowings and other financials liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the company's assets.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2018, March 31, 2017:

₹ million

	Fair value measurement using				
	Date of Valuation	**Total**	**Quoted price in Active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Assets measured at fair value					
Investment in Mutual Fund	31-Mar-18	420.16	420.16	-	-
Investment in Other Fund	31-Mar-18	192.97	192.97	-	-
Investment in Mutual Fund	31-Mar-17	347.52	347.52	-	-
Investment in Other Fund	31-Mar-17	-	-	-	-

There have been no transfers between Level 1 and Level 2 during the year.

51 Gratuity and other post-employment benefit plans.

1 Defined Contribution Plans :

Amount of ₹ 1.66 million (31.03.2017 : ₹ 1.81 million) is recognised as an expense and included in Employee Benefit Expense (refer note 32) in statement of profit and Loss.

2 Defined Benefit Plans :

The Group has a defined benefit gratuity plan. Every employee (other than crew who have covered under separate scheme) who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy. Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. The Board of Trustees decides its contribution based on the results of this annual review. The Obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and other comprehensive income the funded status and amounts recognized in the balance sheet for the respective plans.

Statement of Profit and Loss

Net employee benefit expense (recognised in contribution to provident, gratuity fund and other funds)

₹'million

	Gratuity	
Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
Current service cost	**0.41**	0.47
Net Interest cost on benefit obligation	**(0.03)**	(0.05)
Past service Cost	**1.58**	-
(iv) Other Financial assets	**1.95**	0.42

Net Interest cost for the year

Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
Interest Cost	**0.42**	0.57
(Interest Income)	**(0.45)**	(0.62)
Net Interest cost for period	**(0.03)**	(0.05)

Remeasurement gains/Losses in Other Comprehensive Income:

Particulars	**Year ended 31.03.2018**	Year ended 31.03.2017
Actuarial changes arising from changes in Demographic assumptions	**-**	-
Actuarial changes arising from changes in Financials assumptions	**(0.19)**	0.22
Experience Adjustments	**(0.13)**	(0.45)
Return on Plan Assets excluding Interest income	**(0.01)**	0.10
Net(Income) / Expense recognised for the period in Other Comprehensive Income	**(0.33)**	(0.13)

Balance sheet

Details of Provision for gratuity

Particulars	**As at 31.03.2018**	As at 31.03.2017
Defined benefit obligation	**8.04**	6.18
Fair value of plan assets	**7.10**	6.64
	0.94	0.46
Less: Unrecognised past service cost	**-**	-
Plan asset / (liability)	**(0.94)**	0.46

Changes in the present value of the defined benefit obligation are as follows:

₹'million

Particulars	**As at 31.03.2018**	As at 31.03.2017
Opening defined benefit obligation	**6.18**	7.25
Interest cost	**0.42**	0.57
Current service cost	**0.41**	0.47
past Service cost	**1.58**	-
Benefits paid	**(0.23)**	(1.88)
Remeasurement (gains) / losses on obligation-Due to changes in demographic assumptions	**-**	-
Remeasurement (gains) / losses on obligation-Due to change in Financial assumptions.	**(0.19)**	0.22
Remeasurement (gains) / losses on obligation-Due to experience.	**(0.13)**	(0.45)
Closing defined benefit obligation	**8.04**	6.18

Changes in the fair value of plan assets are as follows:

Particulars	**As at 31.03.2018**	As at 31.03.2017
Opening fair value of plan assets	**6.64**	7.89
Interest Income	**0.45**	0.62
Contributions by employer	**0.23**	0.11
Benefits paid	**(0.23)**	(1.88)
Return on Plan Assets excluding Interest income	**0.01**	(0.10)
Closing fair value of plan assets	**7.10**	6.64

The Company expects to contribute ₹ 0.3 million (31.03.2018 : 0.2 million) to gratuity in F.Y.2018-19.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	**As at 31.03.2018**	As at 31.03.2017
Investments with insurer	**100%**	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	**As at 31.03.2018**	As at 31.03.2017
Discount rate	**7.65%**	6.81%
Salary Escalation	**6.00%**	6.00%
Attrition Rate	**10.00%**	10.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

A quantitative sensitivity analysis for significant assumptions as at March 31, 2018 is as shown below:

Sensitivity Analysis

₹ million

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Projected Benefit obligation on Current Assumptions	**8.04**	6.18
Delta Effect of +1% Change in Rate of Discounting	**(0.21)**	(0.22)
Delta Effect of -1% Change in Rate of Discounting	**0.23**	0.24
Delta Effect of +1% Change in Rate of Salary Increase	**0.23**	0.24
Delta Effect of -1% Change in Rate of Salary Increase	**(0.22)**	(0.22)
Delta Effect of +1% Change in Rate of Employee Turnover	**0.01**	-
Delta Effect of -1% Change in Rate of Employee Turnover	**(0.01)**	-

52 Details Of Dues To Micro, Small And Medium Enterprises As Defined Under The Micro, Small And Medium Enterprises Development Act, 2006 :

Particulars	As at 31.03.2018	As at 31.03.2017
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year*		
- Principal amount due to micro and small enterprises.	**6.35**	6.50
- Interest due to Micro, Small And Medium Enterprises.	**0.80**	1.39
- The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	**-**	-
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED Act 2006.	**-**	-
- The amount of Interest accrued and remaining unpaid at the end of each accounting period.	**0.80**	1.39
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	**-**	-

* Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

53 Financial Risk Management- Objectives And Policies

The Group's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The management assures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

a Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings.

The below assumption has been made in calculating the sensitivity analysis:

(1) The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2018 and March 31, 2017.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of financial instrument will fluctuate due to change in market interest rates. The company is not exposed to any significant interest rate risk as at the respective reporting dates.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency). Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the company's functional currency. The company's foreign currency transactions are mainly in United State Dollars (USD).

The Company manages its foreign currency risk by natural hedging.

The following tables demonstrate the sensitivity to a reasonably possible change in USD and other exchange rates, with all other variables held constant. The impact on the company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

₹ million

Particulars	**Change in Currency rate**	Effect on Profit Before Tax
USD	**1%**	7.59
Other Currency	**1%**	(0.11)
USD	**-1%**	(7.59)
Other Currency	**-1%**	0.11

b Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from it's financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Trade Receivables:

Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

Financial Instruments and cash deposits

Credit risk from balances with banks is managed by the company's senior management. The company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2018, March 31, 2017 is the carrying amounts as illustrated in respective notes.

c Liquidity risk

Liquidity risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from inability to sell a financial asset quickly at close to its fair value. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

₹ million

Particulars	On Demand	Not yet Due	Less than3 Months	3 to 12 Months	>1 Year	Total
(a) Borrowings	-	-	-	73.17	-	73.17
(b) Trade payables	832.79	183.68	-	-	-	1,016.47
(c) Other Financial liabilities	183.93	-	-	-	-	183.93

54 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using debt equity ratio, The debt equity ratio as on March 31, 2018 is 3% (March 31, 2017: 5%).

55 Previous year figures

Previous year figures have regrouped / reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For T R Chadha & CO LLP
Chartered Accountants
Firm registration No. 006711N/N500028

Vikas Kumar
Partner
Membership No: 075363

Place: Mumbai
Date: May 25, 2018

For and on behalf of the Board of Directors of SEAMEC Limited

Sanjeev Agrawal
Chairman

Mahesh Prasad Mehrotra
Director

Virendra Kumar Gupta
President & Chief Financial Officer

S N Mohanty
President - Corporate Affairs, Legal & Company Secretary

Place: Mumbai
Date: May 25, 2018

Annexure- A

Related Parties with whom transactions have taken place during the year ended March 31, 2018

₹ million

Particulars	HAL Offshore Limited		Seamec International FZE		Relatives of Key management Personnel		Key Management Personnel	
Relationship	Holding Company		Subsidiary Company					
Transaction during the Year	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17	**2017-18**	2016-17
Income from operations	**517.92**	371.31	**-**	-	**-**	-	**-**	-
Reimbursement Received	**0.12**	25.33	**-**	-	**-**	-	**-**	-
Sub Contracting Expenses	**12.39**	29.75	**-**	-	**-**	-	**-**	-
Rent Expenses	**-**	-	**-**	-	**24.42**	46.86	**-**	-
Expenses	**-**	-	**8.94**	3.29	**-**	-	**0.28**	0.33
Security Deposit Given	**-**	-	**-**	-	**-**	-	**-**	-
Security Deposit Refund	**-**	-	**-**	-	**-**	4.91	**-**	-
Salaries & Allowances	**-**	-	**-**	-	**-**	-	**12.76**	29.19
Directors setting Fees	**-**	-	**-**	-	**-**	-	**1.48**	1.20
Year end balance	**31-Mar-18**	31-Mar-17	**31-Mar-18**	31-Mar-17	**31-Mar-18**	31-Mar-17	**31-Mar-18**	31-Mar-17
Security Deposit	**-**	-	**-**	-	**-**	10.72	**-**	-
Advance Rent	**-**	-	**-**	-	**-**	4.22	**-**	-
Balance payable	**-**	41.38	**1.99**	-	**-**	-	**-**	-
Balance receivable	**279.36**	273.77	**-**	-	**-**	-	**-**	-

1 (iv) Other Financial assets

Directors – Mr. Sanjeev Agrawal, Mr. Surinder Singh Kohli, Mr. Amarjit Singh Soni, Mr. Mahesh Prasad Mehrotra & Mrs. Seema Jayesh Modi.

2 Relative of Key Management Personnel Mrs. Deepti Agrawal, wife of Mr. Sanjeev Agrawal (Chairman).

3 Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall Company basis are not included in remuneration to key management personnel.

4 Related party relationship is as identified by the company and relied upon by auditor.

5 The figures on income and expenses are net of taxes.

Terms and Conditions of transaction with Related parties

Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2017, the company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2016: INR Nil,). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Compensation of key management personnel

₹ million

Particulars	TOTAL
Short term employee benefits	12.40
Post Employment benefits	0.36
Sitting Fees	1.48
Total Compensation paid to KMP's	**14.24**

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SEAMEC LIMITED

Regd. Office: A 901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai – 400 093
Tel +91 22 6694 1800, Fax +91 22 6694 1818 . Website: www.seamec.in
• Email : seamec@bom5.vsnl.net.in/contact@seamec.in

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

Registered Folio Number	Client ID & DP ID	No. of Equity Shares held

I/We hereby record my/our presence at the THIRTY FIRST ANNUAL GENERAL MEETING of the Company to be held on Wednesday, 26th September, 2018 at 4.30 p.m. at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai – 400 059.

Name of the Shareholder(s) (IN BLOCK LETTERS)	....
Signature of Shareholder(s)	....
Name of the Proxy (IN BLOCK LETTERS)	....
Signature of Proxy	....

Note : You are requested to sign and hand this over at the entrance.

SEAMEC LIMITED

Regd. Office: A 901-905, 9th Floor, 215 Atrium, Andheri Kurla Road, Andheri (East), Mumbai – 400 093
Tel +91 22 6694 1800, Fax +91 22 6694 1818 • Website: www.seamec.in
• Email : seamec@bom5.vsnl.net.in/contact@seamec.in

PROXY FORM

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No / DP ID - Client Id :

I/We, being the holder(s) of _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ _ shares of the above named Company, hereby appoint

1 Name: _

Address: _

E- mail Id _ Signature: _ _ _ _ _ _ _ _ _ _ , or failing him

2 Name: _

Address: _

E- mail Id: _ Signature: _ _ _ _ _ _ _ _ _ _ , or failing him

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 31st Annual General Meeting of the Company, to be held on Wednesday, 26th September, 2018 at 4.30 p.m at Mirage Hotel, International Airport Approach Road, Marol, Andheri East, Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
	ORDINARY BUSINESS
1	Adoption of Financial Statements for the year ended March 31, 2018 and the Consolidated Financial Statements of the said financial year and the Reports of the Board of Directors and the Auditors thereon.
2	Appointment of Mr. Sanjeev Agrawal as a Director, who retires by rotation.
	SPECIAL BUSINESS
4	Appointment of Mr. Naveen Mohta as Director.
5	Appointment of Mr. Naveen Mohta as Whole-time Director
6	Appointment of Mr. Subrat Das as Director.
7	Increase in Authorized Share Capital of the Company.
8	Amendment in Clause V of the Memorandum of Association of the Company

Signed this ……………………………………………………………… day of ………………… 2018

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 31st Annual General Meeting.
3 Please complete all details including details of member(s) in above box before submission

ROUTE MAP


International Airport
D P Road
Ambassador Kitchen
Hyatt
International Airport Approach Road
Mirage Hotel
Leela
Andheri-Kurla Road

SEAMEC LIMITED

Regd. & Corporate Office:
A-901-905, 9th Floor, 215 Atrium,
Andheri - Kurla Road, Andheri (East),
Mumbai - 400 093, INDIA.
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