



GLOBAL OFFSHORETM SERVICES LTD.

Regd. Office : 3rd Floor, Prospect Chambers, D. N. Road, Fort, Mumbai - 400001. Tel. +91 22 35481800
CIN No.: L61100MH1976PLC019229

Ref.: GOSL/2023/904

September 08, 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code : 501848

Dear Sirs,

Sub. : Annual Report - 2022-23.

Pursuant to Regulation 34(1)(a) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report for the year 2022-23 (including Notice for the Annual General Meeting scheduled on Friday - 29th September, 2023).

Thanking you,

Yours faithfully,
for **GLOBAL OFFSHORE SERVICES LIMITED**

A.C.CHANDARANA
COMPANY SECRETARY &
PRESIDENT - LEGAL & ADMIN.

Encl. : As above.





GLOBAL OFFSHORE SERVICES LIMITED

45TH ANNUAL REPORT 2022-23

GLOBAL OFFSHORE SERVICES LIMITED
FOUNDER : THE LATE PADMA BHUSHAN - ABASAHEB GARWARE

BOARD OF DIRECTORS

ADITYA GARWARE - CHAIRMAN

MANEESHA SHAH

ANIL K. THANAVALA

SAYEED Y. MULANI

FAISY VIJU

MUKUND M. HONKAN - WHOLE TIME DIRECTOR

**COMPANY SECRETARY &
PRESIDENT - LEGAL & ADMIN**

A. C. CHANDARANA

CHIEF FINANCIAL OFFICER

P. S. SHAH

PRESIDENT - COMMERCIAL

K. S. DAVE

PRESIDENT - OPERATIONS & HSSE

CAPT. S. KANWAR

PRESIDENT - TECHNICAL

V. MOHILE

BANKERS

State Bank of India

IDBI Bank

Punjab National Bank

SECURED LENDER

Phoenix ARC Private Ltd.

AUDITORS

MESSRS. D.KOTHARY & CO.
Chartered Accountants

REGISTERED OFFICE

Prospect Chambers, 3rd Floor,
D.N. Road, Fort,
Mumbai – 400001.
Tel. No. 022 - 3548 1800

BRANCH

Goa.

REGISTRAR AND SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD.

Office No. S6-2, 6th floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai - 400 093.
Tel. No. : 022-62638200

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MANAGEMENT DISCUSSION & ANALYSIS REPORT

2022 was a positive year for the Offshore Support Vessel (OSV) sector, as it consolidated and built upon the gains seen in 2021. OSV demand grew by a further 8% last year (now up by 19% vs start of 2021) on the back of increased drilling and offshore field development activity. Moreover, OSV supply remains "manageable" (following several years of rebalancing) with the size of the fleet still 4% below the 4th quarter of 2017 peak and the order book falling to approx. 100 units (just 3% of the fleet). Against this, OSV markets tightened further in 2022, with global OSV utilization rising to 71% by end 2022, up by 5 % year on year. Sentiment remains optimistic that 2023 will bring further improvement.

THE INDUSTRY :

- i) The market for both Anchor Handling Tug and Supply Vessels (AHTS) and Platform Supply Vessels (PSV) continued on an upward trajectory across year 2022.
- ii) By end 2023, utilization is expected to reach 77% before firming to 82% by end 2024.
- iii) In recent years, OSV's have become increasingly technologically advanced and are now capable of performing many duties in addition to their primary purposes. More recently, increasing pressure from Charterers to reduce emissions has seen owners retrofit existing vessels with battery packs (particularly in PSV fleet).
- iv) As of February 2023, there were a total of 4472 vessels in OSV fleet, This included 1611 PSVs of more than 1000 dwt, along with 1829 AHTSs of more than 4000 BHP.
- v) OSV demand reach 2364 active vessels (AHTS >4000bhp, PSV > 1000dwt) by February 2023, a 6% year on year improvement.
- vi) OSV utilization was 69% having peaked at 71% in late 2022.
- vii) A combination of continued modest supply side growth (0.4% across 2022-23) and firmer demand is contributing to an optimistic outlook for the sector.
- viii) The outlook is not without risks, particularly current macroeconomic headwinds feed through lower demand and price.
- ix) Energy prices are likely to remain supportive of offshore activity in 2023, despite some uncertainty as to how they will precisely trend.
- x) It is estimated that oil price may average \$ 88/ bbl in 2023 and \$ 83/ bbl in 2024.
- xi) OSV demand is projected to improve by a further 10% in 2023 and 7% in 2024.
- xii) Small AHTS demand growth in the east of Suez market showed positive signs in 2022 and is expected to be firmer in 2023.

Source : Clarksons Research

OPPORTUNITIES & THREAT :

Energy markets have had an extraordinary 2022, sparked by Russia's invasion of Ukraine and subsequent retaliatory action. But the full effect on the oil market has yet to be seen. It is expected the oil market to be in deficit through 2023, which should see oil prices move higher.

Russian oil exports have proved to be more stubborn this year than expected. While oil bans and self-sanctioning from a handful of buyers have certainly had an impact on flows, the willingness of other buyers to pick up discounted Russian crude oil has largely offset reductions elsewhere.

However, the largest disruption to oil flows still lies ahead. The EU, which is the largest buyer of Russian oil, is set to see a ban on seaborne imports from Russia come into force for crude oil and refined products. The big question is whether China, India and a handful of other buyers are willing and able to pick up this oil.

Their ability to absorb significantly more Russian oil is likely limited, so it is believed that Russian supply will have to fall more aggressively. Russian supply is likely to fall by a little more than 2mn bl/d in 2023.

The other unknown is how successful the G7 price cap on Russian oil will be, if and when it is implemented. It will be difficult to convince big buyers to follow the cap, and there is always the risk that Russia reduces supply as a result. This would have the opposite effect of what is intended with the price cap.

Opec+ surprised the market with the magnitude of its announced supply cuts in October. The group agreed to reduce production targets by 2mn bl/d from August 2022 target levels, in response to concerns over demand. The cuts will run from November until the end of 2023.

However, given the bulk of producers are pumping well below their target levels, the actual supply cut will be c.1.1mn bl/d. While this is significantly below the headline number, it is still enough to dramatically change the outlook for the oil market in 2023. It was expected the market to be in small surplus over the first half of the year. However, lower Opec+ supply pushes the market firmly into deficit in 2023.

The lack of response from the US industry also appears to have given Opec+ the confidence to cut supply without the fear of losing market share to non-Opec producers, as seen in previous years.

It is becoming increasingly clear that the days of US producers pumping as much as they can are well and truly behind us. Instead, the top priority of the industry is maximizing shareholder returns and, with that, showing restraint when it comes to capex.

Despite the bullish outlook, it is still worth identifying where the floor for the market could be. The US administration has made it clear it will look to start refilling strategic petroleum reserves - which were heavily tapped into this year - should WTI trade down to c.\$70/bl. This should provide a solid floor to the market. But it could see Opec+ intervene before the market has the opportunity to trade down to these levels.

OUTLOOK :

The outlook for demand through 2023 is becoming increasingly uncertain as the macro picture deteriorates. For now, oil demand is forecast to grow by 1.7mn bl/d, but there is downside risk given the global macro picture, along with uncertainty around China. A large share of demand growth next year is driven by expectations of a recovery in Chinese demand.

Operational Performance:

During the year under review, 3 of 6 vessels were sold during the year. "Post" the year under review, in May, 2023, one additional vessel was sold. The average age of the Company's fleet stands at just over 14 years. Both the vessels are on long term Contracts.

As regards Netherlands subsidiary, the only remaining Vessel in the fleet was on a long term contract in Angola. Unfortunately, in view of an Engine Motor problem, the vessel lay idle for 4 months of the year. The vessel was, post the year under review, contracted for sale.

Your Company is keenly aware of the need to ensure that costs are monitored closely and monies are spent prudently in order to be able to obtain the highest value out of all maintenance and repairs, while at the same time conserving precious funds.

Financial Ratios :

Pursuant to the Provisions of Schedule V – Part B, Clause I, Sub-Clause (i) & (j), the details of the significant changes in the financial ratios (i.e. change of 25% or more as compared to the immediately previous financial year) are as follows :

- 1] Debtors turnover ratio : N.A.
- 2] Inventory Turnover Ratio : Not Applicable.
- 3] Interest Coverage Ratio has declined by (2150.93%) This is due to reduction in operating margins as a result of vessels remaining idle for extended periods during the year.
- 4] Current Ratio has increased by 729%. This is due to a substantial decrease in short term borrowings in view of settlement arrived with secured lender Phoenix ARC Pvt. Ltd.
- 5] Debt Equity Ratio has reduced by 98%. This is due to substantial decrease in debt in view of settlement arrived with secured lender Phoenix ARC Pvt. Ltd.
- 6] Operating Profit Margin has reduced by 143.56%. This is due to reduction in sale and corresponding operating profit while costs remained approx. the same.
- 7] Net Profit Margin Ratio has increased by 545%. This is due to "write back" of debt as of result of the settlement made which in turn contributed to increase in profit.
- 8] Return on Net worth has increased by 263%. This is due to "write back" of debt as of result of the settlement made which in turn contributed to increase in profit.

RISKS & CONCERNS:

The Offshore Industry faces two main challenges – maintaining the existing assets in the field and creating new platforms that are capable of exploiting future oil and gas deposits. In each case, industry expertise and engineering innovation will be required to deliver these goals.

In 2022, the results of a supply shock with a tight oil supply and supply disruptions drove the price of oil well north of \$100 / barrel to near record highs. Volatility is likely to continue for some time. Potentially in the not so distant future, the world could see an oversupply scenario, if OPEC makes good on its commitment to continue unwinding the supply cuts it made in 2020, and U.S. unconventional production grows as much as some analysts are forecasting. If these events occur (and of course the effects of the war tapers off), organizations may end up with an oversupply of oil, with as much as an extra 6.4 million barrels per day late this year. Add to that a potential new nuclear agreement with Iran and the volume of new oil coming onto the market this year will be even higher; some estimates have Iranian exports growing by up to a million barrels a day within a few months if a new pact is struck. Of course, if a U.S.-Iran deal occurs, it might factor into OPEC's decision to continue unwinding its cuts.

However, as of now, on the flipside, Russia's invasion of Ukraine, and the risks that it will lead to a further curtailment of Russian oil exports – including more drastic measures from Europe is keeping price of oil "buoyed". Outrage over the invasion has led to some self-sanctioning by western buyers; the US has already initiated a ban on Russian oil, and the European Union (EU) is actively contemplating one. The IEA currently predicts as much as 3mm bpd of Russian exports could be taken off the market. On to the demand side, higher energy prices from the Ukraine crisis could have a knock-on effect on international economic growth.

Meanwhile, China's economic and environmental policies may slow down economic expansion, and therefore decrease its demand for oil. This could have a ripple effect on the global economy, making forecasts of increased global oil demand of 3.3 million barrels per day illusory.

For the time being, a tight oil market is experienced, although many are forecasting a growing oil surplus beginning in the second half of the year.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

Your Company continues to emphasize the importance of the set-up of suitable systems which would drive its performance. A regular audit of systems and processes is carried out and findings help your Company improve continuously.

Cost management is an important issue for the Company and the Technical, Procurement and Health & Safety teams are continuously exploring ways and means to be able to manage assets at optimal costs – but never at the expense of safety.

HR AND PEOPLE:

The Employees of the Company continue to be the most important and valuable asset of your Company. The relationship with all employees remains cordial.

Special attention is being paid to this in order that your Company is able to retain good talent.

NOTICE

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the Members of Global Offshore Services Limited will be held on Friday, 29th September, 2023 at 11.30 a.m. IST through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt :
 - the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023 and the reports of the Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon.
- To appoint a Director in place of Mrs. Maneesha S. Shah (DIN : 00019794, who retires by rotation and being eligible, offers herself for re-appointment.

Registered Office:

3rd Floor, Prospect Chambers,
D.N. Road, Fort, Mumbai - 400001
CIN: L61100MH1976PLC019229

By Order of the Board

sd/-

A. C. Chandarana

Company Secretary & President - Legal & Admin.

Date : 10th August, 2023.

Place : Mumbai.

NOTES

- Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 collectively referred to as "MCA Circulars") permitted convening the Annual General meeting ("AGM" / "meeting") through Video Conferencing ("VC") or other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed hereto.
- Detail of Director retiring by rotation / seeking appointment / re-appointment at this meeting is provided in the "Annexure" to the Notice.
- DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:
In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.globaloffshore.in, website of the Stock Exchange, i.e., BSE Limited : www.bseindia.com.
- For receiving all communication (including Annual Report) from the Company electronically:
 - Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Registrar & Share Transfer Agent with details of Folio Number and attaching a self-attested copy of PAN Card to Bigshare email : lawoo@bigshareonline.com.
 - Members holding shares in dematerialised mode are requested to register / update their email addresses with their relevant Depository Participant.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.

8. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.globaloffshore.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting@cdslindia.com.

THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, 26th September, 2023 from 10.00 a.m. and ends on Thursday, 28th September, 2023 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting. The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. however, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their Demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository. | <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select new System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting Service Provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting Service Providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration . Alternatively, the user can directly access e-Voting page by providing Demat Account number and PAN No. from a e-Voting link available on home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository. | <p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>Click on "Access to e-voting" under e-Voting services and you will be able to see e-Voting page. Clickon company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

| | |
|--|---|
| | If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select "Register online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp . Visit the e-Voting website of NSDL. open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

- (iv) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

The Shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on "Shareholders" module.
- 2) now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

| For Physical Shareholders and other than Individual Shareholders holding shares in Demat. | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend bank Details or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the EVSN for the relevant <Company name> on which you choose to vote.
on the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or no as desired. The option YES implies that you assent to the Resolution and option no implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorredressal@globaloffshore.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. however, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33..
6. Mr. Taher Sapatwala, Practicing Company Secretary (Membership No.8029 & C.P No.16149) is appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report of the votes polled through e-voting and physical voting, to the Chairman. The Chairman will, or in his absence, any other person so authorized by him will, announce the results of Voting on 29th September, 2023 immediately upon receipt from the Scrutinizer. The Scrutinizer's decision on the validity of the votes cast through E-voting and Electronic voting on the day of the meeting shall be final.
8. The Scrutinizer's Report, shall be placed on the Company's website: www.globaloffshore.in within two (2) working days of passing of the resolution and communicated to the Stock Exchange where the shares of the Company are listed, viz. BSE Ltd.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the notice will be available electronically for inspection by the members during the AGM
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 22, 2023 through email on investorredressal@globaloffshore.in. The same will be replied by the Company suitably.
11. Shareholders who have not yet encashed their dividend warrants as per provisions of Section 125 of the Companies Act, 2013 may approach to the "Investor Education & Protection Fund" (IEPF) of the Central Government.

The details of last Dividend declared by the Company and transfer of unclaimed dividend to IEPF are as under:

| Financial Year | Type of Dividend | Dividend Declaration Date (AGM/ BM date for interim) | Date for transfer |
|----------------|------------------|---|-------------------|
| 2013-14 | Final Dividend | 25.09.2014 | 13.11.2021 |

12. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
13. Members holding shares in demat mode who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their email address with the Company's RTA, Bigshare Services Pvt. Ltd. at email id lawoo@bigshareonline.com to receive copies of the Annual Report 2022-23 in electronic mode.
14. SEBI has mandated the submission of the Permanent Account No.(PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participant(s). Members holding shares in physical form are requested to submit their PAN details to the RTA.

Registered Office:
 3rd Floor, Prospect Chambers,
 D.N. Road, Fort, Mumbai - 400001
 CIN: L61100MH1976PLC019229.

By Order of the Board

sd/-
A. C. Chandarana
 Company Secretary & President - Legal & Admin.

Date : 10th August, 2023.
Place : Mumbai.

Annexure to Notice

Details of Director seeking Appointment / Re-appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS2) are as follows:

| | |
|---|---|
| Name | Mrs. Maneesha S. Shah. |
| Date of Birth | 31.01.1967. |
| DIN | 00019794. |
| Date of appointment on Board | 30.11.1992. |
| Relationship with other Directors inter-se. | Sister of Mr. Aditya A. Garware, Chairman. |
| Qualifications | B. Com. L. L.B. |
| Experience in specific function area. | Legal. |
| Directorship held in other companies | <ul style="list-style-type: none"> • Adsu Trading & Investment Company Pvt. Ltd. • Masu Trading & Investment Company Pvt. Ltd. and • Universal Investment Services Pvt. Ltd. |
| Membership/ Chairmanship of Committee in other public limited companies (includes only Audit & Shareholders'/ Stakeholders' Committee). | NIL |
| Shareholding, if any, in the Company | 120988 |

Registered Office:

3rd Floor, Prospect Chambers,
D.N. Road, Fort, Mumbai - 400001
CIN: L61100MH1976PLC019229

By Order of the Board

sd/-
A. C. Chandarana
Company Secretary & President - Legal & Admin.

Date : 10th August, 2023.

Place : Mumbai.

DIRECTORS' REPORT
FOR THE YEAR ENDED 31ST MARCH, 2023.

TO,
THE MEMBERS,

Your Directors present their report as under:

1] FINANCIAL RESULTS :

| PARTICULARS | Rs. in Crores | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2023 | Year ended March 31, 2022 |
| Income from operations. | 29.61 | 47.35 |
| Other Income. | 0.09 | 0.42 |
| Gross Income. | 29.70 | 47.77 |
| Expenses for the period. | 46.35 | 46.46 |
| Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA). | (16.65) | 1.31 |
| Finance cost. | 3.15 | 18.67 |
| Depreciation. | 24.14 | 28.24 |
| Profit / (Loss) Before Exceptional Items and Tax. | (43.94) | (45.60) |
| Exceptional Items. | 217.28 | (16.16) |
| Profit / (Loss) Before Tax. | 173.34 | (61.76) |
| Provision for Taxation: | | |
| Current Tax. | 0.27 | 0.37 |
| Reversal of MAT Credit. | 0.89 | ---- |
| Tax for earlier years. | 0.19 | (0.09) |
| Net Profit / (Loss) After Tax. | 171.99 | (62.04) |
| Add : Balance of Profit / (loss) brought forward from previous year. | (224.32) | (162.28) |
| Balance carried forward. | (52.33) | (224.32) |

- 2] The Annual Accounts of the Company have been prepared in accordance with the requirements of the Indian Accounting Standard (IND AS). The impact of the IND AS is stated in the Notes to the Accounts.

Income from Operations for the year ended 31.03.2023 stood at Rs.29.61 crores, as against Rs.47.35 crores for the previous year (a reduction of approximately 37.5%). The decrease in the revenue was mainly as a result of three of the Company's vessels not earning for a substantial period of the year. Other Income for the year stood at Rs.0.09 crore as against Rs.0.42 crore in the previous year, comprising of interest earned.

The Expenses for the year stood at Rs.46.35 crores as against Rs.46.46 crores for the previous year since, mainly because even though 3 vessels did not earn, their operating expenses had to be defrayed. As a result, EBITDA for the year was (Rs.16.65 crores) as against Rs.1.31 crores for the previous year. Finance charges for the year stood at Rs.3.15 crores as against Rs.18.67 crores for the previous year in view of assignment of outstanding Loan of State Bank of India (SBI) in favour of Phoenix ARC Private Limited and the subsequent settlement with the new lender. Depreciation for the year stood at Rs.24.14 crores as against Rs.28.24 crores for previous year. The Loss before Exceptional items and Tax stood at (Rs.43.94 crores) as opposed to (Rs.45.60 crores) (a decrease of Rs.1.66 crores) in spite of a substantial reduction in finance costs, mainly as a result of the decline in Revenue to the tune of Rs.18 crores. Exceptional item (Gain) of Rs.217.28 crores for the year comprised of mainly Reversal of Loan and interest liability on account of settlement with Phoenix ARC Private Limited (the Company's new lender) and Profit on sale of Office Premises and loss on sale of vessels. There was also a reversal of MAT Credit of Rs.89.09 Lakhs (previous year NIL) during the year. As a result, Net Profit for the year stood at Rs.171.99 crores as opposed to a loss of Rs.62.04 crores.

3] OPERATIONS:

During the year under review :

- i] The Vessels M.V. Mahananda and M.V. Kamet continued to work on East Coast of India and West Coast of India respectively.
- ii] The Vessel M.V. Meghna was sold in November 2022.
- iii] The Vessel M.V. Lachung laid idle for most of the year and was also sold in November 2022.
- iv] The Vessel M.V. Mana worked till August 2022 and was sold in December 2022.
- v] The Vessel M.V. Poorna laid idle during the year under review, barring on a short term contract for couple of months. After the year under review, in May 2023 the said Vessel was sold.

With regard to the Working Capital Cash Credit Limits sanctioned by Punjab National Bank (PNB) (the erstwhile United Bank of India), the entire "reduced" outstanding facilities of Rs.5.25 crores were repaid in February 2023. In the case of Bank Guarantee (BG) facility, the Company has placed 100% deposit against the said BG's issued.

4] TRANSFER OF STRESSED LOANS EXPOSURE BY STATE BANK OF INDIA TO PHOENIX ARC PRIVATE LIMITED :

Vide its letter dated 26.08.2022, Phoenix ARC Private Ltd. (Phoenix) informed the Company that pursuant to an Assignment Agreement dtd.22/08/2022, State Bank of India (SBI) has absolutely assigned and transferred the Debt due and payable by the Company to SBI together with all underlying securities interest thereto and all their right, title and interests in all agreements, deeds, and documents in relation to or about the said debt to Phoenix.

Consequent to the above, the Company had to deal directly with Phoenix for any issues related to the said debt.

5] SETTLEMENT WITH PHOENIX ARC PRIVATE LIMITED :

Further to the above assignment, the Company after protracted discussions with Phoenix arrived at a settlement of the total debt for an amount of Rs.86.51 Crores. However, as per the settlement, in the event of any default, the entire assigned debt would be restated as payable. Therefore, the settlement will be in place once the entire debt as agreed upon is repaid with no occurrence of any default. The Company had during the later half of the year, sold three of the vessels and along with the help of contributions from Promoters and other Associates had reduced the outstanding settlement amount as at 31st March, 2023 to circa Rs. 13.20 crores and furthermore thereafter.

6] DIVIDEND:

In view of the operating losses incurred for the year, your Directors regret their inability to recommend any Dividend.

7] FUTURE EXPANSION AND OUTLOOK ::

The supply disruption and Price Validity are not new to Oil & Gas Industry (O&G), the situation today is unique. A confluence of economic, geopolitical, trade, policy, and financial factors have exacerbated the issue of underinvestment and triggered a readjustment in the broader energy market. As a result, all three components of a balanced energy equation - energy security, supply diversification, and low-carbon transition - are now facing a "trilemma" of concerns.

Although the immediate impact of this imbalance is high energy prices and record cash flows for O&G companies, how and where the industry will invest in the future remains uncertain.

In the event, the world enters a recession in 2023, depending on the duration and depth, it is possible that oil demand growth could remain below trend in the next couple of years, potentially extending the post-pandemic demand stall to five years. Once economic activity recovers, it will likely be less oil demand-intensive than it would have been due to fuel switching, EV penetration, efficiency improvements, and accelerated climate policies. The near-term uncertainty of demand and the potential medium-to-long-term consequences add to investment hurdles and deterrents. However, it also provides a valuable opportunity for upstream investments to catch supply up with demand.

Considering the aforesaid factors and the recent turmoil, the Company has "extricated" itself from, as is now a time for consolidation before expansion plans are put in place.

8] SUBSIDIARY / WHOLLY OWNED SUBSIDIARY:

During the year under review there was no Company which became or ceased to be subsidiary / joint venture or associate Company. The Company has two Subsidiaries as detailed below:

a) Global Offshore Services B.V. - The Netherlands (GOSBV):

GOSBV continued to go through a difficult phase in F.Y. 2022-23 in view of lower charter rates which were secured unfortunately just prior to oil prices increasing dramatically.

The revenue from operations for the year was USD 2.65 mn (Previous Year USD 2.37 mn). Other Income during the year was USD 0.03 mn (Previous Year 0.44 mn). EBITDA for the year stood at USD 0.42 mn as against USD (0.34 mn) for the previous year. Exceptional item stood at USD 27.06 mn as opposed to USD 2.23 mn for the previous year. The exceptional items consisted of write back of debt and interest already provided, which in the view of the Management of GOSBV will not be recovered. The Profit recorded for the year ended 31st March, 2023 was USD 25.95 mn as against loss of USD 3.7 mn for the previous year.

b) Garware Offshore International Services Pte. Ltd. – Singapore (GOISPL):

The Company's Wholly Owned Subsidiary GOISPL based in Singapore had no operating income. Other income during the year was USD 0.24 mn as against 0.089 mn for the previous year. The Company has made a net profit of USD 0.187 mn as against a loss of USD 0.04 mn in the previous year.

Though, there was no activity in GOISPL during the year, the Company is seeking opportunities of revenue generation and aggressively pursuing for recovery of outstanding debts, while at the same time trying to minimize costs.

AUDITORS REPORT:

No qualifications have been made by the Auditors' in the Consolidated Auditors' Report to the Shareholders. However, the Auditors have laid Emphasis of Matter on the following :

a. Restructuring of Debt

During the financial year 2022-23, State Bank of India had assigned its total debt outstanding in the books of accounts of the Holding Company in favour of Phoenix ARC Private Limited via Assignment Agreement dated August 22, 2022. The Holding Company has formalized the Term Sheet ("Assigned Security Documents") of Restructuring of Debt with Phoenix ARC Private Limited. As per the term

sheet of Restructuring of Debt, the total debt is restructured at Rs. 8,651 Lakhs. Accordingly, all underlying securities and security rights pertaining to the debts also stood assigned in favour of Phoenix ARC Private Limited. Accordingly loan outstanding of Rs. 32,196 Lakhs and interest outstanding of Rs. 9,300.04 lakhs has been write back during the financial year. (also Refer Note 2)

Management View :

The Company has arrived at an agreement of settlement of assigned debt with Phoenix ARC Private Limited for an amount of Rs 86.51 crores. The Settlement will be in place once the entire amount is fully repaid. Any event of default will lead to the reinstatement of the entire Assigned amount in the Books. In view of the said agreement, Company has effected necessary write back of liabilities.

- b. The Management of Global Offshore Services B.V., has written back debt of Rs.21,800.82 lakhs in view of settlement proposals and based on discussions held with the Lenders (also Refer Note 4).

Management View :

The Management of GOSBV, has written back debt of Rs.21,800.82 lakhs in view of settlement proposals and based on discussions held/ being held with the Lenders and also in view of the fact that one of the Lenders, who have not laid any claim to the Debt outstanding since the date of default, had intimated to the Company that it has no intention of filing any claim against the Company in the future, since this would entail a "waste of time and resources".

- c. We draw attention that the net worth in the financial statements of Garware Offshore International Services Pte. Limited has been eroded and is negative Rs. 2,091.28 lakhs, that may cast significant doubt on the company's ability to continue as a going concern.

Management View :

While the networth of Garware Offshore International Services Pte. Ltd. (GOISPL), had eroded presently the Company had limited activity and no recurring costs. In fact for the year under review, the Company has declared a total comprehensive income of USD 187,216.

- d. The Auditors' of the subsidiary Garware Offshore International Services Pte. Limited have given a qualified opinion on the following points due to lack of sufficient audit evidence -
- Income Tax Refundable from Rio De Janeiro State of Brazil Rs.128.64 Lakhs.
 - Loan payable to third parties Rs. 768.46 Lakhs.

Management View :

(GOISPL), has already won the case against State of Brazil for tax refund for Rs.128.64 Lakhs. However, as per the rules of the Brazil Government, this amount can be paid over a period. In the case of loans payable, confirmations of balances have not been received from the said party by the Auditor. In any case Garware Offshore International Services Pte. Ltd. (GOISPL), will attempt to arrive at a settlement with these parties at a later stage.

- e. We draw attention to Note 5 of the consolidated financial results, which describe the extent of coverage of consolidated revenue, assets and profits pursuant to the requirement of Regulation 33(3)(h) of Listing Regulations.

Management View :

The Authorities in The Netherlands do not require statutory Audit of Global Offshore Services BV (GOSBV) and therefore the same has not been carried out (kindly refer to Note No.5)

As per Regulation 33 (3)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 80% of each of the consolidated revenue, assets, and profits, respectively needs to be covered under audit. However, in the absence of a requirement of audit under Dutch Law for the Company's partly owned subsidiary, Global Offshore Services B.V. there is a shortfall in the threshold percentage to be covered in case of the consolidated revenue and profit/loss.

10] LISTING FEES TO STOCK EXCHANGE:

The Company has paid the Listing Fees for the year 2023-24 to BSE Limited.

11] FIXED DEPOSITS:

During the year under review, no Deposits were accepted under Chapter V of the Companies Act, 2013 and hence the details relating to deposits and details which are not in compliance under Chapter V of the Act are "NOT APPLICABLE".

12] CHANGE OF REGISTERED OFFICE OF THE COMPANY ; :

Consequent to sale of part of the Office premises, the Registered Office of the Company was moved from 101, Swapnabhoomi, "A" Wing, 1st floor, S. K. Bole Road, Dadar (W), Mumbai – 400028 to 3rd Floor, Prospect Chambers, D. N. Road, Fort, Mumbai – 400 001 w.e.f. 26.06.2023.

13] RESPONSIBILITY STATEMENT:

The Directors confirm:

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures (save and except as stated in the Directors' Report) have been made from the same.

- b) That they have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the year and the Profit of the Company for the year ended on 31.03.2023.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013, for safe-guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That they have prepared the Annual Accounts on a going concern basis.
- e) That they have laid down internal financial controls to be followed and that such financial controls are adequate and were operating effectively.
- f) That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14] INSURANCE :

All the Vessels owned and operated by the Company and its subsidiary have been insured for Hull & Machinery and Protection & Indemnity (P & I) claims.

15] DIRECTORATE :

Mrs. Maneesha S. Shah retires by rotation and being eligible, offers herself for re-appointment. Members are requested to re-elect her as a Director.

The Company has formulated a Code of Conduct for Directors and Senior Management Personnel and the same has been complied with.

The Code of Conduct for Directors and Senior Management is available on the Company's website www.globaloffshore.in.

16] AUDITORS :

There are no Qualifications in the Auditors' Report. However, the Auditors have enumerated "Emphasis of Matter" for the attention of the Shareholders which have been dealt with by the Management.

As regards observation of the Auditors in the Annexure A to the Auditors Report, the Board of Directors clarify as follows :

- 1] Clause ii(a) of Annexure A to the Auditors' Report regarding verification of the physical inventory: The Board clarifies that Management representatives on the Vessels have carried out the physical verification of the inventories and the same have been confirmed by them. The Auditors have relied on the report of Management since it is impractical for them to carry out physical verification of the inventory as this would lead to a substantial loss of charter hire, which is something the Company cannot afford.

17] PERSONNEL:

The relations with Employees of the Company, have been cordial. Your Directors wish to express their appreciation of the services rendered by the devoted employees, which has helped the Company to continue operations during these extremely difficult times.

18] DEMATERIALISATION OF SHARES:

The Company's shares continue to be traded in Electronic Form. As per Securities and Exchange Board of India (SEBI) requirement, 100% of the shares held by the Promoters / Persons Acting in Concert category are in Electronic Form.

19] ANNUAL RETURN :

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, the Annual Return has been uploaded on the Company's website: www.globaloffshore.in .

20] STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The Independent Directors of the Company viz. Mr. A.K. Thanavala, Mr. S. Y. Mulani and Mrs. Faisy Viju have given a declaration that they meet the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Further all Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

21] NUMBER OF BOARD MEETINGS:

During the year under review, Seven (7) Board Meetings were held as detailed below:

- (i) 30th May, 2022, (ii) 07th June, 2022, (iii) 09th August,, 2022 (iv) 02nd September, 2022 (v) 11th November, 2022 (vi) 13th February, 2023 and (vii) 28th March, 2023.

22] BOARD EVALUATION:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and provision of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company has put in place a framework for the evaluation of the Board, its Directors, the Chairman and all the Committees, with the approval of the Nomination and Remuneration Committee.

The evaluations for the Directors, the Board and the Committees is carried out through circulation of questionnaires to the Directors, the Board, the Chairman of the Board and the Committees, respectively. The performance of the Board is assessed on select parameters related to roles, responsibilities and obligations of the Board, relevance of Board discussions, attention to strategic issues, performance on key areas, providing feedback to Executive Management and assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board. The evaluation criteria for the Directors is based on their participation, contribution, offering guidance to and understanding of the areas which were relevant to them in their capacity as Members of the Board. The evaluation criteria for the Chairman of the Board, besides the general criteria adopted for assessment of all Directors, focuses on leadership abilities, effective management of meetings and preservation of the interest of stakeholders. The evaluation of the Committees is based on the assessment of the clarity with which the mandate of the Committee is defined, effective discharge of the terms and reference of the Committees and assessment of effectiveness of contribution of the Committee's deliberation / recommendations to the functioning / decisions of the Board. The overall performance evaluation process was completed to the satisfaction of the Board.

23] FAMILIARISATION PROGRAMME FOR DIRECTORS :

At the time of appointment on the Board, each Independent Director is issued a formal letter of appointment, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. All the Directors have been provided with a deep insight into the business of the Company including the working of the subsidiaries. Vessel-wise details have also been furnished to them. The Directors have also received a detailed explanation on the Compliances required from him/ her under the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same.

24] DETAILS OF LOANS GRANTED / INVESTMENTS MADE / GUARANTEES PROVIDED UNDER SECTION 186 OF COMPANIES ACT 2013 :

The details of the Loans/Investment/Guarantees, during the year under review is enclosed as Annexure A.

25] PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The details of contracts/arrangement with related parties is enclosed as Annexure B.

26] STATEMENT ON DEVELOPMENT AND IMPLEMENTATION OF RISKS MANAGEMENT POLICY:

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improve the governance practices across all Company activities. Risk Management Policy and processes will enable the Company to proactively manage uncertainty and changes in both internal and external environments in an attempt to capitalize on opportunities and limit negative impacts.

The Risk Management Policy of the Company identifies, evaluates, monitors and minimises identifiable risks.

27] CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the Company did not undertake any CSR activity. Kindly refer to Annexure C.

28] SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

There was no significant and material order passed by Regulators or Courts or Tribunals impacting the future operations or the "going concern" status of the Company.

29] INTERNAL FINANCIAL CONTROL:

In the opinion of Board of Directors, there is adequate Internal Financial Control with respect to the preparation and presentation of the Financial statements which form a part of this Annual Report.

30] SECRETARIAL AUDITOR:

The Board has appointed Mr. Rajkumar R. Tiwari, FCS as Secretarial Auditor.

The Secretarial Auditor carried out Secretarial Audit and submitted his Report pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 enclosed as Annexure D to the Directors' Report.

There are no adverse remarks made by them in their Report.

31] DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary) are covered under the policy.

No sexual harassment complaint was received during the year.

32] CORPORATE GOVERNANCE:

A separate report on Corporate Governance along with the Auditors' Certificate on its compliance is given separately in the Annual Report.

33] CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The required details are enclosed as Annexure E.

34] SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES :

During the year under review, there were no Companies which became or ceased to be a subsidiary, joint venture or an associate Company.

35] DETAILS RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

The information required under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished as Annexure – F.

36] DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL / SR. MANAGEMENT APPOINTED OR RESIGNED DURING THE YEAR:

There was no change in Directors and Key Managerial Personnel during the year.

37] ACKNOWLEDGEMENT :

The Board wishes to thank the Office of Directorate General of Shipping, Mercantile Marine Department, Shipping Master, Indian Register of Shipping, State Bank of India and Phoenix ARC Private Limited for their continued support and co-operation during the year.

By Order of the Board

Sd/-

Aditya A. Garware

Chairman

Din: 00019816

Place : Mumbai

Dated : 10th August, 2023.

ANNEXURE - A TO DIRECTORS' REPORT

Particulars of Loans, Guarantees and Investments made in Equity Shares under Section 186 of Companies Act, 2013 during the Financial Year 01st April, 2022 to 31st March, 2023.

| SR. NO. | DATE | NAME OF PARTY | LOAN (AMOUNT IN USD) | GUARANTEE (AMOUNT IN USD) | INVESTMENT IN EQUITY (AMOUNT IN USD) |
|---------|------|---------------|-------------------------|------------------------------|---|
| NIL | | | | | |

By Order of the Board

Sd/-

Place : Mumbai
Dated : 10th August, 2023

Aditya A. Garware
Chairman
Din: 00019816

ANNEXURE – B TO DIRECTORS' REPORT

FORM NO. AOC2

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 arms length transactions under third proviso thereto.

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

| Sr. No. | Name of Related Party. | Nature of Contract / Arrangement / Transaction. | Amount. | Salient Features. | Date of Board approved. | Amount paid as advance. | Remarks. |
|---------|--|---|----------------------------|---|-------------------------|-------------------------|--|
| 1 | Garware Marine Industries Ltd. | Availing of Ship repair services. | Upto Rs.3 crores per year. | Ongoing contract. | 13.02.2023 | NIL | --- |
| 2 | Arena Ship Management Services Pte. Ltd., Singapore. | Payment made on Company's behalf to Company's Creditors | USD 5606.05 | One Time Payment | 13.02.2023 | NIL | --- |
| 3 | Universal Investment Services Pvt. Ltd. | Availing of Inter Corporate Deposit. | Upto Rs.5 Crores. | <ul style="list-style-type: none"> • Rate of Interest at prevailing market rate not exceeding 14% p.a. • Duration 12 months; which may be extended mutually. • Repayment by way of mutual convenience. | 13.08.2021 | NIL | |
| 4 | Mauve Trading and Investment Co. Pvt. Ltd. | - do - | Upto Rs.5 Crores. | Same as above. | 13.08.2021 | NIL | |
| 5 | Adsu Trading and Investment Co. Pvt. Ltd. | - do - | Upto Rs.50 Lakhs. | Same as above. | 13.08.2021 | NIL | |
| 7 | Faisy Viju. | Consultancy Services related to HR matters. | Rs.3,000/- per hour. | Payable as and when services availed. | 14.02.2022 | NIL | Only enabling Resolution taken. No services availed yet. |

By Order of the Board

Sd/-

Place : Mumbai
Dated : 10th August, 2023

Aditya A. Garware
Chairman
Din: 00019816

**ANNEXURE “C” TO DIRECTORS’ REPORT.
REPORT ON CSR ACTIVITIES.**

| | | |
|----|---|---|
| 1. | Brief outline on CSR Policy of the Company. | <p>The Company strives to actively contribute to the Social and Economic development of the community in which it operates.</p> <p>The Company will undertake all or any of the activities specified in Schedule VII to the Companies Act, 2013 as amended from time to time & other activities enumerated in its CSR policy. Kindly refer CSR policy of the Company at www.globaloffshore.in.</p> |
|----|---|---|

| 2. Composition of CSR Committee: | | | | |
|----------------------------------|------------------|--------------------------------------|--|--|
| Sr. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
| i) | Mr. M.M. Honkan | Whole-Time Director | NIL | NIL |
| ii) | Mr. S.Y. Mulani | Independent Director | NIL | NIL |
| iii) | Mrs. Faisy Viju | Independent Director | NIL | NIL |

| | | |
|----|--|-----------------------|
| 3. | Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. | www.globaloffshore.in |
| 4. | Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). | N.A. |
| 5. | Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any. | N.A. |

| Sr. No. | Financial Year | Amount available for set-off from preceding financial years (in Rs) | Amount required to be set-off for the financial year, if any (in Rs) |
|---------|--|---|--|
| N.A. | | | |
| 6. | Average net loss of the Company as per section 135(5). | | (Rs. 4006.94 Lakhs.) |
| 7. | (a) Two percent of average net loss of the company as per section 135(5) | | (Rs. 80.13 Lakhs) |
| | (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. | | N.A. |
| | (c) Amount required to be set off for the financial year, if any. | | N.A. |
| | (d) Total CSR obligation for the financial year (7a+7b-7c). | | N.A. |

8. (a) CSR amount spent or unspent for the financial year: Not Applicable.

| Total Amount Spent for the Financial Year, (in Rs.) | Amount Unspent (in Rs.) | | | | |
|---|--|-------------------|--|---------|-------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount. | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable.

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
|---------|----------------------|--|----------------------|--------------------------|----------|-------------------|--|--|---|---|--|--------------------------|
| Sr. No. | Name of the project. | Item from the list of activities in schedule VII to the Act. | Local area (Yes/No). | Location of the project. | | Project duration. | Amount allocated for the project (in Rs.). | Amount spent in the current financial Year (in Rs.). | A Amount transferred to unspent CSR account for the project as per section 135(6) (in Rs.). | Mode of implementation direct (Yes/No). | Mode of implementation through implementing agency | |
| | | | | State. | District | | | | | | Name | CSR Registration Number. |
| ----- | | | | | | | | | | | | |

(c) Details of CSR amount spent against *other than ongoing projects* for the financial year: Not Applicable.

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | |
|---------|---------------------|--|-----------------------|--------------------------|-----------|--|---|--|--------------------------|
| Sr. No. | Name of the Project | Item from the list of activities in schedule VII to the Act. | Local area (Yes/ No). | Location of the project. | | Amount spent for the project (in Rs.). | Mode of implementation Direct (Yes/No). | Mode of implementation -Through implementing agency. | |
| | | | | State. | District. | | | Name. | CSR registration number. |
| ----- | | | | | | | | | |

- (d) Amount spent in Administrative Overheads : ----
 (e) Amount spent on Impact Assessment, if applicable : ----
 (f) Total amount spent for the Financial Year : ----
 (8b+8c+8d+8e)

(g) Excess amount for set off, if any : Not Applicable

| Sr. No. | Particular | Amount (in Rs.) |
|---------|---|-----------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | ---- |
| (ii) | Total amount spent for the Financial Year | ---- |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | ---- |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | ---- |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | ---- |

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable.

| Sr. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.) | Amount spent in the Reporting Financial Year (in Rs.). | Amount transferred to any fund specified under schedule vii as per section 135(6), if any. | | | Amount remaining to be spent in succeeding financial years, (in Rs.) |
|---------|---------------------------|--|--|--|-----------------|-------------------|--|
| | | | | Name of the Fund | Amount (in Rs). | Date of transfer. | |
| ----- | | | | | | | |

(b) Details of CSR amount spent in the financial year for *ongoing projects* of the preceding financial year(s): Not Applicable.

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|---------|-------------|----------------------|--|-------------------|--|--|--|--|
| Sr. No. | Project Id. | Name of the project. | Financial Year in which the project was commenced. | Project duration. | Total amount allocated for the project (in Rs.). | Amount spent on the project in the reporting financial Year (in Rs). | Cumulative amount spent at the end of reporting financial Year, (in Rs.) | Status of the project completed / ongoing. |
| ----- | | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s). : N.A.
 (b) Amount of CSR spent for creation or acquisition of capital asset. : N.A.
 (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : N.A.
 (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). : N.A.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) :

In view of losses incurred by the Company and the non-repayment of debt, the Company did not spend on CSR.

Sd/-
(Whole Time Director)

Sd/-
(Chairman CSR Committee)

ANNEXURE - D TO DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2023

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

To,
The Members,
Global Offshore Services Limited
Prospect Chambers, 3rd Floor,,
D.N. Road, Fort,
Mumbai-400001.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Global Offshore Services Limited (CIN:L61100MH1976PLC019229)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliances- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I 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, 2023** according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") including amendments thereof 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, 2018 **(Not Applicable to the Company during the Audit period);**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (being the erstwhile Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the Company during the Audit period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and the erstwhile The SEBI (Issue and Listing of debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable to the Company during the Audit period);**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit period);**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - j) Specific laws applicable as mentioned hereunder.
- (vi)
 - a) The Merchant Shipping Act, 1958;
 - b) The Seamen's Provident Fund Act

I have also examined compliance with the applicable clauses of Secretarial Standards¹ and 2, issued by the Institute of Company Secretaries of India with respect to Board and General Meetings under the provisions of the Companies Act, 2013.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 year under review were carried out in compliance with the provisions of the Act.

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

Resolutions have been approved by majority while the dissenting members', if any, views are captured and recorded as part of the minutes.

I 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.

I further report that during the audit period there were no instances of (i) Public/ Rights/ Preferential issue of Shares / Debentures / Sweat Equity, (ii) Buy-back of securities, (iii) Redemption of Preference shares/ Debentures, (iv) Merger/Amalgamation/ reconstruction etc. (v) Foreign technical collaborations.

Signature:

Sd/-

CS Rajkumar R. Tiwari
Company Secretary in Practice
FCS No. 4227 C.P. No. 2400
P.R. No. 2041/2022
UDIN:

Place: Mumbai
Date: 02nd August, 2023

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure-A

To,
The Members,
Global Offshore Services Limited
Prospect Chambers, 3rd Floor,
D.N. Road, Fort, Mumbai-400001.

02nd August, 2023

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the Provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:

CS Rajkumar R. Tiwari
Company Secretary in Practice
FCS No. 4227 C.P. No. 2400
P.R. No. 2041/2022

Place: Mumbai
Date: 02nd August, 2023

ANNEXURE – E TO DIRECTORS’ REPORT

STATEMENT REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOAS REQUIRED UNDER CLAUSE (M) OF SUB-SECTION (1) OF SECTION 134 OF THE COMPANIES ACT, 2013 IN THE COMPANIES (ACCOUNTS) RULES, 2014.

| Item No. | Particulars | |
|----------|---|--|
| A | CONSERVATION OF ENERGY | |
| (a) | Steps taken and impact on conservation of Energy. | Being a Shipping Company, taking of energy conservation steps does not arise and the impact is not Applicable. |
| (b) | Steps taken by the Company for utilizing alternate sources of energy. | NIL |
| (c) | The capital investment on energy conservation on equipments | NIL |
| B | TECHNOLOGY ABSORPTION | |
| (i) | Efforts made towards technology absorption. | NIL |
| (ii) | Benefits derived like Product improvement, cost reduction, product development or import substitution etc. | NIL |
| (iii) | In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished. | NIL |
| | a) Technology Imported. | |
| | b) Year of Import. | |
| | c) Has technology been fully absorbed? | |
| | d) If not fully absorbed, Areas where absorption has not taken place and reasons thereof. | |
| (iv) | Expenditure on R & D | NIL |
| C | FOREIGN EXCHANGE EARNINGS AND OUTGO | |
| (a) | Foreign exchange earned in terms of actual inflow (on account of charter hire earnings and interest etc.). | Rs.653.05 Lakhs |
| (b) | Foreign exchange outgo in terms of actual outflow. Operating expenses and interest payment etc. | Rs. 1,140.46 Lakhs |

By Order of the Board

Place : Mumbai
Dated : 10th August, 2023.

Sd/-
Aditya A. Garware
Chairman
Din: 00019816

ANNEXURE – F TO DIRECTORS' REPORT

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

i] The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-2023:

| Name of Director | Ratio of remuneration to median remuneration of Employees |
|--|---|
| Mr. M. M. Honkan – Whole Time Director | 6.17: 1 |

ii] The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year 2022-2023:

| Name of Key Managerial Personnel: | % increase in remuneration in the financial year. |
|--|---|
| Mr. M. M. Honkan – Whole Time Director | 0% |
| Mr. A. C. Chandarana – Company Secretary, President – Legal & Admin. | 0% |
| Mr. P. S. Shah – Chief Financial Officer. | 0% |

iii] The percentage increase in the median remuneration of employees in the financial year : 0% on an annualized basis.

iv] The number of permanent employees on the rolls of Company : 25 as on 31st March, 2023.

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 any exceptional circumstances if any, for increase in the managerial remuneration:

- Average increase in remuneration of employees excluding KMPs effectively NIL on an annualized basis.
- Average decrease in remuneration of KMPs: NIL.
- KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks:

vi] Affirmation that the remuneration is as per the Remuneration Policy of the Company.

The Company affirms that remuneration is as per the Remuneration Policy of the Company.

vii] Details of top ten employees in terms of remuneration drawn during the financial year 2022-23

| Sr. No.. | Name of Employee & Designation. | Salary drawn during the year Rs. in lakhs | Remarks |
|----------|--|---|----------|
| 1. | Mr. M. M. Honkan – Whole-Time Director | 52.62 | ----- |
| 2. | Mr. K. S. Dave – President (Commercial) | 53.82 | ----- |
| 3. | Mr. A. C. Chandarana – Company Secretary – President – Legal & Admin. | 48.93 | ----- |
| 4. | Mr. P. S. Shah – Chief Financial Officer. | 45.57 | ----- |
| 5. | Mr. S. Kanwar – President – Operations & HSSE | 42.48 | ----- |
| 6. | Mr. V.P.Mohile – President - Technical | 40.22 | ----- |
| 7. | Mr. V. S. Shirke – Asst. General Manager – HSSE & Training (Part of the year). | 15.72 | Resigned |
| 8. | Mr. P. T. Malap – General Manager – Accounts. | 13.45 | ----- |
| 9. | Mr. M. S. Kudalkar – Senior Manager – HR & Admin. | 11.90 | ----- |
| 10. | Mr.N.S.Surve – Asst. Company Secretary | 9.94 | |

viii] Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

There is no employee whose salary exceeded Rs.8.50 Lakhs per month or Rs.1.02 Crore p.a.

By Order of the Board

Place : Mumbai
Dated : 10th August, 2023.

Sd/-
Aditya A. Garware
Chairman
Din: 00019816

REPORT ON CORPORATE GOVERNANCE

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

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in widest sense.

2. BOARD OF DIRECTORS:

During the year under review, the Board of the Company comprised of Professionally well-qualified individuals and consisted of six members. Mr. Aditya A. Garware, is the Non-Executive Chairman and Mr. M.M.Honkan is Whole-Time Director. Except for Mr. M. M. Honkan, all Directors are Non-Executive Directors.

During the year under review seven Board Meetings were held as detailed below. The maximum time gap between two Board Meetings did not exceed four months.

| Sr. No. | Dates of the Meeting |
|---------|----------------------|
| i) | 30th May, 2022 |
| ii) | 7th June, 2022 |
| iii) | 9th August, 2022 |
| iv) | 2nd September, 2022 |
| v) | 11th November, 2022 |
| vi) | 13th February, 2023 |
| vii) | 28th March, 2023 |

| Name of Directors | No. of Board Meetings Attended | Attendance at last AGM | Category of Director | No. of other Committee Directorship | | No. of other Directorships | No. of Shares held. |
|--------------------------------|--------------------------------|------------------------|-------------------------------------|-------------------------------------|--------|----------------------------|---------------------|
| | | | | Chairman | Member | | |
| Mr. Aditya Garware Chairman | 7 | Yes | Promoter – non Whole Time Director | - | 1 | 8* | 7,83,703 |
| Mrs. Maneesha S. Shah | 7 | Yes | Promoter – non- Whole Time Director | - | - | 4 | 1,20,988 |
| Mr. A. K. Thanavala | 7 | Yes | Independent Director | - | - | - | 100 |
| Mr. S. Y. Mulani | 7 | Yes | Independent Director | - | - | - | - |
| Mrs. Faisy Viju | 7 | Yes | Independent Director | - | - | 1 | - |
| Mr. M. M. Honkan | 7 | Yes | Whole-Time Director | - | - | - | 1,000 |

*includes Directorship of one Listed Company viz. Garware Marine Industries Ltd., - Non-Executive - Promoter Director.

Mr. Aditya A. Garware and Mrs. Maneesha S. Shah are related to each other. None of the other Directors are related to each other or to Mr. Aditya A. Garware and Mrs. Maneesha S. Shah.

As stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, no Director is a member of more than 10 Committees or a Chairman of more than 5 Committees across all the Companies in which he is a Director. (Committees being Audit Committee and the Shareholders' Grievance Committee only).

3. AUDIT COMMITTEE:

Composition:

The Company's Board of Directors has constituted an Audit Committee comprising of Non-Executive and Independent Directors. The Members of this Committee are well versed with Finance & Accounts / Legal matters and general business practices. The members of the Audit Committee are Mr. A. K. Thanavala, Mrs. Maneesha S. Shah, Mr. S.Y. Mulani and Mrs. Faisy Viju.

Mr. A. K. Thanavala acts as Chairman of the Committee.

Mr. A. C. Chandarana - Company Secretary, President – Legal & Admin. acts as Secretary to the Committee.

Terms of Reference:

The Committee's composition meets with the requirements of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of Audit Committee possess financial / accounting expertise/ exposure.

i) Power of Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if considered necessary.

ii) Role of Audit Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment of Auditors of the Company including payment of remuneration and other terms;
3. Approval of payment to Statutory Auditors for any other services rendered by them;
4. Reviewing (with the Management if required), the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement in the Board's report in terms of Clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft Audit Report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the Management, the statement of use/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter;
7. Review and monitor the Auditor's independence and performance, and effectiveness of Audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertaking or assets of the Company, whenever necessary;
11. Evaluation of internal financial controls and risk management systems; &
12. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;

Meetings:

Four Audit Committee Meetings were held during the financial year 2022-2023 as detailed below: -

| Date of Audit Committee Meetings | Names of the Members of Audit Committee & Attendance | | | |
|----------------------------------|--|-----------------------|-----------------|-----------------|
| | Mr. A. K. Thanavala (Chairman) | Mrs. Maneesha S. Shah | Mr. S.Y. Mulani | Mrs. Faisy Viju |
| 30.05.2022 | √ | √ | √ | √ |
| 09.08.2022 | √ | √ | √ | √ |
| 11.11.2022 | √ | √ | √ | √ |
| 13.02.2023 | √ | √ | √ | √ |

4. NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Board of Directors comprises of three Independent Directors namely; Mr. A. K. Thanavala as Chairman, Mr. S.Y. Mulani & Mrs.Faisy Viju as Committee Members.

The broad terms of reference of the Committee includes :

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in similar industries as that of the Company.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide employees rewards linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Meetings:

One Nomination & Remuneration Committee Meeting was held during the financial year 2022-2023 as detailed below: -

| Date of Meeting | Names of the Members of N & R Committee & Attendance | | |
|-----------------|--|------------------|-----------------|
| | Mr. A. K. Thanavala (Chairman) | Mr. S. Y. Mulani | Mrs. Faisy Viju |
| 13.02.2023 | √ | √ | √ |

5. **RISK MANAGEMENT COMMITTEE:** Not Applicable.

6. **DETAILS OF SENIOR MANAGEMENT:**

| Sr. No. | Particulars | Designation |
|---------|--------------------------------|-----------------|
| 1 | President - Commercial | Mr. K.S. Dave |
| 2 | President - Operational & HSSE | Capt. S. Kanwar |
| 3 | President - Technical | V. Mohile |

There was no change in Senior Management during the year.

7. **REMUNERATION PAID TO NON-EXECUTIVE DIRECTORS:**

A. Board Meeting Fees:

Sitting Fee paid to Non-Executive Directors and Independent Directors for attending Meetings of the Board of Directors is Rs.25,000/- for each meeting attended by them.

B. Committee Meeting Fees:

Sitting Fee for Meetings of Audit Committee, Nomination & Remuneration Committee and Credit/ Borrowing Committee Meetings attended is Rs.6,000/- for each meeting of the Committee attended by the Members.

C. Consultancy Fees:

Mr. Aditya A. Garware was paid Consultancy Fees of Rs.1,00,20,000/-.

D. The total Sitting Fees paid to Non-Executive Directors during the year are as follows:

| Sr. No. | Name of the Director | Sitting Fees Rs. |
|---------|-----------------------|--------------------|
| 1. | Mr. A. A. Garware | 1,75,000/- |
| 2. | Mrs. Maneesha S. Shah | 1,99,000/- |
| 3. | Mr. A. K. Thanavala | 2,30,000/- |
| 4. | Mr. S. Y. Mulani | 2,30,000/- |
| 5. | Mrs. Faisy Viju | 2,30,000/- |
| Total | | 10,64,000/- |

Kindly refer to the Company's website: www.globaloffshore.in for the Nomination & Remuneration Policy.

E. **REMUNERATION PAID TO EXECUTIVE DIRECTOR:**

Mr. M. M. Honkan was paid remuneration as per details given below:

| PARTICULARS | Amount (Rs.) |
|-------------------------------|--------------|
| Salary | 50,66,400.00 |
| Leave Encashment | - |
| Meal Coupons | 30,000.00 |
| Medical | - |
| PF | 1,65,600.00 |
| Monetary Value of Perquisites | - |
| Stock Option | - |
| Sweat Equity | - |
| Commission | - |
| - as % of profit | - |
| - others, specify | - |
| Total | 52,62,000.00 |

8. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Members of the said Committee are Mr. Aditya A. Garware, Mr. S. Y. Mulani and Mr. M. M. Honkan. Mr. S. Y. Mulani acts as Chairman of the Committee.

Mr. A. C. Chandarana – Company Secretary, President – Legal & Admin. acts as Compliance Officer.

Number of Shareholders complaints received during the year : 0

Number of complaints solved to the satisfaction of the Shareholders : 0

Number of pending complaints: 0

9. GENERAL BODY MEETINGS:

The details of the date, time and location for the last three Annual General Meetings (AGM) are as follows:

| Financial Year | Date | Time | Location |
|----------------|-----------------------|------------|------------------------|
| 2021 - 2022 | 29th September, 2022. | 11:30 a.m. | By Video Conferencing |
| 2020 - 2021 | 29th September, 2021. | 11:00 a.m. | By Video Conferencing |
| 2019 - 2020 | 25th September, 2020. | 12:00 noon | By Video Conferencing. |

The details of Special Resolution passed in previous three Annual General Meetings are as follows :

- a) At the AGM held on 29.09.2022 : NIL
- b) At the AGM held on 29.09.2021 : NIL
- c) At the AGM held on 25.09.2020 : NIL

10. POSTAL BALLOT:

During the year a Postal Ballot was used for the following Special Resolution:

- Re-appointment of Mr. Mukund M. Honkan (DIN: 08392886) as Whole-Time Director of the Company for a period of 3 years from 01st April, 2022.

Messrs. Taher Sapatwala & Associates - Company Secretaries (represented by Mr. Taher S. Sapatwala – Practising Company Secretary) was appointed as Scrutinizer for conducting the Postal Ballot proceedings.

Procedure for Postal Ballot :

The Scrutinizer followed procedures for conducting the Postal Ballot in accordance with the provisions of the Companies Act, 2013 and rules framed under the Companies Act, 2013 as amended from time to time and the circulars issued by the Ministry of Corporate Affairs from time to time in this regard.

There is no item on the agenda of the ensuing Annual General Meeting that needs approval by Postal Ballot.

11. DISCLOSURE / CONFIRMATION:

- a) There were no Related Party Transactions, which had potential conflict with the interest of the Company.
- b) There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years. No penalty or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority during F.Y. 2022-23. A penalty of Rs. 10,000/- was imposed by BSE Limited in FY 2021-22 for a delay in complying with the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and a penalty of Rs. 18,000/- was imposed by BSE Limited in FY 2020-21 for the delay in complying with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- c) No person has been denied access to the Audit Committee to report concerns about unethical behavior under the Whistle Blower Policy.
- d) The Statutory Auditors' Certificate on compliance of the Corporate Governance requirement is enclosed.
- e) Weblinks :
 Policy for determining "material" subsidiaries at www.globaloffshore.in.
 Policy on dealing with related party transactions at www.globaloffshore.in.
 Details of familiarization programs imparted to Independent Director at www.globaloffshore.in.
- f) Disclosure of Commodity Price Risk and Commodity Hedging Activities is Not Applicable.
- g) There are no Shares of the Company lying in Demat Suspense Account/ Unclaimed Suspense Account.
- h) No funds were raised through Preferential Allotment during the year under review.
- i) The Company has complied with Corporate Governance Requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub- Regulation (2) of Regulation 46 and paragraphs C, D & E of Schedule V as applicable of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.
- j) The Board confirms that the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and are independent of the Management.
- k) There is no instance, where the Board of Directors had not accepted any recommendation of any Committee of Directors which is mandatorily required, in the relevant financial year.
- l) No complaints were filed during the year in relation to the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013.

12. DETAILS OF MATERIAL SUBSIDIARY:

| Sr. No. | Name of Subsidiary | Date & Place of Incorporation | Name and Date of appointment of Statutory Auditor |
|---------|-----------------------------|-------------------------------|---|
| 1 | Global Offshore Services BV | 23-11-2010, Rotterdam | Presently Statutory Audit is not applicable |

13. AUDIT FEES DETAILS :

During the year fees paid for all services provided by the Statutory Auditors are as follows :

| Sr. No. | Particulars | Rs. in Lakhs |
|---------|------------------------|--------------|
| 1. | Statutory Fees. | 11.50 |
| 2 | Certification charges. | 0.20 |
| | TOTAL | 11.70 |

14. CHART / MATRIX SETTING OUT THE SKILLS /EXPERTISE / COMPETENCE OF BOARD OF DIRECTORS:

The Board has identified the following skill set with reference to its business and industry which are available with the Board:

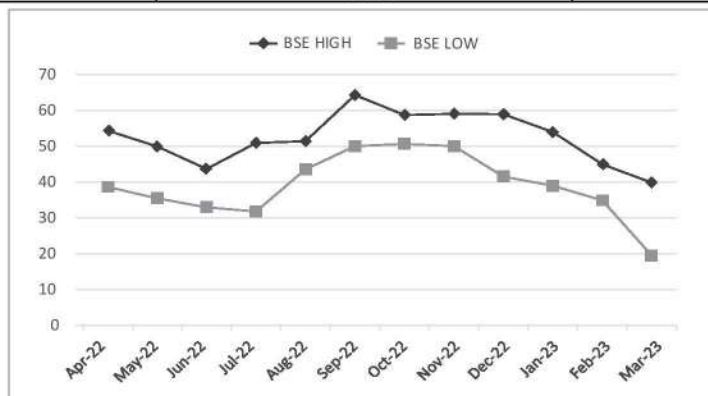
| Name of the Director | Designation | Skills/ Expertise in specific functional area |
|-----------------------|--|--|
| Mr. Aditya A. Garware | Chairman, non-Executive non-Independent Director | Industrialist. Expertise in the area of Offshore and Shipping services, Business Strategy, Financial and Corporate Management. |
| Mrs. Maneesha S. Shah | Non-Independent / Non- Executive Director. | Legal & Administration. |
| Mr. A. K. Thanavala | Independent Director | Legal, Secretarial and Finance. |
| Mr. S.Y. Mulani | Independent Director | Legal - Practicing Lawyer at High Court & other Courts. |
| Mrs. Faisy Viju | Independent Director | Human Resource Development |
| Mr. M. M. Honkan | Whole-Time Director | Finance & Business. |

15. NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE :

A Certificate from Taher Sapatwala, Practicing Company Secretary, has been obtained confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board / Ministry of Corporate Affairs or any such statutory authority as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. SHARE PRICE – HIGH AND LOW ON THE BOMBAY STOCK EXCHANGE LTD. FOR THE YEAR ENDED 31st MARCH, 2023

| Month | BSE | |
|----------------|-------|-------|
| | HIGH | LOW |
| April 2022 | 54.40 | 38.70 |
| May 2022 | 50.00 | 35.50 |
| June 2022 | 43.70 | 33.00 |
| July 2022 | 50.95 | 31.85 |
| August 2022 | 51.45 | 43.60 |
| September 2022 | 64.35 | 50.10 |
| October 2022 | 58.75 | 50.70 |
| November 2022 | 59.10 | 50.10 |
| December 2022 | 59.00 | 41.55 |
| January 2023 | 54.00 | 39.05 |
| February 2023 | 45.00 | 34.95 |
| March 2023 | 39.90 | 19.56 |



17. GENERAL SHAREHOLDERS' INFORMATION

| | |
|--|--|
| 45th AGM Date Time / Venue | 29 th September, 2023 11.30 a.m.. by Video Conferencing |
| Financial Year | The Company follows April-March as its financial year. The Unaudited Results for every quarter/s, June, Sept. Dec. are declared within 45 days of the end of the quarter. The Audited Results for the last quarter are declared within 60 days of the end of the financial year. |
| Dividend Payment Date | N.A. |
| Corporate Identification No. | L61100MH1976PLC019229. |
| Listing on Stock Exchange | The Company's shares are presently listed on the Bombay Stock Exchange Ltd. (BSE). The Company has paid Listing fees for the year 2023-24 to BSE. |
| Stock Code | Bombay Stock Exchange Ltd.- 501848 |
| Demat ISIN Number for NSDL & CDSL | INE 446C01013 |
| Registrar and Transfer Agents | Bigshare Services Pvt. Ltd. Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, India, Tel.: 022 62638200 (Board Line) Email: info@bigshareonline.com Website: www.bigshareonline.com |
| Auditors' Certificate on Corporate Governance Report | As required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Auditors' certificate is given as an Annexure to the Corporate Governance Report. |
| Distribution of Shareholding & Category-wise distribution | Please Refer Annexure A |
| Dematerialisation of shares and liquidity | As on 31st March, 2023, 97.38% of total paid up Equity Capital has been Dematerialised. 100% of the shares held by Promoters are in demat mode. |
| Share Transfer System. | Fortnightly. |
| The Quarterly Unaudited Financial Results were published in | English – Free Press Journal. Marathi – Nav Shakti. Website : www.globaloffshore.in |
| GDRS / ADRS | Not Applicable |
| Plant Location | Not Applicable |
| Address for Correspondence | Global Offshore Services Ltd. 3 rd Floor, Prospect Chambers, D. N. Road, Fort, Mumbai 400001, Tel : 022 35481800 Email : investorredressal@globaloffshore.in |
| Email address for Investor Complaints | investorredressal@globaloffshore.in |

18. CEO/ CFO CERTIFICATION:

The Company has obtained from the Whole Time Director and Chief Financial Officer, a Certificate Pursuant to Provision of Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

19. CODE OF CONDUCT:

The Company has prescribed and affirmed Code of Conduct for the Board of Directors and Senior Management of the Company. A Declaration duly signed by Chairman is obtained by the Company.

By Order of the Board

Place : Mumbai
Dated : 10th August, 2023

Sd/-
Aditya A. Garware
Chairman
Din: 00019816

ANNEXURE - 'A'

THE DISTRIBUTION OF EQUITY SHAREHOLDING AS ON 31ST MARCH, 2023 IS AS FOLLOWS:

| NO. OF EQUITY SHARES HELD | NO. OF SHARE-HOLDERS | % OF TOTAL SHARE-HOLDERS | NO. OF SHARES | % OF TOTAL PAID-UP CAPITAL |
|---------------------------|----------------------|--------------------------|--------------------|----------------------------|
| 1 - 500 | 15,965 | 87.43 | 18,27,955 | 7.39 |
| 501-1000 | 1,001 | 5.48 | 8,13,635 | 3.29 |
| 1001-2000 | 542 | 2.97 | 8,25,768 | 3.34 |
| 2001-3000 | 202 | 1.11 | 5,21,835 | 2.11 |
| 3001-4000 | 101 | 0.55 | 3,68,327 | 1.49 |
| 4001-5000 | 105 | 0.58 | 4,95,971 | 2.00 |
| 5001 -10000 | 155 | 0.85 | 11,41,925 | 4.62 |
| 10001 - 99999999 | 188 | 1.03 | 1,87,33,377 | 75.76 |
| Total | 18,259 | 100.00 | 2,47,28,793 | 100 |

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2023 IS AS FOLLOWS :

| Sr. No. | Category | No. of Shares held. | % of Total Paid up Capital |
|-----------|--|---------------------|----------------------------|
| a) | Promoters Holding (including Persons/Corporations Acting in Concert with Promoters) | | |
| | • Individuals/HUFs | 19,62,132 | 7.93 |
| | • Bodies Corporates (Holding Co./Subsidiaries & Affiliates) | 42,94,236 | 17.37 |
| | • Individuals (NRI) | 7,83,703 | 3.17 |
| | • Foreign Bodies Corporate | 11,90,745 | 4.82 |
| | Total – Promoters holding | 82,30,816 | 33.29 |
| b) | Non-Promoters Holding | | |
| | 1. Institutional Investors : | | |
| | a. GIC & Subsidiaries | 9,48,938 | 3.84 |
| | b. Banks | 10,550 | 0.05 |
| | c. State Government | 160 | 0.00 |
| | d. Mutual Funds | 30,050 | 0.12 |
| | Sub Total | 9,89,698 | 4.01 |
| | 2. Foreign Holding : | | |
| | a. FII's/Foreign Portfolio Investors | 3,91,927 | 1.58 |
| | b. NRIs | 12,41,956 | 5.02 |
| | Sub Total | 16,33,883 | 6.60 |
| | 3. Other BODIES Corporates | 24,31,327 | 9.83 |
| | 4. Indian Public | 1,07,60,176 | 43.51 |
| | 5. Others-Trusts | 3,71,678 | 1.50 |
| | 6. IEPF | 3,11,215 | 1.26 |
| | Sub Total | 1,38,74,396 | 56.10 |
| | Total – Non Promoters Holding | 1,64,97,977 | 66.71 |
| | Grand Total | 2,47,28,793 | 100.00 |

NOTE :

Total Foreign Shareholding (Rs.) is 36,08,331 shares i.e. 14.59%.

Auditor's Certificate on Compliance with the conditions of Corporate Governance under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To,
The Members of
Global Offshore Services Ltd

1. We have examined the compliance of conditions of Corporate Governance by **Global Offshore Services Ltd** ('the Company'), for the year ended March 31, 2023, as per Regulation 17 to 27, Clause (b) to (i) of Regulation 46(2) and Paragraph C, D, and E of Schedule V of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
4. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of historical Financial Information, and other Assurance and Related Services Engagements.

Opinion

6. In our opinion and to the best of our information and according to explanations given to us and based on the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, Clause (b) to (i) of Regulation 46(2) and Paragraph C, D, and E of Schedule V of the Listing Regulations, as applicable.
7. 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.

Restrictions on use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For D. Kothary & Co.
Chartered Accountants
(Firm Registration no. 105335W)

Sd/- (Digitally)
Mehul N. Patel (Partner)
Membership No. 132650
UDIN: 23132650BGPYCP3670

Place: Mumbai
Date: 10th August, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of

Global Offshore Services Limited

Report on the Audit of the Standalone financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Global Offshore Services Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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, 2023, the profit and other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be disclosed.

Emphasis of Matter

We draw attention to the following point: -

1) Restructuring of Debt

During the financial year 2022-23, State Bank of India had assigned its total debt outstanding in the books of accounts of Global Offshore Services Ltd in favour of Phoenix ARC Private Limited via Assignment Agreement dated August 22, 2022. The Company has formalized the Term Sheet ("Assigned Security Documents") of Restructuring of Debt with Phoenix ARC Private Limited. As per the term sheet of Restructuring of Debt, the total debt is restructured at Rs. 8,651 lakhs. Accordingly, all underlying securities and security rights pertaining to the debts also stood assigned in favour of Phoenix ARC Private Limited. Accordingly loan outstanding of Rs. 32,196 lakhs and interest outstanding of Rs. 9,300.04 lakhs has been written back during the year and shown under exceptional item. (also refer note 16A(i)&(ii))

2) Impairment of Investment

The Company has not impaired any further amount of its investment in its Partly Owned Subsidiary, Global Offshore Services B.V as its net worth is eroded and is negative Rs. 9,202.59 lakhs. As per the explanation and information given by the management, there is a restructuring plan in progress and the management is hopeful of better prospects in future. On account of this fact, this subsidiary is continued to be treated as going concern. (also refer note 6(4))

Our report is not modified in respect of the above matter.

Information Other than the Standalone financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone 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.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's standalone financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal standalone financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, based on our audit 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, the Cash Flow Statement and Statement of Changes in Equity 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 Ind AS specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2023 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 with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.
 - (g) In our opinion, the managerial remuneration for the year ended 31st March, 2023 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (h) 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 pending litigations which has impact on its financial position in its financial statements – Refer Note 35 to the standalone financial statements.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2023.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 36(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 36(vi) to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend has not been declared or paid during the year by the Company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For D. Kothary & Co.
Chartered Accountants
(Firm Registration No. 105335W)

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

Place: Mumbai
Date: 30th May, 2023

Annexure A to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report to the members of the Company of even date)

- i. In respect of its fixed assets:
 - a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment;
 - (B) The Company does not have any intangible assets;
 - b) As explained to us, all the property, plant & equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification;
 - c) According to the documents provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date;
 - d) According to the information and explanations given to us the Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or intangible assets during the year;
 - e) There are no proceedings initiated and are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- ii. In respect of its inventories
 - a) We are unable to attend the physical inventory count at the year end to determine the actual quantity of the inventory included in the standalone financial statement due to the impracticality to attend the physical inventory count at the end of the standalone financial year. In our opinion and according to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and coverage and procedure of such verification is appropriate and no material discrepancies were noticed.
 - b) The Company has been sanctioned working capital limits in excess of rupees five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company. (also refer note 16B(i))
- iii.
 - a) During the year the Company has not provided loans, advances in the nature of loans, or provided security to companies, firms, Limited Liability Partnerships or any other parties. Further, as disclosed in note 34 of the financial statements, the Company has stood guarantee to foreign lenders on behalf of its Subsidiary, for loans availed.
 - b) During the year the Company has not provided security, granted loan and advances in the nature of loan to companies, firms, Limited Liability Partnerships or any other parties. Further, during the year the investments made and guarantees provided to companies are not prejudicial to the Company's interest.
 - c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c), (d), (e) and (f) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans granted, investments made and guarantees and securities provided.
- v. According to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the company and hence clause (vi) of paragraph 3 of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
There were no undisputed amounts payable in respect of goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.

- b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2023 on account of disputes are given below:

| Name of Statute | Nature of Dues | Forum where Dispute is Pending | Period to which the Amount Relates | Amount (₹ in lakhs) | Amount Adjusted against Refunds (₹ in lakhs) | Amount Outstanding after Adjustment (₹ in lakhs) |
|----------------------|----------------|---|------------------------------------|---------------------|--|--|
| Income Tax Act, 1961 | Income Tax | ITAT, Mumbai | FY 2016-17 (AY 2017-18) | 464.96 | 158.23 (Against Refund of AY 2020-21) 97.34 (Against Refund of AY 2021-22) 97.11 (Against Refund of AY 2022-23) | 112.28 |
| Service Tax Act | Service Tax | Commissioner, GST & CEX, Mumbai Central | FY 2016-17 | 2567.99 | - | 2567.99 |

- viii. There are no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. a) According to the information and explanation given to us, the Company has defaulted in repayment of dues to a bank during the year. Following are the details of the default days for the Standalone financial Year 2022-23 in repayment of dues:

| Name of the Bank | Default of Principal Amount (Rs. in lakhs) | | Default of Interest Amount (Rs. in lakhs) | |
|------------------|--|--------------------|---|--------------------|
| | Less than 365 Days | More than 365 Days | Less than 365 Days | More than 365 Days |
| Axis Bank | - | 1,423.51 | 118.55 | 371.38 |

- b) The Company has not declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.
- e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(x) of the Order is not applicable.
- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. a) To the best of our knowledge, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- b) To the best of our knowledge, no report under Sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.
- xii. The Company is not a Nidhi company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto 31st March 2023.
- xv. In our opinion during the year the Company has not entered into non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash loss of Rs. 1,980.35 lakhs (Prior to exceptional items) in the financial year covered by our audit and also there was no cash losses in the immediately preceding financial year.
- xviii. There has not been any resignation of the statutory auditors during the year.

- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of section 135 are not applicable to the Company. Accordingly, paragraph 3(xx) of the Order is not applicable.

For D. Kothary & Co.
Chartered Accountants
(Firm Registration No. 105335W)

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

Place: Mumbai
Date: 30th May, 2023

Annexure - B

To the Independent Auditor's Report of Even Date on the Standalone Financial Statements of Global Offshore Services Limited

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

We have audited the internal financial controls over financial reporting of **Global Offshore Services Limited** ("the Company") as of 31st March, 2023, 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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, 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, 2023, 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 D. Kothary & Co.
Chartered Accountants
(Firm Registration No. 105335W)

Place: Mumbai
Date: 30th May, 2023

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

Standalone Balance Sheet as at 31st March 2023

| | | (Rs. in lakhs) | |
|---|----------|--------------------------|--------------------------|
| Particulars | Note No. | As at 31st March 2023 | As at 31st March 2022 |
| ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Property, plant and equipment | 5 | 12,878.68 | 42,948.83 |
| (b) Financial assets | | | |
| (i) Investments | | | |
| (a) Investments in subsidiaries | 6A | 11,332.10 | 11,332.10 |
| (b) Other investments | 6B | 7.76 | 15.08 |
| (ii) Loans | 7 | - | - |
| (iii) Other financial assets | 8A | - | - |
| (c) Deferred Tax Assets | 9 | - | 136.64 |
| (d) Other non-current assets | 10A | 12.72 | 12.72 |
| Total non-current assets | | 24,231.26 | 54,445.37 |
| 2 Current assets | | | |
| (a) Inventories | 11 | 1,110.25 | 1,444.94 |
| (b) Financial assets | | | |
| (i) Trade receivables | 12 | 361.16 | 848.56 |
| (ii) Cash and cash equivalents | 13 | 16.98 | 1,029.61 |
| (iii) Bank balances other than (ii) above | 14 | 608.46 | 24.09 |
| (iv) Other financial assets | 8B | 3.41 | 0.25 |
| (c) Other current assets | 10B | 116.15 | 31.07 |
| (d) Income tax assets | | 687.90 | 601.53 |
| (e) Assets classified as held for sale | | 1,340.25 | - |
| Total current assets | | 4,244.56 | 3,980.05 |
| Total Assets | | 28,475.82 | 58,425.42 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| (a) Equity share capital | 15 | 2,472.88 | 2,472.88 |
| (b) Other equity | | 19,484.60 | 2,288.37 |
| Total Equity | | 21,957.48 | 4,761.25 |
| LIABILITIES | | | |
| 1 Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 16A | 383.83 | 2,464.08 |
| (ii) Other financial liabilities | 17A | - | - |
| (b) Provisions | 18A | 0.90 | - |
| Total non-current liabilities | | 384.73 | 2,464.08 |
| 2 Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 16B | 3,530.29 | 38,374.82 |
| (ii) Trade payables | 19 | | |
| - Total outstanding dues of Micro, Small and Medium Enterprises | | - | - |
| - Total outstanding dues of creditor's other than Micro, Small and Medium Enterprises | | 1,220.38 | 714.80 |
| (iii) Other financial liabilities | 17B | 1,245.49 | 12,037.18 |
| (b) Provisions | 18B | - | 1.30 |
| (c) Other current liabilities | 20 | 137.45 | 71.99 |
| Total current liabilities | | 6,133.61 | 51,200.09 |
| Total Equity and Liabilities | | 28,475.82 | 58,425.42 |

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
 Chartered Accountants
 Firm Reg. No. 105335W

Aditya Garware
 Chairman
 DIN : 00019816

A. K. Thanavala
 Director
 DIN : 00017476

M. M. Honkan
 Wholetime Director
 DIN : 08392886

Mehul N. Patel
 Partner
 Membership No. 132650
 UDIN: 23132650BGPYBH2510

P. S. Shah
 Chief Financial Officer

A. C. Chandarana
 Company Secretary
 & President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Standalone Statement of Profit and Loss for the year ended 31st March 2023

| Particulars | Note | (Rs. in lakhs) | |
|--|-----------|-------------------------------|-------------------------------|
| | | Year ended 31st March 2023 | Year ended 31st March 2022 |
| I Revenue from operations | 21 | 2,960.94 | 4,734.93 |
| II Other income | 22 | 8.67 | 41.62 |
| III Total income (I + II) | | 2,969.61 | 4,776.55 |
| IV Expenses | | | |
| Fleet operating expenses | 23 | 2,140.03 | 2,174.88 |
| Employee benefits expense | 24 | 1,886.62 | 2,027.14 |
| Finance costs | 25 | 315.48 | 1,866.97 |
| Depreciation and amortisation expense | 26 | 2,413.65 | 2,824.05 |
| Other expenses | 27 | 607.83 | 443.96 |
| Total expenses (IV) | | 7,363.61 | 9,337.00 |
| V Profit/(Loss) before exceptional items and tax | | (4,394.00) | (4,560.45) |
| VI Add/ (Less) Exceptional items | 28 | 21,728.17 | (1,616.28) |
| VII Profit / (Loss) before tax | | 17,334.17 | (6,176.73) |
| VIII Tax expense | | | |
| Current tax - Debit/(Credit) | 29 | 26.86 | 36.50 |
| Reversal of MAT Credit | | 89.09 | - |
| Tax for earlier years - Debit/(Credit) | | 18.65 | (8.70) |
| | | 134.60 | 27.80 |
| IX Profit/(Loss) from continuing operations after tax (VII - VIII) | | 17,199.57 | (6,204.53) |
| X Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of the defined benefit plans : Gain / (Loss) | | 3.98 | 2.00 |
| Fair value of investment through other comprehensive income | | (7.32) | 9.13 |
| Other comprehensive income for the year (X) | | (3.34) | 11.13 |
| XI Total comprehensive income for the year (IX + X) | | 17,196.23 | (6,193.40) |
| XII Earnings /(Loss) per equity share of Rs. 10 each (for continuing operations) | | | |
| Basic / Diluted | 32 | 69.55 | (25.09) |

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholetime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary
& President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Standalone Statement of cash flows for the year ended 31st March 2023

| Particulars | (Rs. in lakhs) | |
|---|--------------------------------|--------------------------------|
| | Year ended 31st March, 2023 | Year ended 31st March, 2022 |
| Cash flows from operating activities | | |
| Profit / (Loss) for the year (before tax) | 17,334.17 | (6,176.73) |
| Adjustments for: | | |
| Finance costs recognized in profit and loss | 315.48 | 1,866.97 |
| Interest income recognized in profit and loss | (8.67) | (26.12) |
| Profit on sale of property plant and equipments | (420.53) | (15.50) |
| Depreciation and amortisation of non-current assets | 2,413.65 | 2,824.05 |
| Provision for impairment of property, plant and Equipment | 4,174.66 | - |
| Loss on sale of assets | 15,960.34 | - |
| Reversal of Loan and related financial liability | (41,496.04) | - |
| Exchange loss on loan and interest restatement/(gain) | 53.40 | 1,616.28 |
| | (1,673.54) | 88.95 |
| <i>Movements in working capital:</i> | | |
| (Increase)/Decrease in trade receivables | 487.40 | 697.31 |
| (Increase)/Decrease in inventories | 334.69 | 213.80 |
| (Increase)/Decrease in other financial assets | - | 41.99 |
| (Increase)/Decrease in other assets | (85.08) | (7.10) |
| Increase/(Decrease) in trade payables | 505.58 | 40.91 |
| Increase/(Decrease) in provisions | 3.58 | (25.05) |
| Increase/(Decrease) in other financial liabilities - current | 339.86 | 218.07 |
| Increase/(Decrease) in other liabilities | 65.46 | (99.47) |
| Cash generated from operations | (22.05) | 1,169.41 |
| Less: Income taxes paid/Refund received including Interest on Income tax refund (net) | (78.83) | (95.38) |
| Net cash generated from operating activities (A) | (100.88) | 1,074.03 |
| Cash flows from investing activities | | |
| Interest received | 0.01 | 5.57 |
| Payments for property, plant and equipment and capital work-in-progress | (1,104.77) | (494.00) |
| Proceeds from disposal of property, plant and equipment | 7,706.54 | 15.50 |
| Net cash generated/(used in) from investing activities (B) | 6,601.78 | (472.93) |
| Cash flows from financing activities | | |
| Dividends paid (including tax) | - | (7.13) |
| Short term borrowings (net of receipts) | (569.23) | (125.77) |
| Long term borrowing (net of receipts) | (6,161.18) | - |
| Interest paid | (198.75) | (107.20) |
| Net cash used in financing activities (C) | (6,929.16) | (240.10) |
| Net increase/ (decrease) in cash and cash equivalents (A+B+C) | (428.26) | 361.00 |
| Cash and cash equivalents at the beginning of the year | 1,053.70 | 692.70 |
| Cash and cash equivalents at the end of the year | 625.44 | 1,053.70 |

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholtime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary
& President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Notes to the standalone financial statements for the year ended 31st March, 2023

Statement of changes in equity for the year ended 31st March 2023

(Rs. in lakhs)

| | | |
|----------|---|-----------------|
| A | Equity share capital | |
| | Balance as at 1st April 2021 | 2,472.88 |
| | Changes in equity share capital during the year | - |
| | Balance as at 31st March 2022 | 2,472.88 |
| | Changes in equity share capital during the year | - |
| | Balance as at 31st March 2023 | 2,472.88 |

(Rs. in lakhs)

| Particulars | Reserves and Surplus | | | | | Items of other comprehensive income | | Total | |
|-------------|--|---|----------------------------------|------------------|-------------------|--|--|--------------|------------------|
| | Securities Premium Account | Tonnage Tax Reserves U/s. 115VT of Income Tax Act | Tonnage Tax Reserve (Utilised) | General Reserves | Retained Earnings | Equity Instrument through Other Comprehensive Income | Remeasurement of Defined Benefit Plans | | |
| B | Other equity | | | | | | | | |
| | Balance as at 1st April 2021 | 8,659.78 | 610.00 | 7,267.00 | 8,190.09 | (16,228.58) | (31.72) | 15.20 | 8,481.77 |
| | Profit / (Loss) for the year | - | - | - | - | (6,204.53) | - | - | (6,204.53) |
| | Other Comprehensive Income/ (Loss) (net of tax) | - | - | - | - | - | 9.13 | 2.00 | 11.13 |
| | Total Comprehensive Income / (Loss)for the year | - | - | - | - | (6,204.53) | 9.13 | 2.00 | (6,193.40) |
| | Transactions during the year | - | - | - | - | - | - | - | - |
| | Balance as at 31 March 2022 | 8,659.78 | 610.00 | 7,267.00 | 8,190.09 | (22,433.11) | (22.59) | 17.20 | 2,288.37 |
| | Profit / (Loss) for the year | - | - | - | - | 17,199.57 | - | - | 17,199.57 |
| | Other Comprehensive Income/ (Loss) (net of tax) | - | - | - | - | - | (7.32) | 3.98 | (3.34) |
| | Total Comprehensive Income / (Loss) for the year | - | - | - | - | 17,199.57 | (7.32) | 3.98 | 17,196.23 |
| | Transactions during the year | - | - | - | - | - | - | - | - |
| | Balance as at 31st March 2023 | 8,659.78 | 610.00 | 7,267.00 | 8,190.09 | (5,233.54) | (29.91) | 21.18 | 19,484.60 |

As per our report of even date attached

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

Mumbai, 30th May 2023

For and on behalf of the Board

Aditya Garware
Chairman
DIN : 00019816

P. S. Shah
Chief Financial Officer

Mumbai, 30th May 2023

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholetime Director
DIN : 08392886

A. C. Chandarana
Company Secretary
& President - Legal & Admn.

Notes to the standalone financial statements for the year ended 31st March, 2023

1 General Information

Global Offshore Services Limited is engaged in the business of Owning, Operating and chartering offshore support vessels. The Company is engaged in providing offshore support services to exploration and production Companies. The Company's vessels support oil and gas exploration activities as well as offshore projects. The Platform Supply Vessels (PSVs) owned and operated by the Company and its subsidiary are deployed in India and West Africa.

2 Basis of preparation

2.1 Statement of compliance with Ind AS

The financial statements (on standalone basis) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies are consistently applied except where new issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

2.2 Overall consideration

The standalone financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. These financial statements are prepared under the historical cost convention unless otherwise indicated.

The standalone financial statement has been prepared considering all Ind AS notified by MCA till reporting date i.e. 31st March 2022. The significant accounting policies used in preparing the financial statements are set out in note 3 of the notes to the standalone financial statement.

2.3 Functional and Presentation currency

The financial statements are prepared in Indian Rupees which is also the Company's functional currency. All amounts are rounded to the nearest rupee in lakhs.

2.4 Fair value measurement

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. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to 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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs

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

Level 1 – Unadjusted quoted price in active markets for identical assets and liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – unobservable inputs for the asset or liability.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Company 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 fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

2.5 Use of significant accounting estimates, judgements and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses for the periods presented. The Company bases its assumptions and estimates on parameters available when the financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

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. Significant estimates and critical judgement in applying these accounting policies are described below:

i) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on industry practice, Company's past history and existing market conditions as well as forward looking estimates at the end of each reporting period.

ii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Notes to the standalone financial statements for the year ended 31st March, 2023

iii) Measurement of defined benefit plan & other long term benefits

The cost of the defined benefit gratuity plan / other long term benefits and the present value of the gratuity obligation / other long term benefits 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 / other long term benefits is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

iv) Impairment of investment in subsidiaries

In the opinion of the management, investments/ advances in subsidiaries are considered long term and strategic in nature. However the management has evaluated the impairment test for each of investment in subsidiary considering all the external and internal factors. Accordingly an impairment provision has been made in the financial statement. The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors.

v) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

3 Summary of Significant Accounting Policies

3.1 Presentation and disclosure of standalone financial statement

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013 for a Company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of service and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current / non-current classification of assets and liabilities

3.2 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. 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 and discounts given to the customers.

3.2.1 Time Charter earnings

Revenue is net of GST, rebates and other similar allowances. Revenue from the sale of service is recognized when the services are delivered, at which time all the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

3.2.2 Dividend and interest income

Dividend income from investments is recognized when the Company's right to receive payment has been established.

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

3.3 Borrowing cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the year in which they are incurred.

3.4 Taxation

3.4.1 Current tax

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

Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

3.4.2 Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to be applicable in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Notes to the standalone financial statements for the year ended 31st March, 2023

3.4.3 Current and deferred tax for the year

During the year, the Company has not recognised any deferred tax asset in the absence of reasonable certainty of profits in the future.

3.5 Property, plant and equipment

For transition to Ind AS, the Company has elected to continue with the carrying value of its property, plant and equipment recognized as at 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Cost includes purchase price, inward freight, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

When an asset is scrapped or otherwise disposed, the cost and related depreciation are removed from the books and the resultant profit or loss (including capital profit), if any, is reflected in the statement of profit and loss.

The estimated useful life and residual value is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

The economic useful life of vessels is 27 years.

3.6 Depreciation of Property, plant and equipment

3.6.1 On fleet

Depreciation has been arrived at on straight line method at the rate arrived at so as to provide 95% of the total cost of each vessel over its balance economic useful life. For this purpose the economic useful life of vessels is estimated as 27 years. Any additions or extensions to existing vessels which forms an integral part of the vessels is depreciated by 95% over the remaining useful life of the vessels.

3.6.2 On Motor Vehicles

Depreciation is arrived at on straight line method at 25% p.a. of the cost, based on the estimated useful life of 4 (four) years for the motor vehicles

3.6.3 On Other Assets

Depreciation on other assets is charged in the accounts on the Straight Line method at the rates prescribed under Schedule II of the Companies Act, 2013.

3.7 Inventories

(a) The Stock of stores and spares on board the ships is valued at cost or net realisable value whichever is lower. (FIFO Basis)

(b) The Stock of fuel and lubes owned by the Company is valued at cost or net realisable value whichever is lower. (FIFO Basis)

The Cost comprises of cost of purchases, duties and taxes (other than those subsequently recoverable) and other costs incurred in bringing them to their present location and condition. Cost of inventories is arrived at after providing for cost of obsolescence.

3.8 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.9 Investment in subsidiaries

The Company has availed the optional exemption under Ind AS 101 and accordingly it has used the carrying value as at the date of transition i.e. 1st April 2016 as the deemed cost for investment in subsidiaries. The Company's investment in instruments of subsidiaries are accounted for at cost less impairment loss if any.

3.10 Financial asset

All regular way purchases or sales of financial assets are recognized and de-recognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognized financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

3.10.1 Financial assets at Fair Value Through Profit and Loss (FVTPL)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in profit and loss. The net gain or loss recognized in profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income / Other expenses' line item. Dividend on financial assets at FVTPL is recognized when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

3.10.2 Financial Assets at Fair value through Other Comprehensive Income (FVTOCI)

Financial assets at FVTOCI are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in Other Comprehensive Income.

3.10.3 Impairment of financial assets

The Company applies the expected credit loss model (ECL) for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

For trade receivables or any contractual rights to receive cash or another financial assets that results from transactions that are within the scope of Ind AS 18, the Company always measures their allowances at an amount equal to lifetime expected credit losses.

Notes to the standalone financial statements for the year ended 31st March, 2023

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivable, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

3.10.4 Derecognition of financial assets

The Company de-recognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralised borrowing for the proceeds received.

3.11 Foreign Exchange Transaction

Transactions in foreign currency are recorded at the standard exchange rates determined monthly. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are re-stated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions (including those relating to acquisition of depreciable assets) is recognised in the Profit and Loss Account.

Foreign Exchange gain or loss on restatement of long term foreign currency borrowing is recognised in the profit and loss.

In the previous GAAP the Company has created Foreign Exchange Hedge Reserve and any foreign exchange gain or loss on restatement were transfer to this account and subsequently on actual realisation of exchange gain / loss, such amount is transfer to the profit and loss account. Under Ind-AS-21 -The effects in changes in foreign exchange rates, exchange gain / loss on such restatement of foreign currency loans needs to charge to profit and loss account. Accordingly on transition date i.e. 01/04/2016, debit balance in Hedge Reserve Account amounting to Rs. 3735.90 lakhs have been transferred to retained earnings.

3.12 Leases

The Company determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Company in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease. Leases are classified as finance leases where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases

Where Company is lessee

Operating lease - Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets 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 except where scheduled increase in rent compensates the Company with expected inflationary costs.

Finance lease – Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the statement of profit and loss over the period of the lease.

Where Company is lessor

Assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

3.13 Employee benefits

The Defined benefit plan

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Consolidated Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

3.14 Financial Liabilities

Financial liabilities are subsequently measured at amortised cost or at FVTPL.

3.14.1 Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in profit and loss. The net gain or loss recognized in profit and loss is included in the 'Other Income / Other expenses' line item.

3.14.2 Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost.

3.14.3 Derecognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Notes to the standalone financial statements for the year ended 31st March, 2023

3.15 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

3.16 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

3.17 Segment Reporting

The Company is engaged in only one type of business i.e. charter of offshore support vessels. There are no separate reportable segments.

3.18 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4 Amendment to Existing issued Ind AS

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

New Standards / Amendments Notified but not yet Effective:

Ministry of Corporate Affairs (MCA), on March 31, 2023 through the Companies (Indian Accounting Standards (Ind AS) Amendment Rules, 2023 amended certain existing Ind As's with effect from April 01, 2023. Following are few key amendments relevant to the Company

Ind AS 1 - Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of the financial statements.

Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

Ind AS 8 – Accounting policies, changes in accounting estimate and errors clarification on what constitutes an accounting estimate provided.

Ind AS 12 – Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The Company does not expect the effect of this on the financial statements to be material based on preliminary evaluation.

Notes to the standalone financial statements for the year ended 31st March, 2023

5 - Property, Plant and Equipment

(Rs. in lakhs)

| Particulars | Office Premises | Fleet | Office equipment | Furniture & fixtures | Vehicles | Computers | Total |
|--|-----------------|------------------|------------------|----------------------|-------------|--------------|------------------|
| Gross Carrying Value | | | | | | | |
| Balance as at 31st March 2021 | 1,241.45 | 57,849.79 | 2.86 | 59.75 | 43.21 | 20.53 | 59,217.59 |
| Additions | - | 489.55 | 0.50 | - | - | 3.95 | 494.00 |
| Disposals | - | - | - | - | - | - | - |
| Balance as at 31st March 2022 | 1,241.45 | 58,339.34 | 3.36 | 59.75 | 43.21 | 24.48 | 59,711.59 |
| Additions | - | 1,101.90 | 0.69 | - | - | 2.18 | 1,104.77 |
| Disposals | (738.24) | (32,285.60) | - | - | (34.51) | - | (33,058.35) |
| Transfer to Assets held for disposal | - | (8,327.65) | - | - | - | - | (8,327.65) |
| Balance as at 31st March 2023 | 503.21 | 18,827.99 | 4.05 | 59.75 | 8.70 | 26.66 | 19,430.36 |
| Accumulated Depreciation, Amortisation & Impairment | | | | | | | |
| Balance as at 31st March 2021 | 111.04 | 13,711.54 | 2.85 | 57.05 | 43.21 | 13.02 | 13,938.71 |
| Depreciation expense | 21.76 | 2,796.91 | 0.06 | 2.70 | - | 2.62 | 2,824.05 |
| Balance as at 31st March 2022 | 132.80 | 16,508.45 | 2.91 | 59.75 | 43.21 | 15.64 | 16,762.76 |
| Depreciation expense | 20.29 | 2,390.91 | 1.14 | - | - | 1.32 | 2,413.66 |
| Disposals | (95.70) | (9,681.79) | - | - | (34.51) | - | (9,812.00) |
| Impairment (refer note no.28) | - | 4,174.66 | - | - | - | - | 4,174.66 |
| Transfer to Assets held for disposal | - | (6,987.40) | - | - | - | - | (6,987.40) |
| Balance as at 31st March 2023 | 57.39 | 6,404.83 | 4.05 | 59.75 | 8.70 | 16.96 | 6,551.68 |
| Carrying / net block amount | | | | | | | |
| Balance as at 31st March 2022 | 1,108.65 | 41,830.89 | 0.45 | - | - | 8.84 | 42,948.83 |
| Balance as at 31st March 2023 | 445.82 | 12,423.16 | - | - | - | 9.70 | 12,878.68 |

5.1(a) The title deeds of all the immovable properties (other than properties where the Company is a lessee and the lease agreements are duly executive in favour of the lessee) are held in the name of the Company.

5.1(b) The Company has not carried out any revaluation of its Property, Plant and Equipment during the year.

5.1(c) During the year the Company has sold the following assets and accounted the profit/(loss) in the financial statements

(Rs. in lakhs)

| Particular | Office Premises | Fleets | Vehicles |
|---|-----------------|-------------|----------|
| Written down value at the time of sale | 642.55 | 23,413.54 | - |
| Sales Value | 1,050.00 | 7,453.20 | 13.08 |
| Profit / (Loss) accounted recognised in profit and loss account | 407.45 | (15,960.34) | 13.08 |

5.1(d) Subsequent to balance sheet date, the Company has sold one vessel. The difference between the WDV as on 31st March 2023 and Net Sale value have been accounted as impairment loss being adjusting event.

6 - Investments

(Rs. in lakhs)

| Particulars | As at 31st March 2023 | | As at 31st March 2022 | |
|--|-----------------------|------------------|-----------------------|------------------|
| | Nos. | Amount | Nos. | Amount |
| Non-current | | | | |
| 6A Investment in subsidiaries (fully paid) | | | | |
| Unquoted (all fully paid) | | | | |
| Equity instruments (at cost) | | | | |
| (i) Garware Offshore International Services Pte Limited (Face Value of Equity Shares of US\$ 1 each) | 4,870,001 | 2,273.58 | 4,870,001 | 2,273.58 |
| Less : Provision for diminution in value of investment | | (2,273.58) | | (2,273.58) |
| | | - | | - |
| (ii) Global Offshore Services B. V. (Face Value EURO 1 /- each) | 19,255,381 | 18,183.57 | 19,255,381 | 18,183.57 |
| Less : Provision for diminution in value of investment | | (6,851.47) | | (6,851.47) |
| | | 11,332.10 | | 11,332.10 |
| Total | | 11,332.10 | | 11,332.10 |
| 6B Other Investments | | | | |
| Quoted (fully paid) | | | | |
| Equity instruments (fair value through other comprehensive income) | | | | |
| Garware Marine Industries Limited (Face Value of Rs. 10/- each) | 129,330 | 7.76 | 129,330 | 15.08 |
| Total | | 7.76 | | 15.08 |

Notes to the standalone financial statements for the year ended 31st March, 2023

- The non-current investments in unquoted equity shares of subsidiaries are stated at amortised cost less impairment if any.
- The Company has made provision for diminution in value of investment for :
 - Garware Offshore International Services Pte Ltd. due to negative net worth and future uncertainty in terms of operations.
 - Global Offshore Services B.V. in view of Company's losses, as a matter of prudence.
- The fair value of other investments (Non-current and Current) as at 31st March 2023 and 31st March 2022 have been arrived at on the basis of closing market price of the said quoted investments on a recognized stock exchange.
- Company has not impaired any further amount of its investment in its Partly Owned Subsidiary, Global OFFshore Services B.V. (GOSBV) due to following reasons:
 - As on 31st March 2023, M.V. Makalu, owned by a 100% subsidiary of GOSBV, was working on a long term contract.
 - The management of GOSBV is looking at the possibility of , managing a fleet on Vessels on behalf of financial Investors.
 - GOSBV has recoveries from Charterers and has filed necessary claims for the same.
 - The Company is in discussion with Lenders to settle outstanding debts.

| 7 - Loans | | (Rs. in lakhs) | |
|--|----------------------------------|----------------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Non-Current | | | |
| (Unsecured, Considered Good, unless otherwise stated) | | | |
| Loan to subsidiary Company | 1,185.88 | 1,785.88 | |
| Less : Provision for doubtful loans and advances | (1,185.88) | (1,785.88) | |
| Current total | - | - | |

The Company has made provision for loans and advances recoverable from subsidiaries.

| 7.1 Reconciliation of Loan Provision as below | | (Rs. in lakhs) | |
|--|----------------------------------|----------------------------------|--|
| Particular | As at 31st March 2023 | As at 31st March 2022 | |
| Opening Provision | 1,785.88 | 1,785.88 | |
| Less : Write off made during the year | 600.00 | - | |
| Closing Balance | 1,185.88 | 1,785.88 | |

During the year, the company has written off Loans amounting to Rs. 600.00 lakhs receivable from Global Offshore Services B.V.

| 8 - Other Financial Assets | | (Rs. in lakhs) | |
|-----------------------------------|----------------------------------|----------------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| 8A Non-current | | | |
| Non-current total | - | - | |
| 8B Current | | | |
| Other Deposits | 0.25 | 0.25 | |
| Interest receivable | 3.16 | - | |
| Current total | 3.41 | 0.25 | |
| Total | 3.41 | 0.25 | |

For the financial assets that are measured at amortised cost, the fair values are not materially different from their carrying amounts, since they are either of short term nature or interest receivable is close to current market rates.

| 9- Deferred Tax Assets/Liabilities | | (Rs. in lakhs) | |
|--|----------------------------------|----------------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Deferred Tax Assets | | | |
| MAT Credit Entitlement | | | |
| Opening Balance | 136.64 | 133.56 | |
| Add : Recognition of earlier year MAT credit in the current year | - | 3.08 | |
| Less : Utilisation of MAT credit for payment of taxes | (47.55) | - | |
| Less : Charge off of Excess MAT credit | (89.09) | - | |
| Closing Balance | - | 136.64 | |

Note : The Company, with effect from financial year 2022-2023 has chosen to exercise the option of lower tax rate of 25.17% (inclusive of surcharge and cess) under Section 115BAA of the Income-tax Act 1961 as introduced by the Taxation Laws (Amendment) ordinance 2019. Accordingly outstanding MAT liability has been written off.

Notes to the standalone financial statements for the year ended 31st March, 2023

| 10 - Other Assets | | (Rs. in lakhs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| 10A Non-current | | | |
| Security Deposits | 4.22 | 4.22 | |
| Deposits with Customs, Port Trust and Court of law. | 8.50 | 8.50 | |
| Non-current total | 12.72 | 12.72 | |
| 10B Current | | | |
| Advances to Suppliers | 61.54 | 16.24 | |
| Prepaid expenses | 7.02 | 10.99 | |
| GST & Other taxes recoverable | 47.59 | 3.84 | |
| Current total | 116.15 | 31.07 | |
| Total | 128.87 | 43.79 | |

| 11 - Inventories | | (Rs. in lakhs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Inventories (lower of cost and net realisable value) | | | |
| Stock of Stores, Spares & Consumables | 1,110.25 | 1,444.94 | |
| Total | 1,110.25 | 1,444.94 | |

Loan provided by Asset Restructuring Company is secured by way of first charge on inventories. Mode of valuation is mentioned in note 3.7.

| 12 - Trade receivables | | (Rs. in lakhs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Unsecured, considered doubt full for more than six months | 1,151.94 | 1,151.94 | |
| Unsecured, considered good - others | 361.16 | 848.56 | |
| Less : Excepted Credit Loss | (1,151.94) | (1,151.94) | |
| Total | 361.16 | 848.56 | |

Trade receivables are recognized at their original invoiced amounts which represent their fair values on initial recognition. Trade receivables are considered to be of short duration and are not discounted. The carrying values are equivalent to their fair values. All trade receivables are reviewed and assessed for default on a regular basis. Trade receivables are generally from customers having high credit quality and strong financials. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on historical credit loss experience which is adjusted for forward looking information.

| Trade Receivable Ageing : | | (Rs. in lakhs) | |
|---------------------------|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Considered good | | | |
| Undisputed | | | |
| - Less than 6 months | 208.68 | 761.52 | |
| - 6 months – 1 years | 34.74 | 3.30 | |
| - 1-2 years | 1.47 | 1.35 | |
| -2-3 years | - | - | |
| - More than 3 years | - | - | |
| Total | 244.89 | 766.17 | |
| Disputed | | | |
| - Less than 6 months | - | - | |
| - 6 months – 1 years | - | 82.39 | |
| - 1-2 years | 116.27 | - | |
| -2-3 years | - | - | |
| - More than 3 years | - | - | |
| Total | 116.27 | 82.39 | |

Notes to the standalone financial statements for the year ended 31st March, 2023

| Considered doubtful | | (Rs. in lakhs) | |
|----------------------|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Undisputed | | | |
| - Less than 6 months | - | - | |
| - 6 months – 1 years | - | - | |
| - 1-2 years | - | - | |
| -2-3 years | - | - | |
| - More than 3 years | 1,151.94 | 1,151.94 | |
| | 1,151.94 | 1,151.94 | |
| Disputed | | | |
| - Less than 6 months | - | - | |
| - 6 months – 1 years | - | - | |
| - 1-2 years | - | - | |
| -2-3 years | - | - | |
| - More than 3 years | - | - | |
| | - | - | |

| Reconciliation of expected credit loss provision | | (Rs. in lakhs) | |
|--|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Opening Balance | 1,151.94 | 1,151.94 | |
| Additional provision made during the year | | | |
| Write back during the year | - | - | |
| Write off during the year | - | - | |
| | 1,151.94 | 1,151.94 | |

| 13 - Cash and cash equivalents | | (Rs. in lakhs) | |
|--------------------------------|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Cash on hand | 7.47 | 4.82 | |
| Balances with Banks | | | |
| In current accounts | 9.51 | 1,024.79 | |
| Total | 16.98 | 1,029.61 | |

| 14 - Bank balances other than Cash and cash equivalents | | (Rs. in lakhs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Deposits with Banks on Margin Account | 208.46 | 24.09 | |
| Deposit with Bank | 400.00 | - | |
| Unpaid dividend Accounts | - | - | |
| Total | 608.46 | 24.09 | |

Deposits with Banks on Margin Account are 100% (+) deposits kept with the bank against guarantees issued on behalf of the Company to charterers.

| 15 - Equity Share capital | | (Rs. in lakhs) | |
|---|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Authorised | | | |
| 3,20,00,000 Equity Shares of Rs. 10/- each | 3,200.00 | 3,200.00 | |
| 1,50,000 Cumulative Redeemable Preference Shares of Rs. 100/- each | 150.00 | 150.00 | |
| 1,50,000 Cumulative Convertible Preference Shares of Rs. 100/- each | 150.00 | 150.00 | |
| Total | 3,500.00 | 3,500.00 | |
| Issued, subscribed and fully paid up | | | |
| 2,47,28,793 Equity Shares of Rs. 10/- each, fully paid up | 2,472.88 | 2,472.88 | |
| Total | 2,472.88 | 2,472.88 | |

Notes to the standalone financial statements for the year ended 31st March, 2023

| Particulars | No. of shares | Rs. in lakhs |
|-------------------------------------|-------------------|-----------------|
| 15A Fully paid equity shares | | |
| As at 1 April 2021 | 24,728,793 | 2,472.88 |
| Issued during year | - | - |
| As at 31 March 2022 | 24,728,793 | 2,472.88 |
| Issued during year | - | - |
| As at 31 March 2023 | 24,728,793 | 2,472.88 |

| Particulars | As at 31st March 2023 | | As at 31st March 2022 | |
|---|--|------------------------------|--|------------------------------|
| | Number of shares held in the Company | Percentage of shares held | Number of shares held in the Company | Percentage of shares held |
| 15B Shares in the Company held by each shareholder holding more than 5% shares | | | | |
| Fully paid equity shares | | | | |
| Sushma Ashok Garware | 1,788,418 | 7.23% | 1,568,418 | 6.34% |
| Universal Investments Services Pvt Ltd. | 1,437,688 | 5.81% | 1,660,188 | 6.71% |
| Garware Marine Industries Ltd. | 1,451,886 | 5.87% | 1,451,886 | 5.87% |
| Total | 4,677,992 | 18.91% | 4,680,492 | 18.92% |

15C Disclosure of shareholding of promoters / persons acting in concert as at March 31, 2023 is as follows:

| Particulars | As at 31st March 2023 | | As at 31st March 2022 | | % of changes during the year | % of changes during the previous year |
|--|--|---------------------------------|--|---------------------------------|---------------------------------------|---|
| | Number of shares held in the Company | Percentage of Total share | Number of shares held in the Company | Percentage of Total share | | |
| Universal Investment Services Pvt. Ltd. | 1,437,688 | 5.81 | 1,660,188 | 6.71 | -13.40% | 0.00% |
| Sushma Garware | 1,788,418 | 7.23 | 1,568,418 | 6.34 | 14.03% | 0.00% |
| Garware Marine Ind.Ltd. | 1,451,886 | 5.87 | 1,451,886 | 5.87 | 0.00% | 0.00% |
| Rondor Overseas Ltd. | 1,190,745 | 4.82 | 1,190,745 | 4.82 | 0.00% | 0.00% |
| Aditya Garware | 783,703 | 3.17 | 783,703 | 3.17 | 0.00% | 0.00% |
| Adsu Trading Investment Co. Pvt. Ltd. | 525,181 | 2.12 | 525,181 | 2.12 | 0.00% | 0.00% |
| Mauve Trading & Investment Co. Pvt. Ltd. | 368,556 | 1.49 | 366,056 | 1.48 | 0.68% | 0.00% |
| Shesu Trading & Investment Co Pvt. Ltd. | 327,750 | 1.33 | 327,750 | 1.33 | 0.00% | 0.00% |
| Masu Trading & Investment Co. Pvt. Ltd. | 180,750 | 0.74 | 180,750 | 0.74 | 0.00% | 0.00% |
| Maneesha Shatul Shah | 120,988 | 0.49 | 120,988 | 0.49 | 0.00% | 0.00% |
| A. B. Garware Huf | 30,506 | 0.13 | 30,506 | 0.13 | 0.00% | 0.00% |
| Shefali Bajaj | 17,000 | 0.07 | 17,000 | 0.07 | 0.00% | 0.00% |
| Ashesh Chandarana | 3,607 | 0.01 | 3,607 | 0.01 | 0.00% | 0.00% |
| Garware Goa Nets Ltd. | 2,425 | 0.01 | 2,425 | 0.01 | 0.00% | 0.00% |
| Narendra S. Surve | 200 | 0.00 | 655 | 0.00 | -69.47% | 0.00% |
| Sheela Shashikant Garware | 551 | 0.00 | 551 | 0.00 | 0.00% | 0.00% |
| Shashikant B Garware | 551 | 0.00 | 551 | 0.00 | 0.00% | 0.00% |
| Keyur S. Dave | 100 | 0.00 | 100 | 0.00 | 0.00% | 0.00% |
| Pradip S Shah | 100 | 0.00 | 100 | 0.00 | 0.00% | 0.00% |
| Anita Chandrkant Garware | 51 | 0.00 | 51 | 0.00 | 0.00% | 0.00% |
| Shyamsunder V Atre | 50 | 0.00 | 50 | 0.00 | 0.00% | 0.00% |
| Ajay C. Gandhi | 10 | 0.00 | 10 | 0.00 | 0.00% | 0.00% |
| Total | 8,230,816 | 33.290 | 8,231,271 | 33.290 | | |

15D Terms / Rights attached to equity shares

- i) The Company has only one class of equity shares having face value of Rs. 10 per share. The equity shares rank pari passu in all respects including voting rights and entitlement of dividend.
- ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by the shareholders.

Notes to the standalone financial statements for the year ended 31st March, 2023

16 - Financial liabilities

(Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|--------------------------|--------------------------|
| 16A Non- Current Borrowings | | |
| Secured Loans from Banks | | |
| Foreign Currency | - | 37,675.38 |
| Loan from Phoenix ARC Private Limited (Refer note below) | 1,319.83 | - |
| Total Non-Current Borrowings | 1,319.83 | 37,675.38 |
| Less : Current maturities of Long term borrowings | 936.00 | 35,211.30 |
| Non- Current Borrowings (as per balance sheet) | 383.83 | 2,464.08 |

i. Terms and Conditions

Loan from Phoenix ARC Private Limited is secured by way of :

1. Exclusive charge on the vessels (2 AHTSVs and 1 PSVs) owned by the Company.
2. First charge on all current assets including stores, spares, lube oil and Book debts.
3. First charge on Company's office premises.

ii. The Company has arrived at an agreement of settlement with Phoenix ARC Private Limited for an amount of Rs 86.51 crores. The Settlement will be effective once the entire amount is repaid. Any event of default will lead to the reinstatement of the entire Assigned amount in the Books. In view of the said agreement , the Company has effected necessary write back of liabilities. Details of write back have been disclosed in note 16 A (iii) below.

iii Debt Reconciliation

For the Year ended 31st March 2023

(Rs. in lakhs)

| Particular | Opening Balance | Receipts | Repayment | Write Back | Loan Transfer to ARC | Other Adjustment* | Closing Balance |
|---------------------------------|------------------|-----------------|-------------------|--------------------|----------------------|-------------------|-----------------|
| Secured Loan | 37,675.38 | - | - | - | (39,527.44) | 1,852.06 | - |
| Loan from Phoenix ARC Pvt. Ltd. | - | - | (7,331.17) | (32,196.00) | 40,847.00 | - | 1,319.83 |
| Unsecured Loan from bank | 1,315.85 | - | - | - | - | 107.66 | 1,423.51 |
| Intercorporate Deposits | - | 1,137.00 | (1.00) | - | - | 34.78 | 1,170.78 |
| Working Capital Loan | 1,847.67 | - | (528.11) | - | (1,319.56) | - | - |
| Total | 40,838.90 | 1,137.00 | (7,860.28) | (32,196.00) | - | 1,994.50 | 3,914.12 |

For the Year ended 31st March 2022

(Rs. in lakhs)

| Particular | Opening Balance | Receipts | Repayment | Write Back | Loan Transfer to ARC | Other Adjustment* | Closing Balance |
|----------------------|------------------|----------|-----------------|------------|----------------------|-------------------|------------------|
| Secured Loan | 36,444.36 | - | - | - | - | 1,231.02 | 37,675.38 |
| Unsecured Loan | 1,272.85 | - | - | - | - | 43.00 | 1,315.85 |
| Working Capital Loan | 1,973.45 | - | (125.78) | - | - | - | 1,847.67 |
| Total | 39,690.66 | - | (125.78) | - | - | 1,274.02 | 40,838.90 |

* Other adjustment includes changes in the financial liabilities due to foreign exchange (gain)/loss.

(Rs. in lakhs)

| Particular | As at 31st March 2023 | As at 31st March 2022 |
|--|--------------------------|--------------------------|
| 16B Current Borrowings | | |
| Secured Working Capital Facility From Banks | | |
| Foreign Currency Cash Credit | - | 1,319.56 |
| Rupee Cash Credit | - | 528.11 |
| Unsecured loan from banks | 1,423.51 | 1,315.85 |
| Intercorporate Deposits | 1,170.78 | - |
| Current maturities of long term debts | 936.00 | 35,211.30 |
| Total Current Borrowings | 3,530.29 | 38,374.82 |

(i) The Company during the year, has sold part of its Office Premises. From the sale proceeds, the Company has repaid the entire Working Capital Facility (Fund Based) availed from Punjab National Bank (PNB) and placed 100% margin deposits towards non-fund based limits provided by the Bank.

(ii) An Unsecured Demand Loan facility from Axis Bank is at an interest rate of 3 months LIBOR + 450 bps p.a. remained unpaid on due date. The Company is in dialogue with the bank to settle the said loan and has submitted a settlement proposal to the bank in this regard. However, considering the "genesis" of the loan and the statute of limitation, the Company is advised that the same would potentially not be payable. In any case the Company continues to provide interest on the said loan as per original terms.

(iii) Refer note 16 A (iii) for debt reconciliations and write backs.

Notes to the standalone financial statements for the year ended 31st March, 2023

| 17 - Other financial liabilities | | (Rs. in lakhs) | |
|--|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| 17A Non-current | | | |
| | - | - | |
| Non-current total | - | - | |
| 17B Current | | | |
| Interest Accrued and due on Borrowings (*) | 489.93 | 11,621.43 | |
| Other payables | 755.56 | 415.75 | |
| Current total | 1,245.49 | 12,037.18 | |
| Total | 1,245.49 | 12,037.18 | |

For the current financial liabilities that are measured at amortised cost, the fair values are not materially different from their carrying amounts, since they are of short term nature.

(*) The Company continues to provide interest on the original terms of the loan granted, even though the Company is advised that these loan and interest thereon may not be payable.

| 18 - Provisions | | (Rs. in lakhs) | |
|---------------------------------|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| 18A Non-current | | | |
| Provision for employee benefits | | | |
| Gratuity (refer note no. 24) | 0.90 | - | |
| Non-current total | 0.90 | - | |
| 18B Current | | | |
| Provision for employee benefits | | | |
| Gratuity (refer note no. 24) | - | 1.30 | |
| Current total | - | 1.30 | |
| Total | 0.90 | 1.30 | |

| 19 - Trade payables | | (Rs. in lakhs) | |
|--|--------------------------|--------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Trade payables | | | |
| Due to Micro, Small and Medium Enterprises | - | - | |
| Other than Micro, Small and Medium Enterprises | 1,220.38 | 714.80 | |
| Total | 1,220.38 | 714.80 | |

Trade payables ageing as on 31st March 2023

| Description | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|-------------------|------------------|-----------|-----------|-------------------|----------|
| Undisputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | 1,042.81 | 111.15 | 60.96 | 5.46 | 1,220.38 |
| Disputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | - | - | - | - | - |
| Total | 1,042.81 | 111.15 | 60.96 | 5.46 | 1,220.38 |

Trade payables ageing as on 31st March 2022.

| Description | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|-------------------|------------------|-----------|-----------|-------------------|--------|
| Undisputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | 602.31 | 103.03 | 6.75 | 2.71 | 714.80 |
| Disputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | - | - | - | - | - |
| Total | 602.31 | 103.03 | 6.75 | 2.71 | 714.80 |

Notes to the standalone financial statements for the year ended 31st March, 2023

20 - Other liabilities

(Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|-----------------|--------------------------|--------------------------|
| Current | | |
| Deferred Income | - | - |
| Statutory Dues | 137.45 | 71.99 |
| Total | 137.45 | 71.99 |

21 - Revenue from Operations

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| Sale of Services | | |
| Fleet Chartering Earnings (Net of GST) | 2,960.94 | 4,734.93 |
| Total | 2,960.94 | 4,734.93 |

22 - Other income

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Interest income earned on financial assets not designated as at FVTPL | | |
| Bank deposits | 3.17 | 5.57 |
| Interest received on IT Refund | 5.50 | 20.55 |
| Profit on sale of assets (Net) | - | 15.50 |
| Total | 8.67 | 41.62 |

23 - Fleet operating Expenses

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| Travelling Expenses | 46.22 | 42.45 |
| Fuel, Oil & Water | 543.33 | 590.79 |
| Port & Canal dues | 90.06 | 47.79 |
| Repairs | 335.46 | 185.30 |
| Stores & Victualling | 583.97 | 684.41 |
| Insurance Charges & Protecting Club Fees | 134.55 | 110.72 |
| Telecommunication Charges | 63.29 | 68.38 |
| Professional Fees | 90.90 | 128.20 |
| Agency fees | 167.40 | 215.50 |
| Sundry Operating expenses | 84.85 | 101.34 |
| Total | 2,140.03 | 2,174.88 |

24 - Employee benefits expense

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Salaries, wages and Fees | 1,829.74 | 1,974.28 |
| contribution to provident funds and other funds | 49.95 | 70.38 |
| Gratuity expenses (Refer Note below) | 4.01 | (19.78) |
| Staff welfare expenses | 2.92 | 2.26 |
| Total | 1,886.62 | 2,027.14 |

Note

As per the actuarial report for the previous year ended 31st March 2022, the Company has reversed the excess provision for gratuity for floating staff.

Employee benefit plans

24A Defined contribution plans

The Company makes contribution towards provident fund to a defined contribution benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the contribution plan to fund the benefits. The provident fund plan is operated by the Government administrated employee provident fund. Eligible employees receive the benefits from the said Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund plan equal to specific percentage of the covered employee's salary. The Company has no obligations other than this to make the specified contribution.

Notes to the standalone financial statements for the year ended 31st March, 2023

The Company has recognised the following amounts in the statement of Profit and Loss. (Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| Contribution to Employees Provident Fund | 13.15 | 16.03 |
| Contribution to Seamen's Provident Fund | 26.81 | 34.35 |
| Total | 39.96 | 50.38 |

24B

(A) **Defined benefit plans**

The Company earmark liability towards Gratuity and provide for payment under Group Gratuity Scheme administered by the Life Insurance Corporation of India (LIC).

(a) **Characteristics of defined benefit plan**

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

(b) **Risks associated with defined benefit plan**

Gratuity is a defined benefit plan and Company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G. Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very less as insurance Companies have to follow regulatory guidelines.

(c) **Characteristics of defined benefit plans**

The Company has the benefit scheme in line with Payment of Gratuity Act, 1972, for those employees who are getting benefit as per Payment of Gratuity Act, 1972. Change in liability (if any) due to this scheme change is recognised as past service cost.

(d) A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

(B) **Other Disclosures**

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---------------------|---|---|
| Type of Benefit | Gratuity | Gratuity |
| Country | India | India |
| Reporting Standard | Indian Accounting Standard 19 (IndAS 19) | Indian Accounting Standard 19 (IndAS 19) |
| Funding Status | Funded | Funded |
| Starting Period | 01-Apr-22 | 01-Apr-21 |
| Date of Reporting | 31-Mar-23 | 31-Mar-22 |
| Period of Reporting | 12 Months | 12 Months |

Assumptions (Previous Period)

| Particulars | 31st March, 2023 | 31st March, 2022 |
|----------------------------------|---|---|
| Expected Return on Plan Assets | 6.98% | 6.33% |
| Rate of Discounting | 6.98% | 6.33% |
| Rate of Salary Increase | 5.00% | 5.00% |
| Rate of Employee Turnover | 2.00% | 2.00% |
| Mortality Rate During Employment | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |
| Mortality Rate After Employment | N.A. | N.A. |

Notes to the standalone financial statements for the year ended 31st March, 2023

Assumptions (Current Period)

| Particulars | 31st March, 2023 | 31st March, 2022 |
|----------------------------------|--|--|
| Expected Return on Plan Assets | 7.46% | 6.98% |
| Rate of Discounting | 7.46% | 6.98% |
| Rate of Salary Increase | 5.00% | 5.00% |
| Rate of Employee Turnover | 2.00% | 2.00% |
| Mortality Rate During Employment | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |
| Mortality Rate After Employment | N.A. | N.A. |

Change in the Present Value of Projected Benefit Obligation

(Rs. in lakhs)

| Particulars | 31st March, 2023 | 31st March, 2022 |
|--|------------------|------------------|
| Present Value of Benefit Obligation at the Beginning of the Period | 50.25 | 71.93 |
| Interest Cost | 3.50 | 3.02 |
| Current Service Cost | 3.92 | 4.25 |
| (Gains)/ Losses on Curtailment | - | (24.28) |
| Benefit Paid From the Fund | (10.53) | (2.10) |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | - | (0.03) |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | (0.78) | (1.70) |
| Actuarial (Gains)/Losses on Obligations - Due to Experience | (3.62) | (0.84) |
| Present Value of Benefit Obligation at the End of the Period | 42.74 | 50.25 |

Change in the Fair Value of Plan Assets

| Particulars | 31st March, 2023 | 31st March, 2022 |
|--|------------------|------------------|
| Fair Value of Plan Assets at the Beginning of the Period | 48.95 | 43.58 |
| Interest Income | 3.42 | 2.76 |
| Contributions by the Employer | 0.43 | 5.27 |
| Benefit Paid from the Fund | (10.53) | (2.10) |
| Return on Plan Assets, Excluding Interest Income | (0.43) | (0.56) |
| Fair Value of Plan Assets at the End of the Period | 41.84 | 48.95 |

Amount Recognized in the Balance Sheet

| Particulars | 31st March, 2023 | 31st March, 2022 |
|--|------------------|------------------|
| Present Value of Benefit Obligation at the end of the Period | (42.74) | (50.25) |
| Fair Value of Plan Assets at the end of the Period | 41.84 | 48.95 |
| Funded Status (Surplus/ (Deficit)) | (0.90) | (1.30) |
| Net (Liability)/Asset Recognized in the Balance Sheet | (0.90) | (1.30) |

Net Interest Cost for Current Period

| Particulars | 31st March, 2023 | 31st March, 2022 |
|--|------------------|------------------|
| Present Value of Benefit Obligation at the Beginning of the Period | 50.25 | 71.93 |
| Fair Value of Plan Assets at the Beginning of the Period | (48.95) | (43.58) |
| Net Liability/(Asset) at the Beginning | 1.30 | 28.35 |
| Interest Cost | 3.50 | 3.02 |
| Interest Income | (3.41) | (2.76) |
| Net Interest Cost for Current Period | 0.09 | 0.26 |

Expenses Recognized in the Statement of Profit or Loss for Current Period

| Particulars | 31st March, 2023 | 31st March, 2022 |
|--|------------------|------------------|
| Current Service Cost | 3.92 | 4.25 |
| Net Interest Cost | 0.09 | 0.26 |
| (Gains)/Losses on Curtailments And Settlements | - | (24.29) |
| Expenses Recognized | 4.01 | (19.78) |

Notes to the standalone financial statements for the year ended 31st March, 2023

Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period (Rs. in lakhs)

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---|------------------|------------------|
| Actuarial (Gains)/Losses on Obligation For the Period | (4.41) | (2.56) |
| Return on Plan Assets, Excluding Interest Income | 0.43 | 0.56 |
| Net (Income)/Expense For the Period Recognized in OCI | (3.98) | (2.00) |

Balance Sheet Reconciliation

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---|------------------|------------------|
| Opening Net Liability | 1.30 | 28.34 |
| Expenses Recognized in Statement of Profit or Loss | 4.01 | (19.78) |
| Expenses Recognized in OCI | (3.98) | (2.00) |
| Employer's Contribution | (0.43) | (5.26) |
| Net Liability/(Asset) Recognized in the Balance Sheet | 0.90 | 1.30 |

Category of Assets

| Particulars | 31st March, 2023 | 31st March, 2022 |
|----------------|------------------|------------------|
| Insurance fund | 41.84 | 48.95 |
| Other | - | - |
| Total | 41.84 | 48.95 |

Other Details

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---|------------------|------------------|
| No. of Active Members | 19 | 28 |
| Per Month Salary For Active Members | 9.78 | 11.05 |
| Weighted Average Duration of the Projected Benefit Obligation | 5 | 6 |
| Average Expected Future Service | 9 | 10 |
| Projected Benefit Obligation | 42.74 | 50.25 |
| Prescribed Contribution For Next Year (12 Months) | 4.26 | 5.23 |

Net Interest Cost for Next Year

| Particulars | 31st March, 2023 | 31st March, 2022 |
|--|------------------|------------------|
| Present Value of Benefit Obligation at the End of the Period | 42.74 | 50.25 |
| Fair Value of Plan Assets at the End of the Period | (41.84) | (48.95) |
| Net Liability/(Asset) at the End of the Period | 0.90 | 1.30 |
| Interest Cost | 3.19 | 3.51 |
| Interest Income | (3.11) | (3.42) |
| Net Interest Cost for Next Year | 0.08 | 0.09 |

Maturity Analysis of the Benefit Payments : From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---------------------------|------------------|------------------|
| 1st Following Year | 1.14 | 6.43 |
| 2nd Following Year | 1.26 | 1.27 |
| 3rd Following Year | 20.40 | 1.37 |
| 4th Following Year | 10.50 | 19.12 |
| 5th Following Year | 5.27 | 10.54 |
| Sum of Years 6 To 10 | 11.28 | 16.67 |
| Sum of Years 11 and above | 10.24 | 22.85 |

Sensitivity Analysis

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---|------------------|------------------|
| Projected Benefit Obligation on Current Assumptions | 42.74 | 50.25 |
| Delta Effect of +1% Change in Rate of Discounting | (1.54) | (2.40) |
| Delta Effect of -1% Change in Rate of Discounting | 1.67 | 2.67 |
| Delta Effect of +1% Change in Rate of Salary Increase | 1.69 | 2.69 |
| Delta Effect of -1% Change in Rate of Salary Increase | (1.59) | (2.46) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 0.14 | 0.24 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (0.15) | (0.27) |

The sensitivity analysis has been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Notes to the standalone financial statements for the year ended 31st March, 2023

25 - Finance costs

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|------------------------|-------------------------------|-------------------------------|
| Interest on Borrowings | 312.99 | 1,864.47 |
| Other Interest costs | 2.49 | 2.50 |
| Total | 315.48 | 1,866.97 |

26 - Depreciation and amortisation expense

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Depreciation of Property, Plant and Equipment | 2,413.65 | 2,824.05 |
| Total | 2,413.65 | 2,824.05 |

27 - Other expenses

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Office repairs and maintenance | 3.99 | 5.48 |
| Rent | - | 0.36 |
| Insurance | 0.53 | 1.13 |
| Rates and Taxes | 2.71 | 3.11 |
| Bank Charges | 7.89 | 5.18 |
| Travelling Expenses | 63.99 | 11.37 |
| Director Sitting Fees | 10.64 | 9.14 |
| Postage, Telephone and Fax | 9.69 | 11.33 |
| Legal, Professional and Consultancy Charges | 385.93 | 300.96 |
| Miscellaneous Expenses | 122.46 | 95.90 |
| Total | 607.83 | 443.96 |

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| 27A Legal and professional expenses include: | | |
| Auditors' remuneration and expenses | | |
| Statutory Audit fees | 11.50 | 15.00 |
| Certification charges | 0.20 | 0.20 |
| Payments to tax auditors | | |
| Tax audit fees | 0.60 | 0.60 |

28 - Exceptional Items

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Foreign Exchange (loss)/gain on restatement of long term loans (Refer Note 28.1 below) | (53.40) | (1,616.28) |
| Reversal of Loan Liability on account of settlement (loss)/gain) (Refer Note 28.2 below) | 32,196.00 | - |
| Reversal of Interest Liability on account of settlement (loss)/gain) (Refer Note 28.2 below) | 9,300.04 | - |
| Loss on sale of Vessels (Refer Note 28.3 below) | (15,960.34) | - |
| Provision for impairment of property, plant and Equipment (Refer Note 28.4 below) | (4,174.66) | - |
| Profit on sale of office premises (Refer Note 28.5 below) | 420.53 | - |
| Exceptional items (Debit)/Credit | 21,728.17 | (1,616.28) |

- 28.1 As per the guidelines provided under Ind AS 101- first time adoption of Indian Accounting Standards , the Company has decided to change its accounting policy related to hedge accounting. Under Ind AS, the Company will follow Ind AS -21- The effects of Changes in Foreign Exchange Rates, under which restated gain or loss on such foreign currency borrowing will be charged to profit and loss account for the respective period.
- 28.2 The Company has executed a settlement agreement with Phoenix ARC Private Ltd. Accordingly loan outstanding of Rs. 32,196 lakhs and interest outstanding of Rs. 9,300.04 lakhs has been written back during the year.
- 28.3 During the year, the Company sold 3 vessels. Accordingly a loss of Rs. 15,960.34 lakhs on the sale of vessels has been accounted. Major portion of the proceed from the sale of vessels has been used to reduced the outstanding payable to Phoenix ARC Pvt. Ltd.
- 28.4 Subsequent to balance sheet date, the Company has sold one vessel. The difference between the WDV as on 31st March 2023 and Net Sale value have been accounted as impairment loss of Rs. 4,174.66 lakhs,
- 28.5 During the year, the Company sold part of its office premises. Accordingly profit of Rs. 420.53 lakhs has been accounted. The proceed from sale of office premises have been used for repayment of the Working Capital Limits availed by the Company.

Notes to the standalone financial statements for the year ended 31st March, 2023

29 - Income taxes relating to continuing operations

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Tax expense recognized in the Statement of Profit and Loss | | |
| Current tax | | |
| In respect of current year | 26.86 | 36.50 |
| Tax for earlier year | - | - |
| Total current tax | 26.86 | 36.50 |
| Deferred tax | | |
| In respect of earlier year | - | (5.62) |
| In respect of earlier year - MAT Credit entitlement | 18.65 | (3.08) |
| Total deferred income tax (credit) / expense | 18.65 | (8.70) |
| Total income tax expense | 45.51 | 27.80 |

The income tax expense for the year can be reconciled to the accounting profit as follows:

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Profit before tax (Continuing & Discontinued business) | 17,334.17 | (6,176.73) |
| Income tax expenses calculated (refer note below) | - | - |
| Differences due to: | | |
| Expenses not deductible for tax purposes (14A disallowance) | - | - |
| Income exempt from Income taxes (Dividend) | - | - |
| Others | 45.51 | 27.80 |
| Total income tax expense | 45.51 | 27.80 |

The Company is liable to pay tonnage tax hence normal tax is not applicable to it. (Refer accounting policy note 3.4). The tax provision made is mainly on account of other income including capital gain under normal tax.

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| Income tax recognized in other comprehensive income | | |
| Current tax | | |
| Re-measurement of defined benefit obligation | - | - |
| Total deferred income tax expense | - | - |

The Company has made a tax provision, mainly on other income and income as per transfer pricing rules. Also considering the future taxable income, the company has decided to recognise MAT credit entitlement for earlier years.

30 - Risk management

30A Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the returns to stakeholders.

30B Financial instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income & expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are as disclosed in notes to financial statements.

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| (Rs. in lakhs) | | |
| Financial assets | | |
| Measured at Cost less impairment | | |
| Investment in subsidiary Company | 11,332.10 | 11,332.10 |
| Measured at fair value through Other Comprehensive Income (FVTOCI) | | |
| Investments | 7.76 | 15.08 |
| Measured at amortised cost | | |
| Cash and bank balances | 16.98 | 1,029.61 |
| Trade receivables | 361.16 | 848.56 |
| Other Non Current Financial Assets | - | - |
| Other Current Financial Assets | 3.41 | 0.25 |
| Other Bank Balances | 608.46 | 24.09 |
| Financial liabilities | | |
| Measured at amortised cost | | |
| Trade payable | 1,220.38 | 714.80 |
| Other Non Current Financial Liabilities | - | - |
| Non Current Borrowings | 383.83 | 2,464.08 |
| Current Borrowings | 3,530.29 | 38,374.82 |
| Other current financial liabilities | 1,245.49 | 12,037.18 |

The management considers that the carrying amount of financials assets & financial liabilities recognized in the financial statement are at their approximate fair values.

Notes to the standalone financial statements for the year ended 31st March, 2023

30C Financial and liquidity risk management objectives

The average payment terms of creditors (trade payables) is 90-120 days. Other financial liabilities viz. employee payments, other payables are payable as and when due.

30D Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The major class of financial asset of the Company is trade receivables. For credit exposures to customer, management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. As the Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

30E Foreign Currency risk management

Since part of the revenues of the Company are denominated in US Dollars, there is a translation risk as the Company has to report its financial performance in INR. However, a small portion of the risk is "paired", as some of the Company's operating costs are incurred in US dollars.

31 - Segment Information

The Company is engaged in only one type of business i.e. charter of offshore support vessels. There are no separate reportable segments.

32 - Earnings per share

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| Basic / Diluted earnings per share | | |
| From continuing operations attributable to the owners of the Company (Rs. Per share) | 69.55 | (25.09) |
| Total basic earnings per share attributable to the owners of the company | 69.55 | (25.09) |

Basic / Diluted earnings per share

The earnings and weighted average number of equity share used in the calculations of basic earnings per share are as follows:

| Particulars | (Rs. In lakhs) | |
|---|-------------------------------|-------------------------------|
| | Year ended 31st March 2023 | Year ended 31st March 2022 |
| Profit/(Loss) for the year attributable to the owners of the Company | 17,199.57 | (6,204.53) |
| Earnings/Losses used in the calculation of basic earnings per share from continuing operations | 17,199.57 | (6,204.53) |

| Particulars | (Rs. In lakhs) | |
|--|-------------------------------|-------------------------------|
| | Year ended 31st March 2023 | Year ended 31st March 2022 |
| Weighted average number of equity shares for the purpose of basic / diluted earnings per share | 247.29 | 247.29 |

33- Ind AS 24 - Related Party Disclosures

List of related parties and their relationship

| Name of Related Party | Principal place of business | % Shareholding and Voting Power | |
|---|-----------------------------|---------------------------------|------------------------|
| | | As at 31 March 2023 | As at 31 March 2022 |
| A Subsidiary | | | |
| Garware Offshore International Services Pte. Ltd. | Singapore | 100% | 100% |
| Global Offshore Services B.V. | Netherlands | 68% | 68% |

B Key Managerial Personnel ("KMP")

Aditya A. Garware - Chairman

Details of Transactions with Related Parties

(Rs. in lakhs)

| Sr No | Particulars | Year ended 31 March 2023 | | | |
|-------|--|---------------------------------------|--------------------------|-----------------------|----------|
| | | Subsidiaries / Step down subsidiaries | Key Managerial Personnel | Other Related parties | Total |
| 1 | Sitting Fees Aditya A. Garware | - | 1.75 | - | 1.75 |
| | | - | (1.50) | - | (1.50) |
| 2 | Consultancy Fees Aditya A. Garware | - | 100.20 | - | 100.20 |
| | | - | (100.20) | - | (100.20) |

Figures in the brackets are the comparative figures of the previous year

Outstanding as at 31st March, 2023

| Sr No | Particulars | Year ended 31 March 2023 | | | |
|-------|--|---------------------------------------|--------------------------|-----------------------|--------|
| | | Subsidiaries / Step down subsidiaries | Key Management Personnel | Other Related parties | Total |
| 1 | Consultancy Fees Aditya A. Garware | - | 8.35 | - | 8.35 |
| | | - | (8.35) | - | (8.35) |

Figures in the brackets are the comparative figures of the previous year

Notes to the standalone financial statements for the year ended 31st March, 2023

34 - Financial Ratios

| Ratio | Numerator | Denominator | Year Ended 31st March 2023 (%) | Year Ended 31st March 2022 (%) | Change% for Current Year | Reasons for Variance |
|----------------------------------|--|---|--------------------------------|--------------------------------|--------------------------|---|
| Current Ratio | Current Assets | Current Liabilities | 58% | 7% | 728.57% | Considerable decrease in short term borrowings in view of Assignment of Debt by erstwhile lenders and settlement arrived at with existing secured lender. |
| Debt-Equity Ratio | Debt =Long Term Borrowings + Long Term Provisions | Equity / Shareholders' Funds = Share Capital + Reserves and Surplus | 18% | 858% | -97.90% | Considerable decrease in short term borrowings in view of Assignment of Debt by erstwhile lenders and settlement arrived at with existing secured lender. Increase in equity in view of profit generated. |
| Debt Service Coverage Ratio | Net Profit Before Tax & Depreciation, Finance Cost | Interest & Lease + Debt Repayments | -528% | 7% | -7643% | Reduction in sales and correspondingly margin in view of the fact that some vessels lay idle for most of the year. In addition, in view of a settlement, the debt repayment has been substantial during the year. |
| Return on Equity Ratio | Net Profit After Tax | Average Shareholder's Equity | 129% | -79% | 263.29% | Substantial increase in Net Profit in view of write back of debt and interest as a result of the Assignment and subsequent settlement with lenders. |
| Inventory turnover ratio | Cost of Goods Sold | Average Inventory | NA | NA | NA | The Company is in a service industry and therefore this is not applicable. |
| Trade Receivables turnover ratio | Total Sales | Average Trade Receivables | 490% | 395% | 23.78% | |
| Trade payables turnover ratio | Total Purchases | Average Trade Payables | 284% | 377% | -24.70% | |
| Net capital turnover ratio | Total Sales | Working Capital Current Assets - Current Liabilities | -157% | -10% | -1470.00% | Substantial reduction in sales as compared to the reduction in current liabilities. |
| Net profit ratio | Net Profit After Tax | Total Income | 579% | -130% | 545.38% | Write back of debt and interest thereon contributed to a substantial increase in profit. |
| Return on Capital employed | Profit Before Interest & Taxes | Total Assets - Current Liabilities | 79% | -60% | 231.67% | Write back of debt and interest thereon contributed to a substantial increase in profit. |
| Return on investment | Net Income | Cost of Investment | NA | NA | NA | The Company does not have any investment income in the current year as well as in the previous year. Fixed deposit which are in nature of margin money deposit have not been considered as Investment. |

35 - Contingent liabilities and contingent assets

(Rs. in lakhs)

| | Particulars | As at | As at |
|-----|-------------------------------|-----------------|-----------------|
| | | 31st March 2023 | 31st March 2022 |
| (i) | Guarantees given by the Banks | 208.46 | 196.18 |

(ii) The Company has given a guarantee of USD 42.19 million (Rs. 34,640.57 lakhs) against loan outstanding of USD 7.90 million, provided to the Company's subsidiary.

Notes to the standalone financial statements for the year ended 31st March, 2023

(iii) Claims against the Company not acknowledged as debts :

(Rs. In lakhs)

| Particulars | As at 31st March 2023 |
|----------------------------|--------------------------|
| (i) Income Tax Matters | 464.96 |
| (ii) Service Tax Matters | 2,567.99 |

36 Other Statutory Information

- i. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - ii. The Company does not have any transactions with companies that have been struck off.
 - iii. The Company has created charges in favour of an ARC which have "stepped into the shoes" of erstwhile lenders of the Company. The Company has filed satisfaction of Charges with MMD (Mercantile Marine Department) and ROC (Registrar of Companies), in respect of which dues are settled.
 - iv. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - v. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - vi. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
 - vii. The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 - viii. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- 37** The Company does not have any material significant impact due to Ind AS 116 - Leases, as all the lease arrangement are of short term nature with insignificant value.
- 38** Previous year's figures have been regrouped / reclassified, to correspond with the current year's classification / disclosure.

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholetime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBH2510

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary
& President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of

Global Offshore Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Global Offshore Services Limited** (herein after referred as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") , which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the Consolidated Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters to be disclosed.

Emphasis of Matter

We draw attention to the following points: -

a. Restructuring of Debt

During the financial year 2022-23, State Bank of India had assigned its total debt outstanding in the books of accounts of the Holding Company in favour of Phoenix ARC Private Limited via Assignment Agreement dated August 22, 2022. The Holding Company has formalized the Term Sheet ("Assigned Security Documents") of Restructuring of Debt with Phoenix ARC Private Limited. As per the term sheet of Restructuring of Debt, the total debt is restructured at Rs. 8,651 lakhs. Accordingly, all underlying securities and security rights pertaining to the debts also stood assigned in favour of Phoenix ARC Private Limited. Accordingly loan outstanding of Rs. 32,196 lakhs and interest outstanding of Rs. 9,300.04 lakhs has been written back during the financial year. (also refer note 15A(ii), note 27(i)&(ii))

- b. The Management of Global Offshore Services B.V., has written back debt of Rs. 21,800.82 lakhs in view of settlement proposals and based on discussions held with the Lenders (also refer note 27(i))
- c. We draw attention that the net worth in the financial statements of Garware Offshore International Services Pte. Limited has been eroded and is negative Rs. 2,091.28 lakhs, that may cast significant doubt on the company's ability to continue as a going concern.
- d. The Auditors' of the subsidiary Garware Offshore International Services Pte. Limited have given a qualified opinion on the following points due to lack of sufficient audit evidence -
 - Income Tax Refundable from Rio De Janeiro State of Brazil Rs. 128.64 Lakhs
 - Loan payable to third parties Rs. 768.46 Lakhs

Our report is not modified in respect of the above matter.

Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report, Shareholders' Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS 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 the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures

are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The accompanying Statement includes unaudited financial results and other financial information in respect of one foreign subsidiary, whose financial results include total assets of Rs. 7,696.06 lakhs as at March 31, 2023, total revenues of Rs. 2,143.49 lakhs, total net profit after tax of Rs. 20,906.82 lakhs, total comprehensive income of Rs. 19,001.48 lakhs, for the year ended on that date respectively, and net cash inflow of Rs. 18.60 lakhs for the year ended March 31, 2023 as considered in the Statement. These financial statements and other financial information have not been audited and have been presented solely based on information compiled by the Management and approved by the Board of Directors. Accordingly, we are unable to comment on the impact, if any, on the statement of audited consolidated financial statement if the same has been audited.

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 auditor on separate financial statements and the other financial information of a subsidiary as noted in the 'other matter' paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules there under.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies are disqualified as on 31st March, 2023 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 with reference to financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- (g) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended 31st March, 2023 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended 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 other financial information of the subsidiaries as noted in the "Other matter" paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March, 2023.
- iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend has not been declared or paid during the year by the Company.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports

For D. Kothary & Co.
Chartered Accountants
(Firm Registration No. 105335W)

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBI8620

Place: Mumbai
Date: 30th May, 2023

Annexure - A

To the Independent Auditor's Report on the Consolidated Ind AS Financial Statements of Global Offshore Services Limited Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Global Offshore Services Limited** ("the Company") as of 31st March, 2023 in conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Holding Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company, internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 with reference to financial statements 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 control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 consolidated Ind AS 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 Holding Company's internal financial control system with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, have in all material respects, an adequate internal financial control system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2023, based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

For D. Kothary & Co.
Chartered Accountants
(Firm Registration No. 105335W)

Mehul N. Patel
Partner

Membership No. 132650
UDIN: 23132650BGPYBI8620

Place: Mumbai
Date: 30th May, 2023

Consolidated Balance Sheet as at 31st March 2023

| Particulars | Note No. | (Rs. in lakhs) | |
|---|----------|-----------------------|-----------------------|
| | | As at 31st March 2023 | As at 31st March 2022 |
| ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Property, plant and equipment | 5 | 19,387.29 | 49,492.95 |
| (b) Financial assets | | | |
| (i) Investments | | | |
| Other investments | 6 | 7.76 | 15.08 |
| (ii) Other financial assets | 7A | - | - |
| (c) Deferred Tax Assets | 8 | - | 136.64 |
| (d) Other non-current assets | 9A | 13.34 | 13.28 |
| Total non-current assets | | 19,408.39 | 49,657.95 |
| 2 Current assets | | | |
| (a) Inventories | 10 | 1,528.95 | 1,868.54 |
| (b) Financial assets | | | |
| (i) Trade receivables | 11 | 1,076.82 | 1,292.80 |
| (ii) Cash and cash equivalents | 12 | 42.16 | 1,037.85 |
| (iii) Bank balances other than (ii) above | 13 | 608.46 | 24.09 |
| (iv) Other financial assets | 7B | 3.41 | 0.25 |
| (c) Other current assets | 9B | 273.85 | 158.41 |
| (d) Income tax assets | | 687.90 | 601.53 |
| (e) Assets classified as held for sale | | 1,340.25 | - |
| Total current assets | | 5,561.80 | 4,983.47 |
| Total Assets | | 24,970.19 | 54,641.42 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| (a) Equity share capital | 14 | 2,472.88 | 2,472.88 |
| (b) Other equity | | 2,275.04 | (28,012.99) |
| Equity attributable to owners of the Company | | 4,747.92 | (25,540.11) |
| Non controlling interest | | (2,944.82) | (9,025.30) |
| Total equity | | 1,803.10 | (34,565.41) |
| LIABILITIES | | | |
| 1 Non-current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15A | 923.49 | 2,464.08 |
| (ii) Other financial liabilities | 16A | - | - |
| (b) Provisions | 17A | 0.90 | - |
| Total non-current liabilities | | 924.39 | 2,464.08 |
| 2 Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15B | 14,736.06 | 67,422.90 |
| (ii) Trade payables | 18 | - | - |
| Total outstanding dues of Micro, Small and Medium Enterprises | | - | - |
| Total outstanding dues of creditor's other than Micro, Small and Medium Enterprises | | 3,459.06 | 2,655.55 |
| (iii) Other financial liabilities | 16B | 3,813.01 | 16,515.02 |
| (b) Provisions | 17B | - | 1.30 |
| (c) Income tax liabilities | | 58.00 | 17.34 |
| (d) Other current liabilities | 19 | 176.57 | 130.64 |
| Total current liabilities | | 22,242.70 | 86,742.75 |
| Total Equity and Liabilities | | 24,970.19 | 54,641.42 |

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholtime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBI8620

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary &
President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Consolidated Statement of Profit and Loss for the year ended 31st March 2023

(Rs. in lakhs)

| Particulars | Note No. | Year ended | |
|---|----------|-------------------|-----------------|
| | | 31st March 2023 | 31st March 2022 |
| I Revenue from operations | 20 | 5,101.44 | 6,497.49 |
| II Other income | 21 | 18.52 | 116.54 |
| III Total income (I + II) | | 5,119.96 | 6,614.03 |
| IV Expenses | | | |
| Fleet operating expenses | 22 | 2,935.21 | 2,922.32 |
| Employee benefits expense | 23 | 2,545.03 | 2,610.90 |
| Finance costs | 24 | 870.99 | 2,395.02 |
| Depreciation and amortisation expense | 25 | 3,115.29 | 3,509.90 |
| Other expenses | 26 | 974.80 | 657.83 |
| Total expenses (IV) | | 10,441.32 | 12,095.97 |
| V Profit/(Loss) before exceptional items and tax | | (5,321.36) | (5,481.94) |
| VI Add: Exceptional items | 27 | 43,714.13 | (1,593.21) |
| VII Profit / (Loss) before tax | | 38,392.77 | (7,075.15) |
| VIII Tax expense | 28 | | |
| Current tax -Debit/ (Credit) | | 27.91 | 37.47 |
| Reversal of MAT Credit | | 89.09 | - |
| Tax for earlier years -Debit/ (Credit) | | 18.65 | (8.70) |
| | | 135.65 | 28.77 |
| IX Profit/(Loss) from continuing operations after tax (VII - VIII) | | 38,257.12 | (7,103.92) |
| X Other Comprehensive Income | | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| Remeasurements of the defined benefit plans : Gains \ (Loss) | | 3.98 | 2.00 |
| Fair value of Investment through Other comprehensive income | | (7.32) | 9.13 |
| (ii) Items that will be reclassified to profit or loss | | | |
| Exchange differences in translating the financial statements of a foreign operations | | (1,885.29) | (913.02) |
| Other comprehensive income for the year (X) | | (1,888.63) | (901.89) |
| XI Total comprehensive income for the year (IX + X) | | 36,368.49 | (8,005.81) |
| XII Total comprehensive income attributable to | | | |
| - Owners of the parent | | 30,288.01 | (6,841.60) |
| - Non Controlling interest | | 6,080.48 | (1,164.21) |
| Of the total comprehensive income above , | | | |
| Profit for the year attributable to | | | |
| - Owners of the parent | | 31,566.94 | (6,222.07) |
| - Non controlling interest | | 6,690.18 | (881.85) |
| Of the total comprehensive income above | | | |
| Other comprehensive income for the year attributable to | | | |
| - Owners of the parent | | (1,278.91) | (619.53) |
| - Non Controlling interest | | (609.72) | (282.36) |
| XIII Earnings / (Loss) per equity share of Rs. 10 each (for continuing operations) | | | |
| Basic / Diluted | 31 | 127.65 | (25.16) |

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholetime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBI8620

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary &
President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Consolidated Statement of cash flows for the year ended 31st March 2023

| Particulars | Rs. In lakhs | |
|---|--------------------------------|--------------------------------|
| | Year ended 31st March, 2023 | Year ended 31st March, 2022 |
| Cash flows from operating activities | | |
| Profit for the year (before tax) | 38,392.77 | (7,075.15) |
| Adjustments for: | | |
| Finance costs recognized in profit and loss | 870.99 | 2,395.02 |
| Interest income recognized in profit and loss | (8.67) | (26.12) |
| Depreciation and amortisation of non-current assets | 3,115.29 | 3,509.90 |
| Provision for impairment of property, plant and Equipment | 4,174.66 | - |
| Profit on settlement of loan and write back of financial liabilities | (63,482.00) | (23.07) |
| Profit/(Loss) on sale of Property Plant and Equipments | 15,539.81 | (15.50) |
| Exchange loss on loan restatement | 53.40 | 1,616.28 |
| | (1,343.75) | 381.36 |
| <i>Movements in working capital:</i> | | |
| (Increase)/Decrease in trade receivables | 256.76 | 905.68 |
| (Increase)/Decrease in inventories | 373.50 | 146.27 |
| (Increase)/Decrease in other financial assets | (0.01) | 51.62 |
| (Increase)/Decrease in other assets | (104.64) | (23.61) |
| Increase/(Decrease) in trade payables | 713.29 | 185.68 |
| Increase/(Decrease) in provisions | 3.58 | (25.05) |
| Increase/(Decrease) in other financial liabilities - current | 912.64 | 369.06 |
| Increase/(Decrease) in other liabilities | 41.61 | (70.57) |
| Cash generated from operations | 852.98 | 1,920.44 |
| Less: Income taxes paid | (41.38) | (95.38) |
| Net cash generated from operating activities (A) | 811.60 | 1,825.06 |
| Cash flows from investing activities | | |
| Interest received | 0.01 | 5.57 |
| Payments for property, plant and equipment and capital work-in-progress | (1,246.25) | (600.41) |
| Proceeds from disposal of property, plant and equipment | 7,706.54 | 15.50 |
| Net cash generated/(used in) from investing activities (B) | 6,460.30 | (579.34) |
| Cash flows from financing activities | | |
| Dividends paid (including tax) | - | (7.13) |
| Non Current Loan payment (net of receipts) | (6,161.18) | - |
| Short term borrowings (net of receipts) | (689.26) | (120.20) |
| Interest paid | (833.76) | (774.60) |
| Net cash used in financing activities (C) | (7,684.20) | (901.93) |
| Net increase/ (decrease) in cash and cash equivalents (A+B+C) | (412.30) | 343.79 |
| Add/Less : Exchange difference on cash and cash equivalents | 0.98 | 0.51 |
| Net increase/ (decrease) in cash and cash equivalents | (411.32) | 344.30 |
| Cash and cash equivalents at the beginning of the year | 1,061.94 | 717.64 |
| Cash and cash equivalents at the end of the year | 650.62 | 1,061.94 |

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholtime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBI8620

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary &
President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Consolidated Statement of changes in equity for the year ended 31st March 2023

(Rs. in lakhs)

| | | |
|----------|---|-----------------|
| A | Equity share capital | |
| | Balance as at 31st March 2021 | 2,472.88 |
| | Changes in equity share capital during the year | |
| | Balance as at 31st March 2022 | 2,472.88 |
| | Changes in equity share capital during the year | - |
| | Balance as at 31st March 2023 | 2,472.88 |

| Particulars | Attributable to the owners of the parent | | | | | | | | Total Other Equity attributable to the owners of the parent | Total Other Equity attributable to Non controlling interest | Total Other Equity | |
|-------------|--|---|--------------------------------|------------------|-------------------------------------|--|--|--|---|---|--------------------|-------------|
| | Reserves and Surplus | | | | Items of other comprehensive income | | | | | | | |
| | Securities Premium Account | Tonnage Tax Reserves U/s. 115VT of Income Tax Act | Tonnage Tax Reserve (Utilised) | General Reserves | Retained Earnings | Equity Instrument through Other Comprehensive Income | Remeasurement of Defined benefit plans | Exchange Differences on Translation of Financial Statement of Foreign Operations | | | | |
| B | Other equity | | | | | | | | | | | |
| | Balance as at 1st April 2021 | 11,697.08 | 610.00 | 7,267.00 | 8,190.09 | (46,465.04) | (31.72) | 15.20 | (2,465.12) | (21,182.51) | (14,334.89) | (35,517.40) |
| | Profit for the year | - | - | - | - | (6,222.07) | - | - | - | (6,222.07) | (881.85) | (7,103.92) |
| | Other Comprehensive Income/Loss (net of tax) | - | - | - | - | - | 9.13 | 2.00 | (619.53) | (608.40) | (282.36) | (890.76) |
| | Total Comprehensive Income for the year | - | - | - | - | (6,222.07) | 9.13 | 2.00 | (619.53) | (6,830.47) | (1,164.21) | (7,994.68) |
| | Transactions during the year | - | - | - | - | - | - | - | - | - | - | - |
| | Balance as at 31 March 2022 | 11,697.08 | 610.00 | 7,267.00 | 8,190.09 | (52,687.11) | (22.59) | 17.20 | (3,084.65) | (28,012.99) | (15,499.10) | (43,512.08) |
| | Profit for the year | - | - | - | - | 31,566.94 | - | - | - | 31,566.94 | 6,690.18 | 38,257.12 |
| | Other Comprehensive Income/Loss (net of tax) | - | - | - | - | - | (7.32) | 3.98 | (1,275.57) | (1,278.91) | (609.72) | (1,888.63) |
| | Total Comprehensive Income for the year | - | - | - | - | 31,566.94 | (7.32) | 3.98 | (1,275.57) | 30,288.03 | 6,080.46 | 36,368.49 |
| | Transactions during the year | - | - | - | - | - | - | - | - | - | - | - |
| | Balance as at 31st March 2023 | 11,697.08 | 610.00 | 7,267.00 | 8,190.09 | (21,120.17) | (29.91) | 21.18 | (4,360.22) | 2,275.04 | (9,418.64) | (7,143.59) |

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholetime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBI8620

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary &
President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

Notes to the consolidated financial statements for the year ended 31st March, 2023

1 General Information

Global Offshore Services Limited and its two subsidiaries (Collectively referred as "Group"), is engaged in charter of offshore support vessels. The Group is engaged in providing offshore support services to exploration and production companies. The Group's vessels support oil and gas exploration activities, as well as offshore projects. The Platform Supply Vessels (PSVs) owned and operated by the Group are deployed in India and West Africa, whilst the Anchor Handling Tug Cum Supply Vessels (AHTSVs) operate in India.

- 2 The Group has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 1st April 2017, with a transition date of 1st April 2016.

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) assets held for sale - measured at the lower of carrying amount or fair value less costs to sell;
- 3) defined benefit plans - plan assets measured at fair value;

3 Summary of Significant Accounting Policies and Basis of Consolidation

3.1 Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements. The financial statements of the Group have been consolidated using uniform accounting policies.

3.2 Basis of consolidation

The financial statements incorporate the consolidated financial statements of the Group, both unilaterally and jointly.

(a) Accounting for subsidiaries

A subsidiary is an entity over which the Company has control. Control is achieved when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the consolidated financial statement from the date on which control commences until the date on which control ceases. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. The financial statements of the Group have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and profits/losses, unless cost/revenue cannot be recovered.

The details of subsidiaries consolidated are as follows:

| Name of the subsidiaries | Principal Place of Business | % of shareholding | |
|---|-----------------------------|-----------------------|-----------------------|
| | | As at 31st March 2023 | As at 31st March 2022 |
| Garware Offshore International Services Pte Ltd - | Singapore | 100% | 100% |
| Global Offshore Services B. V. | The Netherlands | 68% | 68% |

The Subsidiaries of Global Offshore Services B.V. which has been consolidated in GOSBV are as follows :-

| Name of the step down subsidiaries | Name of the Country where it is Incorporated | Date of Incorporation | % of shareholding |
|------------------------------------|--|-----------------------|-------------------|
| Makalu Shipping B.V. | The Netherlands | 17.10.2016 | 100% |
| Shergar Chartering B.V. (*) | The Netherlands | 17.10.2016 | 100% |

(*) Inactive

(b) Non controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable asset at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Non-controlling interest is presented separately from the liabilities or assets and the equity of the shareholders in the consolidated Balance Sheet. Non-controlling interest in the profit or loss of the Group is separately presented.

Notes to the consolidated financial statements for the year ended 31st March, 2023

(c) Transaction eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.3 Functional and Presentation currency

These consolidated financial statements are presented in Indian rupees, which is the functional currency of the parent Company. All financial information presented in Indian rupees has been rounded to the nearest lakhs, except otherwise indicated

3.4 Fair value measurement

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs

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

Level 1 – Unadjusted quoted price in active markets for identical assets and liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 – unobservable inputs for the asset or liability

For assets and liabilities that are recognised in the consolidated financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization 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 fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement.

3.5 Use of significant accounting estimates, judgements and assumptions

The preparation of these consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of consolidated financial statements and reported amounts of income and expenses for the periods presented. The Group bases its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Significant estimates and critical judgement in applying these accounting policies are described below:

i) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on industry practice, Group's past history and existing market conditions as well as forward looking estimates at the end of each reporting period.

ii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

iii) Measurement of defined benefit plan & other long term benefits

The cost of the defined benefit gratuity plan / other long term benefits and the present value of the gratuity obligation / other long term benefits 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 / other long term benefits is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to the consolidated financial statements for the year ended 31st March, 2023

iv) Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

3.6 Summary of Significant Accounting Policies

3.6.1 Presentation and disclosure of Consolidated financial statement

All assets and liabilities have been classified as current and non-current as per Group's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013 for a Group whose consolidated financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of service and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Group for the purpose of current / non-current classification of assets and liabilities.

3.6.2 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. 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 and discounts given to the customers.

3.6.3 Time Charter earnings

Revenue is net of GST, rebates and other similar allowances. Revenue from the sale of service is recognized when the services are delivered, at which time all the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

3.6.4 Dividend and interest income

Dividend income from investments is recognized when the Group's right to receive payment has been established.

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

3.6.5 Borrowing cost

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the year in which they are incurred.

3.6.6 Taxation

(a) Current tax

Provision of current income-tax is made on the basis of the assessable income under the income tax Act, 1961 for the Holding company and respective tax laws of countries in which the Subsidiaries are domiciled. Income from shipping activities is assessed on the basis of deemed tonnage income.

Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period.

Notes to the consolidated financial statements for the year ended 31st March, 2023

(b) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

(c) Current and deferred tax for the year

During the year, the Group has not recognised any deferred tax asset in the absence of reasonable certainty of profits in the future.

3.6.7 Property, plant and equipment

For transition to Ind AS, the Group has elected to continue with the carrying value of its property, plant and equipment recognized as at 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Cost includes purchase price, inward freight, taxes and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use.

When an asset is scrapped or otherwise disposed, the cost and related depreciation are removed from the books and the resultant profit or loss (including capital profit), if any, is reflected in the statement of profit and loss.

The estimated useful life and residual value is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3.6.8 Depreciation of Property, plant and equipment

(a) On fleet

Depreciation has been arrived at on straight line method at the rate arrived at so as to provide 95% of the total cost of each vessel over its balance economic useful life. Any additions or extensions to existing vessels which forms an integral part of the vessels is depreciated by 95% over the remaining useful life of the vessels.

(b) On Motor Vehicles

Depreciation is arrived at on straight line method at 25% p.a. of the cost, based on the estimated useful life of 4 (four) years for the motor vehicles

(c) On Other Assets

Depreciation on other assets is charged on the Straight Line method at the rates prescribed under Schedule II of the Companies Act, 2013.

3.6.9 Inventories

(a) The Stock of stores and spares on board the ships is valued at cost or net realisable value whichever is lower. (FIFO Basis)

(b) The Stock of fuel and lubes owned by the Group is valued at cost or net realisable value whichever is lower. (FIFO Basis)

The Cost comprises of cost of purchases, duties and taxes (other than those subsequently recoverable) and other costs incurred in bringing them to their present location and condition. Cost of inventories is arrived at after providing for cost of obsolescence.

3.6.10 Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Notes to the consolidated financial statements for the year ended 31st March, 2023

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.6.11 Financial asset

All regular way purchases or sales of financial assets are recognized and de-recognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognized financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(a) Financial assets at Fair Value Through Profit and Loss (FVTPL)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in profit and loss. The net gain or loss recognized in profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income / Other expenses' line item. Dividend on financial assets at FVTPL is recognized when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

(b) Financial Assets at Fair value through Other Comprehensive Income (FVTOCI)

Financial assets at FVTOCI are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in Other Comprehensive Income.

(c) Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

For trade receivables or any contractual rights to receive cash or other financial assets that results from transactions that are within the scope of Ind AS 18, the Group always measures their allowances at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivable, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

(d) Derecognition of financial assets

The Group de-recognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralised borrowing for the proceeds received.

3.6.12 Foreign Exchange Transactions

Transactions in foreign currency are recorded at the standard exchange rates determined monthly. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are re-stated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions (including those relating to acquisition of depreciable assets) is recognised in the Profit and Loss Account.

Foreign Exchange gain or loss on restatement of long term foreign currency borrowing is recognised in the profit and loss.

In case of foreign operations whose functional currency is different from the parent company's functional currency, the assets and liabilities of such foreign operations, including goodwill and fair value adjustments arising upon acquisition, are translated to the reporting currency at exchange rates at the reporting date. The income and expenses of such foreign operations are translated to the reporting currency at the average exchange rates prevailing during the year. Resulting foreign currency differences are recognized in other comprehensive income/ (loss) and presented within equity as part of FCTR. When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is reclassified to the Consolidated Statement of Profit and Loss as a part of gain or loss on disposal.

Notes to the consolidated financial statements for the year ended 31st March, 2023

3.6.13 Leases

The Group determines whether an arrangement contains a lease by assessing whether the fulfilment of a transaction is dependent on the use of a specific asset and whether the transaction conveys the right to use that asset to the Group in return for payment. Where this occurs, the arrangement is deemed to include a lease and is accounted for either as finance or operating lease. Leases are classified as finance leases where the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Where Group is lessee

Operating lease - Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets 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 except where scheduled increase in rent compensates the Group with expected inflationary costs.

Finance lease – Finance leases are capitalised at the commencement of lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in the statement of profit and loss over the period of the lease.

Where Group is lessor

Assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

3.6.14 Employee benefits

The Defined benefit plan

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognised in Consolidated Statement of Profit and Loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Consolidated Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

3.6.15 Financial Liabilities

Financial liabilities are subsequently measured at amortised cost or at FVTPL.

(a) Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in profit and loss. The net gain or loss recognized in profit and loss is included in the 'Other Income / Other expenses' line item.

(b) Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost.

(c) Derecognition of financial liabilities

The Group de-recognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

3.6.16 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

Notes to the consolidated financial statements for the year ended 31st March, 2023

3.6.17 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

3.6.18 Segment Reporting

The Group is engaged in only one type of business i.e. charter of offshore support vessels. There are no separate reportable segments.

3.6.19 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the management of the Group is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4 Amendment to Existing issued Ind AS

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

New Standards / Amendments Notified but not yet Effective:

Ministry of Corporate Affairs (MCA), on March 31, 2023 through the Companies (Indian Accounting Standards (Ind AS) Amendment Rules, 2023 amended certain existing Ind As's with effect from April 01, 2023. Following are few key amendments relevant to the Company.

Ind AS 1 - Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of the financial statements.

Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

Ind AS 8 – Accounting policies, changes in accounting estimate and errors clarification on what constitutes an accounting estimate provided.

Ind AS 12 – Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

The Company does not expect the effect of this on the financial statements to be material based on preliminary evaluation.

Notes to the consolidated financial statements for the year ended 31st March, 2023

5 - Property, Plant and Equipment

(Rs. in lakhs)

| Particulars | Office Premises | Fleet | Office equipment | Furniture & fixtures | Vehicles | Computers | Total |
|--|-----------------|------------------|------------------|----------------------|-------------|--------------|------------------|
| Balance as at 31st March 2021 | 1,241.45 | 94,513.75 | 17.95 | 59.75 | 43.21 | 20.53 | 95,896.64 |
| Additions | - | 595.96 | 0.50 | - | - | 3.95 | 600.41 |
| Disposals | - | - | - | - | - | - | - |
| Adjustments FCTR | - | 1,219.88 | 0.48 | - | - | - | 1,220.36 |
| Balance as at 31st March 2022 | 1,241.45 | 96,329.59 | 18.93 | 59.75 | 43.21 | 24.48 | 97,717.41 |
| Additions | - | 1,243.38 | 0.69 | - | - | 2.18 | 1,246.25 |
| Disposals | (738.24) | (32,285.60) | - | - | (34.51) | - | (33,058.35) |
| Adjustments FCTR | - | 3,061.12 | 1.19 | - | - | - | 3,062.31 |
| Transfer to Assets held for disposal | - | (8,327.65) | - | - | - | - | (8,327.65) |
| Balance as at 31st March 2023 | 503.21 | 60,020.84 | 20.81 | 59.75 | 8.70 | 26.66 | 60,639.97 |
| Depreciation, Amortisation & Impairment | | | | | | | |
| Balance as at 31st March 2021 | 111.04 | 43,474.03 | 17.94 | 57.05 | 43.21 | 13.01 | 43,716.28 |
| Depreciation expense | 21.76 | 3,482.76 | 0.06 | 2.70 | - | 2.62 | 3,509.90 |
| Impairment | - | - | - | - | - | - | - |
| Adjustments FCTR | - | 997.80 | 0.48 | - | - | - | 998.28 |
| Balance as at 31st March 2022 | 132.80 | 47,954.59 | 18.48 | 59.75 | 43.21 | 15.63 | 48,224.46 |
| Depreciation expense | 20.29 | 3,092.55 | 1.14 | - | - | 1.32 | 3,115.30 |
| Disposals | (95.70) | (9,681.79) | - | - | (34.51) | - | (9,812.00) |
| Impairment (refer note no.28) | - | 4,174.66 | - | - | - | - | 4,174.66 |
| Adjustments FCTR | - | 2,536.47 | 1.19 | - | - | - | 2,537.66 |
| Transfer to Assets held for disposal | - | (6,987.40) | - | - | - | - | (6,987.40) |
| Balance as at 31st March 2023 | 57.39 | 41,089.08 | 20.81 | 59.75 | 8.70 | 16.95 | 44,065.42 |
| Carrying /net block amount | | | | | | | |
| Balance as at 31st March 2022 | 1,108.65 | 48,375.00 | 0.45 | - | - | 8.85 | 41,252.68 |
| Balance as at 31st March 2023 | 445.82 | 18,931.76 | - | - | - | 9.71 | 19,387.29 |

5.1(a) The title deeds of all the immovable properties (other than properties where the Company is a lessee and the lease agreements are duly executive in favour of the lessee) are held in the name of the Company.

5.1(b) The Company has not carried out any revaluation of its Property, Plant and Equipment during the year.

5.1(c) During the year the Company has sold the following assets and accounted the profit/(loss) in the financial statements.

(Rs. in lakhs)

| Particular | Office Premises | Fleets | Vehicles |
|--|-----------------|-------------|----------|
| Written down value at the time of sale | 642.55 | 23,413.54 | - |
| Sales Value | 1,050.00 | 7,453.20 | 13.08 |
| Profit / (Loss) accounted recognised in profit and loss account | 407.45 | (15,960.34) | 13.08 |

5.1(d) Subsequent to balance sheet date, the Company has sold one vessel. The difference between the WDV as on 31st March 2023 and Net Sale value has been accounted as impairment loss being adjusting event.

6 - Investments

(Rs. in lakhs)

| Particulars | As at 31st March 2023 | | As at 31st March 2022 | |
|--|-----------------------|-------------|-----------------------|--------------|
| | Nos. | Amount | Nos. | Amount |
| Other Investments | | | | |
| Quoted (fully paid) | | | | |
| Equity instruments (fair value through other comprehensive income) | | | | |
| Garware Marine Industries Limited (Face Value of Rs. 10/- each) | 129,330 | 7.76 | 129,330 | 15.08 |
| Total | | 7.76 | | 15.08 |

The fair value of Other Investments (Non-current and Current) as at 31st March 2023 have been arrived at on the basis of closing market price of the said investments on a recognized stock exchange.

Notes to the consolidated financial statements for the year ended 31st March, 2023

7 - Other Financial Assets (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--------------------------|--------------------------|--------------------------|
| 7A Non-current | | |
| Security Deposits | - | - |
| Non-current total | - | - |
| 7B Current | | |
| Interest receivable | 3.16 | - |
| Other Deposits | 0.25 | 0.25 |
| Current total | 3.41 | 0.25 |
| Total | 3.41 | 0.25 |

For the financial assets that are measured at amortised cost, the fair values are not materially different from their carrying amounts, since they are either of short term nature or interest receivable is close to current market rates.

8- Deferred Tax Assets/Liabilities (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|--------------------------|--------------------------|
| Deferred Tax Assets | | |
| MAT Credit Entitlement | | |
| Opening Balance | 136.64 | 133.56 |
| Add : Recognition of earlier year MAT credit in the current year | - | 3.08 |
| Less : Utilisation of MAT credit for payment of taxes | 47.55 | - |
| Charge off excess MAT credit | 89.09 | - |
| Closing Balance | - | 136.64 |

In the current year, the Company has recognised the MAT Credit entitlements pertaining to earlier years, as Management believes that the Company will be able to utilise the credit in near future.

9 - Other Assets (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|--------------------------|--------------------------|
| 9A Non-current | | |
| Security Deposits | 4.84 | 4.78 |
| Deposits with Customs, Port Trust and Court of law. | 8.50 | 8.50 |
| Non-current total | 13.34 | 13.28 |
| 9B Current | | |
| Advances to Suppliers | 90.25 | 16.24 |
| Prepaid expenses | 7.37 | 11.33 |
| Taxes recoverable | 176.23 | 130.84 |
| Current total | 273.85 | 158.41 |
| Total | 287.19 | 171.69 |

10 - Inventories (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---|--------------------------|--------------------------|
| Inventories (lower of cost and net realisable value) | | |
| Stock of Stores, Spares & Consumables | 1,528.95 | 1,868.54 |
| Total | 1,528.95 | 1,868.54 |

Notes to the consolidated financial statements for the year ended 31st March, 2023

11 - Trade receivables (Rs. in lakhs)

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31st March 2023 | 31st March 2022 |
| Unsecured, considered good for more than six months | 1,839.72 | 1,833.84 |
| Unsecured, considered good - others | 999.04 | 1,220.90 |
| Less : Expected Credit Loss | (1,761.94) | (1,761.94) |
| Total | 1,076.82 | 1,292.80 |

Trade receivables are recognized at their original invoiced amounts which represent their fair value on initial recognition. They are also considered to be of short duration and are not discounted. The carrying values are equivalent to their fair values. All trade receivables are reviewed and assessed for default on a regular basis. Trade receivables are mainly from customers having appropriate credit quality and strong financials. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on historical credit loss experience and is adjusted for forward looking information.

Trade Receivable Ageing : (Rs. in lakhs)

| Particulars | As at | |
|----------------------------|-----------------|-----------------|
| | 31st March 2023 | 31st March 2022 |
| Considered good | | |
| Undisputed | | |
| - Less than 6 months | 900.29 | 1,133.86 |
| - 6 months – 1 years | 43.49 | 3.30 |
| - 1-2 years | 16.77 | 73.25 |
| -2-3 years | - | - |
| - More than 3 years | - | - |
| | 960.55 | 1,210.41 |
| Disputed | | |
| - Less than 6 months | - | - |
| - 6 months – 1 years | 116.27 | 82.39 |
| - 1-2 years | - | - |
| -2-3 years | - | - |
| - More than 3 years | - | - |
| | 116.27 | 82.39 |
| Considered doubtful | | |
| Undisputed | | |
| - Less than 6 months | - | - |
| - 6 months – 1 years | - | - |
| - 1-2 years | - | - |
| -2-3 years | - | - |
| - More than 3 years | 1,761.94 | 1,761.94 |
| | 1,761.94 | 1,151.94 |
| Disputed | | |
| - Less than 6 months | - | - |
| - 6 months – 1 years | - | - |
| - 1-2 years | - | - |
| -2-3 years | - | - |
| - More than 3 years | - | - |
| | - | - |

12 - Cash and cash equivalents (Rs. in lakhs)

| Particulars | As at | |
|---------------------|-----------------|-----------------|
| | 31st March 2023 | 31st March 2022 |
| Cash on hand | 7.76 | 5.10 |
| Balances with Banks | | |
| In current accounts | 34.40 | 1,032.75 |
| Total | 42.16 | 1,037.85 |

Notes to the consolidated financial statements for the year ended 31st March, 2023

13 Bank balances other than Cash and cash equivalents (Rs. in lakhs)

| Particulars | As at | |
|-------------------|-----------------|-----------------|
| | 31st March 2023 | 31st March 2022 |
| Margin Money | 208.46 | 24.09 |
| Deposit with Bank | 400.00 | - |
| Total | 608.46 | 24.09 |

Margin money deposits includes deposits kept for guarantees issued on behalf of the Company by Banks.

14 - Equity Share capital

| Particulars | As at | |
|---|-----------------|-----------------|
| | 31st March 2023 | 31st March 2022 |
| Authorised | | |
| 3,20,00,000 Equity Shares of Rs. 10/- each | 3,200.00 | 3,200.00 |
| 1,50,000 Cumulative Redeemable Preference Shares of Rs. 100/- each | 150.00 | 150.00 |
| 1,50,000 Cumulative Convertible Preference Shares of Rs. 100/- each | 150.00 | 150.00 |
| | 3,500.00 | 3,500.00 |
| Issued, subscribed and fully paid up | | |
| 2,47,28,793 Equity Shares of Rs. 10/- each, fully paid up | 2,472.88 | 2,472.88 |
| Total | 2,472.88 | 2,472.88 |

| Particulars | No. of shares | Rs. in lakhs |
|-------------------------------------|-------------------|-----------------|
| 14A Fully paid equity shares | | |
| As at 31 March 2022 | 24,728,793 | 2,472.88 |
| As at 31 March 2023 | 24,728,793 | 2,472.88 |

| Particulars | As at 31st March 2023 | | As at 31st March 2022 | |
|---|--------------------------------------|---------------------------|--------------------------------------|---------------------------|
| | Number of shares held in the Company | Percentage of shares held | Number of shares held in the Company | Percentage of shares held |
| 14B Shares in the Company held by each shareholder holding more than 5% shares | | | | |
| Fully paid equity shares | | | | |
| Sushma Ashok Garware | 1,788,418 | 7.23% | 1,568,418 | 6.34% |
| Universal Investments Services Pvt Ltd. | 1,437,688 | 5.81% | 1,660,188 | 6.71% |
| Garware Marine Industries Ltd. | 1,451,886 | 5.87% | 1,451,886 | 5.87% |
| Total | 4,677,992 | 18.91% | 4,680,492 | 18.92% |

14C Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters / persons acting in concert as at March 31, 2023 is as follows:

| Particulars | As at 31st March 2023 | | As at 31 March 2022 | | % of changes during the year | % of changes during the previous year |
|--|--------------------------------------|------------------|--------------------------------------|------------------|------------------------------|---------------------------------------|
| | Number of shares held in the Company | % of Total share | Number of shares held in the Company | % of Total share | | |
| Universal Investment Services Pvt. Ltd. | 1,437,688 | 5.81 | 1,660,188 | 6.71 | 0.13 | - |
| Sushma Garware | 1,788,418 | 7.23 | 1,568,418 | 6.34 | (0.14) | - |
| Garware Marine Ind.Ltd. | 1,451,886 | 5.87 | 1,451,886 | 5.87 | - | - |
| Rondor Overseas Ltd. | 1,190,745 | 4.82 | 1,190,745 | 4.82 | - | - |
| Aditya Garware | 783,703 | 3.17 | 783,703 | 3.17 | - | - |
| Adsu Trading Investment Co. Pvt. Ltd. | 525,181 | 2.12 | 525,181 | 2.12 | - | - |
| Mauve Trading & Investment Co. Pvt. Ltd. | 368,556 | 1.49 | 366,056 | 1.48 | (0.01) | - |

Notes to the consolidated financial statements for the year ended 31st March, 2023

| Particulars | As at 31st March 2023 | | As at 31 March 2022 | | % of changes during the year | % of changes during the previous year |
|---|--------------------------------------|------------------|--------------------------------------|------------------|------------------------------|---------------------------------------|
| | Number of shares held in the Company | % of Total share | Number of shares held in the Company | % of Total share | | |
| Shesu Trading & Investment Co Pvt. Ltd. | 327,750 | 1.33 | 327,750 | 1.33 | - | - |
| Masu Trading & Investment Co. Pvt. Ltd. | 180,750 | 0.74 | 180,750 | 0.74 | - | - |
| Maneesha Shatul Shah | 120,988 | 0.49 | 120,988 | 0.49 | - | - |
| A. B. Garware Huf | 30,506 | 0.13 | 30,506 | 0.13 | - | - |
| Shefali Bajaj | 17,000 | 0.07 | 17,000 | 0.07 | - | - |
| Ashesh Chandarana | 3,607 | 0.01 | 3,607 | 0.01 | - | - |
| Garware Goa Nets Ltd. | 2,425 | 0.01 | 2,425 | 0.01 | - | - |
| Narendra S. Surve | 200 | 0.00 | 655 | 0.00 | 0.69 | - |
| Sheela Shashikant Garware | 551 | 0.00 | 551 | 0.00 | - | - |
| Shashikant B Garware | 551 | 0.00 | 551 | 0.00 | - | - |
| Keyur S. Dave | 100 | 0.00 | 100 | 0.00 | - | - |
| Anita Chandrkant Garware | 51 | 0.00 | 51 | 0.00 | - | - |
| Shyamsunder V Atre | 50 | 0.00 | 50 | 0.00 | - | - |
| Ajay C. Gandhi | 10 | 0.00 | 10 | 0.00 | - | - |
| Total | 8,230,816 | 33.29 | 8,231,271 | 33.29 | 0.67 | |

14D Terms / Rights attached to equity shares

- The Company has only one class of equity shares having face value of Rs. 10 per share. The equity shares rank pari passu in all respects including voting rights and entitlement of dividend.
- In the event of liquidation of the Company, the holder of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by the shareholders.

15 Financial liabilities

(Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|-----------------------|-----------------------|
| 15 A Non- Current Borrowings | | |
| Secured Loans from Banks | | |
| Foreign Currency Loan | 6,363.53 | 52,274.14 |
| Unsecured | | |
| From Others | 1,859.49 | 9,475.22 |
| Total Non-Current Borrowings | 8,223.02 | 61,749.36 |
| Less : Current maturities of Long term borrowings | 7,299.53 | 59,285.28 |
| Non- Current Borrowings (as per balance sheet) | 923.49 | 2,464.08 |

(A) Re. : Parent Company

i. Terms and Conditions

Loan from Phoenix ARC Private Limited is secured by way of :

- Exclusive charge on the vessels (2 AHTSVs and 1 PSVs) owned by the Company.
- First charge on all current assets including stores, spares, Oil and Book debts.
- First charge on Company's office premises.

- Company has arrived at an agreement of settlement of assigned debt with Phoenix ARC Private Limited for an amount of Rs 86.51 crores. The Settlement will be in place once the entire amount is repaid. Any event of default will lead to the reinstatement of the entire Assigned amount in the Books. In view of the said agreement , Company has effected necessary write back of liabilities.

Notes to the consolidated financial statements for the year ended 31st March, 2023

(B) Re : Subsidiaries

Global Offshore Services BV, Netherlands

Term loans for acquisition of vessels

Global Offshore Services B.V.'s subsidiary, Makalu Shipping B.V. as on date of this report, owns and operates, one Vessel. The loan on the said Vessel has been restructured in 2021 with the restatement of the outstanding debt at a substantially lower figure whilst the debt (at a lower level) was scheduled to be repaid by end October 2022, Makalu Shipping B.V. sought extension for the same which has been approved. The Security on the Vessel in favour of the Lenders is as under:

- First Charge on the respective Vessel.
- First priority assignment of the Obligatory Insurances
- First priority pledge or charge over the Earnings Account of the Borrower
- Exclusive first Charge on receivables, earnings, claims against third parties, revenues, stores, spares, etc. of the Vessel of whatsoever nature.
- Corporate Guarantee from Global Offshore Services Ltd. "

All other assets which were owned/operated by GOSBV have been sold/returned to Owners as detailed below :

(C) Debt Reconciliation

For the Year ended 31st March 2023

(Rs. in lakhs)

| Particular | Opening Balance | Receipts | Repayment | Write Back | Loan Transfer to ARC | Other Adjustment* | Closing Balance |
|---------------------------------|------------------|-----------------|-------------------|--------------------|----------------------|-------------------|-----------------|
| Secured Loan | 68,039.31 | - | (120.84) | (19,286.85) | (39,527.44) | (2,740.65) | 6,363.53 |
| Loan from Phoenix ARC Pvt. Ltd. | - | - | (7,331.17) | (32,196.00) | 40,847.00 | - | 1,319.83 |
| Intercorporate Deposits | - | 1,137.00 | (1.00) | - | - | 34.78 | 1,170.78 |
| Working Capital Loan | 1,847.67 | - | (528.11) | - | (1,319.56) | - | - |
| Total | 69,886.98 | 1,137.00 | (7,981.12) | (51,482.85) | - | (2,705.87) | 8,854.14 |

For the Year ended 31st March 2022

| Particular | Opening Balance | Receipts | Repayment | Write Back | Loan Transfer to ARC | Other Adjustment* | Closing Balance |
|--------------------------|------------------|----------|-----------------|------------|----------------------|-------------------|------------------|
| Secured Loan | 51,667.41 | - | - | - | - | 606.73 | 52,274.14 |
| Unsecured Loan from bank | 14,143.28 | - | - | - | - | 1,621.89 | 15,765.17 |
| Working Capital Loan | 1,973.45 | - | (125.78) | - | - | - | 1,847.67 |
| | 67,784.14 | - | (125.78) | - | - | 2,228.62 | 69,886.98 |

* Other adjustment includes changes in the financial liabilities due to foreign exchange (gain)/loss.

(Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|-----------------------|-----------------------|
| 15B Current Borrowings | | |
| Secured Working Capital Facility From Banks | | |
| Foreign Currency | - | 1,319.56 |
| Rupee | - | 528.11 |
| Unsecured loan from banks | 1,423.51 | 1,315.85 |
| Current maturities of long term debts | 7,299.53 | 59,285.28 |
| Unsecured Loan from others | | |
| Loan from other | 6,013.02 | 4,974.10 |
| Total Current Borrowings | 14,736.06 | 67,422.90 |

Terms and Conditions

- (i) The Company during the year, has sold part of its Office Premises. From the proceeds of sale, the Company has repaid the entire Working Capital Facility (Fund Based) availed from Punjab National Bank (PNB) and placed 100% (+) margin deposits towards non-fund based limits provided by the Bank.
- (ii) An Unsecured Demand Loan facility from Axis Bank is at an interest rate of 3 months LIBOR + 450 bps p.a. The said loan was not repaid on due date and the Company is in dialogue with the Bank in an attempt to arrive at an amicable settlement of the same. However, considering the "genesis" of the loan and the statute of limitation, the Company is advised that the same would potentially not be payable.

Notes to the consolidated financial statements for the year ended 31st March, 2023

16 Other financial liabilities (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|--------------------------|--------------------------|
| 16A Non-current | | |
| Other long term liabilities | - | - |
| Non-current total | - | - |
| 16B Current | | |
| Interest Accrued and due on Borrowings (*) | 702.93 | 14,435.65 |
| Other payables | 3,110.08 | 2,079.37 |
| Current total | 3,813.01 | 16,515.02 |
| Total | 3,813.01 | 16,515.02 |

For the current financial liabilities that are measured at amortised cost, the fair values are not materially different from their carrying amounts, since they are of short term nature.

(*) The Company continues to provide interest on the original terms of the loan granted, even though the Company is advised that these loan and interest thereon may not be payable.

17 Provisions (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|---------------------------------|--------------------------|--------------------------|
| 17A Non-current | | |
| Provision for employee benefits | | |
| Gratuity | 0.90 | - |
| Non-current total | 0.90 | - |
| 17B Current | | |
| Provision for employee benefits | | |
| Gratuity | - | 1.30 |
| Current total | - | 1.30 |
| Total | 0.90 | 1.30 |

18 Trade payables (Rs. in lakhs)

| Particulars | As at 31st March 2023 | As at 31st March 2022 |
|--|--------------------------|--------------------------|
| Trade payables | | |
| Due to Micro, Small and Medium Enterprises | - | - |
| Other than Micro, Small and Medium Enterprises | 3,459.06 | 2,655.55 |
| Total | 3,459.06 | 2,655.55 |

Trade payables ageing as on 31st March 2023

| Description | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|-------------------|---------------------|-----------------|---------------|----------------------|-----------------|
| Undisputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | 976.19 | 1,069.81 | 349.18 | 1,063.88 | 3,459.06 |
| Disputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | - | - | - | - | - |
| Total | 976.19 | 1,069.81 | 349.18 | 1,063.88 | 3,459.06 |

Trade payables ageing as on 31st March 2022

| Description | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|-------------------|---------------------|---------------|---------------|----------------------|-----------------|
| Undisputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | 749.43 | 821.30 | 268.07 | 816.75 | 2,655.55 |
| Disputed | | | | | |
| Payable to MSME | - | - | - | - | - |
| Payable to Other | - | - | - | - | - |
| Total | 749.43 | 821.30 | 268.07 | 816.75 | 2,655.55 |

Notes to the consolidated financial statements for the year ended 31st March, 2023

| 19 Other liabilities | | (Rs. in lakhs) | |
|---|-------------------------------|-------------------------------|--|
| Particulars | As at 31st March 2023 | As at 31st March 2022 | |
| Current | | | |
| Deferred Income | - | - | |
| Statutory Dues | 176.57 | 130.64 | |
| Total | 176.57 | 130.64 | |
| 20 Revenue from Operations | | | |
| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 | |
| Sale of Services | | | |
| Fleet Chartering Earnings and related services (Net of GST) | 5,101.44 | 6,497.49 | |
| Total | 5,101.44 | 6,497.49 | |
| 21 Other income | | | |
| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 | |
| Interest income earned on financial assets not designated as at FVTPL | | | |
| Bank deposits | 3.17 | 5.57 | |
| Interest received on IT Refund | 5.50 | 20.55 | |
| Profit on sale of assets (Net) | - | 15.50 | |
| Exchange gain | - | 21.83 | |
| Miscellaneous Income | 9.85 | 53.09 | |
| Total | 18.52 | 116.54 | |
| 22 Fleet operating Expenses | | | |
| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 | |
| Travelling Expenses | 114.87 | 85.03 | |
| Fuel, Oil, Stores & Water | 679.90 | 717.51 | |
| Port & Canal dues | 112.65 | 87.73 | |
| Repairs | 375.83 | 254.57 | |
| Stores & Victualling | 705.32 | 760.11 | |
| Insurance Charges & Protecting Club Fees | 193.34 | 171.11 | |
| Telecommunication Charges | 113.06 | 101.25 | |
| Professional Fees | 270.26 | 262.86 | |
| Agency Fees, Brokerage & Commission | 275.86 | 325.64 | |
| Sundry Operating expenses | 94.12 | 156.51 | |
| Total | 2,935.21 | 2,922.32 | |
| 23 Employee benefits expense | | | |
| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 | |
| Salaries, wages and Fees | 2,423.50 | 2,530.57 | |
| Gratuity, contribution to provident funds and other funds | 113.06 | 97.40 | |
| Gratuity expenses | 4.01 | (19.78) | |
| Staff welfare expenses | 4.46 | 2.71 | |
| Total | 2,545.03 | 2,610.90 | |

Employee benefit plans

23A Defined contribution plans

In the books of parent Company

The Company makes contribution towards provident fund to a defined contribution benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the contribution plan to fund the benefits. The provident fund plan is operated by the Government administrated employee provident fund. Eligible employees receive the benefits from the said Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund plan equal to specific percentage of the covered employee's salary. The Company has no obligations other than this to make the specified contribution.

Notes to the consolidated financial statements for the year ended 31st March, 2023

The Company has recognised the following amounts in the statement of Profit and Loss.

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| Contribution to Employees Provident Fund | 13.15 | 16.03 |
| Contribution to Seamen's Provident Fund | 26.81 | 34.35 |
| Total | 39.96 | 50.38 |

23B

(A) Defined benefit plans

The Company earmark liability towards Gratuity and provide for payment under Group Gratuity Scheme administered by the Life Insurance Corporation of India (LIC).

(a) Characteristics of defined benefit plan

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

(b) Risks associated with defined benefit plan

Gratuity is a defined benefit plan and Company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G. Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very less as insurance Companies have to follow regulatory guidelines.

(c) Characteristics of defined benefit plans

The Company has the benefit scheme in line with Payment of Gratuity Act, 1972, for those employees who are getting benefit as per Payment of Gratuity Act, 1972. Change in liability (if any) due to this scheme change is recognised as past service cost.

(d) A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

(B) Other Disclosures

| Particulars | 31st March, 2023 | 31st March, 2022 |
|---------------------|--|--|
| Type of Benefit | Gratuity | Gratuity |
| Country | India | India |
| Reporting Standard | Indian Accounting Standard 19 (IndAS 19) | Indian Accounting Standard 19 (IndAS 19) |
| Funding Status | Funded | Funded |
| Starting Period | 01-Apr-22 | 01-Apr-21 |
| Date of Reporting | 31-Mar-23 | 31-Mar-22 |
| Period of Reporting | 12 Months | 12 Months |

Notes to the consolidated financial statements for the year ended 31st March, 2023

| Assumptions (Previous Period) | | |
|--------------------------------------|--|--|
| Particulars | Gratuity | Gratuity |
| Expected Return on Plan Assets | 6.98% | 6.98% |
| Rate of Discounting | 6.98% | 6.98% |
| Rate of Salary Increase | 5.00% | 5.00% |
| Rate of Employee Turnover | 2.00% | 2.00% |
| Mortality Rate During Employment | Indian Assured Lives Mortality (2006-08) | Indian Assured Lives Mortality (2006-08) |
| Mortality Rate After Employment | N.A. | N.A. |

| Assumptions (Current Period) | | |
|-------------------------------------|--|--|
| Particulars | Gratuity | Gratuity |
| Expected Return on Plan Assets | 7.46% | 7.46% |
| Rate of Discounting | 7.46% | 7.46% |
| Rate of Salary Increase | 5.00% | 5.00% |
| Rate of Employee Turnover | 2.00% | 2.00% |
| Mortality Rate During Employment | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |
| Mortality Rate After Employment | N.A. | N.A. |

| Change in the Present Value of Projected Benefit Obligation | | (Rs. in lakhs) | |
|--|-----------------|-------------------------|--|
| Particulars | Gratuity | Gratuity | |
| Present Value of Benefit Obligation at the Beginning of the Period | 50.25 | 71.93 | |
| Interest Cost | 3.50 | 3.02 | |
| Current Service Cost | 3.92 | 4.25 | |
| (Gains)/ Losses on Curtailment | - | (24.28) | |
| Benefit Paid From the Fund | (10.53) | (2.10) | |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | - | (0.03) | |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions | (0.78) | (1.70) | |
| Actuarial (Gains)/Losses on Obligations - Due to Experience | (3.62) | (0.84) | |
| Present Value of Benefit Obligation at the End of the Period | 42.74 | 50.25 | |

| Change in the Fair Value of Plan Assets | | (Rs. in lakhs) | |
|--|-----------------|-------------------------|--|
| Particulars | Gratuity | Gratuity | |
| Fair Value of Plan Assets at the Beginning of the Period | 48.95 | 43.58 | |
| Interest Income | 3.42 | 2.76 | |
| Contributions by the Employer | 0.43 | 5.27 | |
| Benefit Paid from the Fund | (10.53) | (2.10) | |
| Return on Plan Assets, Excluding Interest Income | (0.43) | (0.56) | |
| Fair Value of Plan Assets at the End of the Period | 41.84 | 48.95 | |

| Amount Recognized in the Balance Sheet | | (Rs. in lakhs) | |
|--|-----------------|-------------------------|--|
| Particulars | Gratuity | Gratuity | |
| Present Value of Benefit Obligation at the end of the Period | (42.74) | (50.25) | |
| Fair Value of Plan Assets at the end of the Period | 41.84 | (48.95) | |
| Funded Status (Surplus/ (Deficit)) | (0.90) | (1.30) | |
| Net (Liability)/Asset Recognized in the Balance Sheet | (0.90) | (1.30) | |

Notes to the consolidated financial statements for the year ended 31st March, 2023

| Net Interest Cost for Current Period | | (Rs. in lakhs) |
|--|-----------------|-------------------------|
| Particulars | Gratuity | Gratuity |
| Present Value of Benefit Obligation at the Beginning of the Period | 50.25 | 71.93 |
| Fair Value of Plan Assets at the Beginning of the Period | (48.95) | (43.58) |
| Net Liability/(Asset) at the Beginning | 1.30 | 28.35 |
| Interest Cost | 3.50 | 3.02 |
| Interest Income | (3.41) | (2.76) |
| Net Interest Cost for Current Period | 0.09 | 0.26 |

| Expenses Recognized in the Statement of Profit or Loss for Current Period | | (Rs. in lakhs) |
|--|-----------------|-------------------------|
| Particulars | Gratuity | Gratuity |
| Current Service Cost | 3.92 | 4.25 |
| Net Interest Cost | 0.09 | 0.26 |
| (Gains)/Losses on Curtailments And Settlements | - | (24.29) |
| Expenses Recognized | 4.01 | (19.78) |

| Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period | | (Rs. in lakhs) |
|---|-----------------|-------------------------|
| Particulars | Gratuity | Gratuity |
| Actuarial (Gains)/Losses on Obligation For the Period | (4.41) | (2.56) |
| Return on Plan Assets, Excluding Interest Income | 0.43 | 0.56 |
| Net (Income)/Expense For the Period Recognized in OCI | (3.98) | (2.00) |

| Balance Sheet Reconciliation | | (Rs. in lakhs) |
|---|-----------------|-------------------------|
| Particulars | Gratuity | Gratuity |
| Opening Net Liability | 1.30 | 28.34 |
| Expenses Recognized in Statement of Profit or Loss | 4.01 | (19.77) |
| Expenses Recognized in OCI | (3.98) | (2.00) |
| Employer's Contribution | (0.43) | (5.27) |
| Net Liability/(Asset) Recognized in the Balance Sheet | 0.90 | 1.30 |

| Category of Assets | | (Rs. in lakhs) |
|---------------------------|-----------------|-----------------------|
| Particulars | Gratuity | Gratuity |
| Insurance fund | 41.84 | 48.95 |
| Other | - | - |
| Total | 41.84 | 48.95 |

| Other Details | | (Rs. in lakhs) |
|---|-----------------|-------------------------|
| Particulars | Gratuity | Gratuity |
| No. of Active Members | 19 | 28 |
| Per Month Salary For Active Members | 9.78 | 11.05 |
| Weighted Average Duration of the Projected Benefit Obligation | 5 | 6 |
| Average Expected Future Service | 9 | 10 |
| Projected Benefit Obligation | 42.74 | 50.25 |
| Prescribed Contribution For Next Year (12 Months) | 4.26 | 5.23 |

| Net Interest Cost for Next Year | | (Rs. in lakhs) |
|--|-----------------|-----------------------|
| Particulars | Gratuity | Gratuity |
| Present Value of Benefit Obligation at the End of the Period | 42.74 | 50.25 |
| Fair Value of Plan Assets at the End of the Period | (41.84) | (48.95) |
| Net Liability/(Asset) at the End of the Period | 0.90 | 1.30 |
| Interest Cost | 3.19 | 3.51 |
| Interest Income | (3.11) | (3.42) |
| Net Interest Cost for Next Year | 0.08 | 0.09 |

Notes to the consolidated financial statements for the year ended 31st March, 2023

Maturity Analysis of the Benefit Payments : From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting

(Rs. in lakhs)

| Particulars | Gratuity | Gratuity |
|---------------------------|----------|----------|
| 1st Following Year | 1.14 | 6.43 |
| 2nd Following Year | 1.26 | 1.27 |
| 3rd Following Year | 20.40 | 1.37 |
| 4th Following Year | 10.50 | 19.12 |
| 5th Following Year | 5.27 | 10.54 |
| Sum of Years 6 To 10 | 11.28 | 16.67 |
| Sum of Years 11 and above | 10.24 | 22.85 |

Maturity Analysis of the Benefit Payments : From the Employer

Sensitivity Analysis

(Rs. in lakhs)

| Particulars | Gratuity | Gratuity |
|---|----------|----------|
| Projected Benefit Obligation on Current Assumptions | 42.74 | 50.25 |
| Delta Effect of +1% Change in Rate of Discounting | (1.54) | (2.40) |
| Delta Effect of -1% Change in Rate of Discounting | 1.67 | 2.67 |
| Delta Effect of +1% Change in Rate of Salary Increase | 1.69 | 2.69 |
| Delta Effect of -1% Change in Rate of Salary Increase | (1.59) | (2.46) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 0.14 | 0.24 |
| Delta Effect of -1% Change in Rate of Employee Turnover | (0.15) | (0.27) |

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

24 Finance costs

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|------------------------|-------------------------------|-------------------------------|
| Interest on Borrowings | 868.50 | 2,392.52 |
| Other borrowing costs | 2.49 | 2.50 |
| Total | 870.99 | 2,395.02 |

25 Depreciation and amortisation expense

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Depreciation of Property, Plant and Equipment | 3,115.29 | 3,509.90 |
| Total | 3,115.29 | 3,509.90 |

26 Other expenses

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Office Repairs and Maintenance | 3.99 | 5.48 |
| Rent | 12.80 | 3.88 |
| Insurance | 0.53 | 1.13 |
| Rates and Taxes | 2.71 | 3.11 |
| Bad debts written off | 97.90 | - |
| Bank Charges | 17.90 | 14.39 |
| Travelling Expenses | 72.68 | 14.19 |
| Director Sitting Fees | 10.64 | 9.14 |
| Postage, Telephone and Fax | 9.71 | 11.33 |
| Legal, Professional and Consultancy Charges | 604.03 | 487.50 |
| Miscellaneous Expenses | 141.91 | 107.68 |
| Total | 974.80 | 657.83 |

Notes to the consolidated financial statements for the year ended 31st March, 2023

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|--|-------------------------------|-------------------------------|
| 26A | | |
| Auditors' remuneration and expenses | | |
| Statutory Audit fees | 39.25 | 42.39 |
| Certification Charges | 0.20 | 0.20 |
| Payments to tax auditors | | |
| Tax audit fees | 0.60 | 0.60 |

27 Exceptional Items

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Profit on settlement of loan and write back of financial liabilities(Refer Note 27.(i)) | 54,181.96 | - |
| Profit on sale of office premises (Refer Note 27(ii)) | 420.53 | - |
| Accrual of Interest Liability which was written back earlier (Refer Note 27 (iii)) | 9,300.04 | - |
| Profit on settlement of loan and write back of financial liabilities | - | 23.07 |
| Total exceptional income | 63,902.53 | 23.07 |
| Foreign Exchange loss on long term loans (Refer Note 27.(iv)) | 53.40 | 1,616.28 |
| Loss on Sale of Assets. (Refer Note 27(v)) | 15,960.34 | - |
| Provision for impairment of property, plant and Equipment (Refer Note 27 (vi)) | 4,174.66 | - |
| Total exceptional expenditure (B) | 20,188.40 | 1,616.28 |
| Exceptional items (net) | 43,714.13 | (1,593.21) |

27 (i) The Parent Company has signed the final settlement letter with Phoenix ARC Private Ltd, accordingly loan outstanding of Rs. 32,196 lakhs has been write back during the year. The Management of Global Offshore Services B V has written back debt of Rs. 21,800.82 lakhs in view of settlement proposals and based on discussions held with the lenders as also the views expressed by one of the lenders that recovery efforts could be "futile". Rs. 185.14 lakhs consists of write off of expenses and write back of suppliers credit balance in case of Garware Offshore International Services Pte. Ltd.

27 (ii) During the year, the Company has sold office premises and vehicle, accordingly profit of Rs. 420.53 lakhs has been accounted. The proceed from sale of office premises have been used for the settlement of loan.

27 (iii) The Parent Company has signed the final settlement letter with Phoenix ARC Private Ltd, accordingly interest liability of Rs. 9,300.00 lakhs has been write back during the year.

27 (iv) As per the guidelines provided under Ind AS 101- first time adoption of Indian Accounting Standards , the Company has decided to change its accounting policy related to hedge accounting. Under Ind AS, the Company will follow Ind AS -21- The effects of Changes in Foreign Exchange Rates, under which restated gain or loss on such foreign currency borrowing will be charged to profit and loss account for the respective period.

27 (v) During the year, the Company has sold 3 vessels, accordingly the loss of Rs. 15,960.34 lakhs have been accounted, the proceed from the sale of vessels have been used for the settlement of loan.

27 (vi) Subsequent to balance sheet date, the Company has sold one vessel. The difference between the WDV as on 31st March 2023 and Net Sale value have been accounted as impairment loss of Rs. 4,174.66 lakhs.

28 Income taxes relating to continuing operations

(Rs. in lakhs)

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Tax expense recognized in the Statement of Profit and Loss | | |
| Current tax | | |
| In respect of current year | 27.91 | 36.50 |
| In respect of prior years | - | - |
| Tax for earlier year | - | - |
| Total current tax | 27.91 | 36.50 |
| Deferred tax | | |
| In respect of earlier year | 18.65 | (5.62) |
| In respect of earlier year - MAT Credit entitlement | 89.09 | (3.08) |
| Total deferred income tax (credit) / expense | 107.74 | (8.70) |
| Total income tax expense | 135.65 | 27.80 |

Notes to the consolidated financial statements for the year ended 31st March, 2023

The income tax expense for the year not been reconciled to accounting profit due to :

Provision of current income-tax is made on the basis of the assessable income under the income tax Act, 1961 (for India) and for the respective subsidiaries as per the local tax laws of the county of operations. Income from shipping activities is assessed on the basis of deemed tonnage income of the Company at respective entities. Accordingly no reconciliation prepared.

Note

The group has made the tax provision, mainly on other income and income as per transfer pricing rules. Also consider the future taxable income, the Company has decided to recognised MAT credit entitlement for earlier years.

29 Risk management

29A Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximizing the returns to stakeholders.

29B Financial instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income & expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are as disclosed in notes to financial statements.

| Particulars | (Rs. in lakhs) | |
|---|--------------------------|--------------------------|
| | As at 31st March 2023 | As at 31st March 2022 |
| Financial assets | | |
| Measured at fair value through Other Comprehensive Income (FVTOCI) | | |
| Other Investments (refer note 3.4) | 7.76 | 15.08 |
| Measured at amortised cost | | |
| Cash and bank balances | 42.16 | 1,037.85 |
| Trade receivables | 1,076.82 | 1,292.80 |
| Other Non Current financial assets | - | - |
| Other Bank Balances | 608.46 | 24.09 |
| Other financial assets - current | 3.41 | 0.25 |
| Financial liabilities | | |
| Measured at amortised cost | | |
| Trade payable | 3,459.06 | 2,655.55 |
| Other non current financial liabilities | - | - |
| Non current borrowings | 923.49 | 2,464.08 |
| Current borrowings | 14,736.06 | 67,422.90 |
| Other current financial liabilities | 3,813.01 | 16,515.02 |

The management considers that the carrying amount of financials assets & financial liabilities recognized in the financial statement approximate their fair values.

29C Financial and liquidity risk management objectives

- i) The average payment terms of creditors (trade payables) is 90-120 days. Other financial liabilities viz. employee payments, other payables are payable within one year.
- ii) Liquidity risk may arise from inability to meet financial obligations, including loan repayments and payments for vessel acquisitions.

29D Credit risk management

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. The major class of financial asset of the Group is trade receivables. For credit exposures to customer, management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. As the Group does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

29E Foreign Currency risk management

Since part of the revenues of the Group are denominated in US dollars, there is a translation risk as the Group has to report its financial performance in INR. However, this exposure is partly hedged by replacement of its debt servicing obligations in U.S. Dollars and incurring some of its operating and repair costs in foreign currency.

29 F Maturity profile of all material financial liability including borrowings have been disclosed with respective notes.

30 Segment Information

The Group is engaged in only one type of business i.e. charter of offshore support vessels. There are no separate reportable segments.

Notes to the consolidated financial statements for the year ended 31st March, 2023

31 Earnings per share

| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
|---|-------------------------------|-------------------------------|
| Basic / Diluted earnings / (loss) per share | | |
| From continuing operations attributable to the owners of the Company (Rupees per share) | 127.65 | (25.16) |
| Total basic earnings per share attributable to the owners of the Company | 127.65 | (25.16) |

Basic / Diluted earnings per share

The earnings and weighted average number of equity share used in the calculations of basic earnings per share are as follows:

| (Rs. in lakhs) | | |
|---|-------------------------------|-------------------------------|
| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
| Profit/(loss) for the year attributable to the owners of the Company | 31,566.94 | (6,222.07) |
| Earnings used in the calculation of basic earning per share | 31,566.94 | (6,222.07) |
| Loss for the year from discontinued operations attributable to the owners of the Company | - | - |
| Earnings used in the calculation of basic earnings per share from continuing operations | 31,566.94 | (6,222.07) |
| | | |
| Particulars | Year ended 31st March 2023 | Year ended 31st March 2022 |
| Weighted average number of equity shares for the purpose of basic / diluted earnings per share in lakhs | 247.29 | 247.29 |

32 Ind AS 24 - Related Party Disclosures

Key Managerial Personnel ("KMP")

Aditya A. Garware - Chairman

Details of Transactions with Related Parties

| | | Key Management Personnel |
|----------|-------------------------|--------------------------|
| 1 | Sitting Fees | |
| | Aditya A. Garware | 1.75 (1.50) |
| 2 | Consultancy Fees | |
| | Aditya A. Garware | 100.20 (100.20) |

Figures in the brackets are the comparative figures of the previous year

Outstanding as at 31st March, 2023

| | | Key Management Personnel |
|----------|-------------------------|--------------------------|
| 1 | Consultancy Fees | |
| | Aditya A. Garware | 8.35 (8.35) |

Figures in the brackets are the comparative figures of the previous year

33. Additional Information as required under Schedule III to the Companies act, 2013 pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements

| Name of Entity | Net Assets | in % | Shares in profit and Loss | in % | Share in Other comprehensive income | in % | Share in Total comprehensive income | in % |
|---|------------------|----------------|---------------------------|----------------|-------------------------------------|----------------|-------------------------------------|----------------|
| Parent | | | | | | | | |
| Global Offshore services Limited | 21,957.48 | 205.91% | 17,199.57 | 44.96% | (3.34) | 0.18% | 17,196.23 | 47.28% |
| Foreign Subsidiary | | | | | | | | |
| Global Offshore Services B.V. | (9,202.59) | -86.30% | 20,906.82 | 54.65% | (1,718.34) | 90.99% | 19,188.48 | 52.76% |
| Garware Offshore International Services Pte. Ltd. | (2,091.28) | -19.61% | 150.75 | 0.39% | (166.88) | 8.84% | (16.13) | |
| Total | 10,663.61 | 100.00% | 38,257.14 | 100.00% | (1,888.56) | 100.00% | 36,368.58 | 100.00% |
| Non-controlling interest | (2,944.82) | | - | | | | - | |
| Adjustment arising out of consolidation | (11,805.33) | | - | | - | | - | |
| Grand Total | 1,803.10 | | 38,257.14 | | (1,888.56) | | 36,368.58 | |

Notes to the consolidated financial statements for the year ended 31st March, 2023

| 34 | Contingent liabilities and contingent assets | (Rs. in lakhs) | |
|----|--|--------------------------|--------------------------|
| | | As at 31st March 2023 | As at 31st March 2022 |
| | Particulars | | |
| | Guarantees given by the Banks | 208.46 | 196.18 |
| | Claims against the Company not acknowledged as debts : | | |
| | Particulars | | As at 31st March 2023 |
| | (i) Income Tax Matters | | 465.96 |
| | (ii) Service Tax Matters | | 2567.99 |

35 Other Statutory Information

- i. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - ii. The Company do not have any transactions with companies struck off.
 - iii. Company has created various charges in favour of Banks, Financial Institutions and Others for securing loan to the Company. The Company is in process of satisfaction of Charges and filing with the Registrar of Companies, in respect of which dues are settled.
 - iv. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - v. The Company/Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - vi. The Company/Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
 - vii. The Company have no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 - viii. The Company/Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- 36 The holding Company does not expose itself to any material significant impact due to Ind AS 116 - Leases, as all the lease arrangement are of short term nature with insignificant value.
- 37 Previous year's figures have been regrouped / reclassified, to correspond with the current year's classification / disclosure.

The notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of the Board

For D. Kothary & Co.
Chartered Accountants
Firm Reg. No. 105335W

Aditya Garware
Chairman
DIN : 00019816

A. K. Thanavala
Director
DIN : 00017476

M. M. Honkan
Wholetime Director
DIN : 08392886

Mehul N. Patel
Partner
Membership No. 132650
UDIN: 23132650BGPYBI8620

P. S. Shah
Chief Financial Officer

A. C. Chandarana
Company Secretary &
President - Legal & Admn.

Mumbai, 30th May 2023

Mumbai, 30th May 2023

From

GLOBAL OFFSHORE SERVICES LIMITED

Prospect Chambers, 3rd Floor, D.N. Road, Fort, Mumbai - 400 001