

JINDAL DRILLING & INDUSTRIES LTD.

CORPORATE OFFICE : PLOT NO. 30, INSTITUTIONAL SECTOR-44, GURGAON-122 002 HARYANA (INDIA)
TEL : +91-124-4624000, 2574326, 2574620 • FAX : +91-124-2574327, 4624215
E-mail : contacts@jindaldrilling.in Website : www.jindal.com
CIN : L27201MH1983PLC233813.

JDIL/G/SEC/SE/2020-21

September 05, 2020

BSE Ltd

25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001

Security Code: 511034

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block-G
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Security Code: JINDRILL

Sub:-Notice of the 36th Annual General Meeting and Annual Report for the Financial Year 2019-20

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations'), we wish to inform the following:

1. The 36th Annual General Meeting ('AGM') of the Members of **Jindal Drilling and Industries Limited** will be held on Monday, September 28, 2020 at 11.30 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with General Circular No. 20/2020 dated May 5, 2020 read with 17/2020 dated April 13, 2020 and General Circular Nos. 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('SEBI Circular').
2. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice to the members, who are holding shares on the Cut-off date i.e. Monday, September 21, 2020. The remote e-voting will commence at 9:00 a.m. (IST) on Friday, September 25, 2020, 2020 and end at 5:00 p.m. (IST) on Sunday, September 27, 2020. Detailed instructions for registering email addresses(s) and voting/attendance at the AGM are given in the AGM Notice.
3. We also enclose the following documents for your record:
 - i. Annual Report of the Company for the Financial Year 2019-20; and
 - ii. Notice convening the 36th AGM of the Company;

This is for your information and records.

Thanking you,
For **Jindal Drilling and Industries Limited**

Saurabh

Saurabh Agrawal
Company Secretary

JINDAL
D.F. JINDAL GROUP

OPERATIONS OFFICE : 3RD FLOOR, KESHAVA BUILDING, BANDRA - KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051
TEL : +91-22-26592889, 26592892, 26592894 • FAX : +91-22-26592630

REGD. OFFICE : PIPE NAGAR, VILLAGE- SUKELI , N.H. 17, B.K.G. ROAD, TALUKA ROHA, DISTT. RAIGAD - 402126 (MAHARASHTRA)
TEL : +91-02194-238511, 238512, 238567, 238569 • FAX : +91-02194-238513

MEMBER : INTERNATIONAL ASSOCIATION OF DRILLING CONTRACTORS, HOUSTON, TEXAS, USA



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MEMBER

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meeting challenges



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Chairman's Statement



D.P. JINDAL
Chairman

Dear Shareholders,

I hope that you and your family are safe. Consequent to widespread of COVID-19 across the globe, we need to adhere to various guidelines and take all necessary precaution so that we are all safe.

It has been our mission to find opportunities in the face of challenges and in the process, deliver value to all our stakeholders, including employees, shareholders, customers, partners and other relevant communities. We continue to pursue our strategies, focusing to consolidate our position by cost optimisation in these challenging times.

FY19-20 was a tough year by all measures. While the economy had started de-accelerating even in FY18-19, last year proved to be a complete dampener for the industry due to poor consumer sentiment and higher financing cost owing to the liquidity crisis in the Non-Banking Financial Company (NBFC) sector. While FY 2019-20 saw the economy bouncing back with signs of a recovery the fourth quarter witnessed headwinds in the form of the COVID-19 outbreak and the subsequent nation-wide lockdown. India saw its economic growth hitting an 11-year low of 4.2% for FY20. Subsequent lock down resulted in complete halt. We were quick in our response and took several initiatives to adapt to the new normal. Our immediate priority was the safety and well-being of our employees, even as we continue to make the 'new normal' our normal. It is heartening to inform that despite the strong effect of COVID 19, we were able to organise activities well & carry on our operations in complete lockdown period.

COVID-19 pandemic evolving each day, the uncertainties loom on each one of us. However, Oil & Gas being an essential service sector, your company has been receiving all necessary support from ONGC, DGH and Government of India to continue the operations. We have been successfully running the operations with stringent protocols and carefully drafted SOPs. Your company continues to review the value chain in every step of the operation process while not compromising on safety standards required by nation and international industry bodies.

Your company is actively looking for international business expansions and is exploring new contracts for jack-up rigs and Directional Drilling units outside India in the coming years. The Directional Drilling market is showing an optimistic outlook. The mud logging business continues to operate in full swing with long term contract of 5 years for 22 units from ONGC.

Although the year has offered abundant evidence of industry improvement, it remains difficult to ascertain the pace for future progress. With sudden and unexpected global developments in past six months, which has created unprecedented disruption to oil and gas markets, industry activity is likely to show a declining trend, as our customers intensify their focus on their cash flow preservation. However, we remain resolute in our beliefs that offshore exploration and production will have a key role to play in supplying the world's future energy needs and your company with the right fleet and innovative minds in its kitty, is positioned in one of the most robust regions, while working for the best customers.

Looking ahead, it is reasonable to assume that the uncertainty will continue. I personally do not see an early end of this 'new normal'. Yet, the show must go on and we are already adapting and finding opportunities for growth.

I would like to take this opportunity to thank all banks and other financial institutions, the Government of India and the respective state governments, along with our network and business partners for their unstinted support and actively contributing to our success. Equally, I am humbled by your continued support and grateful for standing with us in times of prosperity and adversities. We remain ever committed and sincere in our efforts to keep delivering better value to you.

I express my sincere gratitude to all the Board Members and assure our valued shareholders that we shall remain aggressively profitable and maintain our position as a favoured drilling contractor.

Thanking you,

D. P. JINDAL

Message from Managing Director



Raghav Jindal
Managing Director

Dear Shareholders,

I wish to take this opportunity to thank you for your continued support and commitment. I also wish that you and your near ones are keeping well and taking all necessary precaution.

Over the past year, the operations of your company have improved significantly. I am pleased to mention that in FY 2019-20, your company was able to deploy three rigs and is now operating four rigs. We also received contract for deployment of another rig. This is expected to commence operations in October 2020, thus taking the total rigs under operation to five. The directional drilling division has also performed well.

The current business environment is full of challenges and has created unprecedented uncertainty and risks never seen before. In this challenging environment, your company has been able to perform well with the support of its employees, customers and other stakeholders. We undertook major cost optimisation initiatives which helped us to move forward in these difficult times.

Safety continues to be core strength of your company which is critical in drilling industry. This has helped us in not only keeping uptime much above international levels but has also helped us in reducing costs. This would continue as a business strategy in future also.

Your company has demonstrated high level of efficiency, quick turnaround times for implementing changes, adhering to highest level of safety standards and cost control. Strict protocols have been developed for preventing COVID-19 at all operational locations. You company has taken all measures to keep its work force safe. We remain fully prepared to drive growth of our company even in these challenging times.

I acknowledge the strong support received from customers, shareholders, employees during these extraordinary times. I look forward to intense engagement going forward.

Thanking you,

Raghav Jindal

BOARD OF DIRECTORS

D. P. Jindal Chairman
Raghav Jindal Managing Director
K. K. Khandelwal
Vijay Kaushik
Saroj Bhartia
Raj Kamal Aggarwal

AUDIT COMMITTEE

K. K. Khandelwal Chairman
D. P. Jindal
Vijay Kaushik

CFO

Pawan Kumar Rustagi

COMPANY SECRETARY

Saurabh Agrawal

AUDITORS

Kanodia Sanyal & Associates
Chartered Accountants
New Delhi

BANKERS

State Bank of India
Standard Chartered Bank
ICICI Bank Limited

REGISTERED OFFICE

Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road,
Taluka-Roha, Distt. Raigad, Maharashtra - 402126

CORPORATE OFFICE

Plot No. 30, Institutional Sector-44
Gurgaon-122 003, Haryana

HEAD OFFICE

2nd Floor, 5 Pusa Road, New Delhi-110 005

MUMBAI OFFICE

3rd Floor, Keshava Building,
Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

OFFSHORE DRILLING

Rigs and Directional Drilling Equipments operating in Mumbai Offshore.
Mud-logging operations Onshore & Offshore.



Member: International Association of Drilling Contractors, Houston, Texas, USA

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 36th Annual Report, together with the Company's audited financial statements for the financial year ended March 31, 2020.

FINANCIAL RESULTS

Particulars	(₹ in crore)	
	2019-20	2018-19
Revenue	216.2	207.39
Other Income	33.63	53.92
Total Income	<u>249.83</u>	<u>261.31</u>
Expenditure excluding Interest & Dep.	178.11	199.49
Interest	12.55	12.55
Profit Before Depreciation & Tax	59.17	49.27
Depreciation	25.76	8.94
Profit Before Tax	<u>33.41</u>	<u>40.33</u>
Income Tax	7.2	6.22
Net Profit	<u>26.21</u>	<u>34.11</u>

RESULTS OF OPERATIONS

Total income of the Company during the year was ₹ 249.83 crore as against ₹ 261.31 crore in the previous year. The Company earned profit of ₹ 33.41 crore as against profit of ₹ 40.33 crore in the previous year and net profit of ₹ 26.21 crore as against net profit of ₹ 34.11 crore in the previous year.

During the year Company operated 5 Jackup Rigs, 6 Directional Drilling sets (on average basis) and 22 Mud Logging units.

There is no change in the nature of business of the Company during the year.

DIVIDEND

Your Directors are pleased to recommend dividend of ₹ 0.50/- (i.e. 10%) per equity share of ₹ 5/- each, for the year ended 31st March, 2020, subject to the approval of the members at the ensuing Annual General Meeting.

TRANSFER TO RESERVES

During the year, no amount is proposed to be transferred to the General Reserves.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 the Company has prepared Consolidated Financial Statements as per Indian Accounting Standard Ind AS- 110 on Consolidated Financial Statements read with Ind AS- 27 on Interest in Joint Ventures. The Audited Consolidated Financial Statements along with Auditors' Report thereon forms part of this Annual Report.

JOINT VENTURE COMPANIES

Your Company has two Joint Venture Companies namely, Discovery Drilling Pte. Ltd. (DDPL), Singapore and Virtue Drilling Pte. Limited (VDPL), Singapore.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Raghav Jindal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, Mr. Saurabh Agrawal appointed as Company Secretary & Compliance Officer with effect from 10th April, 2019.

During the year under review, your Company has appointed Mr. Raj Kamal Aggarwal as an Additional Director of the Company in the category of Non-Executive and Non-Independent Directors w.e.f. February 07, 2020. The Board recommends his appointment as Non-Executive and Non-Independent Director of the Company. The Company has received a notice, in writing, under Section 160 of the Act proposing the candidature of Mr. Raj Kamal Aggarwal.

At the 35th Annual General Meeting of the Company, the members approved the re-appointment of Mr. Krishna Kumar Khandelwal, Mr. Vijay Kumar Kaushik and Mrs. Saroj Bhartiya as Independent Directors of the Company for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. from September 26, 2019 to September 25, 2024.

In the opinion of the Board, the Independent Directors appointed/re-appointed during the year under review are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

All Independent Directors of the Company have given declaration that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made thereunder and Listing Regulations and are independent of the management.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Shri Radhey Shyam Gupta, Chief Executive Officer; Mr. Saurabh Agrawal, Company Secretary and Shri Pawan Kumar Rustagi, Chief Financial Officer as on March 31, 2020.

BOARD MEETINGS

During the year 2019-20, 5 (Five) meetings of the Board of Directors were held. The details of meetings are given in the Corporate Governance Report, which forms part of this report.

BOARD EVALUATION

The Board of Directors has carried out the Annual performance evaluation of its own, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all Directors on the basis of the criteria such as Board composition and structures, effectiveness of Board processes, information and functioning etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as composition of Committees, effectiveness of Committee meetings etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors on the basis of the criteria such as contribution of the Individual Director to the Board and Committee meetings.

Also in a separate meeting of Independent Directors, performance of Non-Independent Directors, Board as a whole and the chairman was evaluated, taking into account the views of Executive and Non-Executive Directors. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance report, which forms part of the Directors' Report.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority after the completion of 7 years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred unpaid/ unclaimed dividend for the FY 2011-12 along with relevant shares to the Investor Education and Protection Fund (IEPF). The details are also available on the website of the Company www.jindal.com

RISK MANAGEMENT

Adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risks it faces. All working sites are analyzed to minimize risks associated with protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines. Improving work place safety continued to be top priority at working site. The Company's business operations are exposed to a variety of financial risks such as market risks (foreign exchange risk, internal rate risk and price risk), Liquidity risk etc.

The Board has approved the Risk Management Policy of the Company and authorized the Audit Committee to implement and monitor the Risk Management plan for the Company and also identify and mitigate the various elements of risks, if any, which in the opinion of the Board may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROLS

As per the provisions of Section 134(5)(e) of the Companies Act, 2013 the Company has in place adequate Internal Financial Controls with reference to the Financial Statements. Audit Committee periodically reviews the adequacy of internal financial controls. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, your Directors state:

- (i) that in the preparation of the Annual Accounts for the year ended 31st March, 2020, the applicable accounting standards had been followed and there are no material departures;
- (ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Accounts for the year ended 31st March, 2020 have been prepared on a going concern basis.
- (v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) that the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return, as required under Section 92(3) of the Companies Act, 2013, in form MGT-9 is annexed with this Report and the same is also available on the website of the Company i.e. www.jindal.com.

AUDIT COMMITTEE

The Audit Committee of the Company consists of Shri K. K. Khandelwal, Chairman, Shri D. P. Jindal and Shri Vijay Kaushik as its other members. The terms of reference are in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Part C of Schedule II of SEBI (LODR) regulations, 2015.

VIGIL MECHANISM

The Company has adopted a Whistle blower policy and has established the necessary Vigil Mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct. The said policy has been disclosed on the Company's website under the web link <http://jindal.com/jdil/pdf/Vigil-Mechanism-JDIL.pdf>

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities, which has been approved by the Board. The CSR Policy may be accessed on the website of the Company.

The Annual Report on CSR activities in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as Annexure to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in note no. 39 of the notes forming part of the Standalone Financial Statements of the Company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/transactions entered into by the Company with the related parties during the year were in the ordinary course of business and on an arm's length basis.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are appended in Form AOC-2 as Annexure to this Report.

CORPORATE GOVERNANCE REPORT

Your Company has been practicing the principles of good Corporate Governance over the years. The Company has complied with the Corporate Governance requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate section on Corporate Governance Report along with a Certificate of the Auditors of your Company confirming the compliance, is annexed and forms an integral part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report which forms part of this Annual Report.

INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Preventions, Prohibition and Redressal) Act, 2013. Mr. Saurabh Agrawal appointed a member of such committee during the year. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

- a. number of complaints filed during the financial year-NIL
- b. number of complaints disposed of during the financial year-NIL
- c. number of complaints pending as on end of the financial year-NIL

AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, M/s Kanodia Sanyal & Associates, Chartered Accountants; (FRN-008396N), were appointed as Statutory Auditors of the Company from the conclusion of 33rd Annual General Meeting of the Company until the conclusion of 38th Annual General Meeting.

AUDITORS' REPORT

The observations of the Auditors are explained wherever necessary in the appropriate Notes on Accounts. The Auditors' Report does not contain any qualification, reservation or adverse remark except given below:

The Directors wish to state that the Statutory Auditors of the Company has given modified opinion on the Consolidated Financial Statements of the Company for the year ended 31st March, 2020. The qualification in the Consolidated Financial Statement and management response to the aforesaid qualification is given as under:-

Auditors' Qualification	Management's Reply
<p>a. Details of Audit Qualification:</p> <p>We draw your attention to the following qualifications to the Auditor's Report of the financial statements of Virtue Drilling Pte Ltd and Discovery Drilling Pte. Ltd, both Joint Ventures Companies of the Parent Company issued by an independent firms of Singapore vide its Report dated June 26, 2020 and June 26, 2020 respectively reproduced by us as under :</p> <p>In Virtue Drilling Pte Ltd: -</p> <p>The Company has investment in unquoted shares of US\$64,517,969 (2019:US\$148,597,969) held in its related parties. These investments are carried at their original cost of investments as management is of the view that cost approximates fair value. Management has not determined the fair value of these investments using acceptable valuation methods as required by FRS 109, financial instruments. Consequently, we are unable to determine whether any adjustments to the carrying value of the investments as at March 31, 2020 would be required to be made.</p> <p>In Discovery Drilling Pte Ltd:-</p> <p>The total assets of the company as at 31 March 2020 include investment securities comprising of investment in equity shares amounting to US\$ 1,499,460 (2019: US\$ 2,354,460) and investment in perpetual preference shares amounting to US\$ 14,299,742 (2019: US\$ 150,479,742). The company has classified the investment securities at fair value through other comprehensive income. As per FRS 109 these investments have to be stated at fair value on the date of adoption and should be re measured at fair value at every subsequent reporting date. The management has estimated that the cost of these investments approximates its fair value and hence no fair value gain or loss were recognised. However, we are unable to satisfy ourselves on the fairness of valuation of investment securities amounting to US\$ 15,799,202 (2019: US\$ 73,634,202) out of the total amount of investment securities referred above. There were no other alternative audit procedures that we could perform to satisfy ourselves on the accuracy and valuation of investment securities. We were unable to determine and quantify whether any adjustments might have been found necessary in respect of investment and the elements making up the statement of comprehensive income, statement of changes in equity and statement of cash flows.</p> <p>Also, during the year the company accounted for fair value loss on investment securities amounting to US\$ 855,000. However, we are unable to verify the basis of the impairment and fair value of the financial instrument.</p>	<p>Impact is not quantified by the Auditor, As per management, valuation of Investment is fair.</p> <p>Since investment in non-listed companies, management could not obtained valuation report.</p>

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively have been duly followed by the Company.

SECRETARIAL AUDIT

The Board has appointed Mr. Namo Narain Agarwal, (FCS No. 234) Company Secretary in practice to conduct Secretarial Audit for the financial year ended 31st March, 2020. The Secretarial Audit Report for the year ended 31st March, 2020 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2019-20 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been submitted to the stock exchanges.

FIXED DEPOSITS

The Company has not accepted any deposits from Public within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Companies Act, 2013 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is annexed hereto.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed with this report.

Particulars of employees, as required under Section 197(12) of the Companies Act, 2013 (Act) read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. However, in pursuance of Section 136(1) of the Act, this report is being sent to the shareholders of the Company excluding the said information. The said information is available for inspection by the members at the registered office of the Company during working hours up to the date of the Annual General Meeting. Any member interested in obtaining such information may write to the Company Secretary at the corporate office of the Company.

COST RECORDS

The maintenance of cost records, as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 is not required by the Company and accordingly such accounts and records are not being maintained.

MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year ended March 31, 2020 and till the date of this report.

COURT/TRIBUNAL ORDERS

There were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

ACKNOWLEDGEMENT

The Board expresses its grateful appreciation of the assistance and co-operation received from Central and State Governments, Clients viz. ONGCL, Oil India, GAIL, GSPC, Banks & Financial Institutions and Shareholders.

Your Directors wish to place on record their deep sense of appreciation for the devoted contribution made by the employees and associates at all levels.

For & on behalf of the Board of Directors

Place : Gurugram

Dated : 21st August, 2020

D. P. JINDAL
Chairman
DIN: 00405579

ANNEXURE TO DIRECTORS' REPORT

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

A. CONSERVATION OF ENERGY

a) **Steps taken or impact on conservation of energy:**

- Since the Company has not undertaken any production activity, hence not applicable.

b) **Steps taken by the Company for utilizing alternative sources of energy**

- Not Applicable

c) **Capital investment on energy conservation equipment's**

- Not Applicable

B. TECHNOLOGY ABSORPTION

a) **Efforts made towards technology absorption:**

Total quality management has been the prime thrust area. The Company has been making consistent efforts for replacement of expatriate crew by training the Indian crew on the Rigs.

b) **The benefits derived like product improvement, cost reduction, product development or import substitution:**

Offshore Drilling is import substitution business and results in foreign exchange savings, Import substitution of stores and spares to the maximum extent possible was undertaken by the Company on a regular basis.

c) **Information regarding imported technology (Imported during last three years):**

a) the details of technology imported	Nil
b) the year of Import	Not Applicable
c) whether the technology has been fully absorbed	Not Applicable
d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof	Not Applicable

d) **The expenditure incurred on Research and Development Nil**

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned

Used	-	₹ 9,199.95 Lakhs
Earned*	-	₹ 22,261.39 Lakhs

*relates to payment received for sales and services rendered to oil sector and also the interest income from Joint Venture Companies.

For & on behalf of the Board of Directors

Place : Gurugram

Dated : 21st August, 2020

D. P. JINDAL
Chairman
DIN: 00405579

FORM NO.AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name(s) of the related party and the nature of relationship	NIL
(b)	Nature of contracts/ arrangements/ transactions	
(c)	Duration of the contracts/arrangement/ transactions	
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	

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

(a)	Name(s) of the related party and the nature of relationship	NIL
(b)	Nature of contracts/ arrangements/ transactions	
(c)	Duration of the contracts/arrangement/ transactions	
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
(e)	Date of approval by the Board	
(f)	Amount paid as advances, if any	

For & on behalf of the Board of Directors

Place : Gurugram
Dated : 21st August, 2020

D. P. JINDAL
Chairman
DIN: 00405579

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

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

The Board of Directors, on recommendation of the Corporate Social Responsibility Committee framed a Corporate Social Responsibility Policy which is posted on the Company's website. The Company proposes to adopt projects or programmes under one or more of the activities as prescribed under Schedule VII of the Companies Act, 2013, as recommended from time to time.

The Corporate Social Responsibility Policy is posted on the Company's Website [www.jindal.com](http://www.jindal.com/jdil/pdf/CSR%20Policy%20JDIL.pdf) on the following link <http://www.jindal.com/jdil/pdf/CSR%20Policy%20JDIL.pdf>.

2. **The Composition of the CSR Committee.** The Company has a CSR Committee of Directors comprising of Shri Raghav Jindal, Chairman of the Committee and Shri K K Khandelwal and Shri Vijay Kaushik as its other members.

3. **Average net profit of the Company for last three financial years- ₹ 1234.02 Lakhs**

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 24.68 Lakhs**

5. **Details of CSR spent during the financial year**

(a) Total amount to be spent for the financial year – ₹ 24.68 Lakhs

(b) Amount unspent, if any – **4.68 Lakhs**

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

S. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken.	Amount Outlay (Budget) project or programs wise (₹)	Amount spent on the projects or programs subheads : (1) Direct Expenditure (2) Overheads (₹)	Cumulative Expenditure upto the reporting period (₹)	Amount Spent : Direct or through implementing agency
1.	Providing Food support for Poor	Eradicating hunger, poverty and malnutrition.	Delhi NCR	4,00,000	4,00,000	4,00,000	Through BC Jindal Charitable Trust
2.	Providing Shelter and foods to animals	Animal Welfare	Hisar & Delhi NCR	12,00,000	12,00,000	12,00,000	Through BC Jindal Charitable Trust
3.	Education facilities	Promoting education	Dehradun	4,00,000	4,00,000	4,00,000	Through B C Jindal Charitable Trust
	Total CSR Spend			20,00,000	20,00,000	20,00,000	

6. **Reasons for not spending two percent of the average net profit of the last three financial years or any part thereof on CSR.-**

The CSR Committee had approved various proposals to meet the prescribed expenditure. However, due to postponement of the project by the implementing agency facing sudden Lockdown due to COVID 19 at the year end some of the planned expenditure could not be made within stipulated period.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

D. P. JINDAL
 Chairman
 DIN: 00405579

RAGHAV JINDAL
 Chairman,
 CSR Committee
 DIN: 00405984

Form No. MGT - 9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2020

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L27201MH1983PLC233813
ii)	Registration Date	17th October, 1983
iii)	Name of the Company	Jindal Drilling and Industries Limited
iv)	Category/Sub-Category of the Company	Public Company/ Limited by Shares
v)	Address of the Registered Office and contact details	Pipe Nagar, Village Sukeli, N.H.-17, B.K.G. Road, Taluka-Roha, Raigad, Maharashtra- 402126 Tel: - 02194-238511 Fax: 02194-238513 Email: secretarial@jindaldrilling.in Website: www.jindal.com
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Limited, Alankit House, 4E/2, Jhandelwala Extension, New Delhi – 110 055 Phone: 011-23541234, 42541234 Fax: 011-42541967 e-mail: rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% of total turnover of the Company
1	Drilling- Oil & Gas (Off shore extraction of crude petroleum)	06101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. N.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Discovery Drilling Pte. Ltd., 146, Robinson Road, # 11-01, Singapore-068909	NA	Associate	49.00%	2(6)
2	Virtue Drilling Pte. Ltd. 146, Robinson Road, # 11-01, Singapore-068909	NA	Associate	49.00%	2(6)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2019]				No. of Shares held at the end of the year [As on 31st March, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5,66,394	-	5,66,394	1.96	5,66,394		5,66,394	1.96	NIL
b) Central Govt.	-	-	-	-	-		-	-	
c) State Govt.(s)	-	-	-	-	-		-	-	
d) Bodies Corp.	185,66,965	-	185,66,965	64.06	189,05,758		189,05,758	65.23	1.17
e) Banks / FI	-	-	-	-	-		-	-	
f) Any other	-	-	-	-	-		-	-	
Sub-total (A)(1)	191,33,359	-	191,33,359	66.02	194,72,152		194,72,152	67.19	1.17
(2) Foreign									
a) NRIs - Individuals	-	-	-	-					
b) Other Individuals	-	-	-	-					
c) Bodies Corp.	-	-	-	-					
d) Banks/ FI	-	-	-	-					
e) any other	-	-	-	-					
Sub-Total (A)(2)	-	-	-	-					
Total shareholding of Promoter (A) = (A)(1)+(A) (2)	191,33,359	-	191,33,359	66.02	194,72,152		194,72,152	67.19	1.17
B. Public Shareholding									
I. Institutions									
a) Mutual Funds	97,625	-	97,625	0.34	97,625		97,625	0.34	-
b) Banks / FI	39,659	300	39,959	0.14	6,160	100	6,260	0.02	-0.12
c) Central Govt.									
d) State Govt. (s)	-	-	-	-					
e) Venture Capital Funds	-	-	-	-					
f) Insurance Companies	-	-	-	-					
g) FIs	-	-	-	-					
h) Foreign Venture Capital Funds	-	-	-	-					
i) Others (specify)	-	-	-	-	-	200	200	-	-
Foreign Portfolio Investors	8,000	-	8,000	0.03	6,000		6,000	0.02	-0.01
Sub-total (B)(I):-	1,45,284	300	1,45,584	1	1,09,785	300	1,10,085	0.38	-0.13

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April, 2019]				No. of Shares held at the end of the year [As on 31st March, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	44,21,603	556	44,22,159	15.26	41,21,114		41,21,670	14.22	-1.04
ii) Overseas	-	-	-	-					
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	36,46,824	74,683	37,21,507	12.84	34,39,867	68,810	35,08,677	12.11	-0.73
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,25,334	-	8,25,334	2.85	9,33,639		9,33,639	3.22	0.37
c) Others (specify)									-
Non Resident Indians	5,00,873	-	5,00,873	1.73	4,54,271		4,54,271	1.57	-0.16
IEPF	39,666		39,666	0.14	45,397		45,397	0.16	0.02
Trusts	1,500	-	1,500	0.01	700		700	-	-0.01
Clearing Members	45,451	-	45,451	0.16	43,282		43,282	0.15	-0.01
Resident (HUF)	1,45,671	-	1,45,671	0.50	2,91,231		2,91,231	1.00	0.50
Sub-total (B)(2):-	96,26,922	75,239	97,02,161	33.34	93,29,501	68,810	93,98,867	32.43	-0.91
Total Public Shareholding (B)= (B)(1)+ (B)(2)	97,72,206	75,539	98,47,745	33.98	94,39,286	69,110	95,08,952	32.81	-1.17
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-					
Grand Total (A+B+C)	289,05,565	75,539	289,81,104	100.00	289,11,438	69,110	289,81,104	100.00	

ii) Shareholding of Promoters-

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2019]			Shareholding at the end of the year [As on 31st March, 2020]			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Dharam Pal Jindal	69,420	0.24	-	69,420	0.24	-	-
2	D P Jindal (HUF)	57,300	0.20	-	57,300	0.20	-	-
3	Saket Jindal	1,74,932	0.60	-	1,74,932	0.60	-	-
4	Savita Jindal	24,200	0.08	-	24,200	0.08	-	-
5	Raghav Jindal	1,69,776	0.58	-	1,69,776	0.58	-	-
6	Shruti Raghav Jindal	32,200	0.11	-	32,200	0.11	-	-
7	Rachna Jindal	25,066	0.09	-	25,066	0.09	-	-
8	Raghav Jindal (HUF)	13,500	0.05	-	13,500	0.05	-	-

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2019]			Shareholding at the end of the year [As on 31st March, 2020]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
9	Odd & Even Trades & Finance Ltd.	4,23,185	1.46	-	4,23,185	1.46	-	-
10	Jindal Global Finance & Investment Ltd.	52,68,148	18.18	-	52,68,148	18.18	-	-
11	Stable Trading Co. Ltd.	30,59,168	10.56	-	30,59,168	10.56	-	-
12	Sudha Apparels Ltd.	30,81,000	10.63	-	30,81,000	10.63	-	-
13	Crishpark Vincom Ltd.	41,98,350	14.49	-	41,98,350	14.49	-	-
14	Neptune Exploration & Industries Ltd.	4,70,614	1.62	-	4,70,614	1.62	-	-
15	Maharashtra Seamless Limited	92,000	0.32	-	92,000	0.32	-	-
16	Jindal Pipes Limited	19,74,500	6.81	-	21,51,500	7.42	-	0.61
17	Flakt Dealcomm Limited	-	-	-	1,61,793	0.56	-	0.56
	TOTAL	191,33,359	66.02	-	194,72,152	67.19	-	1.17

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S.N.	Name of Shareholders	Shareholding		Date	Increase/ Decrease in shareholding during the year	Reason	Cummulative shareholding during the year	
		No. of shares at the beginning of the year/end of the year	% of total shares of the Company				No of shares	% of total shares of the Company
1	Jindal Pipes Limited	1974500	6.81	01-Apr-19				
				03-Apr-19	100000	Market Purchase	2074500	7.16
				14-Aug-19	77000	Market Purchase	2151500	7.42
		2151500	7.42	31-Mar-20				
2	Flakt Dealcomm Limited	NIL	0	01-Apr-19				
				29-Jul-19	1,61,793	Introducing a new promoter	1,61,793	0.56
		1,61,793	0.56	31-Mar-20				

iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs)

S.N.	Name of Shareholders	Shareholding		Date of transaction	Increase/Decrease in shareholding during the year	Reason	Cumulative shareholding during the year	
		No. of shares at the beginning of the year/at the end of the year	% of total shares of the Company				No of shares	% of total Shares of the Company
1.	Bhagalaxami Finlease & Investment Pvt. Ltd.	1152400	3.98	01/04/19			No Change	
		1152400	3.98	31/03/20				
2.	Babul Holdings Pvt. Ltd.	1032508	3.56	01/04/19			No Change	
		1032508	3.56	31/03/20				
3.	Indico Prefab and Allied Industries LLP	306359	1.06	01/04/19			No Change	
		306359	1.06	31/03/20				
4	Seetha Kumari	503114	1.74	01/04/19			No Change	
		503114	1.74	31/03/20				
5	Jai Krishna Saraf	310000	1.07	01/04/19			No Change	
		310000	1.07	31/03/20				
6	Seminary Tie Up Pvt. Ltd.	276054	0.95	01/04/19	-276054	Sale	NIL	NIL
		NIL	0	to 31/03/20				
7	Daniel Vyappar Pvt. Ltd.	219523	0.76	01/04/19				
				31/05/19	32000	Purchase	251523	0.87
				28/06/19	8792	Purchase	260315	0.9
		260315	0.9	31/03/20				
8	Concord Trexim Pvt. Ltd.	204422	0.71	01/04/19				
				10/05/19	2821	Purchase	207243	0.72
				17/05/19	14785	Purchase	222028	0.77
				24/05/19	-2849	Sale	219179	0.76
				31/05/19	18928	Purchase	238107	0.82
		238107	0.82	31/03/20				
9	GVN Fuels Ltd.	202736	0.7	01/04/19				
				31/05/19	41000	Purchase	243736	0.84
				28/06/19	-6377	Sale	237359	0.82
				12/07/19	13	Purchase	237372	0.82
				09/08/19	3344	Purchase	240716	0.83
				23/08/19	6380	Purchase	247096	0.85
				11/09/19	-87	Sale	247009	0.85
				13/09/19	-2400	Sale	244609	0.84
				17/09/19	-18477	Sale	226132	0.78
				20/09/19	-4639	Sale	221493	0.76
				11/10/19	-20	Sale	221473	0.76
				18/10/19	-3543	Sale	217930	0.75
				01/11/19	-8578	Sale	209352	0.72
				08/11/19	-15644	Sale	193708	0.67
				13/03/20	1578	Purchase	195286	0.67
				20/03/20	5774	Purchase	201060	0.69
		27/03/20	23200	Purchase	224260	0.77		
		31/03/20	8446	Purchase	232706	0.8		
		232706	0.8	31/03/20				

S.N.	Name of Shareholders	Shareholding		Date of transaction	Increase / Decrease in shareholding during the year	Reason	Cumulative shareholding during the year	
		No of shares at the beginning of the year/at the end of the year	% of the Total Shares of the Company				No of shares	% of the Total Shares of the Company
10	Funny Commotrade Pvt. Ltd.	164390	0.57	01/04/19		No Change		
		164390	0.57	31/03/20				
11	CHEBUR DEALER PVT LTD	136265	0.47	01/04/19		No Change		
		136265	0.47	31/03/20				
12	Aequitas Investment Consultancy Private Limited	Nil	0	01/04/19				
				07/06/19	12000	Purchase	12000	0.04
				14/06/19	20836	Purchase	32836	0.11
				28/06/19	28477	Purchase	61313	0.21
				12/07/19	25000	Purchase	86313	0.3
				19/07/19	5000	Purchase	91313	0.32
				26/07/19	18687	Purchase	110000	0.38
				20/09/19	54975	Purchase	164975	0.57
				27/09/19	1583	Purchase	166558	0.57
				01/11/19	2152	Purchase	168710	0.58
				22/11/19	5000	Purchase	173710	0.6
				10/01/20	35166	Purchase	208876	0.72
				17/01/20	20000	Purchase	228876	0.79
				24/01/20	10000	Purchase	238876	0.82
				31/01/20	1372	Purchase	240248	0.83
		240248	0.83	31/03/20				

v) Shareholding of Directors and Key Managerial Personnel:

Name of the Directors / KMPs	Shareholding at the Beginning of the year (1st April, 2019)		Cumulative Shareholding at the year ended (31st March, 2020)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Dharam Pal Jindal - Chairman				
At the beginning of the year	69,420	0.24	-	-
At the end of the year	-	-	69,420	0.24
Raghav Jindal – Director				
At the beginning of the year	169,776	0.58	-	-
At the end of the year	-	-	169,776	0.58
Krishna Kumar Khandelwal - Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Vijay Kaushik - Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Saroj Bhartia - Director				
At the beginning of the year	1000	0.00	-	-
At the end of the year	-	-	1000	0.00
Radhey Shyam Gupta – Chief Executive Officer				
At the beginning of the year	20	0.00	-	-
At the end of the year	-	-	20	0.00
Saurabh Agrawal – Company Secretary				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Pawan Rustagi - CFO				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-

V. INDEBTEDNESS

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

(₹ In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1034.55	14,273.54	-	15,308.09
ii) Interest due but not paid	-	1,004.91	-	1,004.91
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1034.55	15,278.45	-	16,313.00
Change in Indebtedness during the financial year				
- Addition	30,789.38	11,818.68	-	42,608.06
- Reduction	-3,925.00	-15,839.38	-	-19,764.38
Net Change	26,864.38	-4,020.70	-	22,843.68
Indebtedness at the end of the financial year	27,898.93	12,029.72	-	39,928.65
i) Principal Amount	27,898.93	11,257.75	-	39,156.68
ii) Interest due but not paid	-	771.97	-	771.97
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	27,898.93	12,029.72	-	39,928.65

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Director and/or Manager:

(₹ In Lakhs)

S.N.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Raghav Jindal (MD)		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	148.00		148.00
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	-		-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission			
	- as % of profit	-		-
	- others, specify...	-		-
5	Others, please specify	-		-
	Provident Fund:	-		-
	Total (A)	148.00		148.00

B. Remuneration to other Directors

(₹ In Lakhs)

S.N.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. D.P. Jindal	Mr. Raj Kamal Aggarwal	Mr. Vijay Kaushik	Mr. K.K. Khandelwal	Smt. Saroj Bhartia	
1	Independent Directors						
	Fee for attending Board/ Committee meetings	-	-	2.50	3.00	1.50	7.00
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	2.50	3.00	1.50	7.00
2	Other Non-Executive Directors						
	Fee for attending Board/ Committee meetings	2.90	-	-	-	-	2.90
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	2.90	-	-	-	-	2.90
	Total (B)=(1+2)						9.90
	Total Managerial Remuneration **						157.90

** Total managerial remuneration to Managing Director, Whole-Time Directors and other Directors (being total of A and B)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ In Lakhs)

S.N.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Radhey Shyam Gupta (Chief Executive Officer)	Mr. Pawan Kumar Rustagi (Chief Financial Officer)	Mr. Saurabh Agrawal (Company Secretary)	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	16.93	27.80	7.25	51.98
	(b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit others, specify...	- -	- -	- -	- -
5	Others, please specify: Provident Fund	-	0.22	0.22	0.44
	Total	16.93	28.02	7.47	52.42

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

[Pursuant to Section 204(I) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Jindal Drilling and Industries Ltd

(CIN: L27201MH1983PLC233813)

Pipe Nagar, Village Sukeli,

NH 17, BKG Road, Taluka Roha,

District Raigad-402126

Maharashtra

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jindal Drilling and Industries Ltd. (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/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, 2020 (Audit Period), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- (Not applicable to the Company during the Audit Period);
 - (d) The 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 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (Not applicable to the Company during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period) and;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (vi) Management has, in its Representation Letter, identified and confirmed the applicability and compliance of all laws as being specifically applicable to the company, relating to Labour/ Pollution/Environment/Production process etc, apart from other general laws.

I have also examined compliance with the applicable clauses of the Mandatory Secretarial Standards issued by the Institute of Company Secretaries of India and the Listing Agreements entered into by the company with Stock Exchanges.

During the period under review, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except a **shortfall of ₹ 4.68 lakhs in mandatory CSR spend** for the audit period.

I further report that:

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

Adequate Notice is given to all directors at least seven days in advance to schedule the Board meetings. Agenda and detailed notes on agenda are also sent 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on review of compliance mechanism established by the Company and on the basis of compliance certificates issued by the Company Executives and taken on record by the Board of Directors and Audit Committee at their meetings, there are adequate systems and processes in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Legal compliance mechanism, however, needs strengthening and streamlining to commensurate with company's size and operations.

I further report that, during the audit period, there has been the following major event having bearing on the company's affairs:

- Members authorized the company to mortgage its assets for borrowings upto ₹ 500 crores u/s 180 (1) (a) of the Act, vide resolution dated 22 May, 2019 through postal ballot.

I further state that this report is to be read alongwith the following-

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. Wherever 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.
7. The prevailing circumstances in the country on account of Lockdown and COVID-19 have impacted, to some extent, verification of documents and records of the Company.

Place : New Delhi

Dated : 21st August, 2020

Namo Narain Agarwal
Company Secretary in Practice
CP No.3331, FCS No. 234
UDIN: F000234B000599096

DISCLOSURE IN THE BOARD'S REPORT UNDER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.
PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and percentage increase in remuneration of each Director; Chief Financial Officer; Company Secretary in the Financial year 2019-20.

S.N.	Name of Director / KMP and Designation	Remuneration of Director/ KMP for financial year 2019-20 (₹ In Lakhs)	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the financial year 2019-20
1	Mr. D P Jindal (Chairman)	2.90	1.12	-
2	Mr. Raghav Jindal (Managing Director)	148.00	57.08	142.20%
3.	Mr. K.K.Khandelwal (Non-Executive Director)	3.00	1.16	-
4	Mr. Vijay Kaushik (Non-Executive Director)	2.50	0.96	-
5	Smt. Saroj Bhartia (Non-Executive Director)	1.50	0.58	-
6	Mr. Radhey Shyam Gupta (Chief Executive Officer)	16.93	NA	0.84%
7	Mr. Pawan Rustagi (CFO)	28.02	NA	20.36%
8	Mr. Saurabh Agrawal (Company Secretary)	7.47	NA	NA

- b. Percentage increase in the median remuneration of employees in the financial year 2019-20 compared to 2018-19 was 2.05%.
- c. As on 31st March, 2020, there were 701 permanent employees on the rolls of the Company.
- d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 19.26% whereas percentage increase in the managerial remuneration in the last financial year i.e. 2019-20 was 142.20%.

The Board of Directors of the Company affirms that the remuneration is as per the remuneration policy of the Company.

For & on behalf of the Board of Directors

Place : Gurugram
Dated : 21st August, 2020

D. P. JINDAL
Chairman
DIN: 00405579

CORPORATE GOVERNANCE REPORT

The pursuit towards achieving good governance is an ongoing process at Jindal Drilling and Industries Ltd. (JDIL), as a conscious effort. The Company always focuses on good corporate governance - which is a key driver of sustainable corporate growth and long-term value creation. Your Company believes in conducting its affairs with the highest levels of integrity, with proper authorizations, accountability, disclosure and transparency.

The Company is in compliance with the requirements as stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to corporate governance.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance is the system by which Companies are directed and managed. Good Corporate Governance structure encourages Companies to create value (through entrepreneurship, innovation, development and exploration) and provide accountability and control systems commensurate with the risks involved.

Jindal Drilling believes in ensuring true Corporate Governance Practices to enhance long term shareholders' value through corporate performance, transparency, integrity and accountability.

2. BOARD OF DIRECTORS

Composition

At present, the Board of Directors of the Company consists of five (06) Directors having a pool of collective knowledge from various disciplines like Engineering, Finance, Treasury, Business Management, Corporate Planning, etc. The Board has been constituted in a manner resulting in an appropriate composition of Executive, Non-Executive and Independent Directors. The Non-executive Directors play an active role in the meetings of the Board and are associated with the various Board Committees. They also bring independent judgment in the Board's deliberations and decisions. The Board meets regularly and is responsible for the proper management of the Company. One Director is executive; three directors, including one woman director, are non-executive Independent Directors and two directors are Non-Executive Non Independent Director.

The Chairman of the Board is Non-Executive Director, who is also a promoter of the Company. The Board meets the requirement of not less than half being Independent Directors. The size and composition of the Board confirms to the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors hold Chairmanship of more than 5 Committees or Membership in more than 10 Committees of the Companies as required under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Independent Directors have confirmed in accordance with applicable Listing Regulations and Section 149(6) of the Companies Act, 2013 and the rules framed thereunder that they meet the independence criteria. The Independent Directors have further stated that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent judgement and without any external influence. Based on the disclosure received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the conditions of Independence as specified in the Companies Act, 2013 and Listing Regulations.

The Board as part of its succession planning exercise periodically reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

Confirmation and Certification

On an annual basis, the Company obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes if any regarding their Directorships. The Company has obtained a certificate from Mr. Namu Narain Agarwal, (FCS No. 234) Company Secretary, 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 Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this report.

Board Functioning & Procedure

Jindal Drilling believes that at the core of its Corporate Governance practice is the Board, which oversees how the management serves and protects the long-term interests of all stakeholders of the company. An active, well-informed and Independent Board is necessary to ensure the highest standards of corporate governance.

Jindal Drilling believes that composition of Board is conducive for making decisions expediently, with the benefit of a variety of perspectives and skills, and in the best interests of the Company as a whole rather than of individual shareholders or interest groups.

In accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board meets at least once in every quarter to review the quarterly results and other items of agenda as required under the said regulations thereof.

During the financial year 2019-20, 5 (five) Board meetings were held on 10th April, 2019, 29th May, 2019, 07th August, 2019, 14th November, 2019 and 07th February, 2020.

The Composition of Board of Directors, their shareholding, their attendance at their Board meeting during the year and at the last Annual General Meeting, Number of other Directorships, Committee memberships and Chairmanships held by them as at 31st March, 2020 are given below:

Directors	Category	Shares held	Attendance		No. of Directorships and Committee Memberships / Chairmanships held		
			Board Meeting	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
Shri D. P. Jindal	Non-Executive Chairman	69,420	5	Yes	5	2	-
Shri Raghav Jindal	Executive Director	169,776	5	No	5	2	-
Shri K. K. Khandelwal	Independent	-	5	Yes	4	3	2
Shri Vijay Kaushik	Independent	-	5	Yes	3	1	-
Smt. Saroj Bhartia	Independent	1,000	3	Yes	3	1	-
Shri. Raj Kamal Aggarwal	Non-Executive	NIL	NA	NA	8		

Note: 1. Only Audit and Stakeholders' Relationship Committees are considered.
2. Excludes directorship in Foreign Companies.

Directors	Names of the other Indian Companies where he/she is a director
Shri D. P. Jindal	1. Maharashtra Seamless Limited- Non-executive Director 2. Jindal Pipes Limited 3. Jindal Naturecare Limited 4. Jindal Aluminium Limited.
Shri Raghav Jindal	1. United Seamless Tubular Private Limited 2. Jindal Pipes Limited 3. Brahma Dev Holding and Trading Limited 4. Jindal Pipes Finance Limited
Shri K. K. Khandelwal	1. Haryana Capfin Limited- Independent Director 2. Dwarkadhish Promoters Private Limited 3. Quick Portfolio Services Private Limited
Shri Vijay Kaushik	1. Vibhor Steel Tubes Private Limited 2. R N Securities Private Limited
Smt. Saroj Bhartia	1. Ganga Ferroalloys Private Limited 2. Riddhi Buildprop Private Limited
Shri. Raj Kamal Aggarwal	1. Jindal Tubular (India) Limited 2. Jindal Fittings Limited 3. Hexa Tradex Limited- Independent Director 4. JITF Infralogistics Limited- Independent Director 5. Jindal ITF Limited 6. Hexa Securities and Finance Company Limited 7. Jindal Saw Limited- Independent Director

None of the Directors is related to any other Director, except Shri Raghav Jindal, who is the son of Shri D.P.Jindal.

During the year 2019-20, information as required in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

During the year, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

Board Membership Criteria and list of core skills / expertise / competencies identified in the context of the business:

The Board of Directors is collectively responsible for selection of a Member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of relevance to the Company;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

In terms of requirement of Listing Regulations, 2015, the Board has identified the following core skills / expertise / competencies of the Directors in the context of the Company's business for effective functioning as given below:

	Shri D. P. Jindal	Shri Raghav Jindal	Shri K. K. Khandelwal	Shri Vijay Kaushik	Smt. Saroj Bhartia	Shri Raj Kamal Aggarwal
Leadership experience of running large enterprise – Experience in leading well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.	Yes	Yes	Yes	Yes	-	Yes
Experience of crafting Business Strategies – Experience in developing long-term strategies to grow business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions.	Yes	Yes	Yes	Yes	Yes	Yes
Understanding of Customer Insights in diverse environments and conditions – Experience of having managed organisations with OEM customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits.	Yes	Yes	Yes	Yes	Yes	Yes
Finance and Accounting Experience – Leadership experience in handling financial management of a large organisation along with an understanding of accounting and financial statements.	Yes	Yes	Yes	Yes	Yes	Yes

	Shri D. P. Jindal	Shri Raghav Jindal	Shri K. K. Khandelwal	Shri Vijay Kaushik	Smt. Saroj Bhartia	Shri Raj Kamal Aggarwal
<p>Experience of large Companies and understanding of the changing regulatory landscape –</p> <p>Experience of having served in large public companies in diverse industries to provide Board oversight to all dimensions of business and Board accountability, high governance standards with an understanding of changing regulatory framework.</p>	Yes	Yes	Yes	Yes	Yes	Yes

INDEPENDENT DIRECTOR'S MEETING

The Company's Independent Directors meet atleast once in every financial year without the presence of Non Independent Directors or management personnel, inter alia, to discuss:

1. the performance of Non Independent Directors and Board of Directors as a whole.
2. the performance of the Chairman of the Company, taking into account the views of the Executive & Non-Executive Directors.
3. the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively perform its duties.

During the year under review, the Independent Directors met on 07th February, 2020. All Independent Directors were present at the meeting.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures & practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company.

The detail of familiarization programmes for Independent Directors are posted on the Company's website and can be accessed at <http://www.jindal.com/jdil/pdf/Details-of-Familiarization-Programmes-JDIL.pdf>

CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for Directors and Senior Management personnel. The Code has also been posted on the Company's website www.jindal.com.

The Code has been circulated to all members of the Board and Senior Management Personnel and the compliance with the Code of Conduct is affirmed by them annually.

A declaration signed by the Chief Executive Officer (CEO) of the Company is given below:

This is to certify that all Board Members and Senior Management personnel have affirmed compliance with Code of Conduct for Directors and Senior Management for the financial year ended 31st March, 2020.

Dated: 21st August, 2020

Radhey Shyam Gupta
Chief Executive Officer

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee are as per guidelines set out in the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The Audit Committee provides directions to the audit functions and monitors the quality of internal and statutory audit.

The responsibilities of the Audit Committee include overseeing the financial reporting process, to ensure fairness, sufficiency and credibility of Financial Statements, review findings of internal auditors relating to various functions, recommendation of appointment and removal of Statutory Auditors, Internal Auditors and Cost Auditors and fixation of their remuneration; review of the quarterly and annual financial statements before submission to the Board with particular reference to matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-section 3 of Section 134 of the Companies Act, 2013; review of adequacy and compliance of internal control systems and the internal audit function; review of compliance with applicable laws; inspection of records and reports of statutory auditors; review of findings of internal investigations; review of statement of significant related party transactions; review of management letters/letter of internal control, weaknesses issued by Statutory Auditors, discussion on the scope of audit with external auditors and examination of reasons for substantial defaults, if any in the payment to shareholders; review the functioning of the Whistle Blower mechanism etc

COMPOSITION

The Audit Committee of the Company comprises of 3 Directors including 2 Independent Directors. All members of the Committee possess knowledge of Corporate Finance, Accounts and Company Law. The Chairman of the Committee is an Independent Director and was present at the last Annual General Meeting of the Company. The Audit Committee meetings are attended by the Internal & Statutory Auditors, Accounts and Finance Heads. The Company Secretary acts as the Secretary to the Audit Committee.

The minutes of the Audit Committee meetings are noted by the Board of Directors at the subsequent Board meeting.

During the year under review 4 (four) Board meetings were held on 29th May, 2019, 07th August, 2019, 14th November, 2019 and 07th February, 2020. The composition, names of the members, chairperson and attendance of the members at its meetings are as follows:

Members	Designation	No. of Meetings attended
Shri K.K. Khandelwal	Chairman	4
Shri D.P. Jindal	Member	4
Shri Vijay Kaushik	Member	4

INTERNAL AUDITORS

The Company has appointed a firm of Chartered Accountants as Internal Auditors to review the internal control systems of the Company and to report thereon. The Audit Committee reviews the reports of the Internal Auditors periodically.

4. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted Nomination and Remuneration Committee and the terms of reference of the Nomination and Remuneration Committee are as per guidelines set out in the Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The said Committee has been entrusted to formulate the criteria for determining qualification, positive attributes and independence of a Director and recommend to the Board a policy relating to remuneration for Directors, key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on Board diversity, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal etc.

The Nomination and Remuneration Committee of the Company is comprised of three Directors consisting of all Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non-executive Director. During the year under review, meeting of the Nomination and Remuneration Committee were held on 10th April, 2019, 07th August, 2019 and 07th February, 2020.

The composition, names of the members, Chairman and their attendance at its meeting are as follows:-

Members	Designation	No. of Meetings attended
Shri K. K. Khandelwal	Chairman	3
Shri Vijay Kaushik	Member	2
Smt. Saroj Bhartia	Member	2

Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. This Nomination and Remuneration Policy applies to Directors, senior management including its Key Managerial Personnel (KMPs) and other employees of the Company.

Remuneration of Managing Director should reflect the overall remuneration philosophy and guiding principles of the Company. When considering the appointment and remuneration of Whole Time Director, due consideration be given to pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under Section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees.

The Nomination and Remuneration policy of the Company has been uploaded and can be accessed on the Company's website at <http://www.jindal.com/jdil/pdf/NRC-Policy-JDIL.pdf>

REMUNERATION TO DIRECTORS

The details of remuneration paid to the Directors during the financial year ended 31st March, 2020 are as under:

a) The Detail of remuneration paid to Managing Director is as under:

(₹ In Lakhs)

Name	Salary	Perquisites & other benefits	Total
Shri Raghav Jindal (Managing Director)	148.00	-	148.00

b) The Non-Executive Directors are paid by way of sitting fees for meetings of the Board of Directors, Audit Committee and Independent Directors' attended by them. The details of remuneration paid to Non Executive Directors are as under:

(₹ In Lakhs)

Director	Sitting Fees
Mr. D P Jindal	2.90
Mr. K.K.Khandelwal	3.00
Mr. Vijay Kaushik	2.50
Smt. Saroj Bhartia	1.50

Apart from receiving Directors' remuneration by way of sitting fee for attending above meetings, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March, 2020.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has constituted the Corporate Social Responsibility (CSR) Committee in reference to the requirements of Section 135 of the Companies Act, 2013. The CSR Committee recommends to the Board the activities to be undertaken by the Company during the year and the amount to be spent on these activities. During the year under review, the said committee met on 29th May, 2019. All members were present in the meeting.

The constitution of the Corporate Social Responsibility Committee is as under:-

Members	Designation	No. of Meetings attended
Shri Raghav Jindal	Chairman	1
Shri K. K. Khandelwal	Member	1
Shri Vijay Kaushik	Member	1

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders' Relationship Committee under the Chairmanship of Non-Executive Director. The Committee meets periodically, to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommends measures to improve the level of investor services. Details of shares transfers/ transmissions approved by the Committee are placed at the Board meetings from time to time. During the year under review, meeting of the Committee were held on 1st July, 2019 and 4th November, 2019.

The composition, names of the members, Chairman and their attendance at its meeting are as follows:-

Members	Designation	No. of Meetings attended
Shri K.K. Khandelwal	Chairman	2
Shri Raghav Jindal	Member	2
Smt. Saroj Bhartia	Member	2

COMPLIANCE OFFICER

The Board has designated Shri Saurabh Agrawal, Company Secretary as a Compliance Officer of the Company w.e.f. April 10, 2019.

DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED AND ATTENDED

No. of Investor complaints pending as on 01-04-2019	Nil
No. of Investor complaints received during the F.Y. 2019-20	Nil
No. of Investor complaints disposed during the F.Y. 2019-20	Nil
No. of Investor complaints unresolved at the year-end (31.03.2020)	Nil

7. GENERAL BODY MEETINGS
(I) Details of the last three Annual General Meetings:

Financial year	Date	Location of the Meeting	Time
2016-17	26.09.2017	Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126	2.30 P.M.
2017-18	25.09.2018	Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126	2.30 P.M.
2018-19	24.09.2019	Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126	2:30 P.M.

(II) Special Resolutions passed in the previous three AGMs.

a)	In the AGM held on 26.09.2017 : None
b)	In the AGM held on 25.09.2018 : a) Amendment to Clause III(B) and Clause III(c) of Objects Clause of the Memorandum of Association of the Company. b) Amendment to Clause IV-Liability Clause of the Memorandum of Association of the Company. c) Adoption of new set of Articles of Association. d) Continuation of the Directorship of Shri K. K. Khandelwal, as Independent Director of the Company.
c)	In the AGM held on 24.09.2019 : a) Re-appointment of Shri Krishna Kumar Khandelwal as an Independent Director of the Company for a term of five consecutive years with effect from September 26, 2019 to September 25, 2024, who shall not be liable to retire by rotation b) Re-appointment of Shri Vijay Kumar Kaushik as an Independent Director of the Company for a term of five consecutive years with effect from September 26, 2019 to September 25, 2024, who shall not be liable to retire by rotation c) Re-appointment of Smt. Saroj Bharotia as an Independent Director of the Company for a term of five consecutive years with effect from September 26, 2019 to September 25, 2024, who shall not be liable to retire by rotation.

(III) Details of resolutions passed through postal ballot during Financial Year 2019-20 and details of the voting pattern:

The Company sought the approval of shareholders through notice of postal ballot dated April 10, 2019 for approval for Authority to create charge on assets of the Company by way of special resolution. The aforesaid resolution was duly passed and the results of postal ballot/e-voting were announced on May 22, 2019. Mr. Hemant Kumar Singh, partner of Hemant Singh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner:

Resolution	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Authority to create charge on assets of the Company	28981104	22548963	77.8057	20028134	2520829	88.8206	11.1794

8. DISCLOSURES

i) Related Party Transactions

There have been related party transactions as reflected in notes to the accounts but they are not in conflict with the interest of the Company. All transactions have been approved by the Audit Committee and all transactions entered into by the Company with the related parties during the financial year were in the ordinary course of business of the Company and on arm's length basis.

The Board has approved a policy on Materiality of Related Party Transactions which has been uploaded on the website of the Company at the following link <http://www.jindal.com/jdil/pdf/RPT-POLICY-JDIL.pdf>

ii) Accounting Standards

The Company follows the Accounting Standards laid down by the Institute of Chartered Accountants of India and there has been no deviation during the year. The Company has followed Indian Accounting Standards (Ind AS) in the preparation of the Financial Statements for the financial year ending 31st March, 2020. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

iii) Details on Non Compliance

There were no penalties or strictures imposed on the Company by the Stock Exchanges, SEBI, or any other statutory authorities on any matter related to the capital markets during the last 3 years.

iv) CEO/CFO Certificates

Shri Radhey Shyam Gupta, CEO and Shri Pawan Kumar Rustagi, CFO have furnished the required certificate to the Board of Directors pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

v) Whistle Blower Policy

The Company has adopted a Whistle blower policy and has established the necessary Vigil Mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. No person has been denied access to the Chairman of the Audit Committee. The said policy has been disclosed on the Company's website under the web link <http://jindal.com/jdil/pdf/Vigil-Mechanism-JDIL.pdf>

vi) Adoption of Mandatory and Non- mandatory requirements

The Company has complied with all the mandatory requirements of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has also complied with following non-mandatory requirements of Regulation 27(1) read with Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Audit Qualifications

The Standalone Financial Statements of the Company are unqualified.

Auditors' qualification on Consolidated Financial Statements and the management's response thereto has been included in the Directors' Report.

Separate posts of Chairman and Managing Director

The Chairman of the Board is Non- Executive Director.

Reporting of Internal Auditor

The Internal Auditors of the Company make presentations to the Audit Committee on their reports.

vii) Risk Management

The Company has detailed Risk Management Policy and the Board periodically reviews the procedures for its effective management.

viii) Fees paid to Statutory Auditor

The details of fees paid by the Company to the Statutory Auditors of the Company and all entities in the network firm/network entity of which the statutory auditor are part for the Financial Year 2019-20 are as follows:

Sr. No.	Particulars	Amount paid during Financial Year ended 2019-20
1.	Statutory Audit Fee	3,40,000.00
2.	Limited Review and other certifications	6,41,500.00
3.	Reimbursement of expenses	88,500.00

Fees paid to Network firm/network entity of Statutory Auditor

Sr. No.	Particulars	Amount paid during Financial Year ended 2019-20
1.	Nil	

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years from the date of transfer to Unclaimed Dividend Account of the Company. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat Account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining transfer of the shares.

During the year under review, the Company had sent individual notices and also advertised in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company has transferred to IEPF following shares thereto during the financial years 2019-20:

Particulars	No. of Shares
Dividend for the Financial Year 2011-12	5,831

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on our website at www.jindal.com.

The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

CERTIFICATE ON CORPORATE GOVERNANCE REPORT

As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Auditors' certificate on corporate governance has been annexed to the Board's Report.

DISCLOSURE ON NON-COMPLIANCE

There was no such non-compliance made by the Company on corporate governance report as required under sub- paras (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In Compliance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors, KMPs and designated employees.

9. MEANS OF COMMUNICATION

The Company's financial results are communicated forthwith to all Stock Exchanges, where the shares of Company are listed as soon as they are approved and taken on record by the Board of Directors of the Company. Thereafter the results are normally published in Business Standard, Financial Express and Navshakti. The Financial Results, Press Releases and Presentations made to institutional investors are also available on the Company's website www.jindal.com.

Designated Exclusive e-mail ID: The Company has designated the following e-mail ID exclusively for investor grievance redressal:- secretarial@jindaldrilling.in

NSE ELECTRONIC APPLICATION PROCESSING SYSTEM ('NEAPS')

NEAPS is a web-based application designed by the National Stock Exchange of India Limited (NSE) for corporate filings. All periodical compliance related filings, like shareholding pattern, corporate governance report, media releases and corporate actions are filed electronically on NEAPS.

BSE CORPORATE COMPLIANCE & LISTING CENTRE ('LISTING CENTRE')

The Listing Centre of BSE Ltd. is a web-based application designed for corporate filings. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.

10. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting:

- Date & Time : 28th September, 2020 at 11.30 A.M.
 Venue : The Company will conduct the meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020, relevant details of which have been provided in the notice of AGM

b) Period : 1st April 2019 to 31st March, 2020

c) Record Date : 15th September, 2020

d) Dividend : ₹ 0.50 per share (i.e. @ 10%) for the year ended 31st March, 2020, if approved by the members, would be payable on or after 1st October, 2020.

Financial Calendar (Tentative):

- | | |
|------------------------------------------------------------------|-----------------|
| - Financial results for the quarter ended 30th June, 2020 | Aug, 2020 |
| - Financial results for the quarter ending 30th September, 2020 | Oct/ Nov, 2020 |
| - Financial results for the quarter ending 31st December, 2020 | Jan/Feb, 2021 |
| - Financial results for the quarter/year ending 31st March, 2021 | April/May, 2021 |

Listing on Stock Exchanges:

The Equity Shares of the Company are listed at the following Stock Exchanges:

- i) BSE Limited, 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
- ii) National Stock Exchange of India Limited, 'Exchange Plaza', Bandra – Kurla Complex, Bandra (East), Mumbai - 400 051.

The listing fee for the financial year 2019-20 has been paid to NSE and BSE.

Stock Code:	BSE	511034
	NSE	JINDRILL
	NSDL/ CDSL – ISIN	INE742C01031

DETAILS OF CREDIT RATINGS FOR FY 2019-20

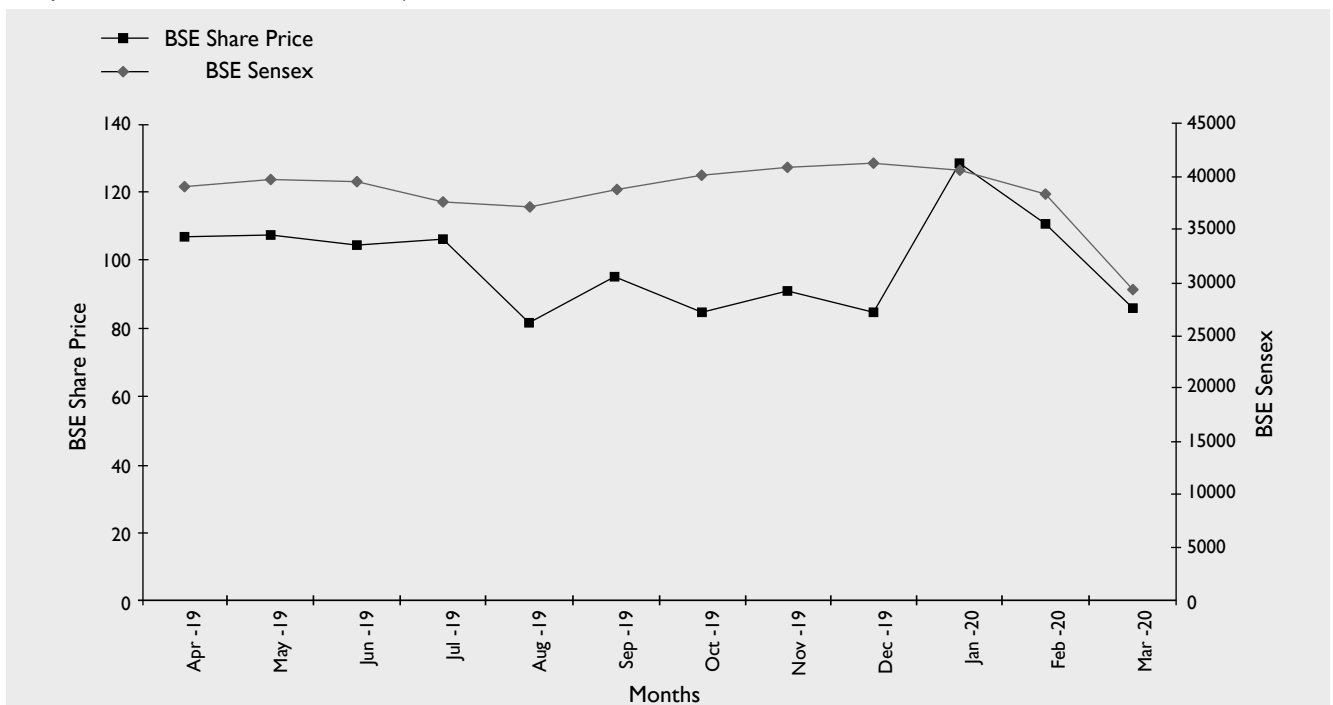
Instrument Description	Rating Assigned	Rating agencies
Long Term Rating	CRISIL A-/Stable	Crisil Limited
Short-Term Rating	CRISIL A2+	Crisil Limited

Stock Market Price Data for the year 2019-20

Month	JDIL BSE Price (₹)		BSE SENSEX	
	High	Low	High	Low
April, 2019	106.85	95.00	39487.45	38460.25
May, 2019	107.50	87.20	40124.96	36956.10
June, 2019	104.00	88.10	40312.07	38870.96
July, 2019	106.00	73.80	40032.41	37128.26
August, 2019	81.40	60.00	37807.55	36102.35
September, 2019	95.00	63.20	39441.12	35987.80
October, 2019	84.80	68.00	40392.22	37415.83
November, 2019	90.50	70.30	41163.79	40014.23
December, 2019	84.70	73.40	41809.96	40135.37
January, 2020	127.55	80.15	42273.87	40476.55
February, 2020	110.40	80.30	41709.30	38219.97
March, 2020	85.80	41.00	39083.17	25638.90

INDEX COMPARISON – COMPANY’S SHARE PRICE vs. SENSEX

(Closed price and Closed Sensex considered)



Distribution of Shareholding as on 31st March 2020

No. of Equity Shares held	No. of Shareholders (Demat & Folios)	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	13704	89.8034	1488617	5.1365
501-1000	827	5.4194	666078	2.2983
1001-10000	659	4.3185	1822074	6.2871
10001-100000	49	0.3211	1269457	4.3803
100001-500000	13	0.0852	3288690	11.3477
500001 and above	8	0.0524	20446188	70.5501
TOTAL	15260	100.00	28981104	100.00

Shareholding Pattern as on 31st March, 2020:

Category	No. of shares held	% of holding
Promoters & Promoter Group	194,72,152	67.19
Financial Institutions/ Banks	6260	0.02
Mutual Funds	97625	0.34
Foreign Portfolio Investors	6000	0.02
Others	200	0.00
IEPF	45397	0.16
Bodies Corporate	4121670	14.22
Indian Public	4442316	15.33
NRIs / OCB	454271	1.57
Resident/ HUF	291231	1.00
Trust	700	0.00
Clearing Members	43282	0.15
Grand Total	289,81,104	100.00

Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form. As on 31st March, 2020 - 99.76 % of total equity shares were held in dematerialized form.

Outstanding GDR / Warrants and Convertible Bonds, conversion date and likely impact on equity:

There are no outstanding GDR/Warrants and Convertible Bonds etc.

Operations : Rigs & Directional Drilling equipments operating at Mumbai offshore.
: Mud logging operations onshore & offshore.

Registrar and Share Transfer Agents:

Alankit Assignments Limited,
Alankit House, 4E/2, Jhandelwala Extension,
New Delhi – 110 055
Phone: 011-23541234, 42541234
Fax: 011-42541967
E-mail: rta@alankit.com

Share Transfer System:

Share transfer requests received in physical form are registered within 15 days from the date of receipt and demat requests are normally confirmed within the prescribed time from the date of receipt.

Investors' correspondence address

Shareholders' correspondence should be addressed to the Registrar and Transfer Agent at the address given here above.

Shareholders holding shares in dematerialized form should address all their correspondence to their respective Depository Participants

For & on behalf of the Board of Directors

Place : Gurugram

Dated : 21st August, 2020

D. P. JINDAL
Chairman
DIN: 00405579

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

(Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

Jindal Drilling and Industries Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated June 29, 2020
2. This report contains details of compliance of conditions of Corporate Governance by JINDAL DRILLING AND INDUSTRIES LIMITED ('the Company') for the year ended 31 March, 2020 as stipulated in regulations 17 to 27, clause (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations').

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended 31 March 2020.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') 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 ICAI.
7. 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

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KANODIA SANYAL & ASSOCIATES

Chartered Accountants

FRN. 008396N

PALLAV KUMAR VAISH

Partner

Membership No. 508751

UDIN: 20508751AAAAEM1118

Place : Gurugram

Dated : 21st August, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of
Jindal Drilling and Industries Limited
CIN: L27201MH1983PLC33813
Pipe Nagar, Village Sukeli, N.H. 17, BKG Road,
Taluka- Roha, Distt. Raigad, Maharashtra-402126

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Jindal Drilling and Industries Limited having CIN: L27201MH1983PLC33813 and having registered office at Pipe Nagar, Village Sukeli, NH 17, BKG Road, Taluka – Roha, Distt. Raigad – 402126 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, except Mr. _____ (DIN _____) who has been debarred/ disqualified by [give name of Statutory Authority and reason].-None

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Mr. DP Jindal	00405579	17/10/1983
2	Mr. Raghav Jindal	00405984	19/05/1998
3	Mr. KK Khandelwal	00455369	24/03/2000
4	Mr. Vijay Kumar Kaushik	02249672	26/03/2009
5	Mrs. Saroj Bhartia	00088456	24/05/2014
6	Mr. Raj Kamal Aggarwal	00005349	07/02/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : New Delhi
Dated : 21st August, 2020

(**Namo Narain Agarwal**)
FCS 234, CP 3331
UDIN : F000234B000595180

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENT

The statements in the Directors' Report and Management Discussion and Analysis Report contains "forward-looking statements" about the business, financial performance, skills and prospects of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expression for future are forward-looking statements.

Forward-looking statements should be viewed in the context of many risk issues, and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussion and Analysis Report, including but not limited to, risks arising from uncertainties as to future Oil & Gas prices and their impact on investment programs by oil & gas companies and domestic, economic and political conditions. We cannot assure that outcome of the forward looking statement will be realized and disclaim any duty to update any information in the same.

OIL INDUSTRY BRIEF

Oil price is a key factor in determining E&P companies' offshore spending budget and the demand of offshore drilling rigs. During December 2019 Oil prices rebounded from its 12-year lows, experienced during early 2016. In 2017 first increase in average prices were noticed since the downfall, with prices ranging from a low of \$44 to a high of \$75 per barrel. Oil price fluctuations have been limited to a reasonable range after another period of volatility.

Your company was encouraged to experience the broad industry improvement during the year and believe our customers have implemented important structural changes over the past four years that have played a crucial role in expanding their interest in offshore programs. These changes include revised engineering strategies and simplified production solutions that have led to a reduction in operating costs and improved project economics, as well as efforts to reduce the industry's cycle time in achieving the first barrel of production. Although these technical achievements are highly supportive of future offshore activity, your company recognizes the importance of a stable crude oil price environment as our customers determine their annual upstream spending budgets.

Your company has received long term contract for 5 No. of Jack-up Rigs, out of which 4 are under operations and one is currently undergoing contract preparation, as compared to 2 operating rigs last year.

The improvement in activity drove an increase in day rates across the industry's fleet of jack- up and floating rigs. Although this improvement may not be immediately visible on financial results considering timing of rollover of contracts. A number of contracts awarded prior to the day rate appreciation continues to be in force through much of the year.

Industry's contracted jack up fleet which is active stands at an impressive 80-85 % by the end of this year, compared to previous year's active fleet utilization of 70 - 75%, excluding cold-stacked rigs. Utilization by the end this year will be the highest since early 2015, throughout this year industry witnessed firm demand growth.

Towards the end of FY 2019-20, the ongoing COVID-19 (coronavirus) pandemic, along with breakdown of disciplined exploration among the world's largest oil and gas producers, caused extreme crude oil market volatility, with the price of Brent crude oil declining significantly from its high price in January 2020. Although it remains too early to predict the consequences for oil industry, your company recognizes the likelihood for reduced activity as customers reassess their 2020 spending plans in the face of uncertain global demand for oil and gas.

REVIEW OF OPERATIONS

Your Company's performance is directly influenced by the activities in the oil & gas sector. However, in spite of continued difficult market conditions, the core operations of your Company remain profitable. Your Company has used this as an opportunity to become more efficient and conducted detailed internal reviews to weed out any inefficiencies. In line with this, your Company has purchased a jack-up rig 'Discovery-I' thereby expanding its operations. Short term bank borrowings are restricted to need based capital requirements. Operational surpluses continue to be invested to earn reasonable returns with a high degree of safety. We have also continued our sharpened focus on working capital efficiency

Your Company performance has been remarkable even in the present challenging scenario. Rig 'Jindal Explorer' continues its full fledge operations under the ongoing ONGC contract. Rigs 'Discovery I', 'Jindal Star' and 'Virtue I' commenced operations with 3-year ONGC contracts in July 2019, October 2019 and January 2020 respectively. All 4 rigs have shown excellent operational efficiency and safety in performance in keeping with best industry standards and practices. One more rig 'Jindal Supreme' has received long term 3-year contract with ONGC and expected to commence operations in October 2020 post monsoon. Rig 'Jindal Pioneer' has also completed 1 year successful operations in the Gulf of Mexico under Saipem.

Even during the Covid 19 pandemic lockdown severely affecting movement of men and material, your company has continued operations on all 4 rigs in ONGC contract with crews working non-stop for over 120 days at a stretch with high efficiency, morale and commitment to safety and operations while maintaining strict compliance with industry standards ensuring all operational targets were met and the rigs did not suffer loss of revenues even for a single day. This is an unprecedented achievement and a milestone in offshore crew endurance aptly supported by the Base office logistically and morally ensuring no compromise in operations and crew comfort.

Summary of operating performance (including claims):

(In Crore)

Particulars	FY 2019-20	FY 2018-19
Revenue	216.2	207.39
Other Income	33.63	53.92
Total Income	249.83	261.31
Income Tax	7.2	6.22
Net Profit	26.21	34.11

Key financial Ratios:

Ratios	Explanation	31-03-2019	31-03-2020
Debtors Turnover	Net Sales/Avg Debtors	2.05	1.91
Inventory Turnover	Net Sales/Avg Stock	22.82	10.62
Interest Coverage Ratio	EBIT/Interest Expenses	4.22	3.66
Current Ratio	CA/CL	1.45	1.33
Debt Equity Ratio#	LTD / Equity	-	0.24
Operating Profit Margin (%)		28.37%	31.05%
Net Profit Margin (%)		19.45%	15.45%

HUMAN RESOURCES

Your Company recognises that its people are the primary source of its competitiveness and firmly believe that its Human Resources are one of the biggest strengths and major driving force behind its success and growth. We strive continuously to foster a climate of openness, discipline, trust and team work. We reiterate our focus on encouraging investments in people through merit oriented pay revisions and differential pay reviews.

Your Company's management firmly believes that strong and stable industrial relations are essential for the success of any organisation. Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual cooperation, confidence and respect duly recognising rights of all workers.

Your Company recognises that women staff being an increasing part of Jindal work force are provided safe work environment and equal rights in terms of opportunities and promotion. As we strive for empowerment and safety of women, we have laid down strict guidelines for the prevention of sexual harassment of women at work place providing them with a forum for grievance redressal (if any).

We review policies and practices with a view to make them contemporary and uniform in application. We implement new activities to ensure our employees are engaged and motivated. For better control and improved productivity, pioneering steps and measures are taken constantly.

The commitment and passion of our people is one of the key factor that has sustained us in this difficult period.

RISK MANAGEMENT

Risk management is an integral part of the way your Company works. Your Company's business activities are subject to various risk and threats associated to its business and the industry in which it operates. Your Company recognises that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders to achieve its business objectives and enable sustainable growth. Effective identification, assessment and management of all these risks is of prime importance to the Company.

The oil and gas industry is high risk industry and needs special focus on the safety of operations. Operations of JDIL have been very safe due to meticulous safety checks and following recommended maintenance schedules. In the present scenario of the industry getting sustainable operating rates and long duration contracts is the area of concern to one and all.

INTERNAL CONTROL SYSTEM

Your Company has a robust system of internal controls for all major processes to ensure reliability of reporting. The system also helps management to have timely data and feedback on various operational parameters for effective review. It also ensures proper safeguarding of assets. The internal control system of your Company is commensurate with its size, scale and complexity of its operations. The systems and controls are periodically reviewed and modified based on the requirement.

Scope of internal audit is prepared on basis of the internal control framework. Audit Committee critically reviews the observations of the internal audit report and acts to ensure compliance is completed. This control system also provides comfort to the management of your Company.

ENVIRONMENT, CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

Your Company's commitment towards maintaining high standards with respect to clean and healthy environment, shows your firm belief that health and prosperity for an individual and the community at large are dependent on mother nature. Always ensuring best environment engineering controls and practices are being adopted at all locations aiming for 'Zero' accidents and preventing all possible hazards to human health and the environment. The policies of your Company give highest priority to safety, environment protection and well-being of its employees. Your company has been consistently accredited by national and international bodies for Health, Safety and Environmental standards.

As a responsible corporate citizen, your Company is a strong believer in giving back to the society. CSR initiatives help elevate the quality of life of the people by promoting healthcare, education and employment opportunities. Your Company has undertaken numerous initiatives aimed at developing local community and aims to continue its efforts to build on its tradition of social responsibility to empower communities.

For & on behalf of the Board of Directors

Place : Gurugram

Dated : 21st August, 2020

D. P. JINDAL
Chairman
DIN: 00405579

**STANDALONE
FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

To the Members of

Jindal Drilling & Industries Limited

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Jindal Drilling & Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'standalone Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the 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 including Indian Accounting Standards (" Ind AS") specified under Section 133 of the Act, of, of the state of affairs (financial position) of the Company as at 31 March, 2020, and its Profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. 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 financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 judgement, were of most significance in our audit of the standalone financial statement of the current period. These matters were addressed in the context of our audit of the standalone financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Contingent Liabilities relating to Income Tax Demand</p> <p>Pursuant to MCA notification dated 30.03.2019 amending the Accounting Standard Ind AS 12 – Income Tax the company reviewed the disputed income tax demand of ₹ 842.51 Lakhs, hitherto, disclosed under contingent liabilities. This involves significant management judgment to determine the possible outcome of the uncertain tax position, consequently having an impact on related accounting and disclosures in the standalone financial statements. Refer Note 33 Paragraphs C to the standalone financial statements.</p>	<p>Our audit procedures include the following substantive procedures: Obtained understanding of key uncertain tax positions; and We along with our internal tax experts - Read and analyzed selected key correspondences including appeal papers and assessment orders, external opinions obtained by the Company. We also held discussions with the Company's tax advocate appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases. The accounting estimates and disclosures made in accordance with the Accounting Standards Ind AS 12 and IndAS8.</p>
<p>Litigation, arbitrations, and claims</p> <p>As described in note 39 paragraph (i) and (ii) of the standalone Ind AS financial statements) As of March 31, 2020, the Company's discloser relating to legal claims, arbitration and litigation exposures have been identified as a key audit matter due to the large number of complex legal claims across the Company. Due to complexity of cases, timescales for resolution and need to negotiate with various authorities, there is significant judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed in the standalone Ind AS financial statements. Accordingly, claims, litigations, and arbitrations was determined to be a key audit matter in our audit of the standalone ind as financial statement.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigation, and arbitrations, and evaluated the design and tested the operating effectiveness of key controls. • Obtained the Company's legal cases summary and critically assessed management's position through discussions with the legal head and Company management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Obtained confirmation, where appropriate, from relevant legal counsel and conducted discussions with them regarding material cases. Evaluated the objectivity, independence, competence, and relevant experience of legal counsel. • Inspected external legal opinions, where appropriate and other evidence to corroborate management's assessment of the risk profile in respect of legal claims. • Checked the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters.

Information Other than the 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 including Annexures to Board's Report, Business Responsibility report, Corporate Governance and shareholder's information, but does not include the financial statements and our auditor's report thereon. The report containing other information is expected to be made available to us after the date of this auditor's report.

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 during the course of our audit or otherwise appears to materially misstate.

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's Responsibility for the Standalone Financial Statements

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

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibility 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 judgement 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 financial control relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 statement 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with the 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosures 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order:
2. As required by Section 143(3) of the Act, we report that :
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the 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 Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - e. on the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'. our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year in accordance with the provisions of section 197 of the Act.
 - h. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us :
 - i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer to Note 33 to the standalone Ind AS financial statements;
 - ii. The Company does not have any material foreseeable losses on long term contracts including derivative contracts, Refer note no. 37 in the Standalone financial statement.;
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

For **KANODIA SANYAL & ASSOCIATES**
Chartered Accountants
FRN: 008396N

(Pallav Kumar Vaish)

Partner

Membership no.: 508751

UDIN: 20508751AAAACQ5226

Place : Gurugram

Date : 29th June 2020

Annexure - A to the Independent Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2020, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) in our opinion and according to the explanations given to us, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at year end, written confirmations have been obtained by the management. No material discrepancies were noticed on the aforesaid verification.
- (iii) The Company has granted unsecured loans to body corporates covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'); and with respect to the same:
 - (a) In our opinion, rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - (b) In the case of the loans granted to the body's corporate listed in the register maintained under Section 189 of the Act, the borrowers have been regular in the payment of interest and the principal amounts are being received/renewed on the due dates.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost under section 148(1) of the Act, for any services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, ESI, income tax, goods and service tax, duty of customs, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, ESI, income tax, good and service tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, Goods and service tax, Custom duty and cess have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Amount Disputed (₹/Lacs)	Forum where dispute is pending
I. Income Tax Act	Income Tax demand	199.32	ITAT A.Y.2008-09 to 2010-11
	Income Tax demand	92.98	ITAT A.Y. 2011-12
	Income Tax demand	92.56	ITAT A.Y.2012-13
	Income Tax demand	103.02	ITAT A.Y 2013-14
	Income Tax demand	24.33	CIT(A) AY 2014-15
	Income Tax demand	15.16	CIT(A) AY 2015-16
	Income Tax demand	315.14	CIT(A) AY 2016-17

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowing to a financial institution or dues to banks. The Company has not issued any debentures.
- (ix) 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(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For **KANODIA SANYAL & ASSOCIATES**
Chartered Accountants
FRN: 008396N

(Pallav Kumar Vaish)

Partner

Membership no.: 508751

UDIN: 20508751AAAACQ5226

Place : Gurugram

Date : 29th June 2020

Annexure - B to the Independent Auditor's Report**Independent Auditor's 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 Jindal Drilling & Industries Limited ('the Company') as of 31 March 2020 in conjunction with our audit of the standalone Ind AS 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 the 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 auditors' judgment, including the assessment of the risks of material misstatement of the standalone 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 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 the 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 31 March 2020, 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 **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

FRN: 008396N

(**Pallav Kumar Vaish**)

Partner

Membership no.: 508751

UDIN: 20508751AAAACQ5226

Place : Gurugram

Date : 29th June 2020

BALANCE SHEET AS AT 31ST MARCH 2020

(₹ in Lakhs)

Particulars	Note	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	3	52,046.13	4,256.07
Capital Work in Progress	3	1.00	51,879.30
Investment Property	4	957.92	967.09
Other Intangible Assets	5	55.75	80.00
Financial Assets			
i. Investments	6(A)	18,661.76	18,661.76
ii. Loans	7	32,632.46	54,367.24
Deferred Tax Assets	8	4,259.58	688.47
		<u>1,08,614.60</u>	<u>1,30,899.93</u>
Current Assets			
Inventories	9	3,280.41	790.53
Financial Assets:			
i. Investments	6(B)	53.29	121.29
ii. Trade Receivables	10	12,655.98	10,021.45
iii. Cash and Cash Equivalents	11	10.18	2.69
iv. Bank balances other than (iii) above	11	574.48	410.89
v. Loans	12	-	11,753.80
vi. Other Financial Assets	13	724.38	2,853.13
Current Tax Assets (Net)	14	2,802.75	2,305.84
Other Current Assets	15	11,190.21	1,410.27
		<u>31,291.68</u>	<u>29,669.89</u>
Total Assets		<u>1,39,906.28</u>	<u>1,60,569.82</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	16	1,449.06	1,449.06
Other Equity	17	87,409.10	85,264.69
		<u>88,858.16</u>	<u>86,713.75</u>
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
i. Borrowings from bank	18(1)	21,650.20	-
ii. Other financial liability	18(2)	-	51,868.13
Provisions	19	144.42	36.47
Deferred Tax Liabilities	8	5,759.51	1,513.19
		<u>27,554.13</u>	<u>53,417.79</u>
Current Liabilities			
Financial Liabilities:			
i. Borrowings	20	18,278.45	16,313.00
ii. Trade Payables	21		
A). Total outstanding dues of MSME		71.04	77.37
B). Total outstanding dues of creditors other than MSME		3,554.69	2,408.37
Other Current Liabilities	22	1,520.39	1,627.74
Provisions	23	69.42	11.80
		<u>23,493.99</u>	<u>20,438.28</u>
Total Equity & Liabilities		<u>1,39,906.28</u>	<u>1,60,569.82</u>

The accompanying notes are an integral part of the Financial Statements.

Significant accounting policies and notes on financial statements I - 50

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**
 Chartered Accountants
 Firm's Registration No. 008396N

RAGHAV JINDAL
 Managing Director
 DIN: 00405984

For & on Behalf of the Board of Directors

D. P. JINDAL
 Chairman
 DIN: 00405579

PALLAV KUMAR VAISH
 Partner
 Membership No. 508751

PAWAN KUMAR RUSTAGI
 CFO
 PAN: AACPR8012M

RADHEY SHYAM GUPTA
 CEO
 PAN: AFZPG1876Q

 Place : Gurugram
 Date : 29th June 2020

SAURABH AGRAWAL
 Company Secretary
 ACS: 36163

K. K. KHANDELWAL
 Director
 DIN: 00455369

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

Particulars	Note	Year Ended 31st March 2020	Year Ended 31st March 2019
Continuing Operations			
Revenue from operations	24	21,619.58	20,739.37
Other Income	25(A)	3,363.20	5,391.64
Total Income		24,982.78	26,131.01
Expenses			
Operating expenses	26	11,808.48	14,211.92
Employee benefits expense	27	4,597.46	3,301.54
Finance cost	28	1,254.81	1,254.52
Depreciation and amortization expense	3,4,5	2,575.85	893.56
Other expenses	29	1,405.82	2,435.07
Total Expenses		21,642.42	22,096.61
Profit before exceptional items and tax		3,340.36	4,034.40
Exceptional Items		-	-
Profit before tax		3,340.36	4,034.40
Tax expenses			
Current Tax		-	765.81
MAT Credit		-	(16.56)
Deferred tax	8	720.28	(126.70)
Total tax expenses		720.28	622.55
Profit for the year		2,620.08	3,411.85
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(75.22)	7.94
Income tax relating to these items		(18.93)	(2.31)
		(94.15)	5.63
Items that will be reclassified to profit or loss			
Change in cash flow hedging		-	(65.20)
Reclassification of Foreign Currency Translation Reserve Account		(208.43)	1,766.95
Change in fair value of equity instrument		(45.84)	(166.10)
Income tax relating to these items		63.99	(447.18)
		(190.28)	1,088.47
		(284.43)	1,094.10
Total Comprehensive Income for the Year (Comprising profit and other comprehensive income for the year)		2,335.65	4,505.95
Earning per equity share of ₹ 5 each (in ₹)			
Basic		8.06	15.55
Diluted		8.06	15.55

The accompanying notes are an integral part of the Financial Statements.

Significant accounting policies and notes on financial statements I - 50

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

Firm's Registration No. 008396N

RAGHAV JINDAL

Managing Director

DIN: 00405984

For & on Behalf of the Board of Directors

D. P. JINDAL

Chairman

DIN: 00405579

PALLAV KUMAR VAISH

Partner

Membership No. 508751

PAWAN KUMAR RUSTAGI

CFO

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SAURABH AGRAWAL

Company Secretary

ACS: 36163

K. K. KHANDELWAL

Director

DIN: 00455369

Place : Gurugram

Date : 29th June 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020
A. Equity Share Capital (Subscribed and Paid up)

Particulars	Note	Equity Capital (₹ in Lakhs)
As at 1st April, 2019	15	1,449.06
Change in equity share capital		-
As at 31st March, 2020	15	1,449.06

B. Other Equity

Particulars	Note	Reserves & Surplus			Other Items			Total (₹ in Lakhs)
		Securities Premium Reserve	General Reserve	Retained Earnings	Equity Instrument through OCI	Effective portion of Cash Flow Hedging	Foreign Currency translation reserve	
Balance as at 1st April 2019	16	29,613.35	24,562.94	29,605.89	(213.18)	-	1,695.69	85,264.69
Total comprehensive income for the year ended 31 March 2020								
Profit or loss		-	-	2,620.08	-	-	-	2,620.08
Other comprehensive income	24(a)	-	-	(94.15)	(34.30)	-	(155.97)	(284.42)
Total comprehensive income		-	-	2,525.93	(34.30)	-	(155.97)	2,335.66
Transferred from retained earnings		-	-	(16.56)		-		(16.56)
Proposed Dividend & Tax		-	-	(174.69)		-		(174.69)
Balance as at 31st March 2020		29,613.35	24,562.94	31,940.57	(247.48)	-	1,539.72	87,409.10

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**
 Chartered Accountants
 Firm's Registration No. 008396N

PALLAV KUMAR VAISH
 Partner
 Membership No. 508751

 Place : Gurugram
 Date : 29th June 2020

RAGHAV JINDAL
 Managing Director
 DIN: 00405984

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 CEO
 PAN: AFZPG1876Q

K. K. KHANDELWAL
 Director
 DIN: 00455369

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	3,340.36	4,034.40
Adjustments for :		
Depreciation & amortization expenses	2,575.85	893.56
Unrealised foreign exchange fluctuations (gain)/loss	(1,544.84)	(2,700.97)
Notional (gain)/loss on fair valuation of assets / liabilities	(133.20)	(72.46)
Interest income	(1,439.94)	(2,146.23)
Dividend income	-	-
Finance cost	1,254.81	1,254.52
(Gain)/loss on Sale of PPE	(75.68)	84.68
(Gain)/loss on sale of investments	(17.46)	(355.81)
Operating Profit before working capital changes	3,959.90	991.69
Adjustments for :		
Trade receivables	(2,634.53)	188.50
Other financial assets and other assets	3,157.57	1,525.19
Trade payables	1,140.00	479.53
Other financial liabilities, other liabilities and provisions	58.22	(1,898.41)
Cash generated from operations	5,681.16	1,286.50
Income Taxes paid - net of refund	(513.47)	(514.86)
NET CASH FROM OPERATING ACTIVITIES	5,167.69	771.64
B. CASH FLOW FROM INVESTING ACTIVITIES		
Expenditure for property, plant & equipments	(50,426.23)	(638.76)
(Addition) / Deletion of CWIP	10.17	-
Expenditure for intangible assets	-	(69.78)
Proceeds from sale of investment property	-	769.19
Proceeds from sale of property, plant & equipment	169.42	420.10
Loan (refund)/given to related parties & others (net)	21,584.33	(11,814.01)
Purchase of Current Investments	(17,476.00)	(7,700.00)
Proceed from sale of current investments	17,515.62	7,724.33
Dividend income	-	-
Interest income	1,439.94	2,146.23
NET CASH USED IN INVESTING ACTIVITIES	(27,182.75)	(9,162.70)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Terms Bank Borrowings	5,214.18	(509.00)
Proceeds from Long Term Bank Borrowings	21,650.20	-
Proceeds from Short Term Inter Corporate Loans	(3,248.73)	10,514.46
Dividend paid	(144.90)	(144.90)
Tax paid on Dividend	(29.79)	(29.79)
Finance cost	(1,254.81)	(1,254.52)
NET CASH USED IN FINANCING ACTIVITIES	22,186.15	8,576.25
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	171.08	185.19
Cash and Cash equivalents at the beginning of the year	413.58	228.39
Cash and Cash equivalents at the end of the year	584.66	413.58
Supplementary information		
Restricted cash balances	434.23	4.34

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

Firm's Registration No. 008396N

RAGHAV JINDAL

Managing Director

DIN: 00405984

For & on Behalf of the Board of Directors

D. P. JINDAL

Chairman

DIN: 00405579

PALLAV KUMAR VAISH

Partner

Membership No. 508751

PAWAN KUMAR RUSTAGI

CFO

PAN: AACPR8012M

RADHEY SHYAM GUPTA

CEO

PAN: AFZPG1876Q

SAURABH AGRAWAL

Company Secretary

ACS: 36163

K. K. KHANDELWAL

Director

DIN: 00455369

Place : Gurugram

Date : 29th June 2020

NOTES FORMING PART OF FINANCIAL STATEMENT

Corporate Information

Jindal Drilling & Industries Limited (JDIL) is a company limited by shares, incorporated on 17th October' 1983 under the companies Act' 1956 and has its registered office at Raigad (Maharashtra) and head office at Delhi. JDIL's shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). JDIL is engaged in providing services to entities involved in exploration of Oil & Gas.

Note 1: Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for M/s Jindal Drilling & Industries Limited.

a) Basis of preparation & presentation

The financial statements have been prepared on a historical cost basis which has been consistently applied, except for the following asset and liabilities which have been measured at fair value amount:

- i) Certain financial assets and liabilities (including derivative instruments),
- ii) Defined benefit plans – plan assets

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment), Rules, 2016.

Company's financial statements are presented in Indian Rupees, which is also its functional currency.

b) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment loss. Historical Cost comprises the cost of acquisition / purchase price inclusive of duties, not recoverable taxes, incidental expenses, erection /commissioning expenses, borrowing cost etc. up to the date the asset is ready for its intended use. Credit of duty, if availed, is adjusted in the acquisition cost of the respective assets. Capital Works-in-Progress is carried at cost, comprising direct cost, related incidental expenses and interest on borrowings to the extent attributed to them.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation on property, plant and equipment acquired / capitalized on or before 31st March 2007 is provided using written down value (WDV) method and thereafter assets acquired / capitalized is provided using straight line method (SLM). Depreciation on property, plant and equipment is provided on pro-rata basis, based on the useful life as per Schedule II of the Companies Act 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II.

Particulars	Depreciation
Cost of Leasehold land	Over the period of lease term
Assets cost less than ₹ 10,000/-	100%

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gain or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognised in the Statement of Profit and Loss when the asset is derecognised.

c) Intangible Assets

Intangible assets are stated at cost less accumulated amortization / depletion and impairment loss. Cost comprises the cost of acquisition / purchase price inclusive of duties, taxes, incidental expenses, erection /commissioning expenses, borrowing cost etc. up to the date the asset is ready for its intended use. Credit of duty, if availed, is adjusted in the acquisition cost of the respective assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Gain or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortization of intangible assets acquired / capitalized on or before 31st March 2007 is provided using written down value (WDV) method and thereafter assets acquired / capitalized is provided using straight line method (SLM).

A summary of amortization policies applied to the companies intangible assets to the extent of depreciable amount is, as follows;

Particulars	Depreciation
Computer Software	Over a period of 5 Years
Drilling RIG Software	Over the period of 10 Years

d) Investment Property

Property that is held for long-term rental yield or for capital appreciation or both, and that is not occupied by the company, is classified as investment property. Investment property is measured initially at its cost, including related transaction cost and where applicable borrowing costs. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

The company adopt the cost model as its accounting policy to measure all of its investment property. The Fair value model is not allowed but only disclosure of fair value of investment property is required even though the cost model is followed.

Investment properties are depreciated using the straight line method over their estimated useful lives. Investment properties generally have useful lives of 30 years except lease hold property which is depreciated over its period of lease.

e) Foreign currency transaction

i) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

ii) Translations and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

Exchange difference arising on reporting / settlement of long term foreign currency monetary items (other than depreciable non-current assets) at rates different from those at which they are initially recorded during the period which were earlier being recognised in the statement of profit & loss are now being accumulated in "Foreign Exchange transaction Reserve" and would be accounted for in the statement of profit & loss in the year in which transaction is complete.

f) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and service taxes and amounts collected on behalf of third parties. Revenue is recognized on the basis of rendering of services to customers in accordance with the respective Contracts / Agreements.

Interest income

Interest income from loans / debt instruments is recognised using the effective interest rate method.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be measured reliably.

g) Income Tax

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961 & tax advices, wherever considered necessary.

Deferred Tax:

Deferred Tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income & accounting income computed for the current accounting year and reversal of earlier years' timing difference. Deferred Tax Assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carry forward losses, which are recognised to the extent that there is virtual certainty, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

h) Leases

Offices Premises taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.

i) Impairment of Assets

At each balance sheet date, the Company assesses whether there is any indication that an asset is impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of profit and loss to the extent the carrying amount exceeds recoverable amount.

j) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

k) Trade receivables

Trade receivables are recognised initially at carrying value and subsequently re-measured at amount that would actually be received.

l) Inventories

Stores, Spares and other items required for operation are treated as consumed as and when sent to drilling rig. Stocks in hand are valued at cost or net realisable value, whichever is lower. Cost in respect of Stores & Spares is determined on FIFO basis.

m) Investments and other financial assets**Classification**

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortised cost.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Measurement

At initial recognition, the company measures a financial asset at its fair value. If financial asset not measured at fair value, the transaction costs that are directly attributable to the acquisition of the financial asset will be added to cost of financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Equity instruments

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the company has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

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

A financial liability except derivative financial instrument measured at fair value through profit or loss. Derivative financial instruments are designated as hedging instruments in hedge relationships and measured at fair value through other comprehensive income. All changes in the fair value of such liability are recognized in the statement of profit and loss.

Cash flow hedge

The Company designates derivative contracts or non-derivative financial assets / liabilities as hedging instruments to mitigate the risk of movement in interest rates and foreign exchange rates for foreign exchange exposure on highly probable future cash flows attributable to a recognised asset or liability or forecast cash transactions. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the cash flow hedging reserve being part of other comprehensive income. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the underlying transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the Statement of Profit and Loss upon the occurrence of the underlying transaction. If the forecasted transaction is no longer expected to occur, then the amount accumulated in cash flow hedging reserve is reclassified in the Statement of Profit and Loss.

De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

n) Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their carrying value and subsequently measured at amortised cost using the effective interest method.

o) Borrowing cost

Borrowing costs directly attributable to the acquisition or construction of the qualifying assets are capitalised as a part of the cost of asset up to the date when such asset is ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

p) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are material, and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent, and disclosed by way of notes to the accounts.

Contingent Assets are neither recognized nor disclosed in the financial statement. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

q) Employee Benefits

Short Term Employee Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. Payment to defined contribution retirement benefit scheme, if any, is charged as expenses as they fall due.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act 1972. The gratuity liability amount is contributed to the approved scheme of LIC formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s) Claims Recoverable

The claims in respect of fixed assets lost during the process of drilling (lost in hole) are recognised on the basis of invoices raised and correspondingly the depreciated value of the fixed assets lost in hole is charged off. Any deductions made from the claims raised are recognised on receipt of intimation in respect of the same.

t) Prepaid Expenses

Prepaid expense is not recognised in cases where total amount spent is ₹10,000/- or less. Such expenses are charged to statement of profit and loss.

u) Event Occurring after the Balance Sheet Date

Events occurring after the Balance Sheet Date and till the date on which the Financial Statement are approved, which are material in the nature and indicate the need for adjustments are considered in the financial statement.

v) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

Note 2: Estimates

The presentations of financial statements is in conformity with the generally accepted accounting principles which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the year in which the results are known / materialized.

Note 3 - Property, plant and equipment and capital work in progress

(₹ in Lakhs)

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total - (A)	CWIP (B)	Total (A+B)
Year ended 31 March 2020								
Gross carrying amount	417.10	7,495.74	52.52	312.40	77.45	8,355.21	51,879.30	60,234.51
Deemed cost as at 1 April 2019	-	50,380.78	-	37.34	8.11	50,426.23	-	50,426.23
Additions	-	(455.30)	-	(7.91)	(0.12)	(463.33)	(51,878.30)	(52,341.63)
Disposals	-	-	-	-	-	-	-	-
Asset transfer from CWIP to building	-	-	-	-	-	-	-	-
Classified as Investment Property	-	-	-	-	-	-	-	-
Exchange Differences	-	-	-	-	-	-	-	-
Closing gross carrying amount	417.10	57,421.22	52.52	341.83	85.44	58,318.11	1.00	58,319.11
Accumulated depreciation								
Opening Accumulated Depreciation	44.25	3,800.07	13.79	203.13	37.89	4,099.13	-	4,099.13
Depreciation for the year	13.42	2,464.68	4.631	46.53	13.16	2,542.42	-	2,542.42
Classified as Investment Property	-	-	-	-	-	-	-	-
Adjustment	-	(363.85)	-	(5.63)	(0.11)	(369.59)	-	(369.59)
Closing accumulated depreciation	57.67	5,900.90	18.42	244.03	50.94	6,271.97	-	6,271.97
Net Carrying amount 31 March 2020	359.43	51,520.32	34.10	97.80	34.50	52,046.14	1.00	52,047.14
Net Carrying amount								
At 31 March 2019	372.85	3,695.67	38.73	109.27	39.56	4,256.08	51,879.30	56,135.38
At 31 March 2020	359.43	51,520.32	34.10	97.80	34.50	52,046.14	1.00	52,047.14

*The company opted to use the previous GAAP carrying values as deemed cost at the transition date for all its PPE, Investment Property and Intangible Assets.

* During the year 31 March 2016, Land & Building were reclassified as Investment property because management decided to lease the said property to third party.

Note 4 - Investment Property

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Gross carrying amount		
Opening gross carrying amount / Deemed Cost	1,029.03	1,431.50
Additions	-	-
Disposal	-	(402.47)
Closing gross carrying amount	1,029.03	1,029.03
Accumulated depreciation		
Opening accumulated depreciation	61.94	49.82
Depreciation charge	9.17	12.12
Closing Accumulated depreciation	71.11	61.94
Net carrying amount	957.92	967.09

*The company opted to use the previous GAAP carrying values as deemed cost at the transition date for Investment Property.

Note 5 - Other Intangible Assets

(₹ in Lakhs)

Particulars	Software	Total
Year ended 31 March 2020		
Gross carrying amount		
Deemed cost as at 1 April 2019	124.87	124.87
Additions - Others	-	-
Additions - Internally developed	-	-
Exchange Differences	-	-
Closing gross carrying amount	124.87	124.87
Accumulated depreciation		
Opening Accumulated Amortisation	44.87	44.87
Amortisation for the year	24.25	24.25
Closing accumulated depreciation	69.12	69.12
Net Carrying amount 31 March 2020	55.75	55.75
Net Carrying amount		
At 31 March 2019	80.00	80.00
At 31 March 2020	55.75	55.75

*The company opted to use the previous GAAP carrying values as deemed cost at the transition date for Intangible Assets.

Note 6 - Investments
A. Investments at amortised cost - Non-current

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
i). Unquoted equity shares of JV companies		
Equity Shares of Joint Venture Companies :		
i) 1,14,37,830 Shares in Discovery Drilling Pte. Ltd of SGD 1 each	7,411.97	7,411.97
ii) 1,39,83,375 Shares in Virtue Drilling Pte. Ltd of SGD 1 each	11,247.41	11,247.41
ii). Unquoted equity shares of other companies		
14 Shares in Internovia Natural res FZ LLC of AED 1000 each	2.37	2.37
	18,661.75	18,661.75
iii). Unquoted equity shares of other entities		
i) 5 Shares in Taloja CETP Co. Society Ltd of ₹ 100 each	0.01	0.01
Total - (i)	18,661.76	18,661.76

B - Current Investments at fair value

(₹ in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
	Amount in ₹ Lacs	Amount in ₹ Lakhs
i). Unquoted Investment in Equity Instruments through FVOCI		
183296 Shares of Electrosteel Steels Limited of ₹10 each	18.33	56.82
ii). Quoted Investment in Equity Instruments through FVOCI		
7534 Shares of Jindal Steel & Power Limited of ₹1 each	6.19	13.54
Total - (i & ii)	24.52	70.36
iii). Investment under Portfolio Management Services at fair value		
Religare Credit Investment Trust		
Total - (iii)	28.77	50.93
Total (i to iii)	53.29	121.29

* Non-current investments are recognised initially at carrying value while short term investments except investments in quoted equity share are recognised initially at fair value through FVTPL .

* Short term investments in quoted equity shares are recognised at fair value through FVOCI.

(₹ in Lakhs)

Particulars	As at	As at
	31st March 2020	31st March 2019
Note 7 - Loans, Non-current		
Loans Receivables considered good - Unsecured		
Security Deposits	4,937.56	3,939.92
Loan to Related Parties*	26,285.46	49,062.82
Loan to Others	518.00	473.06
Loans Receivables which have significant increase in Credit Risk - Unsecured		
Loan to MOGL	891.44	891.44
	32,632.46	54,367.24

* Includes Loan to Joint Venture Companies, Discovery Drilling Pte Ltd & Virtue Drilling Pte Ltd are sub-ordinated to bank loan availed by said Joint Venture.

* Security deposits are recognised at fair value through FVTPL. The discounting rate taken at 9.5% p.a. for security paid to lessor. The discounting period taken as per the terms of contractual agreement.

Note 8 - Deferred Tax Assets / Liabilities
Deferred Tax Liability

Depreciation and Amortization	5,299.94	907.41
Reclassification of FCTRA	549.65	696.65
Equity Instrument - FairValue Gain	(90.08)	(90.87)
	(A) 5,759.51	1,513.19

Deferred Tax Assets

Provision for Leave Encashment	19.56	14.06
Provision for Gratuity	35.52	
Loss allowance on Loans & Advances - ECL	24.68	28.55
Security Deposit - FairValue Loss	3.56	7.91
JDIL Employee Welfare trust loan - FairValue Loss	-	13.09
Unabsorbed Depreciation	3,804.97	195.27
Unabsorbed Business Losses	371.29	429.59
	(B) 4,259.58	688.47

Net Deferred Tax Liability
(A-B) 1,499.93 824.72

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 9 - Inventories		
(At lower of cost or net realisable value)		
Stores & Spares	3,174.23	770.12
Goods in transit	106.18	20.41
	<u>3,280.41</u>	<u>790.53</u>
Note 10 - Trade Receivables		
Considered good - Unsecured	12,655.98	10,021.45
{Ref. Note No. 39(i)}	<u>12,655.98</u>	<u>10,021.45</u>
Note 11 - Cash and Cash Equivalents		
Cash in hand	10.18	2.69
Balances with Banks in		
- Current accounts	6.23	352.37
- Fixed Deposit account	564.02	54.18
- Unpaid dividend account	4.23	4.34
Total Cash & Cash Equivalents	<u>584.66</u>	<u>413.58</u>
Deposits more than 12 months maturity		
Balance with Banks in unpaid dividend account	4.23	4.34
Balance with banks held as margin money deposits against guarantees	430.00	-
Restricted Cash & cash equivalents *	<u>434.23</u>	<u>4.34</u>
The restrictions are primarily on account of bank balances held as margin money deposits against guarantees.		
Note 12 - Loans, Current		
Considered good - Unsecured		
Loan to others	-	11,753.80
	<u>-</u>	<u>11,753.80</u>
Note 13 - Other Financial Assets - Current		
Accrued Interest receivables	724.38	2,746.86
Claim (Loss in hole) receivables	-	106.27
	<u>724.38</u>	<u>2,853.13</u>
Note 14 - Current Tax Assets (Net)		
Advance Tax	2,802.75	3,055.09
MAT Credit	-	16.56
Less:		
Provision for Income Tax for current year	-	(765.81)
	<u>2,802.75</u>	<u>2,305.84</u>

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 15 - Other Current Assets		
Advances recoverable in cash or in kind #	11,190.21	1,405.26
Gratuity Fund	-	5.01
	<u>11,190.21</u>	<u>1,410.27</u>

Includes primarily advances to trade creditors, recoverables etc.

Note 16 - Equity Share Capital & Other Reserves
Equity Share Capital

Authorized equity share capital of ₹ 5 each

	No. of shares	Equity Capital (₹ In Lakhs)
As at 31st March 2019	4,65,00,000	2,325.00
Increase during the year	-	-
As at 31st March 2020	4,65,00,000	2,325.00

Issued, Subscribed and Paid Up Capital of ₹ 5 each

(i) Movement in equity share capital

	No. of shares	Equity Capital (₹ In Lakhs)
As at 31st March 2019	2,89,81,104	1,449.06
Issued during the year	-	-
As at 31st March 2020	2,89,81,104	1,449.06

Terms and rights attached to equity shares

Equity shares have a par value of INR 5. They entitle the holder to participate in dividends, and to share in the proceeds of winding up of the company in proportion to the number of amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(ii) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	% Holding	No. of Shares	% Holding	No. of Shares
a) Jindal Global Finance and Investment Ltd	18.18	52,68,148	18.18	52,68,148
b) Sudha Apparels Ltd	10.63	30,81,000	10.63	30,81,000
c) Stable Trading Co. Ltd	10.56	30,59,168	10.56	30,59,168
d) Crispark Viocom Ltd	14.49	41,98,350	14.49	41,98,350
e) Jindal Pipes Limited	7.42	21,51,500	6.81	19,74,500

(iii) The company during the period of five years immediately preceding the date at which the Balance Sheet is prepared, no equity share allotted pursuant to contract without cash payment / allotted by way of bonus share or bought back.

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 17 - Other equity		
17(a) Reserve and surplus		
Securities Premium Reserve	29,613.35	29,613.35
General Reserve	24,562.94	24,562.94
Retained Earning	31,940.57	29,605.89
Total reserves and surplus	86,116.86	83,782.18
Securities Premium Reserve		
Opening Balances	29,613.35	29,613.35
Addition during the year	-	-
Closing Balance	29,613.35	29,613.35
General Reserve		
Opening Balances	24,562.94	24,562.94
Addition during the year	-	-
Closing Balance	24,562.94	24,562.94
Surplus in Statement of Profit & Loss		
Opening Balances	29,605.89	26,917.96
Net profit for the period	2,620.08	3,411.85
Remeasurement of employment benefit obligation, net of tax	(94.15)	5.63
Transfer to FCTRA reversal adjustment	-	(551.72)
Transfer to Cash Flow Hedge Reserve	-	(3.14)
MAT Credit reversed ##	(16.56)	-
Dividends & CD Tax	(174.69)	(174.69)
Closing Balance	31,940.57	29,605.89
## During the financial year the company has been adopted new tax regime, as per CBDT notification MAT is not applicable who opted new tax regime . Now such MAT credit reversed and charged to reserves.		
17(b) Other OCI Reserves		
Foreign currency translation reserve - (net of tax)	1,539.72	1,695.69
Change in fair value of equity instruments (net of tax)	(247.48)	(213.18)
Closing Balance	1,292.24	1,482.51
Total of other equity (A+B)	87,409.10	85,264.69
Note 18(1) - Borrowings - Non Current		
Secured Borrowings		
External Commercial Borrowings from Bank - Non Current*	26,646.40	-
Less :- Payable within year shown in current Borrowings	4,996.20	-
	21,650.20	-
Note 18(2) - Other Financial Liabilities - Non Current		
RIG Consideration Payable	-	51,868.13
	-	51,868.13
Note 19 - Provisions, Non-current		
Gratuity	88.42	-
Leave Encashment	56.00	36.47
	144.42	36.47

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 20 - Borrowings - Current		
Secured		
Cash Credit from Banks**	1,252.53	1,034.55
External Commercial Borrowings from Bank - Current Payable*	4,996.20	-
Unsecured		
Inter Corporate Loans - JPL	4,824.04	2,447.27
Inter Corporate Loans - MSL	7,205.68	12,831.18
	18,278.45	16,313.00
** Working capital loans are secured by hypothecation of inventories, book debts and all other current assets and first charge on fixed assets excluding specific charges, ranking pari-passu amongst working capital lending banks.		
* ECB Loan from IndusInd bank is secured by way of first charge on Discovery - I Jack up Rig.		
Note 21 - Trade Payables		
Outstanding dues of Micro , Small & Medium Enterprises (MSME)	71.04	77.37
Outstanding dues of Creditors other than MSME	3,554.69	2,408.37
	3,625.73	2,485.74
Note 22 - Other Current Liabilities		
Security Deposits Payable	1.96	1.96
Duties and Expenses Payable	1,514.20	1,621.44
Unpaid Dividend *	4.23	4.34
	1,520.39	1,627.74
* There is no amount due and outstanding to be credited to investors education & protection fund.		
# Includes statutory dues, advances from customers, security deposits etc.		
Note 23 - Provisions		
Gratuity Payable	47.70	-
Leave Encashment Payable	21.72	11.80
	69.42	11.80
Note 24 - Revenue From Operations		
Drilling Services	21,619.58	20,739.37
	21,619.58	20,739.37
Note 25(A) - Other Income		
Profit on Sale of Current Investments (Net)	17.46	355.81
Rent Received	10.36	24.76
Profit on sale of Fixed Assets	75.68	-
Miscellaneous Income	216.94	122.83
Interest Received	1,439.94	2,146.23
Foreign Exchange Fluctuation (Net)	1,544.84	2,700.97
Fair Value through P&L:		
Unwinding interest income on JDIL Interest Free Loan	44.94	41.04
Unwinding interest income on Security Deposits	13.04	-
	3,363.20	5,391.64
Note 25(B) - Other Comprehensive Income		
Change in fair value of hedging	-	(65.20)
Foreign Currency Translation Reserve Account	(208.43)	1,766.95
OCI through Equity Instrument	(45.84)	(166.10)
Remeasurement of defined benefit liability	(75.22)	7.94
Total	(329.49)	1,543.59

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 26 - Operating Expenses		
Rig Hire Charges	5,517.27	9,588.50
Drilling Operation expenses	4,265.71	2,619.87
Stores & Spares Consumed	2,025.50	2,003.55
	<u>11,808.48</u>	<u>14,211.92</u>
Note 27 - Employee Benefits Expenses		
Salary, Wages & Other Allowances	4,326.05	3,105.74
Contribution to PF & Other Funds	109.03	67.71
Staff Welfare Expenses	162.38	128.09
	<u>4,597.46</u>	<u>3,301.54</u>
Note 28 - Finance Costs		
Interest on loan & advances	1,254.81	1,228.72
Unwinding discount on Security Deposit	-	25.80
	<u>1,254.81</u>	<u>1,254.52</u>
Note 29 - Other Expenses		
Electricity & water Charges	46.61	43.71
Rent	341.67	280.44
Rates & Taxes	12.94	5.09
Telephone & Communication Expenses	19.88	20.21
Printing & Stationery	13.11	13.02
Travelling & Conveyance:	167.59	53.83
Vehicle Upkeep & Maintenance	62.12	54.18
Repair & Maintenance		
Building	0.06	1.13
Others	101.30	100.31
Legal & Professional Charges	98.03	42.51
Insurance	3.46	2.44
Fees & Subscription	33.93	38.31
Internal Audit Fees	3.00	3.00
Auditors' Remuneration *	10.88	5.54
General Exp	39.62	41.24
Corporate Social Responsibilities	20.00	29.00
Advertisement & Business Promotion	42.89	33.23
Tender Fee	0.07	0.64
Bank Charges	181.62	95.87
Interest on Income Tax	0.17	
Loss on sale of Fixed assets	-	84.68
Misc Balances Written Off	206.87	1,486.69
Total	<u>1,405.82</u>	<u>2,435.07</u>
*Auditors' Remuneration :		
- Audit Fee	3.40	3.40
- Tax Audit Fee	0.50	0.50
- Other Matters	6.20	1.64
- Out of Pocket Expenses	0.78	-
	<u>10.88</u>	<u>5.54</u>

Note 30: Property, plant & equipment

The company adopted at initial and subsequent recognition of all of its property, plant and equipment at deemed cost method. Refer note 1(b) for depreciation method used, depreciation rate and useful life of PPE. Refer note 3 for gross carrying value, accumulated depreciation value, additions, deletions, depreciation for the period and other changes in PPE.

Property, Plant and Equipment are pledged/ hypothecated as collateral/security against the borrowings of the company.

Note 31: Investment Property

Refer to Note 1(d) and Note 4 for method of depreciation used and carrying value of investment property. The amounts recognised in profit or loss for investment properties is as under;

Particulars	(₹ In Lakhs)	
	31st March 2020	31st March 2019
Rental Income	10.36	24.76
Direct operating expenses from property that generated rental income	(0.70)	(2.47)
Direct operating expenses from property that did not generated rental income	-	-
Profit from investment properties before depreciation	9.66	22.29
Depreciation (As per Companies Act)	(9.17)	(12.12)
Profit from investment properties	0.49	10.17

Contractual obligations

The company is under obligation for major repair and maintenance of investment property, if any required. In ordinary course of business, all day to day repair and maintenance shall be borne by the tenant. Further the tenant is not permitted to carry out any alteration, construction or development of investment property.

Leasing Arrangement

The properties are leased to tenants under long-term and short term operating leases with rental payable monthly. All the lease arrangements are cancellable in nature.

Fair value

Particulars	(₹ In Lakhs)	
	31st March 2020	31st March 2019
Investment properties	1,211.95	1,211.95

The value of investment property has been taken as per last year.

Estimation of fair value

The company is encouraged but not required to measure the fair value on the basis of a valuation done by an independent valuer. The market for comparable properties is inactive and alternative measurements of fair value based on discounted cash flow projections are not available. Hence the investment properties fair value taken at its cost of acquisition as per management estimation.

Note 32: Other Intangible assets

Refer to Note 1(c) for useful lives, method of amortisation used. Refer to Note 5 for Gross carrying value, accumulated amortisation and reconciliation.

Note 33: Provisions, Commitments and Contingent liabilities / assets

(To the extent not provided for):

The carrying amount at the beginning and end of the period;

Particulars	(₹ In Lakhs)		
	LC/BG (Issued from consortium bank sanction limits under legal/ contractual obligation) {refer note (a) below}	Corporate Guarantee given to IndusInd Bank on behalf of Discovery Drilling Pte. Ltd. {Refer note (b) below}	Income Tax Deamnd {Refernote (c) below}
As on 31-Mar-19	7,047.46	18,862.66	3,231.77
Addition during the period	3,413.40	-	315.14
Reversed during the period	1,089.52	18862.66	2,704.40
As on 31-Mar-20	9,371.34	-	842.51

Note:

- LC / Bank Guarantee issued by the banks are provided as contingent liability against the contractual / legal performance of the company towards services being rendered to the customer. It is not predictable for the company to estimate the timings of cash outflows in respect of above as no event occurred in the history of the company.
- Last year the Corporate Guarantee issued by the company is provided as contingent liability against the contractual / legal performance of the Discovery Drilling Pte. Ltd. JV Company towards financial obligation to IndusInd Bank. It is not predictable for the company to estimate the timings of cash outflows in respect of above as no event occurred in the history of the company. During the year this corporate guarantee is paid by lending Discovery Drilling Pte. Ltd. JV Company.
- From the assessment year 2008-09 to 2013-14, are pending before ITAT and for assessment year 2014-15 & 2015-16 appeal is pending before CIT (Appeals). It is not predictable for the company to estimate the timings of cash outflows in respect of above as it is determinable only on receipt of judgement / decisions pending with various forums / authorities. The year wise demands details are as under;

(₹ In Lakhs)

	31-Mar-20		31-Mar-19	
	CIT (Appeal)	ITAT	CIT (Appeal)	ITAT
Assessment Year 2008-09	-	55.00	-	55.00
Assessment Year 2009-10	-	66.50	-	66.50
Assessment Year 2010-11	-	77.82	-	77.82
Assessment Year 2011-12	-	92.98	-	92.98
Assessment Year 2012-13	-	92.56	-	92.56
Assessment Year 2013-14	-	103.02	-	103.02
Assessment Year 2014-15	24.33	-	24.33	-
Assessment Year 2015-16	15.16	-	2,719.56	-
Assessment Year 2016-17	315.14	-	-	-
Assessment Year 2017-18	-	-	-	-
Total	354.63	487.88	2,743.89	487.88

Note 34: Employee Benefits

As per Indian Accounting Standard 19 "Employee benefits", the disclosures as defined are given below:

Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Employer's Contribution to Provident Fund	10.69	8.09
Employer's Contribution to Pension Scheme	19.53	17.50

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act 1972. The gratuity liability amount is contributed to the approved scheme of LIC formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

- Salary Increases - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Investment Risk - If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

1). Reconciliation of opening and closing balances of Plan Assets

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Fair value of plan assets at the beginning of the period	208.43	215.50
Difference in opening Fund	-	-
Actual return on plan assets	31.40	16.57
Employer contribution	1.38	2.68
Fund Management Charges	(1.86)	(2.22)
Acquisition Adjustment	105.81	-
Benefits paid	(38.28)	(24.10)
Fair value of plan assets at the end of the period	306.88	208.43

2). Reconciliation of opening and closing balances of present value of Defined Benefit Obligation

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Present value of obligation as at the beginning of the period	203.41	189.99
Acquisition adjustment	105.81	-
Interest Cost	15.58	14.69
Service Cost	66.30	30.86
Past Service Cost including curtailment Gains/Losses	-	-
Benefits Paid	(38.28)	(24.10)
Total Actuarial (Gain)/Loss on Obligation	90.65	(8.03)
Present value of obligation as at the End of the period	443.47	203.41

3). Reconciliation of fair value Assets and Obligation

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Present Value of the obligation at end	443.47	203.41
Fair value of plan assets	306.88	208.43
Unfunded Liability/provision in Balance Sheet	136.59	(5.02)

4). Income/Expenses recognised during the year

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Total Service Cost	66.30	30.86
Net Interest Cost	(0.39)	(1.97)
Expense recognized in the Income Statement	65.91	28.89
In Other Comprehensive Income		
Actuarial gain / (loss) for the year on PBO	(90.65)	8.03
Actuarial gain /(loss) for the year on Asset	15.43	(0.09)
Unrecognized actuarial gain/(loss) at the end of the year	(75.22)	7.94

5). Actuarial assumptions

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Retirement Age	58	58
Mortality rates inclusive of provision for disability	100% IALM (2006 – 08)	
Withdrawal Rate	%	%
Age up to 30 Years	3.00	3.00
From 31 to 44 Years	2.00	2.00
Above 44 Years	1.00	1.00
Discount Rate	6.80	7.66
Future Salary Increase	6.00	6.00
Method used	Projected unit method	

6). Expected contribution for the next Annual reporting period

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Service Cost	86.14	39.52
Net Interest Cost	9.29	(0.38)
Expected Expense for the next annual reporting period	95.43	39.14

7). Sensitivity Analysis of the defined benefit obligation.

(₹ In Lakhs)

a) Impact of the change in discount rate		
Present Value of Obligation at the end of the period		443.47
a) Impact due to increase of 0.50%		(21.52)
b) Impact due to decrease of 0.50 %		23.37
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period		443.47
a) Impact due to increase of 0.50%		23.44
b) Impact due to decrease of 0.50 %		(21.78)

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

8). Maturity Profile of Defined Benefit Obligation

Year	Amount (₹ In Lakhs)
a) 0 to 1 Year	47.70
b) 1 to 2 Year	16.98
c) 2 to 3 Year	12.33
d) 3 to 4 Year	18.06
e) 4 to 5 Year	34.55
f) 5 to 6 Year	31.52
g) 6 Year onwards	282.33

Other Long Term Benefits
Leave Encashment

The total actuarial earned leave liability, consisting, of encashment, avilment, lapse and compensated absence, while in services and on exit, as per rules of the company, in accordance with IND AS-19 is as under;

1). Change in Benefit Obligation

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Present value of obligation as at the beginning of the period	48.27	51.30
Acquisition adjustment		
Interest Cost	3.70	3.97
Service Cost	20.10	10.50
Past Service Cost including curtailment Gains/Losses	-	-
Benefits Paid	(19.42)	(8.23)
Total Actuarial (Gain)/Loss on Obligation	25.06	(9.27)
Present value of obligation as at the End of the period	77.71	48.27

2). Expenses recognised in income statement

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Total Service Cost	20.10	10.50
Net Interest Cost	3.70	3.97
Net actuarial (gain) / loss recognized in the period	25.06	(9.27)
Expense recognized in the Income Statement	48.86	5.20

Note 35: Segment reporting

All undertaking of the company is engaged in similar activities of providing services to Oil & Gas Companies. Therefore there is only one reportable segment – Drilling and related services under Segment Reporting. The company operates in a single geographical segment – India.

Note 36: Related parties disclosures (as per Ind As 24)

A. List of related parties where control exist and also related parties with whom transactions have taken place and relationships:

S. No.	Name of Related Parties	Relationship
1	Discovery Drilling Pte. Ltd.	Joint Venture
2	Virtue Drilling Pte. Ltd.	
3	Shri Dharam Pal Jindal	Key Managerial Personnel (KMP)
4	Shri Raghav Jindal	
5	Shri Pawan Kumar Rustagi	
6	Shri Saurabh Agrawal	
7	Shri Radhey Shyam Gupta	
8	Sigma Infrastructure Pvt Ltd	Other related parties
9	Maharashtra Seamless Ltd	
10	Jindal Pipes Ltd	
11	Jindal Drilling & Industries Limited Employee Gratuity Fund	Post Employee Benefit Plans

Details of transactions with related party and outstanding balance at the year end.

(₹ In Lakhs)

Items	Years	Joint Venture		K M P's	Other				Holding more than 10% in JDIL Sudha Apparels Ltd.
		DDPL	VDPL		MSL	JPL	Sigma	Post Emp. Benefit Plan	
Sale of Equipments /Spares	Current	20.32	150.73	-	-	-	-	-	-
	Previous	4.50	-	-	-	-	-	-	-
Sale of Scraps	Current	-	-	-	14.34	-	-	-	-
	Previous	-	-	-	6.56	-	-	-	-
Income from Technical Support Services	Current	-	-	-	-	20.26	-	-	-
	Previous	-	-	-	-	432.02	-	-	-
Commission Income on Bank Guarantees	Current	19.80	-	-	-	-	-	-	-
	Previous	94.93	-	-	-	-	-	-	-
Interest on Loan-Income (Gross)	Current	579.09	665.42	-	-	-	-	-	-
	Previous	1,395.71	740.66	-	-	-	-	-	-
Rent Received	Current	-	-	-	1.58	7.58	-	-	-
	Previous	-	-	-	1.58	21.98	-	-	-
Purchase of Material, Services, and others	Current	-	126.25	-	96.14	4.48	-	-	-
	Previous	12.88	-	-	3.25	-	-	-	-
Manpower Services	Current	-	-	-	-	1,536.73	-	-	-
	Previous	-	-	-	-	-	-	-	-
Purchases of assets	Current	-	-	-	-	-	-	-	-
	Previous	51,868.13	-	-	-	-	-	-	-
Interest on loan-Expenses	Current	-	-	-	749.44	108.30	-	-	-
	Previous	-	-	-	845.70	270.87	-	-	-
RentPaid	Current	-	-	-	7.99	-	81.24	-	151.20
	Previous	-	-	-	7.99	-	81.24	-	-
Rent Expenses - Equipments	Current	-	22.64	-	-	-	-	-	-
	Previous	-	-	-	-	-	-	-	-
Rent Expenses - Rig Chartered Hire	Current	-	1,232.19	-	-	-	-	-	-
	Previous	-	-	-	-	-	-	-	-
Security Deposit Paid	Current	-	363.17	-	-	-	-	-	-
	Previous	-	-	-	-	-	-	-	-
Financial Guarantees Given	Current	-	-	-	-	-	-	-	-
	Previous	-	-	-	-	-	-	-	-
Payment to Key Managerial Person's	Current	-	-	202.87	-	-	-	-	-
	Previous	-	-	113.50	-	-	-	-	-
Expenses paid by JDIL on behalf of related parties	Current	-	-	-	-	16.48	-	-	-
	Previous	-	-	-	-	-	-	-	-
Expenses paid by related parties on behalf of JDIL	Current	-	-	-	-	13.32	-	-	-
	Previous	13.20	-	-	-	-	-	-	-
Advance received against RIG Refurbishment	Current	-	-	-	-	-	-	-	-
	Previous	-	-	-	-	464.74	-	-	-
Net Loans and advances, Deposits given /(Refunded)	Current	-17,748.24	-7,091.45	-	-	-	-	-	-
	Previous	-	9,541.32	-	-	-	-	-	-
Net Loans and advances, Deposits taken/(Refunded)	Current	-	-	-	-6,300.00	2,271.00	-	-	-
	Previous	-	-	-	8,760.00	749.55	-	-	-
Accrued Interest Received	Current	2,117.03	1,003.00	-	-	-	-	-	-
	Previous	-	292.31	-	-	-	-	-	-
Post-Employment Employee Benefit Expenses	Current	-	-	-	-	-	1.53	-	-
	Previous	-	-	-	-	-	1.63	-	-
BALANCE OUTSTANDING AT THE YEAR END									
Investments	Current	7,411.97	11,247.41	-	-	-	-	-	-
	Previous	7,411.97	11,247.41	-	-	-	-	-	-
Loans and Advances Receivable	Current	13,234.11	13,051.35	-	-	-	-	-	-
	Previous	29,841.90	19,220.92	-	-	-	-	-	-
Interest on loan receivable (Net of Tax)	Current	519.82	203.00	-	-	-	-	-	-
	Previous	2,117.03	629.56	-	-	-	-	-	-
Loans and Advances Payable (including accrued interest)	Current	-	-	-	7,205.68	4,824.04	-	-	-
	Previous	-	-	-	12,831.18	2,447.27	-	-	-
Trade & Other Payables	Current	-	1,426.91	-	55.04	513.01	-	-	13.61
	Previous	51,892.86	-	-	1.22	-	-	-	-
Trade Receivable against technical support	Current	-	-	-	-	-	-	-	-
	Previous	-	-	-	-	76.08	-	-	-
Financial Guarantees	Current	-	-	-	-	-	-	-	-
	Previous	18,862.66	-	-	-	-	-	-	-
Other receivable	Current	-	11.95	-	5.37	0.42	-	-	-
	Previous	758.51	-	-	3.99	-	-	-	-

B. Details of remuneration of director and other member of key management personnel during the year was as follows;

S. No.	Benefits	31st March 2020	31st March 2019
1	Short term employee benefits	202.87	113.50
2	Post-employment benefits	-	-
3	Other long term benefits	-	-
4	Termination benefits	-	-
5	Share based payments	-	-

Note:

i. i. Related Parties are as determined by management and has been relied upon by Auditors

Note 37: Derivative Financial Instruments

The Company uses forward contracts to manage some of its transaction exposure. The details of such contracts as on the balance sheet date are as follows:

Type of Contract	Purpose
Forward Contracts	Hedge the future receivables.

Foreign Currency Forward Contracts

The Company is having long term chartered hire income contract with ONGC. Since the service contract is under international competitive bidding. The company receives revenue in USD. The company has hedged future receivables by selling USD under the forward contracts.

The foreign currency forward contracts are designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within one year.

Outstanding notional amount for forward contracts is 160 Lac (Previous year USD NIL).

The gain/(loss) due to fluctuation in foreign currency exchange rates on derivative contract, recognized as Other Comprehensive Income of ₹ NIL (Previous year gain of ₹ NIL).

Note 38: Financial reporting of Interest in Joint Ventures

Discovery Drilling Pte Ltd (DDPL) and Virtue Drilling Pte Ltd (VDPL) continued to be Joint Ventures of the company.

Name of the Company	Nature of interest	Date of initial Investment	Country of Incorporation	% Ownership Interest	
				31.03.2020	31.03.2019
Discovery Drilling Pte Ltd. (DDPL)	Equity Investment	25th April, 2006	Singapore	49%	49%
Virtue Drilling Pte Ltd. (VDPL)	Equity Investment	31st March, 2008	Singapore	49%	49%

The changes in interest of Joint Venture companies are as under:-

(₹ In Lakhs)

	Discovery Drilling Pte. Ltd.		Virtue Drilling Pte. Ltd.		Total	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Current Assets	102.95	25,484.46	978.12	5,655.32	1,081.07	31,139.79
Non-Current Assets	40,162.16	53,900.05	49,112.60	74,411.41	89,274.76	1,28,311.47
Total Assets (A)	40,265.11	79,384.52	50,090.71	80,066.74	90,355.83	1,59,451.25
Current Liabilities	332.69	5,556.79	3,514.01	570.32	3,846.70	6,127.12
Non-Current Liabilities	8,451.46	25,907.05	15,405.03	9,434.97	23,856.49	35,342.02
Total Liabilities (B)	8,784.14	31,463.84	18,919.04	10,005.29	27,707.19	41,469.14
Net Assets (A-B)	31,480.97	47,920.67	31,171.67	70,061.44	62,652.64	1,17,982.11

Share of Income & Expenses for the period ended 31st March 2020:-

(₹ In Lakhs)

	Discovery Drilling Pte. Ltd.		Virtue Drilling Pte. Ltd.		Total	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Profit for the year (49%)	(18,046.57)	(370.56)	(43,642.99)	3,189.40	(61,689.56)	2,818.84
Other Comprehensive income (49%)	(316.98)	-	-	-	(316.98)	-

Note 39: Trade Receivable, Loans & advances & Trade Payable

- (i) Trade receivable includes a sum of USD 147.72 lacs (In Indian rupees ₹ 6,632.81 lacs restated on 31-03-2011) as on 31.03.2020, which is outstanding from ONGC Ltd (ONGC) since May 2007. Against this company had initiated Arbitration proceeding and Arbitration award dated 9-10-2013 was decided in favour of company. Against this ONGC had filed the appeal in Mumbai High court, which was also decided in favour of the company. Against this ONGC had filed the appeal in double bench of Hon'ble Mumbai High Court. Meanwhile ONGC has filed transfer petition in Supreme Court, Hon'ble Supreme Court has allowed this transfer petition and tagged with other SLP filed by ONGC in December 2012. Company has filed execution petition in Hon'ble Mumbai Court to execute the Arbitration Award on 26th September 2018. On 15th April 2019 ONGC has filed the stay petition in the Supreme Court against execution of award filed in Hon'ble Mumbai High Court. At the time of hearing ONGC has offered to deposit the full amount the Court. As per the order of Hon'ble Supreme Court dated 6th January 2020, ONGC has deposited ₹ 15,906.85 Lacs in the court on 30th January 2020. (Receivable amount USD 147.72 lacs + interest @ 4% per annum upto 30th January 2020) @ exchange rate on the day of deposit. The management is hopeful that, this case would be decided in our favour during the year. Due to this, it has been shown under current assets.
- (ii) The Loan and advance includes ₹ 891.44 Lacs relate to Marine Oil Gas Private Limited (MOGL) in respect of which no realisation could be made. No interest income has been recognised since financial year 2011-12. The Company has initiated legal proceeding for recovery of the same by filing a civil suit in Hon'ble Delhi High Court in September 2013 against this company along with related persons and Ex-Managing Director of the company. However in view of Ind As 113, the company has made a provision of ₹ NIL (Previous Year ₹ 98.05 Lacs) under expected credit loss on MOGL loan.
- (iii) Loans & Advances includes an interest free loan of ₹ 518.00 lacs (Previous year ₹ 473.06 lacs), paid to Jindal Drilling & Industries Limited Employee Welfare Trust, which had been formed with the sole objective of employee's welfare. The management is considering the same as good and fully recoverable. The amount of loan is discounted at 9.5% p.a. to arrive at fair value.
- (iv) Last Year, the Company has purchased a Jack-up Rig "Discovery-I" at the cost of USD 75 Million from its Joint Venture Company Discovery Drilling Pte. Ltd. and during the financial year 2019-20, this Jack-up Rig was capitalised in the books. This Jack up rig has started its operation w.e.f July 2019.
- (v) The Company has decided to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 from the current financial year. Accordingly, the provision for income tax and deferred tax balances have been recorded/ re-measured using the new tax rate.
- (vi) During the year Company has entered into contract of lease for unfurnished Jack up Rig- Jindal Star. The company has incurred ₹ 3,393.51/-Lacs on the refurbishment of this rig. This refurbishment expenses would be charged over the contract period. During the year the company has charged ₹ 390.60/-Lacs under the head of Drilling operation expenses.

Note 40: Total foreign exchange earned and used

(₹ In Lakhs)

Particulars	31st March 2020	31st March 2019
Foreign Exchange earned in terms of actual inflows	22,261.39	21,954.77
Foreign Exchange outgo in terms of actual outflows	9,199.95	64,415.08

Note 41: Details of Loan given, Investment made and Guarantee given as covered u/s 186 (4) of the Companies Act, 2013

The details of loans given, investments made, guarantee given or security provided are as under;

Loans Given

(₹ In Lakhs)

S. No.	Name of Person	As at 31/03/2020	As at 31/03/2019
1	Discovery Drilling Pte. Ltd.	13,234.11	29,841.90
2	Virtue Drilling Pte. Ltd.	13,051.35	19,220.92
3	Internovia Natural Resources FZ LLC	-	11,753.80
4	JDIL Employees Welfare Trust	518.00	473.06
5	Marine Oil & Gas Pvt. Ltd.	891.44	891.44
6	Accrued interest on above loan receivable	722.81	2,746.59
	Total	28,417.71	64,972.65

Investment in Equity Shares

(₹ In Lakhs)

S. No.	Name of Person	As at 31/03/2020	As at 31/03/2019
1	Discovery Drilling Pte. Ltd.	7,411.97	7,411.97
2	Virtue Drilling Pte. Ltd.	11,247.41	11,247.41
3	Internovia Natural Resources FZ LLC	2.37	2.37
4	Taloja C. E. T. P. Co.op. Soc. Ltd- Shares	0.01	0.01
5	Electrosteel Steel Limited	18.33	56.82
6	Jindal Steel & Power Limited	6.19	13.54
	Total	18,686.28	18,732.12

Corporate Guarantee Given

(₹ In Lakhs)

S. No.	Name of Person	As at 31/03/2020	As at 31/03/2019
1	Discovery Drilling Pte. Ltd.	-	18,862.66
	Total	-	18,862.66

All the above loans and advances given are for the Business purposes.

- Loans and advances mentioned supra have been shown under "Non-Current Loans & Advances".
- Loans to employee/welfare trusts as per the Company's policy are not considered. None of the Loan and Associate Companies have per se, made investments in shares of the company.

The above details are as per regulation 34(3) and 53(f) of SEBI (Listing and disclosure requirement) Regulations, 2015

Note 42: Income tax expenses

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Current Tax	-	765.81
MAT Credit	-	(16.56)
Deferred Tax		
- Relating to origination and reversal of temporary differences	720.28	(126.70)
- Re-measurements of post-employment benefit obligations	18.93	2.31
- Change in cash flow hedging	-	(18.97)
- Reclassification of Foreign Currency Translation Reserve Account	(52.46)	514.53
- Change in fair value of equity instrument	(11.54)	(48.37)
Total Deferred Tax	675.22	322.80

Effective tax reconciliation

Numerical reconciliation of tax expenses applicable to profit before tax at the latest statutory enacted rate in India to income tax expense reported is as follows:

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Profit Before Tax	3,340.36	4,034.41
Applicable Statutory Enacted Income Tax Rate	25.168%	34.944%
Computed Tax Expense	840.79	1,409.78
Increase/(Reduction) in Taxes on Account of		
Additional Allowances for Tax Purpose	(840.79)	(643.97)
Items not Liable to Tax	-	-
Tax losses unutilized / Items Taxed at Different Rate	-	-
Tax Expense Relating to Earlier Years (Net)	-	-
Others	720.28	(143.26)
Income Tax Expense reported in financial statement	720.28	622.55

Note 43: Capital Management

The primary objective of the Company's capital management is to ensure availability of funds at competitive cost for its operational and development needs and maintain a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2020 and 31.03.2019. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

The Company monitors capital structure on the basis of debt to equity ratio. For the purpose of Company's capital management, equity includes paid up equity share capital and reserves and surplus and effective portion of cash flow hedge and Debt comprises of long term borrowings including current maturities of these borrowings.

The following table summarizes long term debt and equity of the Company:

(₹ In Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Equity Share Capital	1,449.06	1,449.06
Reserves and Surplus (including effective portion of cash flow hedge)	87,409.10	85,264.70
Total Equity	88,858.16	86,713.76
Long Term Debt	21,650.20	-
Debt to Equity Ratio	0.2436	0.00

Note 44: Fair value measurement

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets:

(₹ In Lakhs)

Particulars	As At 31st March, 2020			As At 31st March, 2019		
	FVTPL	FVOCI	Amor- tised Cost	FVTPL	FVOCI	Amor- tised Cost
Financial Assets						
Non-current						
Investments in Equity Shares of JV Companies	-	-	18,661.76	-	-	18,661.76
Loans	1,409.44	-	26,285.46	1,364.50	-	49,062.82
Derivative financial instrument	-	-	-	-	-	-
Security Deposit	4,937.56	-	-	3,939.92	-	-
Other Financial Assets - Non Current	-	-	2,802.75	-	-	2,289.28
Current						
Investments in Mutual Funds	-	-	-	-	-	-
Investments in Equity Shares of other companies	-	24.52	-	-	70.36	-
Investments in Religare Credit Investment Trust	-	-	28.77	-	-	50.93
Trade Receivables	-	-	12,655.98	-	-	10,021.45
Cash and Cash Equivalents and Bank Balances	-	-	584.66	-	-	413.58
Loans	-	-	-	-	-	11,753.80
Total Financial Assets	6,347.00	24.52	61,019.38	5,304.42	70.36	92,253.62
Financial Liabilities						
Short term borrowings	-	-	18,278.45	-	-	16,313.00
Trade Payables	-	-	3,625.73	-	-	2,485.74
Total Financial Liabilities	-	-	21,904.18	-	-	18,798.74

Fair Value Techniques:

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and short term deposits, trade receivables, trade payables, non-current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- Long term fixed rate and variable rate receivables / borrowings are evaluated by the Company based on parameters such as interest rate, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowings fair value is determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.
- The fair value of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity and market parameters such as interest rates, foreign exchange rates and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivatives counterparties and believe them to be significant and warranting a credit adjustment.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of Company's asset and liabilities grouped into Level 1 to Level 3 as described below:

Quoted prices / published Net Asset Value (NAV) in an active markets (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities and financial instruments like mutual funds for which NAV is published by mutual funds. This category consist mutual fund investments and equity share instrument of other companies / JV's.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (that is, unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table provides the fair value measurement hierarchy of Company's asset and liabilities grouped into Level 1 to Level 3 as described below:

Assets and Liabilities Measured at Fair Value (Accounted)

(₹ In Lakhs)

Particulars	As at 31 March 2020				As at 31 March 2019			
	Level - 1	Level - 2	Level - 3	Total	Level - 1	Level - 2	Level - 3	Total
Financial Assets measured at fair value								
Mutual Funds Investments	-	-	-	-	-	-	-	-
Equity Shares of Other Companies	24.52	-	-	24.52	70.36	-	-	70.36
Derivatives designated as hedge	-	-	-	-	-	-	-	-
Loans	-	1,409.44	-	1,409.44	-	1,364.50	-	1,364.50
Security Deposit	-	4,937.56	-	4,937.56	-	3,939.92	-	3,939.92

During the year ended 31.03.2020 and 31.03.2019, there were no transfers between Level 1 and level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements. There is no transaction/balance under level 3.

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2020 and 31.03.2019;

Particulars	Fair Value Hierarchy	Valuation Techniques	Inputs Used	Quantitative Information about Significant Unobservable Inputs
Derivatives Financial Instruments -Designated as Hedging Instrument	Level 2	Market valuation techniques	Prevailing/forward foreign currency exchange & interest rates in market to discount future cash flows	-
Security Deposit	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to JDIL Employee Welfare trust	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-

Note 45: Financial Risk Management Objectives and Policies

The company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting Sensitivity analysis	Forward foreign exchange contracts
Market risk – security prices	Investments in equity securities	Sensitivity analysis	Portfolio diversification

The company's risk management is carried out by a treasury department under policies approved by the board of directors. Company treasury identifies, evaluates and hedges financial risks in close co-operation with the company's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk and credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Credit risk

Credit risk is the risk that the counter party will not meet its obligation under a financial instruments or customer contract, leading to a financial loss. The Company is exposed to credit risk from its cash and cash equivalents, loans, investments at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

Credit Risk Management

Credit risk for banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a team who assess and maintain an internal credit rating system. The company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

Provision for expected credit losses

Internal rating	Category	Description of category	Basis for recognition of expected credit loss provision			
			Investments	Loans and deposits	Trade receivables	
VL 1	High quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil				
VL 2	Quality assets, low credit risk	Assets where there is low risk of default and where the counter-party has sufficient capacity to meet the obligations and where there has been low frequency of defaults in the past	12-month expected credit losses	12-month expected credit losses	Life-time expected credit losses (simplified approach)	
VL 3	Standard assets, moderate credit risk	Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong				
VL 4	Substandard assets, relatively high credit risk	Assets where there has been a significant increase in credit risk since initial recognition. Assets where the payments are more than 45 days past due	Life-time expected credit losses	Life-time expected credit losses		
VL 5	Low quality assets, very high credit risk	Assets where there is a high probability of default. In general, assets where contractual payments are more than 90 days past due are categorised as low quality assets. Also includes assets where the credit risk of counter-party has increased significantly though payments may not be more than 90 days past due				
VL 6	Doubtful assets, credit-impaired	Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or failing to engage in a repayment plan with the company. The company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 180 days past due. Where loans or receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.	Assets is written off			

Expected credit loss for loans, security deposits and investments

Particulars		Asset group	Internal credit rating	Estimated gross carrying amount at default	Expected probability of default	ECL	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	Financial assets for which credit risk has not increased significantly since initial recognition	Investments at amortised cost	VL 1	18,661.76	0%	-	18,661.76
			Total	18,661.76		-	18,661.76
		Loans	VL 1	26,803.46	0%	-	26,803.46
			VL 2	-	0%	-	-
			VL 3	-	0%	-	-
			Total	26,803.46		-	26,803.46
		Security deposits	VL 1	4,937.56	0%	-	4,937.56
Total	4,937.56			-	4,937.56		

Particulars		Asset group	Internal credit rating	Estimated gross carrying amount at default	Expected probability of default	ECL	Carrying amount net of impairment provision
Loss allowance measured at life-time expected credit losses	Financial assets for which credit risk has increased significantly and not credit-impaired *		VL 2	891.44	0%	-	891.44
	Financial assets for which credit risk has increased significantly and credit-impaired *	NA	NA	NA	NA	NA	NA

Expected credit loss for trade receivables under simplified approach

Ageing	Not Due	0-45 Days past due	46-90 Days past due	91-135 Days past due	136-180 Days past due	Total
Gross Carrying Amount	1,852.16	3,745.19	424.71	5.64	6,628.28	12,655.98
Expected Credit Loss rate	-	-	-	-	-	-
Expected Credit Loss	-	-	-	-	-	-
Carrying Amount of trade receivables	1,852.16	3,745.19	424.71	5.64	6,628.28	12,655.98

Liquidity risk

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.

Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Floating Rate		
- Expiring within one year (Cash Credit Facility)	1,252.53	965.45
- Expiring beyond one year (Corporate loans)	-	-

The bank cash credit facilities may be drawn at any time and may be terminated by the bank without notice. The corporate loan facilities may be drawn at any time in INR and have an average maturity of 2 years.

Maturity profile of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative and derivative financial liabilities, if any.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

For the year ended 31st March 2020

Contractual maturities of financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
Borrowings	-	-	6,248.73	12,029.72	-	18,278.45
Trade Payables	3,625.73	-	-	-	-	3,625.73
Other Financial Liabilities	69.42	-	-	-	-	69.42
Derivative Liabilities	-	-	-	-	-	-
Total	3,695.15	-	6,248.73	12,029.72	-	21,973.60

For the year ended 31st March 2019

Contractual maturities of financial liabilities	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
Borrowings	-	-	1,034.55	15,278.45	-	16,313.00
Trade Payables	2,485.74	-	-	-	-	2,485.74
Other Financial Liabilities	36.47	-	-	-	-	36.47
Derivative Liabilities	-	-	-	-	-	-
Total	2,522.21	-	1,034.55	15,278.45	-	18,835.21

Market risk and sensitivity

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivatives financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and liabilities held as at 31.03.2020 and 31.03.2019.

Foreign currency risk exposure

The company exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows;

Particulars	31-Mar-20					31-Mar-19				
	USD	EUR	NOK	SGD	AED	USD	EUR	NOK	SGD	AED
Financial Assets										
Trade receivables	12,571.95	15.38	-	27.36	-	2,996.79	-	-	-	-
Forward contracts	-	-	-	-	-	-	-	-	-	-
Loans	26,285.46	-	-	-	-	60,816.62	-	-	-	-
Interest Receivables	722.81	-	-	-	-	2,117.03	-	-	-	-
Security Deposit	5,054.09	-	-	-	-	1,555.65	-	-	-	-
Investments	-	-	-	18,659.38	2.37	-	-	-	18,659.38	2.37
Reimbursement of Expenses	-	-	-	-	-	753.96	-	-	-	-
Net exposure to foreign currency risk (assets)	44,634.31	15.38	-	18,686.74	2.37	68,240.05	-	-	18,659.38	2.37
Trade payables	1,963.65	-	-	-	0.11	53,980.95	1.77	0.51	9.01	0.10
Term Loan		26,646.40								
Net exposure to foreign currency risk (liabilities)	1,963.65	26,646.40	-	-	0.11	53,980.95	1.77	0.51	9.01	0.10

Sensitivity

The sensitivity analyses exclude the impact of movement in market variables on the carrying value of post-employment benefit obligations, provisions and on non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in respective market rates. The company's activities expose it to a variety of financial risk including the effect of changes in foreign currency exchange rates and interest rates. The company uses derivatives financial instruments such as foreign exchange forward contracts of varying maturity depending upon the underlying contract and risk management strategy to manage its exposures to foreign exchange fluctuation and interest rates.

Note 46: Earning per share (EPS)
Basic and Diluted EPS

(₹ In Lakhs)

Particulars	FY 2019-20	FY 2018-19
Profit or Loss attributable to ordinary Equity shareholders (₹ In Lakhs)	2,335.65	4,505.96
Equity Share Capital	1449.06	1449.06
Weighted average number of equity shares outstanding (Face value of ₹ 5/- per share)	289.81	289.81
Earnings Per Share – Basic and Diluted (₹)	8.06	15.55

Note 47: Operating leases

The Company has taken office premises on cancellable lease. These are cancellable and are renewable by mutual consent on mutually agreed terms.

Note 48: Rounding off

Figures less than 500 have been shown at actuals wherever statutorily required to be disclosed, as the figures have been rounded off to the nearest lacs.

Note 49: Collaterals

Inventory, Trade Receivables, Other Financial Assets, Property, Plant and Equipment are pledged/ hypothecated as collateral/security against the borrowings of the company. {Please refer note no. 18 (I) & 20}

Note 50: Miscellaneous

- i) Dues to micro and small enterprises have been determined as per information collected by the management & have been relied upon by the auditors.
- ii) In the opinion of the Management and to the best of their knowledge and belief, the value of current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.
- iii) Previous year's figures have been re-grouped/ re-arranged/ re-classified wherever considered necessary.

The accompanying notes are an integral part of the Financial Statements.

Significant accounting policies and notes on financial statement I-50

As per our report of even date
For **KANODIA SANYAL & ASSOCIATES**
Chartered Accountants
Firm's Registration No. 008396N

RAGHAV JINDAL
Managing Director
DIN: 00405984

For & on Behalf of the Board of Directors
D. P. JINDAL
Chairman
DIN: 00405579

PALLAV KUMAR VAISH
Partner
Membership No. 508751

PAWAN KUMAR RUSTAGI
CFO
PAN: AACPR8012M

RADHEY SHYAM GUPTA
CEO
PAN: AFZPG1876Q

Place : Gurugram
Date : 29th June 2020

SAURABH AGRAWAL
Company Secretary
ACS: 36163

K. K. KHANDELWAL
Director
DIN: 00455369

**CONSOLIDATED
FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

To the Members of

Jindal Drilling & Industries Limited

Report on the Consolidated Ind AS Financial Statements**Qualified Opinion**

We have audited the accompanying consolidated Ind AS financial statements of Jindal Drilling & Industries Limited ('the Parent Company') and its Joint Venture Companies (collectively referred to as 'the Company' or 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2020, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, except for the effects (to the extent ascertained and/or not) of the matters described below under paragraph "Basis for Qualified Opinion" and based on the consideration of the reports of the other auditors on separate financial statements/consolidated financial statements and on the other financial information of the joint ventures, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS'), specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, of the consolidated state of affairs (consolidated financial position) of the Group, as at 31 March 2020 and its consolidated loss (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year then ended.

Basis for Qualified Opinion

We draw your attention to the following qualifications to the Auditor's Report of the financial statements of Virtue Drilling Pte Ltd and Discovery Drilling Pte. Ltd, both Joint Ventures Companies of the Parent Company issued by an independent firms of Singapore vide its Report dated June 26, 2020 reproduced by us as under :

In Virtue Drilling Pte Ltd: -

The Company has investment in unquoted shares of US\$64,517,969 (2019:US\$148,597,969) held in its related parties. These investments are carried at their original cost of investments as management is of the view that cost approximates fair value. Management has not determined the fair value of these investments using acceptable valuation methods as required by FRS 109, financial instruments. Consequently, we are unable to determine whether any adjustments to the carrying value of the investments as at March 31, 2020 would be required to be made.

In Discovery Drilling Pte Ltd.: -

The total assets of the company as at 31 March 2020 include investment securities comprising of investment in equity shares amounting to US\$ 1,499,460 (2019: US\$ 2,354,460) and investment in perpetual preference shares amounting to US\$ 14,299,742 (2019: US\$ 150,479,742). The company has classified the investment securities at fair value through other comprehensive income. As per FRS 109 these investments have to be stated at fair value on the date of adoption and should be re measured at fair value at every subsequent reporting date. The management has estimated that the cost of these investments approximates its fair value and hence no fair value gain or loss were recognised. However, we are unable to satisfy ourselves on the fairness of valuation of investment securities amounting to US\$ 15,799,202 (2019: US\$ 73,634,202) out of the total amount of investment securities referred above. There were no other alternative audit procedures that we could perform to satisfy ourselves on the accuracy and valuation of investment securities. We were unable to determine and quantify whether any adjustments might have been found necessary in respect of investment and the elements making up the statement of comprehensive income, statement of changes in equity and statement of cash flows.

Also, during the year the company accounted for fair value loss on investment securities amounting to US\$ 855,000. However, we are unable to verify the basis of the impairment and fair value of the financial instrument.

We conducted our audit of the consolidated financial statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements/ consolidated financial statements and on the other financial information of the joint ventures were most significant 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Contingent Liabilities relating to Income Tax Demand</p> <p>Pursuant to MCA notification dated 30.03.2019 amending the Accounting Standard Ind AS 12 – Income Tax the company reviewed the disputed income tax demand of ₹ 842.51 Lakhs, hitherto, disclosed under contingent liabilities. This involves significant management judgment to determine the possible outcome of the uncertain tax position, consequently having an impact on related accounting and disclosures in the standalone financial statements. Refer Note 33 Paragraphs C to the standalone financial statements.</p>	<p>Our audit procedures include the following substantive procedures:</p> <ul style="list-style-type: none"> Obtained understanding of key uncertain tax positions; and We along with our internal tax experts - Read and analyzed selected key correspondences including appeal papers and assessment orders, external opinions obtained by the company. We also held discussions with the Company's tax advocate appropriate senior management and evaluated management's underlying key assumptions in estimating the tax provisions; and Assessed management's estimate of the possible outcome of the disputed cases. <p>The accounting estimates and disclosures made in accordance with the Accounting Standards Ind AS 12 and IndAS8.</p>
<p>Litigation, arbitrations, and claims</p> <p>As described in note 39 paragraph (i) and (ii) of the standalone Ind AS financial statements) As of March 31, 2020, the Company's discloser relating to legal claims, arbitration and litigation exposures have been identified as a key audit matter due to the large number of complex legal claims across the Company. Due to complexity of cases, timescales for resolution and need to negotiate with various authorities, there is significant judgement required by management in assessing the exposure of each case and thus a risk that such cases may not be adequately provided for or disclosed in the standalone Ind AS financial statements. Accordingly, claims, litigations, and arbitrations was determined to be a key audit matter in our audit of the standalone ind as financial statement.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigation, and arbitrations, and evaluated the design and tested the operating effectiveness of key controls. • Obtained the Company's legal cases summary and critically assessed management's position through discussions with the legal head and Company management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Obtained confirmation, where appropriate, from relevant legal counsel and conducted discussions with them regarding material cases. Evaluated the objectivity, independence, competence, and relevant experience of legal counsel. • Inspected external legal opinions, where appropriate and other evidence to corroborate management's assessment of the risk profile in respect of legal claims. • Checked the adequacy of the disclosures with regard to facts and circumstances of the legal and litigation matters.

Emphasis of Matter-Subsequent Event

We had Consolidated based on unaudited financial statements of two joint ventures in previous financial year, whereas as per audited financial statements of these Joint ventures, the auditor's had qualified opinion for previous financial year.

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

The Parent'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 including Annexures to Board's Report, Business Responsibility report, Corporate Governance and shareholder's information, but does not include the consolidated financial statements and our auditor's report thereon. The report containing other information is expected to be made available to us after the date of this auditor's report.

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, compare with the financial statements of the joint ventures audited/Reviewed by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to materially misstated. Other information so far as it relates to the joint ventures is traced from their financial statements audited by the other auditors.

If, based on the work we have performed, we conclude that there is a no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error; which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Parents, 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 management either intends to liquidate the Company 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 also responsible for overseeing the Company's financial reporting process of the group.

Auditors' Responsibility 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 judgement and maintain professional skepticism 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 financial control relevant to the audit in order to design audit procedures that are appropriate in circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 Group'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 consolidated financial statement 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 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 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 or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with the 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.

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 current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosures 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 Matters

The consolidated financial results also include the two-joint venture, whose financial statements include Group's share of net loss /total comprehensive loss of ₹ 55597 lakh and ₹ 61690 lakh for the year ended 31st March 2020, as considered in the Statement whose financial statements and other financial information have been audited by their respective independent auditors.

The independent auditor's report on the financial statements of these entities have been furnished to us by the Management and our opinion on the statement in so far as it relates to the amounts and disclosures included in respect of these joint venture is based solely on the reports of such auditors and the procedures performed by us stated in paragraph above.

Our opinion on the consolidated financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

- I. As required by Section 143(3) of the Act, we report, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
 - c. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
 - d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the accounting standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2020 from being appointed as a Director of that company in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A', which is based on the auditor's report of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of the Parent.
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Parent to its directors during the year in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer note no. 33 to the standalone Ind AS financial statements;
 - ii. the venture Company does not have any material foreseeable losses on long term contracts including derivative contracts. Refer note no.37 in the standalone financial statement.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India; and

For **KANODIA SANYAL & ASSOCIATES**
Chartered Accountants
FRN: 008396N

(Pallav Kumar Vaish)
Partner

Place : Gurugram
Date : 29th June 2020

Membership no.: 508751
UDIN: 20508751AAAACR6401

Annexure - A to the Independent Auditor's Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

In conjunction with our audit of the consolidated Ind AS financial statements of the Group as of and for the year ended 31 March 2020, we have audited the internal financial controls over financial reporting of Jindal Drilling & Industries Limited ('the Parent Company') and its Joint Venture companies which is company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Venture Company, which is company incorporated in India, are 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 the 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') issued by ICAI 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 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 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 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 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 Parent Company and its Joint Ventures, which are incorporated in India, have, 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 31 March 2020, 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 ICAI.

For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

FRN: 008396N

(Pallav Kumar Vaish)

Partner

Membership no.: 508751

UDIN: 20508751AAAACR6401

Place : Gurugram

Date : 29th June 2020

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020

(₹ in Lakhs)

Particulars	Note	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	3	52,046.13	4,256.07
Capital Work in Progress	3	1.00	51,879.30
Investment Property	4	957.92	967.09
Other Intangible Assets	5	55.75	80.00
Equity accounted in JV companies	6(A)(i)	62,652.64	1,17,982.11
Financial Assets			
i. Investments	6(A)(ii)	2.38	2.38
ii. Loans	7	32,632.46	54,367.24
Deferred Tax Assets	8	4,259.58	688.47
		<u>1,52,607.86</u>	<u>2,30,222.66</u>
Current Assets			
Inventories	9	3,280.41	790.53
Financial Assets:			
i. Investments	6(B)	53.29	121.29
ii. Trade Receivables	10	12,655.98	10,021.45
iii. Cash and Cash Equivalents	11	10.18	2.69
iv. Bank balances other than (iii) above	11	574.48	410.89
v. Loans	12	-	11,753.80
vi. Other Financial Assets	13	724.38	2,853.13
Current Tax Assets (Net)	14	2,802.75	2,305.84
Other Current Assets	15	11,190.21	1,410.27
		<u>31,291.68</u>	<u>29,669.89</u>
Total Assets		<u>1,83,899.54</u>	<u>2,59,892.55</u>
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	16	1,449.06	1,449.06
Other Equity	17	1,26,150.96	1,80,460.22
		<u>1,27,600.02</u>	<u>1,81,909.28</u>
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
i. Borrowings from bank	18(1)	21,650.20	-
ii. Other financial liability	18(2)	-	51,868.13
Provisions	19	144.42	36.47
Deferred Tax Liabilities	8	11,010.94	5,640.39
		<u>32,805.56</u>	<u>57,544.99</u>
Current Liabilities			
Financial Liabilities:			
i. Borrowings	20	18,278.45	16,313.00
ii. Trade Payables	21		
A). Total outstanding dues of MSME		71.04	77.37
B). Total outstanding dues of creditors other than MSME		3,554.69	2,408.37
Other Current Liabilities	22	1,520.39	1,627.74
Provisions	23	69.42	11.80
		<u>23,493.96</u>	<u>20,438.28</u>
Total Equity & Liabilities		<u>1,83,899.54</u>	<u>2,59,892.55</u>

The accompanying notes are an integral part of the Financial Statements

Significant accounting policies and notes on financial statements I - 39

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**

 Chartered Accountants
 Firm's Registration No. 008396N

RAGHAV JINDAL

 Managing Director
 DIN: 00405984

For & on Behalf of the Board of Directors

D. P. JINDAL

 Chairman
 DIN: 00405579

PALLAV KUMAR VAISH

 Partner
 Membership No. 508751

PAWAN KUMAR RUSTAGI

 CFO
 PAN: AACPR8012M

RADHEY SHYAM GUPTA

 CEO
 PAN: AFZPG1876Q

SAURABH AGRAWAL

 Company Secretary
 ACS: 36163

K. K. KHANDELWAL

 Director
 DIN: 00455369
 Jindal Drilling and Industries Limited

 Place : Gurugram
 Date : 29th June 2020

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020 (₹ in Lakhs)

Particulars	Note	Year Ended 31st March 2020	Year Ended 31st March 2019
Continuing Operations			
Revenue from operations	24	21,619.58	20,739.37
Other Income	25(A)	3,363.24	5,391.64
Total Income		24,982.82	26,131.01
Expenses			
Operating expenses	26	11,808.48	14,211.92
Employee benefits expense	27	4,597.46	3,301.54
Finance cost	28	1,254.81	1,254.52
Depreciation and amortization expense	3,4,5	2,575.85	893.56
Other expenses	29	1,405.82	2,435.07
Total Expenses		21,642.42	22,096.61
Profit before exceptional items and tax		3,340.40	4,034.40
Exceptional Items		-	-
Profit before share of equity accounted in JV companies and tax		3,340.40	4,034.40
Share of profit of equity accounted JV companies, net of tax		(61,689.56)	2,818.84
Profit before tax		(58,349.17)	6,853.24
Tax expenses			
Current Tax		-	765.81
MAT Credit		-	(16.56)
Deferred tax	8	720.28	(717.04)
Total tax expenses		720.28	32.21
Profit for the year		(59,069.45)	6,821.03
Other Comprehensive Income 26(B)			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(75.22)	7.94
Income tax relating to these items		(18.93)	(2.31)
		(94.15)	5.63
Items that will be reclassified to profit or loss			
Change in cash flow hedging		-	(65.20)
Reclassification of Foreign Currency Translation Reserve Account		(208.43)	1,766.95
Change in fair value of equity instrument		(45.84)	(166.10)
Foreign exchange gain on consolidation		6,677.07	10,311.94
Income tax relating to these items		(1,616.49)	(3,450.02)
		4,806.31	8,397.57
		4,712.16	8,403.20
Total Comprehensive Income for the Year (Comprising profit and other comprehensive income for the year)		(54,357.29)	15,224.23
Earning per equity share of ₹ 5 each (in ₹)			
Basic		(187.56)	52.53
Diluted		(187.56)	52.53

The accompanying notes are an integral part of the Financial Statements.

Significant accounting policies and notes on financial statements 1-39

As per our report of even date

For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

Firm's Registration No. 008396N

RAGHAV JINDAL

Managing Director

DIN: 00405984

For & on Behalf of the Board of Directors

D. P. JINDAL

Chairman

DIN: 00405579

PALLAV KUMAR VAISH

Partner

Membership No. 508751

PAWAN KUMAR RUSTAGI

CFO

PAN: AACPR8012M

RADHEY SHYAM GUPTA

CEO

PAN: AFZPG1876Q

SAURABH AGRAWAL

Company Secretary

ACS: 36163

K. K. KHANDELWAL

Director

DIN: 00455369

Place : Gurugram

Date : 29th June 2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

A. Equity Share Capital (Subscribed and Paid up)

Particulars	Note	Equity Capital (₹ in Lakhs)
As at 1st April 2019	15	1,449.06
Change in equity share capital		-
As at 31st March 2020	15	1,449.06

B. Other Equity

Particulars	Note	Reserves & Surplus			Equity Instrument through OCI	Effective portion of Cash Flow Hedging	Foreign Currency translation reserve	Forex Gain on consolidation	Other OCI Items	Total
		Securities Premium Reserve	General Reserve	Retained Earnings						
Balance as at 1st April 2019	18	29,613.35	24,562.94	1,14,966.84	(213.18)	-	1,695.69	9,770.03	64.55	1,80,460.22
Total comprehensive income for the year ended 31 March 2020										
Profit or loss		-	-	(59,275.98)	-	-	-	-	-	(59,275.98)
Other comprehensive income	26(B)	-	-	(94.15)	(34.30)	-	(155.97)	5,759.37	(316.98)	5,157.97
Total comprehensive income		-	-	(59,370.13)	(34.30)	-	(155.97)	5,759.37	(316.98)	(54,118.01)
Transferred from retained earnings		-	-	(16.56)						(16.56)
Proposed Dividend & Tax		-	-	(174.69)						(174.69)
Balance as at 31st March 2020		29,613.35	24,562.94	55,405.46	(247.48)	-	1,539.72	15,529.40	(252.43)	1,26,150.96

As per our report of even date

For: **KANODIA SANYAL & ASSOCIATES**
Chartered Accountants
Firm's Registration No. 008396N

PALLAV KUMAR VAISH
Partner
Membership No. 508751

Place : Gurugram
Date : 29th June 2020

RAGHAV JINDAL
Managing Director
DIN: 00405984

PAWAN KUMAR RUSTAGI
CFO
PAN: AACPR8012M

SAURABH AGRAWAL
Company Secretary
ACS: 36163

For & on Behalf of the Board of Directors

D. P. JINDAL
Chairman
DIN: 00405579

RADHEY SHYAM GUPTA
CEO
PAN: AFZPG1876Q

K. K. KHANDELWAL
Director
DIN: 00455369

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	(58,349.17)	853.25
Adjustments for :		
Depreciation & amortization expenses	2,575.85	893.56
Unrealised foreign exchange fluctuations (gain)/loss	(1,544.84)	(2,700.97)
Notional (gain)/loss on fair valuation of assets / liabilities	(133.20)	(72.46)
Interest income	(1,439.94)	(2,146.23)
Dividend income	-	-
Finance cost	1,254.81	1,254.52
Share of profit of equity accounted investee	61,689.56	(2,818.84)
(Gain)/loss on Sale of PPE	(75.68)	84.68
(Gain)/loss on sale of investments	(17.46)	(355.81)
Operating Profit before working capital changes	3,959.94	991.69
Adjustments for :		
Trade receivables	(2,634.53)	188.50
Other financial assets and other assets	3,157.57	1,525.19
Trade payables	1,140.00	479.53
Other financial liabilities, other liabilities and provisions	58.22	(1,898.41)
Cash generated from operations	5,681.19	1,286.50
Income Taxes paid - net of refund	(513.47)	(514.86)
NET CASH FROM OPERATING ACTIVITIES	5,167.72	771.64
B. CASH FLOW FROM INVESTING ACTIVITIES		
Expenditure for property, plant & equipments (Addition) / Deletion of CWIP	(50,426.23) 10.17	(638.76) -
Expenditure for intangible assets	-	(69.78)
Proceeds from sale of investment property	-	769.19
Proceeds from sale of property, plant & equipment	169.42	420.10
Loan (refund)/given to related parties & others (net)	21,584.33	(11,814.01)
Purchase of Current Investments	(17,476.00)	(7,700.00)
Proceed from sale of current investments	17,515.62	7,724.33
Dividend income	-	-
Interest income	1,439.94	2,146.23
NET CASH USED IN INVESTING ACTIVITIES	(27,182.75)	(9,162.70)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Short Terms Bank Borrowings	5,214.18	(509.00)
Proceeds from Long Term Bank Borrowings	21,650.20	-
Proceeds from Short Term Inter Corporate Loans	(3,248.73)	10,514.46
Dividend paid	(144.90)	(144.90)
Tax paid on Dividend	(29.79)	(29.79)
Finance cost	(1,254.81)	(1,254.52)
NET CASH USED IN FINANCING ACTIVITIES	22,186.15	8,576.25
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	171.08	185.19
Cash and Cash equivalents at the beginning of the year	413.58	228.39
Cash and Cash equivalents at the end of the year	584.66	413.58
Supplementary information		
Restricted cash balances	434.23	4.34

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**
 Chartered Accountants
 Firm's Registration No. 008396N

RAGHAV JINDAL
 Managing Director
 DIN: 00405984

For & on Behalf of the Board of Directors

D. P. JINDAL
 Chairman
 DIN: 00405579

PALLAV KUMAR VAISH
 Partner
 Membership No. 508751

PAWAN KUMAR RUSTAGI
 CFO
 PAN: AACPR8012M

RADHEY SHYAM GUPTA
 CEO
 PAN: AFZPG1876Q

 Place : Gurugram
 Date : 29th June 2020

SAURABH AGRAWAL
 Company Secretary
 ACS: 36163

K. K. KHANDELWAL
 Director
 DIN: 00455369

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Reporting entity

Jindal Drilling & Industries Limited (the "Company") is a company limited by shares, incorporated on 17th October' 1983 under the companies Act' 1956 and has its registered office at Raigad (Maharashtra) and head office at Delhi. JDIL's shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). JDIL is engaged in providing services to entities involved in exploration of Oil & Gas. These consolidated financial statements comprising the Company and its foreign joint ventures (referred collectively as "Group").

These consolidated financial statements are prepared in Indian rupees (INR) which is also the company's functional currency. All amounts have been rounded off to the nearest lacs unless otherwise indicated.

Note 1: Basis of preparation

i) Compliance with Ind AS

The consolidated financial statements of the group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) (Amendment), Rules, 2016 .

ii) Principal of consolidation and equity accounting

Joint Ventures

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

Equity method

Under the equity method, the investment in a joint venture is recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the Profit or loss of the investee after the date of acquisition. The investor's share of the investee's profit or loss is recognised in the investor's profit or loss. Distributions received from an investee reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for a change in the investor's proportionate interest in the investee arising from changes in the investee's other comprehensive income. Such changes include those arising from the revaluation in property, plant and equipment and from foreign exchange translation differences. The investor's share of those changes is recognised in the investor's other comprehensive income. Unrealised gains on the transactions between the company and its joint ventures are eliminated unless the transaction provides evidence of an impairment of the asset transferred. The carrying amounts of equity accounted investments are tested for impairment in accordance with the policy.

Note 2: Other significant accounting policies

These are set out under "Significant Accounting Policies" as detailed in the Company's standalone financial statement.

Note 3 - Property, plant and equipment and capital work in progress

(₹ in Lakhs)

Particulars	Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total - (A)	CWIP (B)	Total (A+B)
Year ended 31 March 2020								
Gross carrying amount	417.10	7,495.74	52.52	312.40	77.45	8,355.21	51,879.30	60,234.51
Deemed cost as at 1 April 2019	-	50,380.78	-	37.34	8.11	50,426.23	-	50,426.23
Additions	-	(455.30)	-	(7.91)	(0.12)	(463.33)	(51,878.30)	(52,341.63)
Disposals	-	-	-	-	-	-	-	-
Asset transfer from CWIP to building	-	-	-	-	-	-	-	-
Classified as Investment Property	-	-	-	-	-	-	-	-
Exchange Differences	-	-	-	-	-	-	-	-
Closing gross carrying amount	417.10	57,421.22	52.52	341.83	85.44	58,318.11	1.00	58,319.11
Accumulated depreciation								
Opening Accumulated Depreciation	44.25	3,800.07	13.79	203.13	37.89	4,099.13	-	4,099.13
Depreciation for the year	13.42	2,464.68	4.63	46.53	13.16	2,542.42	-	2,542.42
Classified as Investment Property	-	-	-	-	-	-	-	-
Adjustment	-	(363.85)	-	(5.63)	(0.11)	(369.59)	-	(369.59)
Closing accumulated depreciation	57.67	5,900.90	18.42	244.03	50.94	6,271.97	-	6,271.97
Net Carrying amount 31 March 2020	359.43	51,520.32	34.10	97.80	34.50	52,046.14	1.00	52,047.14
Net Carrying amount								
At 31 March 2019	372.85	3,695.67	38.73	109.27	39.56	4,256.08	51,879.30	56,135.38
At 31 March 2020	359.43	51,520.32	34.10	97.80	34.50	52,046.14	1.00	52,047.14

*The company opted to use the previous GAAP carrying values as deemed cost at the transition date for all its PPE, Investment Property and Intangible Assets.

* During the year 31 March 2016, Land & Building were reclassified as Investment property because management decided to lease the said property to third party.

Note 4 - Investment Property

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Gross carrying amount		
Opening gross carrying amount / Deemed Cost	1,029.03	1,431.50
Additions	-	-
Disposal	-	(402.47)
Closing gross carrying amount	1,029.03	1,029.03
Accumulated depreciation		
Opening accumulated depreciation	61.94	49.82
Depreciation charge	9.17	12.12
Closing Accumulated depreciation	71.11	61.94
Net carrying amount	957.92	967.09

*The company opted to use the previous GAAP carrying values as deemed cost at the transition date for Investment Property.

Note 5 - Other Intangible Assets

(₹ in Lakhs)

Particulars	Software	Total
Year ended 31 March 2020		
Gross carrying amount		
Deemed cost as at 1 April 2019	124.87	124.87
Additions - Others	-	-
Additions - Internally developed	-	-
Exchange Differences	-	-
Closing gross carrying amount	124.87	124.87
Accumulated depreciation		
Opening Accumulated Amortisation	44.87	44.87
Amortisation for the year	24.25	24.25
Closing accumulated depreciation	69.12	69.12
Net Carrying amount 31 March 2020	55.75	55.75
Net Carrying amount		
At 31 March 2019	80.00	80.00
At 31 March 2020	55.75	55.75

*The company opted to use the previous GAAP carrying values as deemed cost at the transition date for Intangible Assets.

Note 6 - Investments
6(A)(i). Equity accounted investments in JV Companies - Non-current

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Unquoted equity shares of JV companies		
Equity Shares of Joint Venture Companies :		
i) 1,14,37,830 Shares in Discovery Drilling Pte. Ltd of SGD 1 each	31,480.97	47,920.67
ii) 1,39,83,375 Shares in Virtue Drilling Pte. Ltd of SGD 1 each	31,171.67	70,061.44
	62,652.64	1,17,982.11
6(A)(ii). Investments at fair value - Non-current		
Unquoted equity shares of other entities		
14 Shares in Internovia Natural res FZ LLC of AED 1000 each	2.37	2.37
i) 5 Shares in Taloja CETP Co. Society Ltd of ₹ 100 each	0.01	0.01
Total - (Ai+Aii)	2.38	2.38

6(B) - Investments at fair value - Current

Particulars	As at 31st March, 2020		As at 31st March, 2019	
		Amount in ₹ Lakhs		Amount in ₹ Lakhs
i). Quoted Investment in Equity Instruments through FVOCI 183296 Shares of Electrosteel Steels Limited of ₹ 10 each		18.33		56.82
ii). Unquoted Investment in Equity Instruments through FVOCI 7534 Shares of Jindal Steel & Power Limited of ₹ 1 each		6.19		13.54
	Total - (i & ii)	24.52		70.36
iii). Investment under Portfolio Management Services at fair value Religare Credit Investment Trust				
	Total - (iii)	28.77		50.93
	Total (i to iii)	53.29		121.29

* Non-current investments are recognised initially at carrying value while short term investments except investments in quoted equity share are recognised initially at fair value through FVTPL .

* Short term investments in quoted equity shares are recognised at fair value through FVOCI.

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
-------------	--------------------------	--------------------------

Note 7 - Loans, Non Current
Loans considered good - Unsecured

Security Deposits	4,937.56	3,939.92
Loan to Related Parties*	26,285.46	49,062.82
Loan to Others	518.00	473.06

Loans which have significant increase in Credit Risk - Unsecured

Loan to MOGL	891.44	891.44
	32,632.46	54,367.24

* Includes Loan to Joint Venture Companies, Discovery Drilling Pte Ltd & Virtue Drilling Pte Ltd are sub-ordinated to bank loan availed by said Joint Venture.

* Security deposits are recognised at fair value through FVTPL. The discounting rate taken at 9.5% p.a. for security paid to lessor. The discounting period taken as per the terms of contractual agreement.

Note 8 - Deferred Tax Assets / Liabilities
Deferred Tax Liability

Depreciation and Amortization	5,299.94	907.41
Reclassification of FCTRA	549.65	696.65
Share of OCI of equity accounted investees	28.48	28.48
Foreign Exchange gain on consolidation	5,222.95	4,098.72
Equity Instrument - FairValue Gain	(90.08)	(90.87)
	(A) 11,010.94	5,640.39

Deferred Tax Assets

Provision for Leave Encashment	19.56	14.06
Provision for Gratuity	35.52	-
Loss allowance on Loans & Advances - ECL	24.68	28.55
Security Deposit - FairValue Loss	3.56	7.91
JDIL Employee Welfare trust loan - FairValue Loss	-	13.09
Unabsorbed Depreciation	3,804.97	195.27
Unabsorbed Business Losses	371.29	429.59
	(B) 4,259.58	688.47
Net Deferred Tax Liability	(A-B) 6,751.37	4,951.92

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 9 - Inventories		
(At lower of cost or net realisable value)		
Stores & Spares	3,174.23	770.12
Goods in transit	106.18	20.41
	<u>3,280.41</u>	<u>790.53</u>
Note 10 - Trade Receivables		
Considered good - Unsecured	12,655.98	10,021.45
{Ref. Note No. 39 (i) of standalone balance sheet}	<u>12,655.98</u>	<u>10,021.45</u>
Note 11 - Cash and Cash Equivalents		
Cash in hand	10.18	2.69
Balances with Scheduled Banks		
- In Current Accounts	6.23	352.37
- Fixed Deposit Account *	564.02	54.18
- Unpaid dividend account	4.23	4.34
	<u>584.66</u>	<u>413.58</u>
* Fixed deposits given as margin money against bank gauranty.		
Note 12 - Loans, Current		
Considered good - Unsecured		
Loan to others	-	11,753.80
	<u>-</u>	<u>11,753.80</u>
Note 13 - Other Financial Assets - Current		
Accrued Interest receivables	724.38	2,746.86
Claim (Loss in hole) receivables	-	106.27
	<u>724.38</u>	<u>2,853.13</u>
Note 14 - Current Tax Assets (Net)		
Advance Tax	2,802.75	3,055.09
MAT Credit	-	16.56
Less:		
Provision for Income Tax for current year	-	(765.81)
	<u>2,802.75</u>	<u>2,305.84</u>
Note 15 - Other Current Assets		
Advances recoverable in cash or in kind #	11,190.21	1,405.26
Gratuity Fund	-	5.01
	<u>11,190.21</u>	<u>1,410.27</u>

Includes primarily advances to trade creditors, recoverables etc.

Note 16 - Equity Share Capital & Other Reserves
Equity Share Capital

Authorized equity share capital of ₹ 5 each

Particulars	No. of shares	Equity Capital (₹ In Lakhs)
As at 31st March 2019	4,65,00,000	2,325.00
Increase during the year	-	-
As at 31st March 2020	4,65,00,000	2,325.00

Issued, Subscribed and Paid Up Capital of ₹ 5 each

(i) Movement in equity share capital

Particulars	No. of shares	Equity Capital (₹ In Lakhs)
As at 31st March 2019	2,89,81,104	1,449.06
Issued during the year	-	-
As at 31st March 2020	2,89,81,104	1,449.06

Terms and rights attached to equity shares

Equity shares have a par value of INR 5. They entitle the holder to participate in dividends, and to share in the proceeds of winding up of the company in proportion to the number of amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(ii) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	% Holding	No. of Shares	% Holding	No. of Shares
a) Jindal Global Finance and Investment Ltd	18.18	52,68,148	18.18	52,68,148
b) Sudha Apparels Ltd	10.63	30,81,000	10.63	30,81,000
c) Stable Trading Co. Ltd	10.56	30,59,168	10.56	30,59,168
d) Crispark Viocom Ltd	14.49	41,98,350	14.49	41,98,350
e) Jindal Pipes Limited	7.42	21,51,500	6.81	19,74,500

(iii) The Company during the period of five years immediately preceding the date at which the Balance Sheet is prepared, no equity share.

Particulars	As at	
	31st March 2020	31st March 2019

Note 17 - Other equity
17(a) Reserve & Surplus

Particulars	As at 31st March 2020	As at 31st March 2019
Securities Premium Reserve	29,613.35	29,613.35
General Reserve	24,562.94	24,562.94
Retained Earning	55,405.46	1,14,966.84
Total reserves and surplus	1,09,581.75	1,69,143.13
Securities Premium Reserve		
Opening Balances	29,613.35	29,613.35
Addition during the year	-	-
Closing Balance	29,613.35	29,613.35
General Reserve		
Opening Balances	24,562.94	24,562.94
Addition during the year	-	-
Closing Balance	24,562.94	24,562.94
Surplus in Statement of Profit & Loss		
Opening Balances	1,14,966.84	1,08,869.73
Net profit for the period	(59,069.45)	6,821.03
Remeasurement of employment benefit obligation, net of tax	(94.15)	5.63
Transfer to FCTRA reversal adjustment	-	(551.72)
Transfer to Foreign exchange gain on consolidation - Tax rate change effect	(206.53)	(3.14)
MAT Credit reversed ##	(16.56)	-
Dividends & CD Tax	(174.69)	(174.69)
Closing Balance	55,405.46	1,14,966.84

During the financial year the company has adopted new tax regime, as per CBDT notification MAT is not applicable who apted new tax regime . Now such MAT credit reversed and charged to reserves.

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
17(b) Other OCI Reserves		
Foreign currency translation reserve - (net of tax)	1,539.72	1,695.69
Foreign exchange gain on consolidation, net of tax	15,529.40	9,770.03
Share of OCI of JV, net of tax	(252.43)	64.55
Change in fair value of equity instruments (net of tax)	(247.48)	(213.18)
Closing Balance	16,569.21	11,317.09
Total of other equity (A+B)	1,26,150.96	1,80,460.22
Note 18(1) - Borrowings - Non Current		
Secured Borrowings		
External Commercial Borrowings from Bank*	26,646.40	-
Less :- Payable within year shown in current Borrowings	4,996.20	-
	<u>21,650.20</u>	<u>-</u>
Note 18(2) - Other Financial Liabilities - Non Current		
RIG Consideration Payable	-	51,868.13
	<u>-</u>	<u>51,868.13</u>
Note 19 - Provisions, Non-current		
Gratuity	88.42	-
Leave Encashment	56.00	36.47
	<u>144.42</u>	<u>36.47</u>
Note 20 - Borrowings - Current		
Secured		
Cash Credit from Banks**	1,252.53	1,034.55
External Commercial Borrowings from Bank - Current Payable*	4,996.20	-
Unsecured		
Inter Corporate Loans - JPL	4,824.04	2,447.27
Inter Corporate Loans - MSL	7,205.68	12,831.18
	<u>18,278.45</u>	<u>16,313.00</u>
** Working capital loans are secured by hypothecation of inventories, book debts and all other current assets and first charge on fixed assets excluding specific charges, ranking pari-passu amongst working capital lending banks.		
* ECB Loan from IndusInd bank is secured by way of first charge on Discovery - I Jack up Rig.		
Note 21 - Trade Payables		
Outstanding dues of Micro , Small & Medium Enterprises (MSME)	71.04	77.37
Outstanding dues of Creditors other than MSME	3,554.69	2,408.37
	<u>3,625.73</u>	<u>2,485.74</u>
Note 22 - Other Current Liabilities		
Security Deposits Payable	1.96	1.96
Duties and Expenses Payable	1,514.20	1,621.44
Unpaid Dividend *	4.23	4.34
	<u>1,520.39</u>	<u>1,627.74</u>

* There is no amount due and outstanding to be credited to investors education & protection fund.

Includes statutory dues, advances from customers, security deposits etc.

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 23 - Provisions		
Gratuity Payable	47.70	-
Leave Encashment Payable	21.72	11.80
	<u>69.42</u>	<u>11.80</u>
Note 24 - Revenue From Operations		
Drilling Services	21,619.58	20,739.37
	<u>21,619.58</u>	<u>20,739.37</u>
Note 25(A) - Other Income		
Profit on Sale of Current Investments (Net)	17.46	355.81
Rent Received	10.36	24.76
Profit on sale of Fixed Assets	75.68	-
Miscellaneous Income	216.98	122.83
Interest Received	1,439.94	2,146.23
Foreign Exchange Fluctuation (Net)	1,544.84	2,700.97
Fair Value through P&L:		
Unwinding interest income on JDIL Interest Free Loan	44.94	41.04
Unwinding interest income on Security Deposits	13.04	-
	<u>3,363.24</u>	<u>5,391.64</u>
Note 25(B) - Other Comprehensive Income		
Change in fair value of hedging	-	(65.20)
Foreign Currency Translation Reserve Account	(208.43)	1,766.95
Foreign exchange gain on consolidation, net of tax	6,677.07	10,311.94
Share of OCI of JV, net of tax	-	-
Change in fair value of Equity Instrument, net of tax	(45.84)	(166.10)
Remeasurement of defined benefit liability	(75.22)	7.94
Total	<u>6,347.58</u>	<u>11,855.53</u>
Note 26 - Operating Expenses		
Rig Hire Charges	5,517.27	9,588.50
Drilling Operation expenses	4,265.71	2,619.87
Stores & Spares Consumed	2,025.50	2,003.55
	<u>11,808.48</u>	<u>14,211.92</u>
Note 27 - Employee Benefits Expenses		
Salary, Wages & Other Allowances	4,326.05	3,105.74
Contribution to PF & Other Funds	109.03	67.71
Staff Welfare Expenses	162.38	128.09
	<u>4,597.46</u>	<u>3,301.54</u>
Note 28 - Finance Costs		
Interest on loan & advances	1,254.81	1,228.72
Unwinding discount on Security Deposit	-	25.80
	<u>1,254.81</u>	<u>1,254.52</u>

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Note 29 - Other Expenses		
Electricity & water Charges	46.61	43.71
Rent	341.67	280.44
Rates & Taxes	12.94	5.09
Telephone & Communication Expenses	19.88	20.21
Printing & Stationery	13.11	13.02
Travelling & Conveyance:	167.59	53.83
Vehicle Upkeep & Maintenance	62.12	54.18
Repair & Maintenance		
Building	0.06	1.13
Others	101.30	100.31
Legal & Professional Charges	98.03	42.51
Insurance	3.46	2.44
Fees & Subscription	33.93	38.31
Internal Audit Fees	3.00	3.00
Auditors' Remuneration *	10.88	5.54
General Exp	39.62	41.24
Corporate Social Responsibilities	20.00	29.00
Advertisement & Business Promotion	42.89	33.23
Tender Fee	0.07	0.64
Bank Charges	181.62	95.87
Interest on Income Tax	0.17	-
Loss on sale of Fixed assets	-	84.68
Misc Balances Written Off	206.87	1,486.69
Total	1,405.82	2,435.07

***Auditors' Remuneration :**

- Audit Fee	3.40	3.40
- Tax Audit Fee	0.50	0.50
- Other Matters	6.20	1.64
- Out of Pocket Expenses	0.78	-
	10.88	5.54

Note 30: Additional information w.r.t. Interest in Joint Ventures
Joint Ventures investment as per equity method – incorporated in Singapore

(₹ in Lakhs)

Name of the entity in group	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit or loss		Share in other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Discovery Drilling Pte. Ltd.	49%	31,480.97	49%	(18,046.57)	49%	(316.98)	49%	(18363.55)
Virtue Drilling Pte. Ltd.	49%	31,171.67	49%	(43,642.99)	49%	0.00	49%	(43,642.99)

Note 31: Basis of preparation of financial statement of Joint Venture Companies

The audited financial statements of foreign joint venture companies have been prepared in accordance with the Singapore Financial Reporting Standards "FRS".

Note 32: Income tax expenses

(₹ in Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Current Tax	-	765.81
MAT Credit	-	(16.56)
Deferred Tax		
- Relating to origination and reversal of temporary differences	-	-
- Relating to origination and reversal of temporary differences	720.28	(717.04)
- Re-measurements of post-employment benefit obligations	18.93	2.31
- Change in cash flow hedging	-	(18.97)
- Reclassification of Foreign Currency Translation Reserve Account	(52.46)	514.53
- Change in foreign exchange gain on consolidation	1680.49	3,002.84
- Change in fair value of equity instrument	(11.54)	(48.37)
Total Deferred Tax	2,355.70	2735.30

Note 33: Effective tax reconciliation

Numerical reconciliation of tax expenses applicable to profit before tax at the latest statutory enacted rate in India to income tax expense reported is as follows:

(₹ In Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Profit Before Tax but after share of profit of JV	(58,349.17)	6,853.25
Less: Profit of share of JV	(61,689.56)	2,818.84
Profit Before Tax	3,340.39	4,034.41
Applicable Statutory Enacted Income Tax Rate	25.168%	34.944%
Computed Tax Expense	840.70	1,409.78
Increase/(Reduction) in Taxes on Account of		
Additional Allowances for Tax Purpose	(840.70)	(643.97)
Items not Liable to Tax	-	-
Tax losses unutilized / Items Taxed at Different Rate	-	-
Tax Expense Relating to Earlier Years (Net)	-	-
Others	720.28	(733.60)
Income Tax Expense reported in financial statement	720.28	32.21

Note 34: Capital Management

The primary objective of the group's capital management is to ensure availability of funds at competitive cost for its operational and development needs and maintain a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The group manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2019 and 31.03.2018. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

The group monitors capital structure on the basis of debt to equity ratio. For the purpose of group's capital management, equity includes paid up equity share capital and reserves and surplus and effective portion of cash flow hedge and Debt comprises of long term borrowings including current maturities of these borrowings.

The following table summarizes long term debt and equity of the group:

(₹ In Lakhs)

Particulars	As at 31st March 2020	As at 31st March 2019
Equity Share Capital	1,449.06	1,449.06
Reserves and Surplus (including effective portion of cash flow hedge)	1,26,150.96	1,80,460.22
Total Equity	1,27,600.02	1,81,909.28
Long Term Debt #	21,650.20	-
Debt to Equity Ratio	0.1697	0.00

Note 35: Fair value measurement

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets: (₹ In Lakhs)

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial Assets						
Non-current	-	-	62,652.64	-	-	1,17,982.11
Investments in Equity Shares of JV Companies	-	-	2.38	-	-	2.38
Loans	1,409.44	-	26,285.46	1,364.50	-	49,062.82
Derivative financial instrument	-	-	-	-	-	-
Security Deposit	4,937.56	-	-	3,939.92	-	-
Other Financial Assets - Non Current	-	-	2,802.75	-	-	2,289.28
Current	-	-	-	-	-	-
Investments in Equity Shares of other companies	-	24.52	-	-	70.36	-
Investments in Religare Credit Investment Trust	-	-	28.77	-	-	50.93
Trade Receivables	-	-	12,655.98	-	-	10,021.45
Cash and Cash Equivalents and Bank Balances	-	-	584.66	-	-	413.58
Loans	-	-	-	-	-	11,753.80
Total Financial Assets	6,347.00	24.52	1,05,012.64	5,304.42	70.36	1,91,576.35
Financial Liabilities						
Short term borrowings	-	-	18,278.45	-	-	16,313.00
Trade Payables	-	-	3,625.73	-	-	2,485.73
Total Financial Liabilities	-	-	21,904.18	-	-	18,798.73

Fair Value Techniques:

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and short term deposits, trade receivables, trade payables, non-current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- Long term fixed rate and variable rate receivables / borrowings are evaluated by the Company based on parameters such as interest rate, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowings fair value is determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.
- The fair value of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity and market parameters such as interest rates, foreign exchange rates and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivatives counterparties and believe them to be significant and warranting a credit adjustment.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of Company's asset and liabilities grouped into Level 1 to Level 3 as described below:

Quoted prices / published Net Asset Value (NAV) in an active markets (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities and financial instruments like mutual funds for which NAV is published by mutual funds. This category consist mutual fund investments and equity share instrument of other companies / JV's.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (that is, unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table provides the fair value measurement hierarchy of Company's asset and liabilities grouped into Level 1 to Level 3 as described below:

Assets and Liabilities Measured at Fair Value (Accounted)

(₹ In Lakhs)

Particulars	As at 31 March 2020				As at 31 March 2019			
	Level - 1	Level - 2	Level - 3	Total	Level - 1	Level - 2	Level - 3	Total
Financial Assets measured at fair value								
Investments	24.52	-	-	24.52	70.36	-	-	70.36
Derivatives designated as hedge	-	-	-	-	-	-	-	-
Loans	-	1,409.44	-	1,409.44	-	1,364.50	-	1,364.50
Security Deposit	-	4,937.56	-	4,937.56	-	3,939.92	-	3,939.92

During the year ended 31.03.2020 and 31.03.2019, there were no transfers between Level 1 and level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements. There is no transaction/balance under level 3.

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2020 and 31.03.2019;

Particulars	Fair Value Hierarchy	Valuation Techniques	Inputs Used	Quantitative Information about Significant Unobservable Inputs
Derivatives Financial Instruments - Designated as Hedging Instrument	Level 2	Market valuation techniques	Prevailing/forward foreign currency exchange & interest rates in market to discount future cash flows	-
Security Deposit	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-
Loan to JDIL Employee Welfare trust	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows	-

Note 36: Earning per share (EPS)

Basic and Diluted EPS

(₹ In Lakhs)

Particulars	FY 2019-20	FY 2018-19
Profit or Loss attributable to ordinary Equity shareholders	(54,357.29)	15,224.24
Equity Share Capital	1,449.06	1,449.06
Weighted average number of equity shares outstanding (Face value of ₹ 5/- per share) in lacs	289.81	289.81
Earnings Per Share – Basic and Diluted (₹)	(187.56)	52.53

Note 37: Other significant notes on consolidated financial statement

These are set out under "Note forming part of standalone financial statement" as detailed in the Company's standalone financial statement.

Note 38: Statement pursuant to Section 129 (3) of the Companies Act 2013 read Rule 5 of Companies (Accounts) Rule, 2014

S. No.	Particulars	Name of Joint Ventures	
		Discovery Drilling Pte. Ltd.	Virtue Drilling Pte. Ltd.
1	Latest Audited Balance Sheet Date	26-06-2020	26-06-2020
2	Share of Joint Ventures held by the company on the year end No. of Shares (In Lacs) Amount of Investment (In ₹ Lacs) Extent of Holding (%)	114.38 7,411.97 49%	139.83 11,247.41 49%
3	Description of how there is significant influence	Associated by Share holding	Associated by Share holding
4	Reason why the Joint Ventures are not consolidated	NA	NA
5	Net worth attributable to Shareholding as per latest audited balance sheet (₹ In Lacs)	31,480.97	31,171.67
6	Profit / (Loss) for the year : Considered in consolidation (₹ In Lacs) Not Considered in consolidation (₹ In Lacs)	(18,363.55) (19,113.08)	(43,642.99) (45,424.34)

*There is significant influence due to percentage (%) of holding in JV's Share Capital.

Note 39: Miscellaneous

- Dues to micro and small enterprises have been determined as per information collected by the management & have been relied upon by the auditors.
- In the opinion of the Management and to the best of their knowledge and belief, the value of current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.
- Previous year's figures have been re-grouped/ re-arranged/ re-classified wherever considered necessary.

The accompanying notes are an integral part of the Financial Statements.

Significant accounting policies and notes on financial statements
1-39

As per our report of even date

 For **KANODIA SANYAL & ASSOCIATES**

Chartered Accountants

Firm's Registration No. 008396N

RAGHAV JINDAL

Managing Director

DIN: 00405984

For & on Behalf of the Board of Directors
D. P. JINDAL

Chairman

DIN: 00405579

PALLAV KUMAR VAISH

Partner

Membership No. 508751

PAWAN KUMAR RUSTAGI

CFO

PAN: AACPR8012M

RADHEY SHYAM GUPTA

CEO

PAN: AFZPG1876Q

SAURABH AGRAWAL

Company Secretary

ACS: 36163

K. K. KHANDELWAL

Director

DIN: 00455369

Place : Gurugram

Date : 29th June 2020

NOTICE

CIN: L27201MH1983PLC233813

Registered Office: Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road,

Taluka Roha, Distt. Raigad - 402 126, Maharashtra

Tel: 02194-238511-12, Fax: 02194-238513

E-mail: secretarial@jindaldrilling.in, website: www.jindal.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF JINDAL DRILLING AND INDUSTRIES LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, THE 28TH DAY OF SEPTEMBER, 2020 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 (a) Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as Ordinary Resolution(s):
 - "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
 - "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of Auditors thereon be and are hereby considered and adopted."
- To declare dividend on equity shares and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the dividend of ₹ 0.50 (10%) per Equity Share of ₹ 5/- each be and is hereby declared for the financial year ended 31st March, 2020."
- To appoint a Director in place of Mr. Raghav Jindal, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Raghav Jindal (DIN - 00405984), who retires by rotation be and is hereby re-appointed as Director of the Company."

SPECIAL BUSINESS

- To appoint Mr. Raj Kamal Aggarwal (DIN 00005349) as a Director of the Company and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Raj Kamal Aggarwal (DIN 00005349), who was appointed as an Additional Director (Non-executive Non Independent) by the Board of Directors of the Company at its meeting held on February 07, 2020 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Non-executive Non Independent Director of the Company liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."
- To revise the payment of remuneration to Mr. Raghav Jindal, Managing director, for the period February 01, 2020 to August 12, 2023 or for such shorter period as may be prescribed under applicable laws and in this regard to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in furtherance of the ordinary resolution passed in the 34th Annual General Meeting held on September 25, 2018 ("34th AGM") and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the basic salary in the scale of ₹ 24,00,000 to ₹ 50,00,000 per month payable to Mr. Raghav Jindal, Managing Director of the Company (hereinafter referred to as the appointee) w.e.f. February 01, 2020."

RESOLVED FURTHER THAT the perquisites (including allowances) payable or allowable to the appointee be as follows:

PERQUISITES

- a. In addition to the salary, the appointee shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities including those under the Company's Special Post Retirement Benefits Scheme in accordance with the Rules of the Company.

The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

- b. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- c. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
- d. Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.
- e. The appointee shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof

Provided that the remuneration payable to the appointee (including the salary, commission, perquisites, benefits and amenities) does not exceed the limits laid down in Section 197 and computed in the manner laid down in Section 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for Related Party transaction(s) with Discovery Drilling Pte. Ltd., Singapore for sale of equipment / spares loan and other transactions as detailed in the explanatory statement annexed to this Notice."

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for Related Party transaction(s) with Jindal Pipes Limited, for technical services, Manpower Services, loan and other transactions, as detailed in the Explanatory Statement annexed to this Notice."

8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for Related Party transaction(s) with Maharashtra Seamless Limited, for rent paid, rental income, loan and other transactions, as detailed in the Explanatory Statement annexed to this Notice."

9. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for Related Party transaction(s) with Virtue Drilling PTE. Ltd, for Rig Chartered Hire, loan and other transactions, as detailed in the Explanatory Statement annexed to this Notice."

Place : Gurugram
Dated : 21st August, 2020

**By Order of the Board of Directors,
for JINDAL DRILLING AND INDUSTRIES LIMITED**

Registered Office:
Pipe Nagar, Village- Sukeli,
N.H. 17, B.K.G. Road,
Taluka Roha, Distt.
Raigad-402126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513
E-mail: secretarial@jindaldrilling.in
website: www.jindal.com

SAURABH AGRAWAL
Company Secretary
Membership No. A36163

NOTES:-

1. In view of the massive outbreak and extraordinary circumstances due to Covid-19 pandemic in the Country social distancing norms to be followed and the continuing restrictions on movement of persons at several places of the country and, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020 April 13, 2020 and May 5, 2020, Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") permitted the holding of the Annual General Meeting ("AGM") of the Company during the calendar year 2020 through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars as mentioned above, the AGM of the Company is being held through VC / OAVM. The deemed venue of the 36th AGM shall be the Registered Office of the Company.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members to attend and cast vote for the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution or Authorization Letter authorizing its representative to attend the AGM through VC / OAVM and to vote on their behalf through remote e-voting or through e-voting at the AGM. The said Resolution or Authorization Letter shall be sent to the Scrutinizer by email through its registered email address to manish@csmanishb.in with a copy marked to helpdesk.evoting@cdslindia.com
5. In terms of Section 152 of the Act, Mr. Raghav Jindal, retires by rotation at this AGM and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. Brief resume of Mr. Raghav Jindal is given in Annexure A of the Notice.
6. The Explanatory Statement setting out the material facts concerning Special Business at Item No. 4 to 9 of the accompanying notice as required by Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice.
7. The Company has fixed Tuesday, 15th September, 2020 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended March 31, 2020, if approved at the AGM.

In case the dividend declared at AGM could not be paid due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant, cheque to such shareholder by post upon normalization of the postal services.

If the dividend, as recommended by the Board of Directors for the financial year ended on March 31, 2020, is approved and declared at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days from the date of declaration as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Tuesday, 15th September, 2020;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, 15th September, 2020.
8. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA, Alankit Assignments Ltd ("RTA"). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
 9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

10. To support the 'Green Initiative', Members who have not yet registered their email addresses or wants to update their registered email address are requested to register/update the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA by providing Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) in case the shares are held by them in physical form.

For receiving the dividend directly in their bank accounts, Members are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.
12. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request up to September 21, 2020, mentioning their name, demat account number/folio number, email id, mobile number at company's email id: secretarial@jindaldrilling.in. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
13. Members are requested to note that under Section 124 and 125 of the Act (erstwhile Section 205A of the Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as ammended from time to time ("IEPF Rules") the amount of dividend remaining unpaid or unclaimed for a consecutive period of seven years from the due date of transfer to Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government of India.

The Company had, accordingly, transferred ₹ 50,934.00/- being unpaid and unclaimed dividend amount pertaining to dividend for financial year 2011-12 to the IEPF within the stipulated time period.

The Company has uploaded the information in respect of unpaid and unclaimed dividends from financial year 2012-13 onwards on the website of the IEPF Authority viz. www.iepf.gov.in and on the website of the Company viz. www.jindal.com. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Registrar before the same becoming due for transfer to the IEPF.

14. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the IEPF Authority ("IEPF Account") within thirty days of expiry of the said period of 7 years. Accordingly, 5,831 Equity Shares during the financial year 2019-20 in respect of which the dividend remained unpaid or unclaimed for seven consecutive years were transferred to the IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

Details of dividend declared for the financial years 2012-13 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (₹)
2012-13	30.09.2013	10	0.50
2013-14	26.09.2014	10	0.50
2014-15	28.09.2015	10	0.50
2015-16	27.09.2016	10	0.50
2016-17	26.09.2017	10	0.50
2017-18	25.09.2018	10	0.50
2018-19	24.09.2019	10	0.50

Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from 2012-13 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

15. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and no physical copy of the same will be provided. Members may note that the Notice of AGM and Annual Report for Financial Year 2019-20 will also be available on the Company's website www.jindal.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of CDSL i.e., www.evotingindia.com.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to secretarial@jindaldrilling.in by September 10, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to secretarial@jindaldrilling.in. The aforesaid declarations and documents need to be submitted by the shareholders by September 10, 2020.
- Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of: -
- The change in the residential status on return to India for permanent settlement;
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
18. All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretarial@jindaldrilling.in.
19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
20. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- The Company shall be providing two-way teleconferencing facility for the ease of participation of the members.
- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations and the Circulars as mentioned above, the Members are provided with the facility to cast their vote electronically, through the remote e-voting before the AGM and through e-voting during the AGM. For the purpose of providing remote e-voting and facility of e-voting at the AGM, the Company has entered into an agreement with CDSL as the authorized agency.

The instructions for remote e-voting are given herein below:

- The remote e-voting period commences on Friday, September 25, 2020 (9.00 a.m. IST) and ends on Sunday, September 27, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 21, 2020 i.e. cut-off date, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- The Company has appointed Mr. Manish Baldeva (FCS 6180), Proprietor- M/s M Baldeva Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

- (v) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Monday, September 21, 2020.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, September 21, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting facility.
- (viii) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.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.

The instructions to members for voting electronically are as under: -

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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. 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 as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the Jindal Drilling and Industries Limited.

- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvi. If 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.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. Note for Non-Individual Shareholders & Custodians:
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively in the "Corporates" module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution/Authorization 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.
- xix. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, RTA at rta@alankit.com providing 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) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ul style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM at <https://www.evotingindia.com> by using their remote e-voting login credentials and selecting the EVSN for Company's AGM. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
2. Members are requested to participate on first come first serve basis. However, the participation of Members holding 2% or more, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee, the Statutory Auditors and the Secretarial Auditors of the Company is not restricted on first come first serve basis. Participation is restricted up to 1000 members only.
3. The VC/OAVM facility for members to join the meeting, shall be kept open 15 minutes before the start of the AGM and shall be closed on expiry of 15 minutes after start of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice.
4. Members who need assistance before or during the AGM, can contact Mr. Rakesh Dalvi Manager CDSL on helpdesk.evoting@cdslindia.com or 022-23058542/43.
5. Members are encouraged to join the Meeting through Laptops for better sound and video clarity and experience.
6. Further Members should use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.

Other Instructions

1. The Scrutinizer shall submit his report, to the Chairman, within 48 hours from the conclusion of the Annual General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.jindal.com and shall simultaneously be communicated to the Stock Exchanges.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.jindal.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The result will also be posted on the notice board of the Company at its registered office.

Place : Gurugram
Dated : 21st August, 2020

**By Order of the Board of Directors,
for JINDAL DRILLING AND INDUSTRIES LIMITED**

Registered Office:
Pipe Nagar, Village- Sukeli,
N.H. 17, B.K.G. Road,
Taluka Roha, Distt.
Raigad-402126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513
E-mail: secretarial@jindaldrilling.in
website: www.jindal.com

SAURABH AGRAWAL
Company Secretary
Membership No. A36163

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company in its meeting held on February 07, 2020 has appointed Mr. Raj Kamal Aggarwal (DIN 00005349) as an Additional Director of the Company w.e.f. February 07, 2020. A notice under Section 160 of the Companies Act, 2013 has been received for proposing the candidature of Mr. Raj Kamal Aggarwal as a Director of the Company.

Mr. Raj Kamal Aggarwal, aged 68 years, is a leading medical practitioner and Directors of various Companies.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Raj Kamal Aggarwal as Non-Executive Director of the Company.

Mr. Raj Kamal Aggarwal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

In compliance with the provisions of Secretarial Standard 2 and SEBI (LODR) Regulations, 2015, the detail of the director is attached with the notice as Annexure A.

Except Mr. Raj Kamal Aggarwal and his relatives, none of the Directors, Key Managerial Personnel (KMPs) and their relatives are interested /concerned either financially or otherwise, except to the extent of their shareholding in the Company, in the Resolution under Item No. 4 of the notice.

Mr. Raj Kamal Aggarwal does not hold any equity shares in the Company.

On the recommendation of NRC, the Board recommends the resolution to the members for their approval.

Item No. 5

Mr. Raghav Jindal has been appointed in the 34th (Thirty Fourth) Annual General Meeting of the Company held on September 25, 2018 as the Managing Director of the Company for a period of five years with effect from August 13, 2018. Under the leadership of Mr. Raghav Jindal, the profitability of the Company has maintained since his appointment inspite of the challenging environment. In view of the vast experience and valuable contribution made by Mr. Raghav Jindal towards the growth of the Company and the job responsibilities handled by the Managing Director, and on the basis of the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing General Meeting of the Company, the Board of Directors approved revision in his remuneration by way of change in the scale of basic salary payable to Mr. Raghav Jindal, as the Managing Director with effect from February 01, 2020 upto his remaining term in the scale of ₹ 24,00,000 to ₹ 50,00,000 per month. Further the Board of Directors has approved that if in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the above remuneration as minimum remuneration by way of Salary and perquisites subject to the provisions of the Companies Act, 2013.

This resolution is being proposed to be passed because of the amendment in Schedule V of the Companies Act, 2013 w.r.t. the Special Resolution to be passed, if in any financial year, the Company has no profits or its profits are inadequate, the Company will pay the approved minimum remuneration by way of Salary and perquisites subject to the provisions of the Companies Act, 2013.

The statement of particulars pursuant to Schedule-V of the Companies Act, 2013 of Mr. Raghav Jindal, Managing Director is given below:

I. GENERAL INFORMATION

S. No.	Particulars/Subject	Information
1.	Nature of industry	Rigs & Directional Drilling equipments operating at Mumbai offshore Mud logging operations onshore & offshore
2.	Date or expected date of commencement of commercial Production	Year 1983
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	In the Financial Year 2019-20, the Company made a turnover of ₹ 249.83 crore and Profit of ₹ 33.41 crore before tax.
5.	Export performance and net foreign exchange collections	N.A.
6.	Foreign Investments or collaborators, if any	The Company has two Joint Venture Companies namely, Discovery Drilling Pte. Ltd.(DDPL), Singapore and Virtue Drilling Pte. Limited (VDPL), Singapore

II. INFORMATION ABOUT THE APPOINTEE

S. No.	Particulars/Subject	Information
1.	Background Details	Mr. Raghav Jindal has done M.Sc. in Management from London School of Economics & Political Science. He has approximately 15 years of experience. Under the leadership of Mr. Raghav Jindal, the profitability of the Company has maintained since his appointment, inspite of the challenging environment.
2.	Past remuneration	For the period from 01 April 2019, to 31 March 2020 Mr. Raghav Jindal has drawn a remuneration of ₹ 148 lakhs.
3.	Recognition or awards	None
4.	Job profile and his suitability	He is working as a Managing Director:
5.	Remuneration proposed	Scale of Salary: Basic Salary in the scale of ₹ 24,00,000 to ₹ 50,00,000 per month. Perquisites and Commission: As stated in Resolution No. 5.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibility shouldered by him of the business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the Company personnel, if any	Mr. Raghav Jindal is a son of Mr. D P Jindal. Besides the remuneration proposed to be paid to him, the Managing Director does not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION

S. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	Fall in Service Industries due to Covid-19 etc.
2.	Steps taken or proposed to be taken for improvement	Searching for new customers and doing active discussion with proposed customers. Company has been aggressively pursuing and implementing its strategies to improve financial performance.
3.	Expected increase in the productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However; the Company expects that productivity and profitability may improve and would be comparable with the industry average.

The terms of appointment and remuneration including minimum remuneration as detailed in the resolution read with Explanatory Statement may be regarded as an abstract of the terms of Appointment and Memorandum of Interest under Section 190 of the Companies Act, 2013.

In compliance with the provisions of Secretarial Standard 2 and SEBI (LODR) Regulations, 2015, the details of the director are attached with the notice as Annexure A.

Except Mr. Raghav Jindal himself and Mr. D P Jindal and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 5, to the members for their approval as Special Resolution.

Item No. 6

During the year ended 31st March, 2020, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Discovery Drilling Pte. Ltd., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, as placed before it.

The particulars of transaction are as under-

- Name of the Related Party – Discovery Drilling Pte. Ltd; Singapore.
- Name of the Director or Key Managerial Personnel, who is related, if any – As mentioned below.
- Nature of relationship- Discovery Drilling Pte. Ltd., Singapore is a Joint Venture Company.
- Nature, material terms, monetary value and particulars of transactions-

S. No.	Nature & Particulars of Transaction	Transaction Amount
1.	Transaction of Loan	Equivalent to INR 17748.24 Lakhs
2.	Sale of Equipment / Spares	Equivalent to INR 20.32 Lakhs
3.	Interest Income on Loan including Accrued Interest	Equivalent to INR 2696.12 Lakhs
4.	Income from Commission	Equivalent to INR 19.80 Lakhs

- Any other information relevant for the members to make a decision on the transaction - Nil

Mr. Raghav Jindal, being a Director of Discovery Drilling Pte. Ltd; Singapore, his relatives (including Mr. D. P. Jindal, Director of the Company) may be deemed concerned or interested, financially or otherwise in the said resolution. None of the other Directors/ Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 6 of this Notice for approval of members.

Item No. 7:

During the year ended 31st March, 2020, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with Jindal Pipes Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transaction are as under-

- Name of the Related Party- Jindal Pipes Limited.
- Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.
- Nature of relationship- Jindal Pipes Limited is a Related Party.
- Nature, material terms, monetary value and particulars of transactions-

S. No.	Nature & Particulars of Transaction	Transaction Amount
1.	Technical Service Income	INR 20.26 Lakhs
2.	Rental Income	INR 7.68 Lakhs
3.	Payment of Manpower Services	INR 1536.76 Lakhs
4.	Loan taken	INR 10618.68 Lakhs
5.	Interest Paid or Payable on the loan	INR 108.30 Lakhs
6.	Purchase of Material, Services, and others	INR 34.28 Lakhs

- Any other information relevant for the members to make a decision on the transaction – Nil.

Mr. D P Jindal and Mr. Raghav Jindal being Directors and shareholders of Jindal Pipes Ltd. and their relatives may be deemed concerned or interested, financially or otherwise in the said resolution. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 7 of this Notice for approval of members.

Item No. 8:

During the year ended 31st March, 2020, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with Maharashtra Seamless Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Maharashtra Seamless Limited.
- b. Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.
- c. Nature of relationship- Maharashtra Seamless Limited is a Related Party.
- d. Nature, material terms, monetary value and particulars of transactions-

S. No.	Nature & Particulars of Transaction	Transaction Amount
1.	Rent paid	INR 7.99 Lakhs
2.	Sale of Scrap	INR 14.34 Lakhs
3.	Rental Income	INR 1.58 Lakhs
4.	Loan Taken	INR 1200 Lakhs
5.	Interest Paid or Payable on the loan	INR 749.44 Lakhs
6.	Purchase of Material, Services and others	INR 96.14 Lakhs

- e. Any other information relevant for the members to make a decision on the transaction – Nil.

Mr. D P Jindal being Director and shareholder and Mr. Raghav Jindal being shareholder of Maharashtra Seamless Ltd and their relatives may be deemed concerned or interested, financially or otherwise in the said resolution. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 8 of this Notice for approval of members.

Item No. 9

During the year ended 31st March, 2020, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Virtue Drilling PTE. LTD., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, as placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party – Virtue Drilling PTE. Ltd; Singapore.
- b. Name of the Director or Key Managerial Personnel, who is related, if any – As mentioned below.
- c. Nature of relationship- Virtue Drilling PTE. Ltd., Singapore is a Joint Venture Company.
- d. Nature, material terms, monetary value and particulars of transactions-

S. No.	Nature & Particulars of Transaction	Transaction Amount
1.	Loan given	Equivalent to INR 6037.40 Lakhs
2.	Sale of Equipments / Spares	Equivalent to INR 150.73 Lakhs
3.	Interest Income on Loan including Accrued Interest	Equivalent to INR 1668.42 Lakhs
4.	Purchase of Material, Services, and others transaction	Equivalent to INR 489.42 Lakhs
5.	Rent Expenses- Rig Chartered Hire & Equipment	Equivalent to INR 1254.83 Lakhs

e. Any other information relevant for the members to make a decision on the transaction - Nil

Mr. Raghav Jindal, being a Director of Virtue Drilling PTE. Ltd; Singapore, his relatives (including Mr. D. P. Jindal, Director of the Company) may be deemed concerned or interested, financially or otherwise in the said resolution. None of the other Directors/ Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 9 of this Notice for approval of members.

Place : Gurugram
Dated : 21st August, 2020

**By Order of the Board of Directors,
for JINDAL DRILLING AND INDUSTRIES LIMITED**

Registered Office:
Pipe Nagar, Village- Sukeli,
N.H. 17, B.K.G. Road,
Taluka Roha, Distt.
Raigad-402126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513
E-mail: secretarial@jindaldrilling.in
website: www.jindal.com

SAURABH AGRAWAL
Company Secretary
Membership No. A36163

Annexure-A

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Name of the Director	MR. Raghav Jindal	Mr. Raj Kamal Aggarwal
DIN	00405984	00005349
Date of Birth (age)	11-01-1980 (40 year)	07-07-1952 (68 Years)
Qualification	M.Sc. in Management from London School of Economics & Political Science	MBBS
Experience and Expertise	Prominent Industrialist having wide business experience.	Medical practitioner and Directors of various Companies.
Remuneration proposed to be paid	Disclosed in the Notice of AGM	Nil (Except Sitting Fee under the limit specified in Companies Act, 2013)
Date of first appointment on the Board	19-05-1998	07.02.2020
Number of Meetings of the Board attended during the year	Details mentioned in the Corporate Governance report.	NIL
Directorships held in companies including Listed Companies as on March 31, 2020	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2020	Member in Audit Committee of Jindal Pipes Ltd.	Details mentioned in the Corporate Governance report.
Number of Shares held in the Company as on March 31, 2020	Details mentioned in the Corporate Governance report.	Details mentioned in the Corporate Governance report.
Relationship with other directors, manager and other Key Managerial Personnel of the company	Son of Mr. D P Jindal	NIL
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per Nomination and Remuneration Policy of the Company Remuneration last drawn : Provided in the CG Report	As per Nomination and Remuneration Policy of the Company Remuneration last drawn : Nil except sitting fee for attending Board Meetings & Audit Committee Meetings



JINDAL DRILLING AND INDUSTRIES LIMITED

Registered Office:

Pipe Nagar, Village Sukeli, NH 17, BKG Road,
Taluka Roha, Distt. Raigad- 402 126, Maharashtra, INDIA
Tel.: +91 219 4238 511/ 12/ 16
Fax: +91 219 423 8513
CIN: L27201MH1983PLC233813

Corporate Office:

Plot No. 30, Institutional Sector-44, Gurugram-122 003, Haryana, INDIA
Tel.: +91 124 2574325 / 26. 4624000
Fax: +91 124 2574327

Mumbai Office:

3rd Floor, Keshava Building, Bandra Kurla Complex, Bandra (East)
Mumbai- 400 051, Maharashtra, INDIA
Tel.: +91 22 26592888 / 89
Fax: +91 22 26592630

www.jindal.com



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