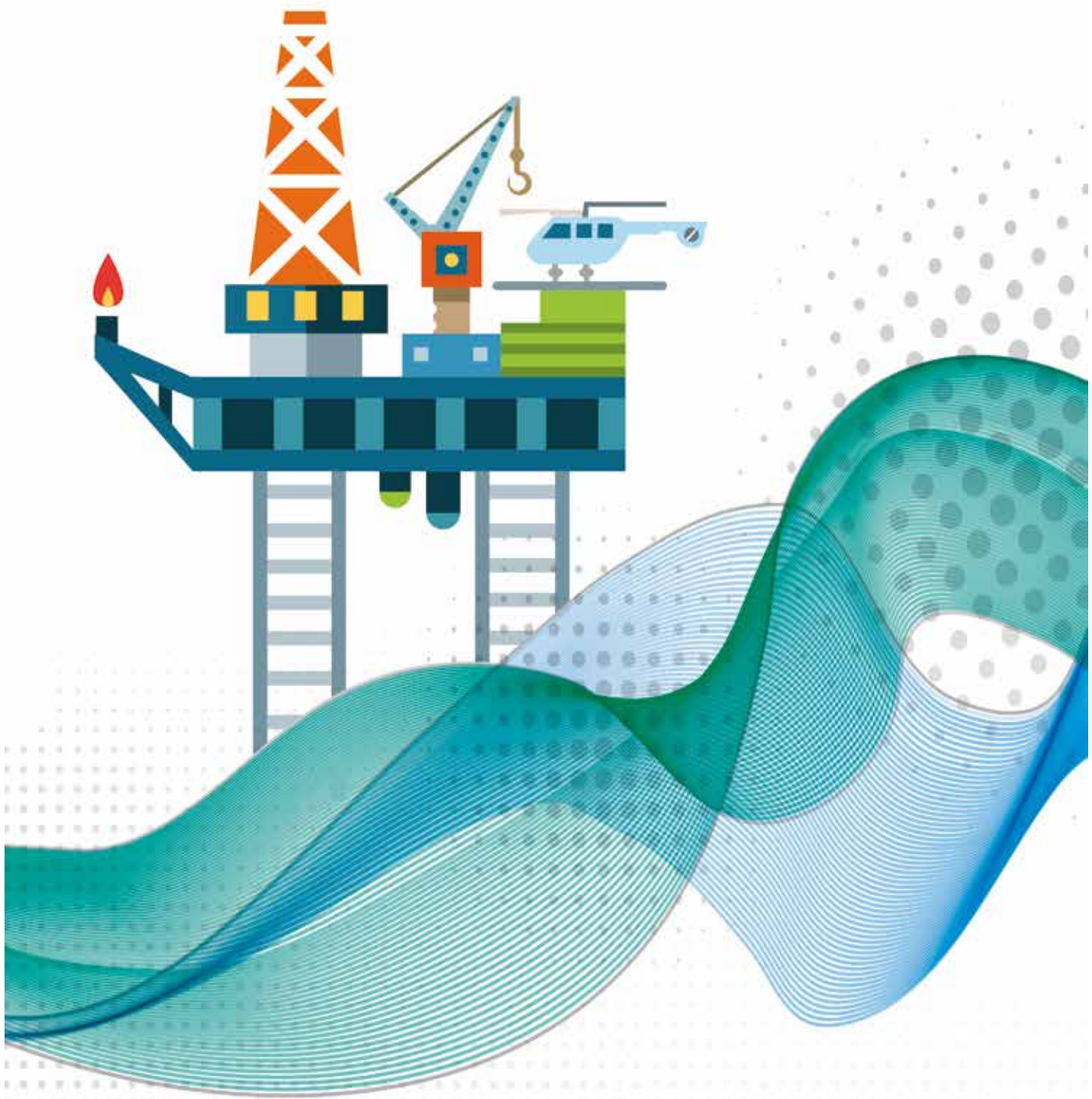




**ABAN OFFSHORE LIMITED**  
Annual Report, 2015-16



## DISCLAIMER

This document contains statements about expected future events and financial and operating results of Aban Offshore Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Aban Offshore Limited Annual Report, 2015-16.

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“Do not follow where the path may lead. Go instead where there is no path and leave a trail.”

M. A. Abraham | 1939-2004



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

P. Murari	- Chairman
Reji Abraham	- Managing Director
K. Bharathan	- Director
Ashok Kumar Rout	- Director
Deepa Reji Abraham	- Director
Subhashini Chandran	- Director
P. Venkateswaran	- Deputy Managing Director
C.P. Gopalkrishnan	- Deputy Managing Director & Chief Financial Officer
S.N. Balaji	- Senior Manager (Legal) & Secretary

## AUDIT COMMITTEE

P. Murari	- Chairman
K. Bharathan	- Member
P. Venkateswaran	- Member
Ashok Kumar Rout	- Member (w.e.f. 01-02-2016)

## STAKEHOLDERS RELATIONSHIP COMMITTEE

K. Bharathan	- Chairman
P. Venkateswaran	- Member
C. P. Gopalkrishnan	- Member

## COMPENSATION COMMITTEE

P. Murari	- Chairman
K. Bharathan	- Member
Reji Abraham	- Member

## NOMINATION & REMUNERATION COMMITTEE

K. Bharathan	- Chairman
P. Murari	- Member
Ashok Kumar Rout	- Member

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ashok Kumar Rout	- Chairman
C.P. Gopalkrishnan	- Member
Deepa Reji Abraham	- Member
Subhashini Chandran	- Member

## STATUTORY AUDITORS

### FORD RHODES PARKS & CO. LLP

Chartered Accountants  
Sakthi Towers III  
E 1 & E2, Sixth Floor  
766, Anna Salai, Chennai – 600 002.

## BANKERS & FINANCIAL INSTITUTIONS

AXIS BANK LIMITED  
BANK OF BARODA  
BANK OF INDIA  
CANARA BANK  
CENTRAL BANK OF INDIA  
CORPORATION BANK  
EXPORT IMPORT BANK OF INDIA  
ICICI BANK LIMITED  
IDBI BANK LIMITED  
INDIAN BANK  
INDIAN OVERSEAS BANK  
KOTAK MAHINDRA BANK LIMITED  
ORIENTAL BANK OF COMMERCE  
PUNJAB NATIONAL BANK  
STATE BANK OF HYDERABAD  
STATE BANK OF INDIA  
STATE BANK OF MYSORE  
STATE BANK OF TRAVANCORE  
SYNDICATE BANK  
THE LAKSHMI VILAS BANK LTD  
UNION BANK OF INDIA  
UCO BANK

## REGISTERED OFFICE

CIN : L01119TN1986PLC013473  
“Janpriya Crest”  
113 Pantheon Road  
Egmore  
Chennai 600 008.  
Website : [www.abanoffshore.com](http://www.abanoffshore.com)  
Email ID : [ir@aban.com](mailto:ir@aban.com)  
Phone : 044 – 49060606  
Fax : 044 – 28195527

## REGISTRAR AND SHARE TRANSFER AGENT

CAMEO CORPORATE SERVICES LIMITED  
“Subramanian Building”  
No.1, Club House Road,  
Chennai – 600 002.  
Email ID : [investor@cameoindia.com](mailto:investor@cameoindia.com)  
Phone : 044-28460390  
Fax : 044-28460129



## Aban Offshore Limited

Registered Office  
'Janpriya Crest' 113 Pantheon Road, Egmore, Chennai 600 008.

### NOTICE TO MEMBERS

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of **ABAN OFFSHORE LIMITED** will be held on Thursday, 29<sup>th</sup> September, 2016 at 10.15 A.M at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168, T.T.K. Road, Royapettah, Chennai – 600 014 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements, namely (i) the Audited Balance Sheet as at 31st March, 2016 (ii) the Audited Profit and Loss Account for the year ended on that date, (iii) cash flow statement for the financial year ended on that date (iv) statement of changes in Equity, if any (v) an Explanatory statement annexed to, or forming part of the documents referred to in (i) to (iv) above together and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P. Venkateswaran (DIN : 00379595) who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s. Ford, Rhodes, Parks & Co. LLP., Chartered Accountants, Chennai as Statutory Auditor of the Company and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** THAT M/s. Ford, Rhodes, Parks & Co. LLP., Chartered Accountants, Chennai (Firm Registration No. AAE - 4990) who were re appointed as the Auditors of the Company at the Annual General Meeting held on 19 September, 2014 to hold office till the conclusion of the thirty first AGM to be held in the year 2017 subject to their ratification of their appointment at every AGM be and is hereby ratified.”

#### SPECIAL BUSINESS

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

**“RESOLVED THAT** in accordance with the provisions of sections 196, 197 and 203 and other applicable provisions and rules, if any, of the Companies Act, 2013 read with Schedule V to the Act and subject to the approval of the Central Government, consent of the Company be and is hereby accorded for the re-appointment of Mr. P.Venkateswaran as Deputy Managing Director of the Company for a period of 5 years from 1.8.2016 to 31.07.2021 on the terms and conditions as recommended by Nomination and Remuneration Committee with respect to remuneration as under:

A

#### a) Basic Salary

In the range of Rs.8,00,000/- to Rs.15,00,000/- per month

#### b) Perquisites

##### I) Housing

Expenditure by the Company on hiring furnished accommodation shall be subject to a ceiling of 60% of salary

If the Company does not provide accommodation the HRA will be paid upto 60% of basic salary.

Gas, Electricity, water or reimbursement of expenses in lieu thereof shall be in accordance with the schemes and rules of the Company

##### II) Medical Reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years

##### III) Leave Travel Concession

Reimbursement of expenditure incurred for self and family once a year subject to a maximum of one month's salary.

##### IV) Club Fees

Actual fees for a maximum of two clubs subject to a maximum of Rs.20,000/- per annum. No admission and life membership fees will be paid.

##### V) Personal Accident Insurance and other term insurance.

The premium shall be paid as per the rules of the Company.

VI) Contribution to Provident Fund and Superannuation Fund shall be paid as per the rules of the Company and shall not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

VII) Gratuity shall not exceed half a month's salary for each completed year of service

VIII) Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

IX) Leave:

Privilege Leave

On full pay and allowance as per the Rules of the Company. Encashment of the leave at the end of the tenure will not be included in the computation of ceiling and perquisites. He will also be entitled to Casual Leave and sick leave as per the Leave Rules of the Company.

The Remuneration Committee be and is hereby authorised in its absolute discretion and from time to time to fix within the range stated above the remuneration payable to Mr. P. Venkateswaran.

#### **B. Minimum Remuneration**

In case of loss or inadequacy of profits in any financial year during the currency of tenure of Mr.P.Venkateswaran, the payment of salary and perquisites shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Act.

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

**“RESOLVED THAT** in accordance with the provisions of sections 196, 197 and 203 and other applicable provisions and rules, if any of the Companies Act, 2013 read with Schedule V to the Act and subject to the approval of the Central Government, consent of the Company be and is hereby accorded for the re-appointment of Mr. C.P.Gopalkrishnan as Deputy Managing Director of the Company for a period of 5 years from 1.8.2016 to 31.07.2021 on the terms and conditions as recommended by Nomination and Remuneration Committee with respect to remuneration as under:

**A**

##### **a) Basic Salary**

In the range of Rs.8,00,000/- to Rs.15,00,000/- per month

##### **b) Perquisites**

I) Housing

Expenditure by the Company on hiring furnished accommodation shall be subject to a ceiling of 60% of salary

If the Company does not provide accommodation the HRA will be paid upto 60% of basic salary.

Gas, Electricity, water or reimbursement of expenses in lieu thereof shall be in accordance with the schemes and rules of the Company

II) Medical Reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years

III) Leave Travel Concession

Reimbursement of expenditure incurred for self and family once a year subject to a maximum of one month's salary.

IV) Club Fees

Actual fees for a maximum of two clubs subject to a maximum of Rs.20,000/- per annum. No admission and life membership fees will be paid.

V) Personal Accident Insurance and other term insurance.

The premium shall be paid as per the rules of the Company.

VI) Contribution to Provident Fund and Superannuation Fund shall be paid as per the rules of the Company and shall not be included in

the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

VII) Gratuity shall not exceed half a month's salary for each completed year of service

VIII) Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

IX) Leave:

Privilege Leave

On full pay and allowance as per the Rules of the Company. Encashment of the leave at the end of the tenure will not be included in the computation of ceiling and perquisites. He will also be entitled to Casual Leave and sick leave as per the Leave Rules of the Company.

The Remuneration Committee be and is hereby authorised in its absolute discretion and from time to time to fix within the range stated above the remuneration payable to Mr.C. P. Gopalkrishnan.

#### **B. Minimum Remuneration**

In case of loss or inadequacy of profits in any financial year during the currency of tenure of Mr.C.P.Gopalkrishnan, the payment of salary and perquisites shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Act.

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

**RESOLVED THAT** in accordance with the provisions of Section 42, and 62 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules (including any statutory modification(s) or re-enactment thereof) and relevant provisions of the Memorandum of Association and Articles of Association of the Company, Foreign Exchange Management Act, 1999, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, guidelines prescribed by the Securities and Exchange Board of India ("SEBI") and subject to such approvals, consents, permissions and / or sanction of the Ministry of Finance of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such terms and conditions, modifications, alterations as may be prescribed and/or specified by any of them in granting any such approval, consent, permission or sanction, the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to offer, issue, and allot, in the course of one or more offerings, in one or more foreign markets, any securities (including but not limited to Equity Shares, Global Depository Receipts American Depository Receipts/Shares, Foreign Currency Convertible Bonds, Convertible Bonds, Euro - Convertible Bonds that are convertible at the option of the Company and / or at the option of the holders of such securities, securities partly or fully convertible into Equity Shares and / or securities linked to Equity Shares and / or any instruments or securities with or without detachable warrants secured or unsecured or such other types of securities representing either Equity

Shares or convertible securities) (hereinafter referred to as "Securities") to Foreign/Domestic investors, Non-residents, Foreign Institutional Investors/Foreign Companies/NRI(s)/ Foreign National(s) or such other entities or persons as may be decided by the Board, whether or not such persons/entities/ investors are Members of the Company through Prospectus, Offering Letter, Circular to the general public and / or through any other mode or on private placement basis as the case may be from time to time in one or more tranches as may be deemed appropriate by the Board on such terms and conditions as the Board may in its absolute discretion deem fit for an amount not exceeding US\$ 400 Million (US Dollar Four hundred Million only) or its equivalent currencies including green shoe option on such terms and conditions including pricing as the Board may in its sole discretion decide including the form and the persons to whom such Securities may be issued and all other terms and conditions and matters connected therewith."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above the aforesaid issue of the Securities may have all or any term or combination of terms in accordance with normal practice including but not limited to conditions in relation to payment of interest, dividend, premium or redemption or early redemption at the option of the Company and / or to the holder(s) of the Securities and other debt service payment whatsoever and all such terms as are provided in offerings of this nature including terms for issue of additional Equity Shares of variation of interest payment and of variation of the price or the period of conversion of Securities into Equity Shares or issue of Equity Shares during the duration of the Securities or terms pertaining to voting rights or option for early redemption of Securities."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of underlying Equity Shares as may be required to be issued and allotted upon conversion of any such Securities referred to above or as may be in accordance with the terms of the offering(s) and that the said Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects paripassu with the existing Equity Shares of the Company including payment of dividend."

**"RESOLVED FURTHER THAT** the consent of the Company be and is hereby granted in terms of Section 180 (1) (a) and Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules and subject to all necessary approvals to the Board to borrow monies in excess of the paid up capital and free reserves and to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of a mortgage and / or charge on all or any of the Company's immovable and / or movable assets, both present and future in such form and manner and on such terms as may be deemed to be fit and appropriate by the Board."

**"RESOLVED FURTHER THAT** such of these Securities to be issued as are not subscribed may be disposed of by the Board to such person in such manner and on such terms as the Board in its absolute discretion thinks fit, in the best interest of the Company and as is permissible in law."

**"RESOLVED FURTHER THAT** the Company may enter

into any arrangement with any agency or body for issue of Depository Receipts representing underlying Equity Shares/ Preference Shares / other securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent."

**"RESOLVED FURTHER THAT** the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, the Board be and is hereby authorised to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue, conversion of Securities, Exercise of warrants / Redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation the Appointment of Registrar, Book-Runner, Lead-Managers, Trustees / Agents, Bankers, Global Co-ordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any offer document(s) and sign all deeds, documents and to pay and remunerate all agencies / intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of securities, and also to seek listing of the securities or securities representing the same in any Indian and / or in one or more international stock exchanges with power on behalf of the Board to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of securities and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing / Deputy Managing Directors or any Director or any other Officer or Officers of the company to give effect to the aforesaid resolution."

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

**“RESOLVED THAT** pursuant to Section 42 and 62 (1) (c) read with rules and all other applicable provisions of the Companies Act, 2013 (including any amendments, statutory modification, variation or re-enactment thereof for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 applicable rules, regulations, guidelines or laws and / or any approval consent, permission or sanction of the Central Government, Reserve Bank of India or any other appropriate authorities, institution or bodies (hereinafter collectively referred to as the “appropriate authorities”) and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the requisite approvals) which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) the Board be and is hereby authorized to, in its absolute discretion create, issue, offer and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities (other than warrants) which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as “QIP Securities”) to the Qualified Institutional Buyers (“QIBs”) as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, on the basis of placement document(s) at such time and times in one or more tranche or tranches at par or at such price or prices and at a discount or premium to the price or prices in such manner, determined in accordance with the pricing formula prescribed under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended on such terms and conditions and in such manner as the Board may in its absolute discretion determine in consultation with the Lead Managers, Advisors or other intermediaries for an amount not exceeding Rs.2,500 Crores (Rupees two thousand five hundred crores only) including such premium amount as may be finalized by the Board.”

**“RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of the QIP Securities (which are Equity Shares), if any, shall be the date on which the Board of the Company decides to open the proposed issue (“Relevant Date”).”

**“RESOLVED FURTHER THAT** the relevant date for the determination of the applicable price for the issue of any other type of QIP Securities, which are convertible into or exchangeable with Equity Shares at a later date, the date on which the holder of such securities becomes entitled to apply for share shall be the relevant date and such applicable price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions (“Relevant Date”).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities referred above or as may be necessary in accordance with the terms of the offering all such shares shall be subject to the terms of Memorandum of Association and Articles of Association of the Company and being paripassu with the then existing shares of the Company in all respects as may be provided under the terms of the issue and in the offering document.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer such equity shares at a price which shall not be less than the price prescribed in Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time including a discount of not more than 5% (or such other discount as may be prescribed by SEBI from time to time) as prescribed in the proviso to Regulation 85(1) of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended.”

**“RESOLVED FURTHER THAT** such of these Securities to be issued as are not subscribed may be disposed off by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.”

**“RESOLVED FURTHER THAT** the issue to the holders of the securities with equity shares underlying such securities shall be inter alia, subject to suitable adjustment in the number of shares, the price and the time period etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, amalgamation, takeover or any other reorganisation or restructuring in the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of securities or instruments representing the same as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institution/ trustees/ agents and similar agreements/ and to remunerate the managers, underwriters and all other agencies/ intermediaries by way of commission, brokerage, fees and the like as may be involved or connected such offerings of such securities, with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.”

**“RESOLVED FURTHER THAT** for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds including but without limitation to, the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discount or premium amount on issue/conversion of the Securities, if any, the creation of such mortgage/charge under Section 180 (1) (a) of the said Act in respect of the aforesaid Securities either



on paripassu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such consultants, Book runners, Lead Managers, underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Lawyers, Merchant Bankers and any other advisors and professionals as may be required and to pay them such fees, Commissions and other expenses as they deem fit.”

“**RESOLVED FURTHER THAT** the allotment of securities shall be to Qualified Institutional Buyers in accordance with the Qualified Institutional Placement (“QIP”), Chapter VIII of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, and such securities shall be fully paid up and the allotment of such securities shall be complete within 12 months from the date of this resolution without the need for fresh approval from the shareholder and placements made in pursuance of this resolution if approved shall be separated by atleast 6 months between each placement.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Managing/ Deputy Managing Directors / Directors or any other officers / authorised representatives of the Company to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** the consent of the members of Company be and is hereby accorded to modify the Employees Stock Option Scheme 2005 (ESOS 2005- as approved by the Board of Directors at their meeting held on 23.05.2016) and that Section 9 of ESOS 2005 shall stand modified/ replaced to the extent covered as under:

#### **Exercise of Option**

The Option Grantee may, subject to fulfillment of conditions of Vesting, Exercise the Options in one or more tranches, by submitting Exercise Application(s) to the Company accompanied by payment of an amount equivalent to the Exercise Price in respect of such options. The Exercise Application shall be in such form as may be prescribed in this regard and the Compensation Committee may determine the procedure for Exercise from time to time.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favor of the Company or in such other manner as the Compensation Committee may determine.

The Employee Stock Options Granted shall be capable of being Exercised in such proportions as defined in the Notice of Option Grant within 10 years from the date of Vesting. The options cancelled or lapsed without being exercised will be available for further grant under any Employee Stock Option Scheme of the Company.”

9. **Approval of Employee Stock Option Scheme, 2016 and grant of stock options to the Eligible Employees/ Directors of the Company under the Scheme**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in accordance with the provisions of any other applicable laws or regulations and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority/ies while granting such approval(s), permission(s) and sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Compensation Committee and/or any other Committee constituted by the Board for this purpose), to create, offer, issue and allot equity shares under one or more Employee Stock Option Schemes (ESOS), from time to time, to the eligible employees whether working in India or out of India and to Directors of the Company, excluding Independent Directors, and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter referred to as “Eligible Employees”) on the terms and conditions as detailed in the Explanatory Statement annexed hereto or on such other terms and conditions and at such price and in such number of tranches as may be decided by the Board in its absolute discretion.

**RESOLVED FURTHER THAT** the maximum number of stock options to be granted to Eligible Employees under one or more Employee Stock Option Schemes shall not exceed 5% of the issued & paid up share capital of the Company from time to time.

**RESOLVED FURTHER THAT** the equity shares to be issued as stated aforesaid shall rank pari passu with all the existing equity shares of the Company for all purposes.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board be and is hereby authorized to evolve, decide upon and bring into effect one or more Employee Stock Option Schemes and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation there to

with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under the Employee Stock Option Schemes are passed on to the Eligible Employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Employee Stock Option Schemes on the Stock Exchanges as per the provisions of SEBI LODR Regulations, SEBI Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or any Director(s) or any Officer(s) of the Company.”

**10. Approval of Employee Stock Option Scheme, 2016 and grant of stock options to the Eligible Employees/ Directors of the Company’s subsidiaries (Present & future) under the Scheme**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (the “Act”), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI Regulations”) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in accordance with the provisions of any other applicable laws or regulations and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority/ies while granting such approval(s), permission(s) and sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Compensation Committee and/or any other Committee constituted by the Board for this purpose), to create, offer, issue and allot equity shares one or more Employee Stock Option Schemes, from time to time, to the eligible employees of the subsidiary(ies) Companies whether working in India or out of India, and to Directors of the subsidiaries (Present & future), excluding the Independent Directors and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter referred to as “Eligible

Employees”) on the terms and conditions as detailed in the Explanatory Statement annexed hereto or on such other terms and conditions and at such price and in such number of tranches as may be decided by the Board in its absolute discretion.”

“**RESOLVED FURTHER THAT** the maximum number of stock options granted to Eligible Employees of both, the employees of the Company and its subsidiaries under one or more Employee Stock Option Schemes shall not cumulatively exceed 5 % of the issued & paid up share capital of the Company from time to time.”

“**RESOLVED FURTHER THAT** the equity shares to be issued as stated aforesaid shall rank pari passu with all the existing equity shares of the Company for all purposes.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board be and is hereby authorized to evolve, decide upon and bring into effect one or more Employee Stock Option Schemes and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under the Employee Stock Option Schemes are passed on to the Eligible Employees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Employee Stock Option Schemes on the Stock Exchanges as per the provisions of the SEBI LODR Regulations, the SEBI Regulations and other applicable laws and regulations.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or any Director(s) or any Officer(s) of the Company.”

// By Order of the Board//

**S.N.Balaji**

Senior Manager (Legal) &Secretary

Chennai – 600 008

Date: May 23, 2016

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS ETC MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE ISSUED ON BEHALF OF THE APPOINTING ORGANIZATION.**
  2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23.09.2016 to 29.09.2016 (both days inclusive).
  4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating the Special Business to be transacted at the Meeting is annexed hereto
  5. The Securities Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they have are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar and Share Transfer Agent.
  6. Members holding shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Company's Share Transfer Agent, M/s. Cameo Corporate Services Limited in this regard.
  7. Members / Proxies should bring the enclosed attendance slip duly filled in for attending the meeting along with the Annual Report. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the Meeting.
  8. As per the provisions of Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital & Debentures) Rules, 2014, members holding shares in physical form may file Nomination in the prescribed SH-13 with Company's Registrar and Share Transfer Agent
- Members holding shares in electronic form may file the Nomination Forms with their respective Depository Participants.
9. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with relevant rules Company has transferred unclaimed / unpaid dividends for the financial years 1995-96 to 2007 – 08 to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the Company in respect of unpaid/unclaimed dividend after a period of seven years from the dates they first became due for payment. The details of unclaimed dividends are available on the Company's website at [www.abanoffshore.com](http://www.abanoffshore.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
  10. Members who are holding physical shares in identical order of names in more than one account are requested to intimate to the Share Transfer Agent the ledger folio of such accounts and send the share certificates to enable the Company to consolidate all the holdings into an account. The share certificate will be returned to the members after making necessary endorsements in the due course.
  11. Members desiring any information as regards accounts of the Company are requested to write to the Company at an early date so as to enable the Company to keep information ready.
  12. Members desirous of receiving Notice/ Annual Report in electronic form may furnish their e mail id to the Company / RTA.
  13. Brief resume of these directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships, memberships and chairmanships in committees, shareholding and relationships between directors inter-se as stipulated in the listing agreement with Stock Exchanges in India are provided in the report on Corporate Governance forming part of the report.
  14. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, Members have been provided with e voting facility to cast their votes electronically, through the e voting services provided by National Securities Depositories Ltd ("NSDL"), on all resolutions set forth in this notice.
- Notice and the instructions for e voting along with Attendance Slip and Proxy Form is being sent in electronic form to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for physical copy of the same.
- For Members who have not registered their e mail address, physical copies of the aforesaid documents is being sent in

permitted mode. Members may also note that the Notice of the Annual General Meeting will be available on the company's website [www.abanoffshore.com](http://www.abanoffshore.com) and also on the website of the Stock Exchanges where the shares of the Company have been listed viz BSE Ltd – [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited – [www.nseindia.com](http://www.nseindia.com)

Instructions for e voting:

The e voting available at the link: <https://www.evoting.nsdl.com/> and will be available for the following period:

Commencement of e voting period	End of e voting period
26 <sup>th</sup> September, 2016@ 9.00 A.M	28 <sup>th</sup> September, 2016 @ 5.00 P.M

Members who are desirous of casting their votes electronically are requested to adhere to the following instructions:

(a) In case of Shareholder's receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "ABANOFFSHOREe-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of ABAN OFFSHORE Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (ie.other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail [ramgcs@gmail.com](mailto:ramgcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(b) In case of Shareholders' receiving Physical copy of Notice of AGM (for Members whose e mail IDs are not registered with the Company/Depository Participant or requesting physical copy):

(i) Initial password is provided as below/at the bottom of the Proxy cum Attendance Slip.

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

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

(c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

(d) You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).

(e) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL via e mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date (i.e record date) 22<sup>nd</sup> September, 2016.

3. The Company has appointed Mr.G. Ramachandran, Practising Company Secretary as the scrutinizer for conducting the evoting/Postal Ballot process in a fair and transparent manner.

4. The e voting period commences on 26th September 2016 and ends on the close of working hours (i.e. 17:00 hours), 28th September, 2016. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (i.e record date) 22<sup>nd</sup> September, 2016, may cast their votes electronically. The e-voting module shall also be disabled by NSDL for voting thereafter.

5. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of or against, if any forthwith to the Chairman of the Company.

6. **The result of the evoting / Postal Ballot will be declared on or after the 30th AGM of the Company.** The results declared along with the Scrutinizer's report shall also be displayed on the Company's website [www.abanoffshore.com](http://www.abanoffshore.com) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchanges where the Company's shares are listed. The date of declaration of voting result will be taken to be the date of passing of the resolutions.

7. The annual accounts of all the Subsidiary Companies have been posted on your Company's website [www.abanoffshore.com](http://www.abanoffshore.com)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS CONTAINED IN THE NOTICE DATED 23.05.2016.

#### **Item No.4**

Mr.P.Venkateswaran has been working with the organization since its inception in the year 1986. At the Annual General Meeting held on 28th September,2011 he was reappointed as Deputy Managing Director for a further period of 5 years from 01 August, 2011 to 31 July, 2016.

Considering his contributions to the growth and in the best interest of the company, the Directors at their meeting held on 23.05.2016 recommended the re-appointment of Mr.Venkateswaran as Deputy Managing Director for a further period of 5 years from 01.08.2016 to 31.07.2021 as detailed in the resolution. Members may note that Mr.Venkateswaran will be attaining the age of seventy, six months before the completion of this tenure. The resolution requires approval of the members and hence the item is placed before the Meeting for approval.

Except Mr. P.Venkateswaran, none of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the item of business.

The terms of contract and the interest of the Director set out in the resolution and the Explanatory Statement may be treated as the abstract of the Memorandum under Section 190 of the Companies Act, 2013.

#### **Item No.5:**

Mr.C.P.Gopalkrishnan joined the organisation in the year 1987. At the Annual General Meeting held on 28th September, 2011 he was reappointed as Deputy Managing Director for a further period of 5 years from 01 August, 2011 to 31 July, 2016.

Considering his contributions to the growth and in the best interest of the company, the Directors at their meeting held on 23.05.2016 recommended the reappointment of Mr.Gopalkrishnan as Deputy Managing Director for a further period of 5 years from 01.08.2016 to 31.07.2021 as detailed in the resolution. The resolution requires approval of the members and hence the item is placed before the Meeting for approval.

Except Mr.C.P.Gopalkrishnan, none of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the item of business.

The terms of contract and the interest of the Director set out in the resolution and the Explanatory Statement may be treated as the abstract of the Memorandum under Section 190 of the Companies Act, 2013.

#### **Item No.6:**

In view of the growing operations of the Company and to augment the fund requirements of the Company, your Company propose to create, offer, issue and allot equity shares, GDRs, ADRs, FCCBs, etc., as stated in the resolution. The proposed resolution would be for approval of issuance of equity shares, FCCBs, GDRs, ADRs, etc. for an amount not exceeding USD 400 Million. The Board recommends the resolution in the best interest of the Company

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the resolution.

#### **Item No.7**

Your Company, in order to enhance its global competitiveness in domestic and international markets, needs to strengthen its financial position by augmenting long term resources from time to time.

The proposed special resolution seeks the approval of the Members to the Board without the need for seeking any further approval from the Members for the proposed Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB") in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) ("SEBI ICDR Regulations"). Pursuant to the above, the Board may in one or more tranches issue and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities (other than warrants) which are convertible into or exchangeable with equity shares on such date at such price or prices, at a discount or premium to the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations as may be determined by the Board but not later than 60 months from the date of allotment (Collectively referred to as "QIP Securities").

The relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decide to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be. For reasons aforesaid a resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of issue. The securities issued pursuant to the offering would be listed on the Indian Stock Exchanges.

The securities issued under QIP issue pursuant to offer may, if necessary be secured by way of mortgage/ hypothecation on the Company's assets as may be finalized by the Board of Directors in consultation with the security holders / trustees in favour of security holder/trustees for the holders of said securities. As the documents to be executed between the security holders/ trustees for the holders of the said securities and the Company may contain the power to take over the management of the Company in certain events, enabling approval is also sought under Section 180(1) (a) of the Companies Act, 2013.

Section 62(1)(C) of the Companies Act, 2013 and the Listing Agreement entered with the Stock Exchanges provide, inter alia that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the Company in proportion to the Capital paid up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorization of the

Members to the Board of Directors to make the proposed issue of securities in consultation with the Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares to issue to the holders of such convertible securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules and regulations or guidelines

The Board recommends the above resolution for your approval in the best interest of the Company.

None of the Directors, Key Managerial Personnel and their relatives is in any way concerned or interested in the resolution.

#### **Item No.8**

The Company's Employee Stock Option Plan (ESOP) was approved by the shareholders of the Company on 23 April, 2005.

The Employees Stock Option Scheme (ESOS 2005) provided for an exercise period of 3 years from the date of vesting. The Compensation Committee and the Board of Directors of the Company on May 23, 2016 has approved for the modification of ESOS 2005 in order to modify the exercise period to 10 years from the date of Vesting to make it more attractive and valuable for the option holders.

The Change in definition of Exercise Period is recommended to be made applicable to all unexpired grants and options vested but not exercised as on the date of approval of the resolutions by the Members. The total options available for exercise as on date around 1.396 million representing less than 1 % of the paid-up equity capital of the Company. The said change is not prejudicial to the interest of the employees and would lead to employee contributing to the long-term value creation of the Company and also align employee interest with the long-term objectives of the Company.

As per the SEBI Regulations, any variation to the terms of the Scheme requires the approval of shareholders by way of a special resolution. There are no other changes to the existing terms of the Scheme.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any way, concerned or interested financially or otherwise, in the proposed resolution except to the extent of grant of stock options to them, if any, under the said scheme.

#### **Item No.9&10**

Shareholders at the AGM held in 19th September 2014 passed a resolution approving ESOPs to employees of the Company and its Subsidiaries. The Securities and Exchange Board of India had issued the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations") with effect from 28th October, 2014 and had replaced the earlier Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI ESOP Guidelines 1999"). All listed companies having existing schemes to which the SEBI Regulations apply were required to comply with the same in their entirety. Your Company has not granted any options pursuant to the resolution of 19 September, 2014.

Accordingly, in supersession of the resolution passed on 19 September, 2014, it is proposed to adopt new Employee Stock Option Schemes under the SEBI Regulations for the purposes of granting options to the Employees/Directors of the Company and its subsidiaries, as applicable.

The Resolutions contained at Item Nos. 9 and 10 seek to obtain the Members' approval to authorise the Board of Directors of the Company to create, issue, offer and allot equity shares, from time to time, to employees/Directors of the Company and its subsidiaries (Present & future) under this Scheme.

As per Regulation 6 and Regulation 14 of the SEBI Regulations, the key details of the aforesaid Scheme are set out below:

#### **a. Brief description of the Scheme**

The objective of the Employee Stock Option Scheme is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to attract and reward talent and performance in the organization. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

#### **b. Total number of options to be granted**

Each Option would entitle an employee to acquire one equity share of the Company. The Compensation Committee shall determine the Options to be granted to the employees of the Company and its subsidiaries, as applicable, under an ESOS. However, allotment of such number of equity shares pursuant to exercise of the Options by employees, shall not exceed in aggregate 5% of the issued and paid up capital of the Company from time to time.

#### **c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme**

All the employees and Directors, as defined under the SEBI Regulations 2014, of the Company and its subsidiary companies (Present & future), as applicable, whether working in India or outside India, will be entitled to participate in ESOSs, subject to fulfillment of such eligibility criteria(s) as may be specified in the SEBI Regulations 2014 and/or as may be determined by Compensation Committee from time to time.

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee in its absolute discretion, and may be based on criteria such as seniority of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Compensation Committee at its sole discretion. The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

#### **d. Requirements of vesting and period of vesting**

The vesting of an option would also be subject to the terms and conditions as may be stipulated by the Compensation Committee from time to time including but not limited to satisfactory performance of the employees, their continued employment with the Company/ its subsidiaries, as applicable. The vesting period shall commence any time after the expiry of one year from the date of the grant of the options to the employee and shall end over a maximum period of 5 years from the date of the grant of the options. The options could vest in tranches. The number of stock options and terms of the same made available to employees (including the vesting period) could vary at the discretion of the Compensation Committee.

#### **e. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested**

Five years from the date of the grant.

**f. Exercise price or pricing formula**

The exercise price shall be as decided by the Compensation Committee and shall not be less than the face value per share per option.

**g. Exercise period and process of exercise**

The Employee Stock Options granted shall be capable of being exercised immediately on vesting but not later than 10 years from the date of Vesting. The options cancelled or lapsed without being exercised shall be available for further grant under any Employee Stock Option Scheme of the Company.

The Option Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of Vesting, Exercise the Options by submitting Exercise Application to the Company accompanied by payment of an amount equivalent to the Exercise Price and applicable tax amount, in respect of such Options. The Exercise Application shall be in such form as may be prescribed in this regard and the Compensation Committee may determine the procedure for Exercise from time to time.

**h. The appraisal process for determining the eligibility of employees for the Scheme**

The specific Employees to whom the Options would be Granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Compensation Committee, at its absolute discretion. This power of Compensation Committee can be delegated by Compensation Committee to any official of the Company.

**i. Maximum number of options to be issued per employee and in aggregate**

The number of options that may be granted to employees under the Scheme shall be determined by the Board from time to time in compliance with the applicable regulations. In aggregate, ESOS can be granted not exceeding 5% of the issued & paid up capital of the Company from time to time.

**j. Maximum quantum of benefits to be provided per employee under a Scheme**

As per applicable SEBI Regulations, 2014.

**k. Conditions under which option vested in employees may lapse.**

In the event of Termination of employment for Cause/ Misconduct or abandonment of employment by an employee all options outstanding including vested options shall lapse in the hands of the employee. In the event of separation from employment other than for reasons apart those mentioned here, the Board or Compensation Committee shall decide whether the Vested Options as on that date can be Exercised by the employee or not and such decision shall be final.

**l. The specified time period within which the employee shall exercise the vested options**

In the event of Resignation or Retirement (i.e Termination other than what is stated in clause (k)), all the Vested Options may be exercised by the employee within 3 months from the date of resignation/ Retirement or within such time as may be specified by the Board/ Compensation Committee.

**m. Whether the Scheme is to be implemented and administered directly by the Company or through a trust**

Scheme is to be implemented and administered directly by the Company.

**n. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both**

Scheme involves new issue of shares by the Company.

**o. The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.**

Not Applicable.

**p. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme**

Not Applicable

**q. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15**

The Company shall comply with the accounting policies specified in the requirements on the guidance note on accounting for employees share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including disclosure requirements prescribed therein.

**r. The method which the Company shall use to value its options**

The Company shall follow the intrinsic value method for computing the compensation cost for the Options Granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognised if the Company had used fair value method and its impact on the profits and earnings per share shall be disclosed as per Applicable Laws, wherever required.

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.

**s. Listing of shares**

Subject to the approval of the Stock Exchanges the relevant equity shares on exercise of the Options shall be listed on the Stock Exchanges on which the securities of the Company are listed.

Pursuant to the SEBI Regulations, a separate resolution is required to be passed, if the grant of Option is made to the employees/ Directors of subsidiaries.

The Board of Directors accordingly recommend passing of the Special Resolution as contained in the Notice.

The Directors, KMPs or their relatives may be deemed to be concerned or interested in these resolutions to the extent of the ESOPs granted to them under the Scheme and to the extent of their shareholding as Members.

By Order of the Board

**S.N. Balaji**

Senior Manager (Legal) & Secretary

Chennai-600 008

May 23, 2016

## VISION

To be a leading global offshore company providing a drilling, exploration and production services to our clients by consistently achieving targets beyond expectations in a safe manner through amalgamation of our competent and motivated people, equipment and innovative expertise.

## MISSION

- We will be recognised as global leaders, by offering our clients superior service, including experienced, suitable trained and motivated personnel, superiors, reliable and efficient equipment with environmentally-friendly operations.
- We will achieve leadership status by actively encouraging our employees to attain the highest standards of the ethics, honesty and integrity.
- We will foster pride, enthusiasm, creativity and team work to ensure trust and confidence in our employees, clients and suppliers.
- We will actively support and emphasise 'zero tolerance' to unsafe working practices and conditions, by utilising and implementing the best industry standards in our operations at all times.
- We will actively grow Aban through financial discipline and cost effective asset management to deliver superior returns to our clients and shareholders.

**One of the most competitive players in the global rig service industry.**

**Enduring across market cycles and geographies.**

## About us

The Aban Group was created by the late Mr M. A. Abraham in 1986, with Aban Offshore Limited as its flagship company. Aban Offshore provides drilling services to organisations involved in exploration of hydrocarbons. Over time, the Company has garnered a reputation of being quality and safety-focused service provider and has partnered with some of the biggest clients in the hydrocarbon industry. Lately, the Company has ventured into the realm of renewable energy.

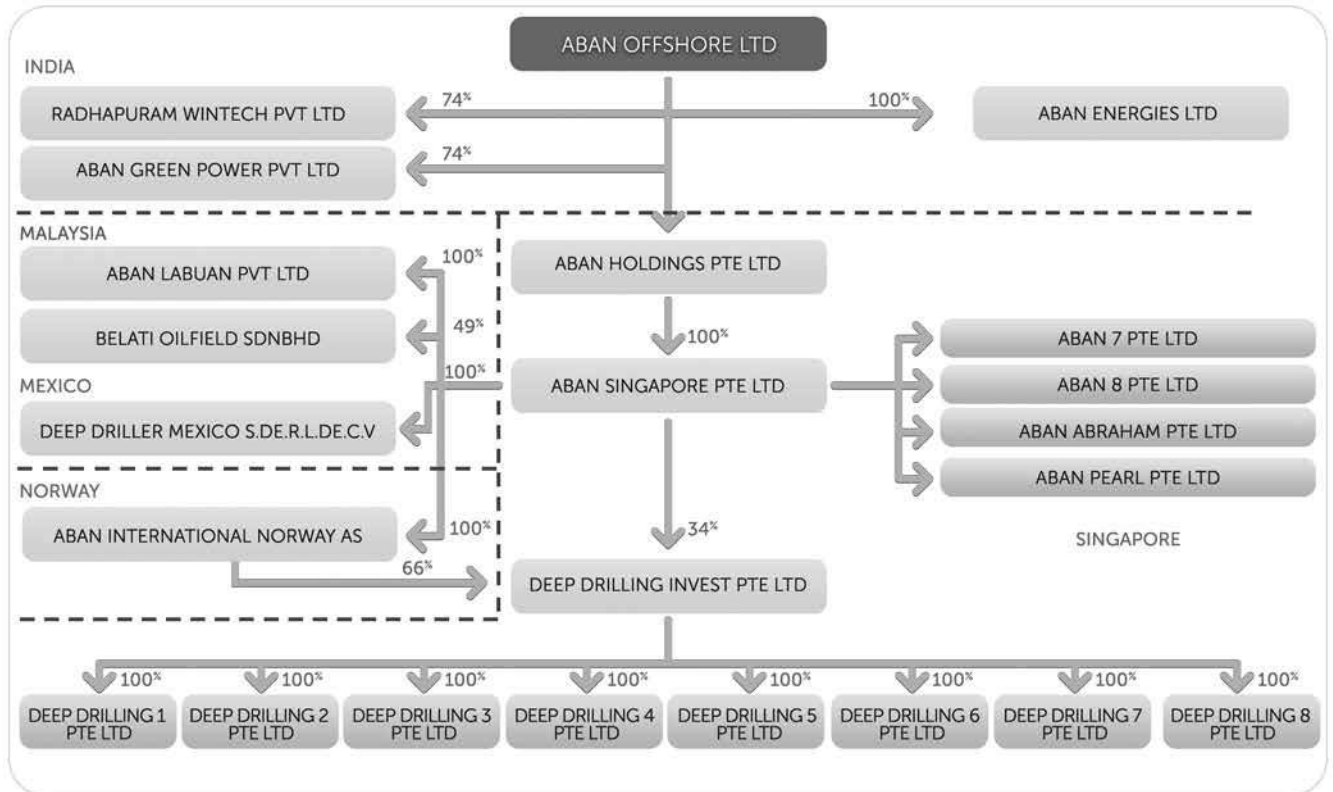
## Presence


















The Company is headquartered in Chennai (India) with supporting offices in major global locations like the United Arab Emirates, Singapore Norway Malaysia, Brunei, Brazil and Mexico. The Company's shares are listed and actively traded on the Bombay Stock Exchange and National Stock Exchange in India.





## Group architecture

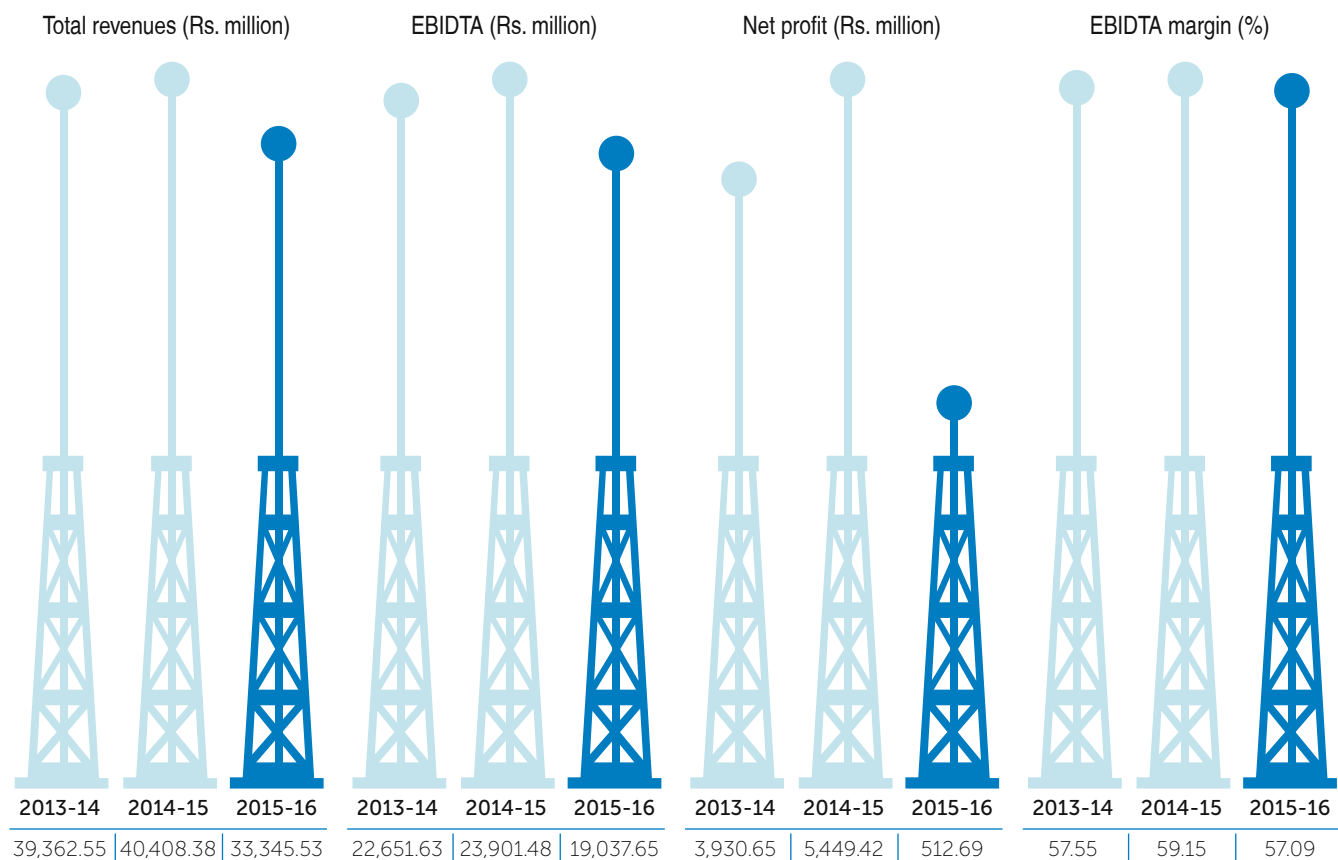


OUR CLIENTELE	 Oil & Natural Gas Corporation of India Ltd./OVL (Qatar)	 Reliance Industries Ltd.	 Hardy Oil and Gas plc Hardy Exploration & Production (India) Inc.	 Shell Brunei	 Shell Malaysia
 Petronas Carigali Sendirian Berhad	 Gujarat State Petroleum Corporation Ltd.	 Hindustan Oil Exploration Co. Ltd.	 Cairn Energy (UK)	 Chevron (Thailand)	 Kosmos Energy (Ghana)
 PetroSA EG	 Vietsov Petro, Vietnam	 PEMEX (Mexico)	 Total E&P (Qatar)	 Petrobras (Brazil)	 Masirah Oil (Oman)

CONSOLIDATED RESULTS

(Rs. million)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Turnover	33,345.53	40,408.38
Less: expenditure	14,307.88	16,506.90
EBIDTA	19,037.65	23,901.48
EBIDTA (%)	57.09	59.15
Add: Other income	193.65	443.59
Less: Interest	9,751.60	10,910.02
Less: Depreciation	6,615.03	5,979.52
Profit before tax	2,864.68	7,455.53
Add: share of profit in joint venture	20.05	44.82
Profit before tax and after share in joint venture	2,884.73	7,500.35
Less: provision for tax	2,250.77	1,937.58
Core profit after tax	633.96	5,562.77
Exchange fluctuation (loss)/gain	(121.27)	(113.35)
Profit after tax	512.69	5,449.42

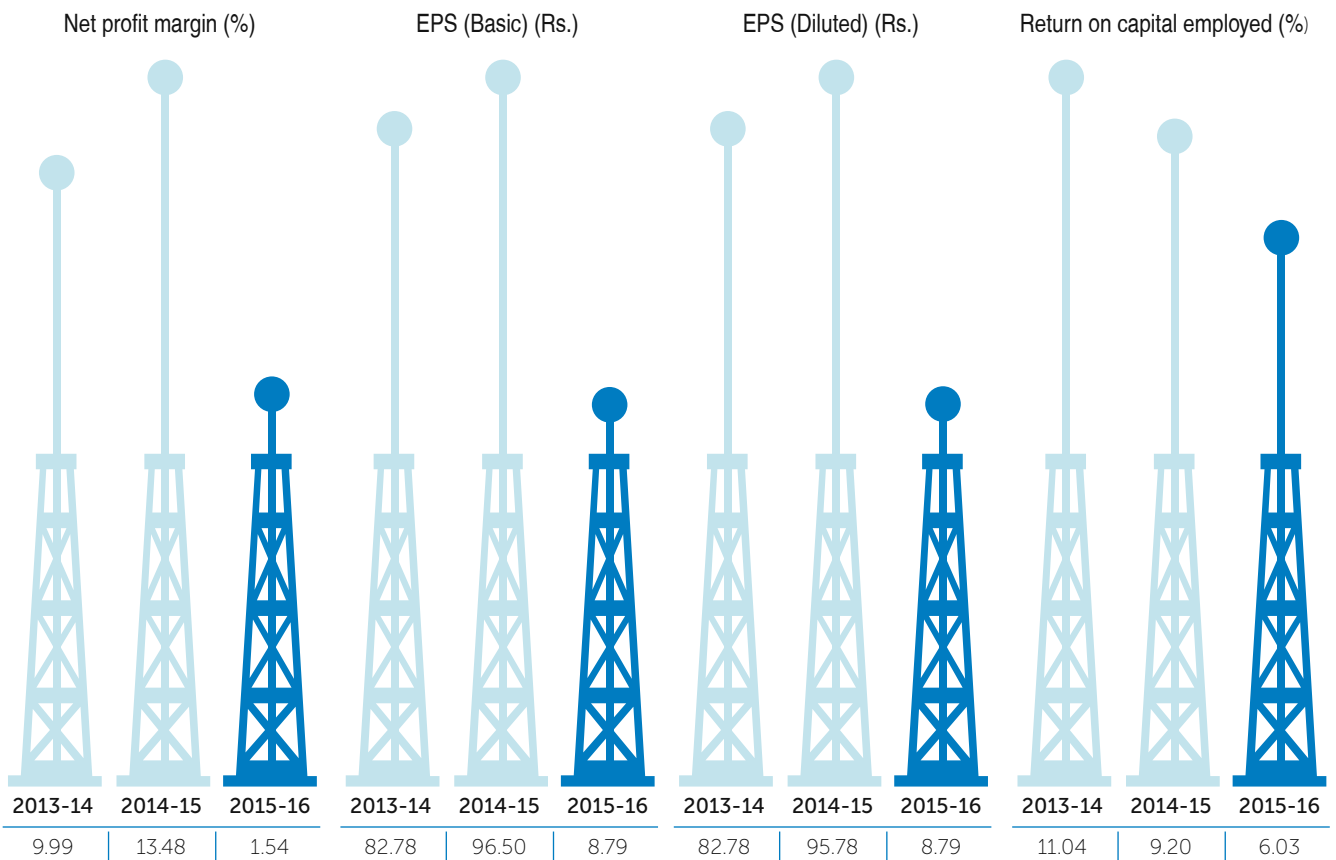




## FY 2015-16 at a glance

### (consolidated)

- Revenues decreased by 17.48% from Rs. 40,408.38 million in 2014-15 to Rs. 33,345.53 million in 2015-16
- EBITDA decreased by 20.35% from Rs. 23,901.48 million in 2014-15 to Rs. 19,037.65 million in 2015-16
- Net profit declined by 90.59% from Rs. 5,449.42 million in 2014-15 to Rs. 512.69 million in 2015-16



## Managing Director's review



*Dear Shareholders*

Doubtlessly, the financial year 2015-16 was the most challenging period that we have seen in our 30-year existence.

The year was marked by a continuing decline in crude oil prices – dropping from a per barrel peak of \$112 in 2014 to a low of \$27 in 2016. Several oil exploration and processing companies reported their steepest losses as crude oil realisations declined to far lower than exploration costs during the year under review.

Pessimists felt that oil prices would decline even further, striking fear into the hearts of

even the most serious investors who shied away from committing resources towards oil exploration. The fact that there was a concurrent improvement in the operating environment for renewable energy only aggravated the gloom, resulting in sectoral inactivity.

The result of this decline in spending immediately translated into a lower engagement of oil rigs on the one hand and a decline in day rates on the other. The concurrent decline in sectoral asset utilisation (down to a mere 50%) and erosion in realisations affected the viability of

international rig service providers.

The only bright spots amidst this massive downtrend were the oil exploration programmes of India and the Middle East.

India imports about 185 million tonnes of crude oil each year as there is a need to create more reserves to reduce the country's dependence on imports and increase its oil security.

Iran benefited on account of the lifting of the US embargo. The country increased its crude oil throughput from 1,000,000 barrels per day

to 3,000,000 barrels per day and increased its oil exploration investments as well.

However, apart from India and Iran there was a decline in this activity across the world. Subsequently, the Company reported losses in the last two quarters of the financial year under review following profits in the first two quarters. The Company ended the year under review with a marginal profit of Rs. 512.69 million.

I must assure shareholders that this drop in performance would have been steeper but for a number of proactive initiatives taken by the management. We moderated our operating expenditures following a deeper scrutiny of expense heads; we rationalised manpower costs by efficiently combining functions and roles; we worked closely with vendors to moderate costs wherever possible; we continued to interact proactively with our bankers regarding market weaknesses and our counter-responses to them.

The result is that even as the overall market weakened during the year under review, we selected to strengthen our Balance Sheet. We repaid \$22 million of bond and extended a \$65 million bond by two years, strengthening our cash flows. The full benefit of this will be reflected during the upcoming fiscal. Besides, the promoters of the Company exercised their preferential warrants, infusing \$25 million into the Company's net worth in a rare demonstration of confidence regarding the prospects of the sector.

The other improvement was a decline in receivables from Iran (down to less than a year). During a year when Iran accounted for 34% of our revenues, this projected improvement in cash flows will enhance our

liquidity and profitability. Besides, with the Iran stigma set to become a thing of the past, we expect our investments to be recouped faster, cost of spares and insurance to fall further and a larger business opportunity to open up in that geography.

At the close of the financial year under review, the Company had nine of its 18 rig assets deployed. The immediate priority is to enhance asset utilisation within the next two years and thereafter strengthen our day rate. During the year under review, the Aban II rig was deployed in tow with ONGC for a rate that was marginally lower than the three-year average. Aban III and IV as well as Aban Ice continued to be deployed at attractive rates.

We are optimistic about our prospects for a number of reasons.

- The Company is one of the most competitive global rig service providers.
- The Company's state-of-the-art assets incur relatively low overheads.
- The Company's rig professionals are among the most well-trained, enhancing rig safety and uptime.

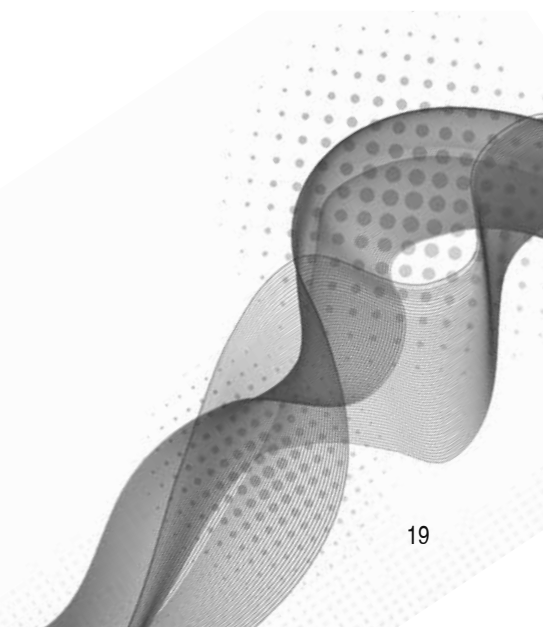
The combination of these realities resulted in Aban continuing to remain viable during the challenging third and fourth quarters when asset utilisations plummeted. The fact that the Company reported a cash profit during such a challenging year validates our inherent competitiveness.

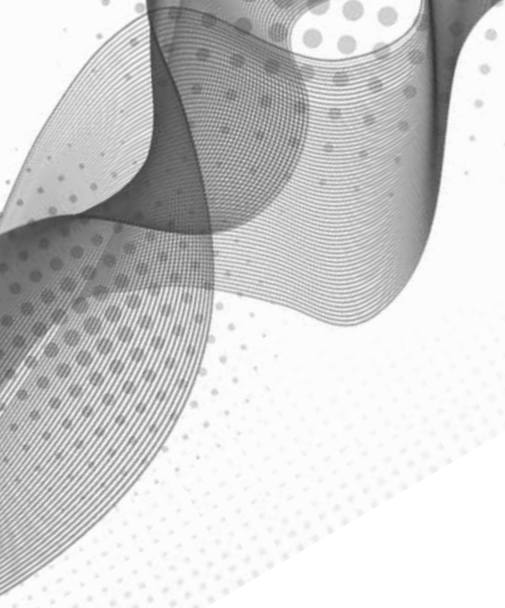
Looking ahead, we expect the oil prices to revive soon. There has already been a reasonable rally in oil prices. Besides, oil exporters are expected to reconcile

their political differences and moderate oil production, stabilising oil prices at reasonably remunerative levels, reviving oil exploration investments and strengthening prospects for rig service providers.

This combination of this sectoral optimism on the one hand and strategic corporate initiatives on the other should make it possible for Aban Offshore to rebound with speed as soon as the sector revives.

Reji Abraham,  
Managing Director





## Aban Offshore has endured on account of these competitive strengths...



### KNOWLEDGE

The Company has been engaged in providing offshore rig services for nearly three decades, strengthening its proactive responsiveness. Besides, its deep sectoral knowledge is reflected in its competence to consistently enhance asset uptimes.

### SCALE

The Company is among the dozen largest private offshore service providers its world over and the largest in the space in India. This scale has translated into enhanced sectoral visibility and the ability to bag lucrative.

### DEDICATED

The Company possesses an attractive rig range – 15 jack-ups, two drill ships and one floating production unit – making it possible to address diverse client needs.

### STATE-OF-THE-ART

The Company possesses a young, state-of-the-art fleet that makes it possible to counter obsolescence, enhance uptime and improve efficiency for the benefit of clients. The average age of nine jack-ups was eight-and-a-half years as on 31st March 2016 in a business marked by multi-decade-old assets.

### BENCHMARKED

The Company's rigs are globally-benchmarked when it comes to safety and environment standards, making it possible for the rigs to be deployed for the world's leading E&P companies.

### COMPLIANT

The Company is respected for its rigorous compliance with established norms pertaining to worker safety, asset provisions, maintenance schedules and employee training.

### RELATIONSHIP-ORIENTED

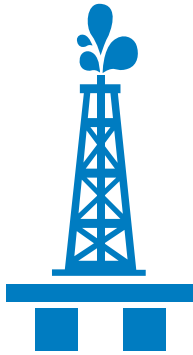
The Company is a trusted rig service provider, enjoying long-term relationships with prominent and demanding clients. The Company's relationship with ONGC Limited, India's largest hydrocarbons company, has extended across two decades.

### VIABILITY

The Company's low-cost structure has translated into operational viability across industry cycles.

### ENTREPRENEURIAL

The Company's growth has been driven by its ability to identify opportunities to acquire young and modern rigs, resulting in the Company emerging as one of the fastest-growing in its sector over the last decade.



## Management discussion and analysis

### GLOBAL ECONOMY REVIEW

Global economic growth was estimated at 3.1% in 2015, marginally lower than in 2014. Developing economies experienced a slowdown for the fifth consecutive year, decelerating on the global economy. China's slowdown affected the global economy as did weakening commodity prices. The United States remained resilient due to a restrictive monetary policy. Declining oil prices, largely due to OPEC's sustained production increase, resulted in a surplus scenario. Oil-importing countries benefitted, although the gains from lower oil prices did not boost demand in emerging economies as would have been expected. Russian and Brazilian economies remained strained during the year due to domestic and external challenges.

#### Outlook

The global economy is projected to grow 3.4% in 2016 and 3.6% in 2017, supported by accommodative monetary policies worldwide. China is expected to grow at 6.7% in 2016 while Russia and Brazil are projected to remain in recession in 2016. Although economies dependent on commodity exports may suffer, lower input prices for industry and lower fuel prices for households

could strengthen aggregate demand and global growth.

While economic normalisation could eventually lead to higher borrowing costs, rising interest rates should encourage firms to front-load their investments in the short run. The improvement in global growth is also based on the projected easing of the downward pressure on commodity prices, which may catalyse investments in commodity-dependent economies. (Source: IMF)

### INDIAN ECONOMIC OVERVIEW

The Indian economy is expected to grow at a rate of 7.6% in 2015-16 against 7.2% in 2014-15 on the back of a revival in its manufacturing sector as well as gains from declining crude oil prices, which could rise to 7.7% in 2017-18 following favourable monsoons. According to the Economic Survey 2015-16, inflation measured by the Consumer Price Index, which was 5.8% in 2015, is estimated to decline to approximately 4.6% in 2016 and 5.1% in 2017, clearing the path for further monetary easing. Assuming a continuing moderation in the prices of crude petroleum and other commodities, the current account deficit was estimated at about 1.3% of

the GDP for 2014-15 and less than 1% of the GDP for 2015-16.

#### Outlook

India's GDP growth is projected to grow at 7.7% for 2016-17, making it the fastest-growing large economy in the world.

### GLOBAL CRUDE OIL SCENARIO

Most industry watchers say the oil industry is in its deepest downturns since the 1990s; barrel realisations have dropped to levels not seen since 2003. However, oil is essentially a commodity, the economics of supply-and-demand applying to oil just as they would to other commodities. The primary reasons for the decline in prices comprised the doubling of US oil production over the last few years, reducing oil imports to the US and the growing competition to capture the Asian markets. It is also opined that emerging electric cars as a replacement for petrol as transportation fuel will have an impact on future outlook for crude oil.

The oversupply precipitated realisations. Although major countries pressed OPEC to moderate production

The Indian economy is expected to grow at a rate of 7.6% in 2015-16 against 7.2% in 2014-15 on the back of a revival in its manufacturing sector as well as gains from declining crude oil prices, which could rise to 7.7% in 2017-18 following favourable monsoons.



to assist price recovery, a critical Doha meeting in April 2016 decided not to cut production and protect OPEC market share (led by Saudi Arabia) from increasing shale oil competition. The result was that US shale oil producers with higher production costs than their OPEC counterparts were compelled to cut or close production and cancel drilling projects.

Brent crude rebounded from a low of \$26.21 per barrel in February 2016 to \$48 a barrel in May 2016 even as the global market remains oversupplied. Data from China indicates a rise in demand, which could rebalance the market. Meanwhile, easing demand in the US and much of Europe could correct existing skews. Besides, India could overtake China as the world's principal economic engine. Revised year-on-year data for late 2015 and early 2016 indicates oil demand growth of 8% in India.

#### OPTIMISM

Global spending on exploration and production in 2016 is expected to decline 27%. Chevron announced plans to reduce spending to \$17-22 billion per year in 2017-18, as compared to a 2015 spending level of \$20-24 billion.

Cuts in spending are likely to reduce global oil supply, which could revive the market. In Q1 2016, demand growth is visible in India, China and Russia. Along with supply cuts, the demand for oil is also projected to increase. In Q4 2015 it was 95.48 million barrels per day, and for Q4 2016, analysts predict the global demand was the highest in two years – at 96.79 million barrels per day.

#### INDIAN OIL INDUSTRY

India's oil demand rose by 3,00,000 barrels per day in 2015 compared to 2014. Of India's total energy supply, 23% is derived from petroleum, which is half the share of coal. Falling crude oil prices proved beneficial for India; the country surpassed Japan to become the third largest global oil consumer. Since 2005, India's contribution to global oil demand increase was 20% compared to 55% for China. India's oil consumption is expected to rise from 3.8 million barrels per day in 2013 to approximately 4.2 million barrels per day in 2016. Nearly 65% of India's crude imports are derived from the Middle East. After China, India is the largest oil importer from Iran, purchasing 2,85,000 barrels per day in 2015, 40% higher than 2014. Experts

say India could soon emerge as the principal driver of global oil demand.

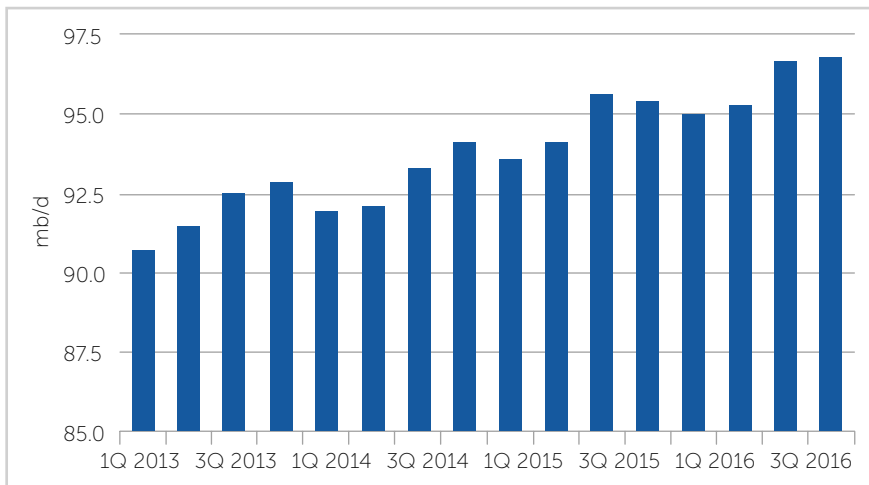
For exploration and licensing, the Indian government approved HELP (Hydrocarbon Exploration and Licensing Policy), which aims to unify the license for exploration and production of all forms of hydrocarbon while maintaining an open acreage policy. This will ensure participation from private players as the revenue sharing would be easier to administer and the marketing and pricing for the crude oil and gas produced would rest with the contractor. The policy is expected to bring substantial investments into the E&P sector in India





India's energy sector reported unprecedented demand catalysed by declining oil prices. The demand rose nearly 9% in January-October 2015, unmatched in 25 years.

Global oil demand



(Sources: IEA, Reuters)

as contractors will be able to explore conventional as well as unconventional oil and gas resources including CBM, shale gas and oil, tight gas and gas hydrates under a single license, while still maintaining the liberty of marketing and pricing the discovered resources. This will also encourage exploration as the royalty rates under this policy are significantly lower than NELP (New Exploration Licensing Policy). HELP will also maintain zero cess and import duty for blocks awarded to contractors, ushering in a new revolution for exploration and production in India. (Source: Forbes)

#### POWER CONSUMPTION IN INDIA

India consumed 1,075 kWh per capita in 2015-16, which is impressive, yet

not close to global standards. China consumed 4,000 kWh per capita and most developed economies consume 15,000 kWh per capita. Despite requirement and availability increasing four-fold in the past 25 years, the average Indian consumes just 6% of what the average American consumes. Having said that, energy production and distribution has come a long way in India. From a requirement of 862 billion units, production availability of 788 billion units and a shortfall of 8.5% in 2010-11, India graduated to a requirement of 1,114 billion units, availability of 1,091 billion units and a shortfall of just 2.1% in 2015-16. The Central Government's UDAY scheme is a vital step in assisting the distribution piece of the power sector puzzle and is expected to make power available

for all and scale up the country's power consumption to global levels (Source: Hindu Business Line).

#### INDIAN OIL INDUSTRY OUTLOOK

India's energy sector reported unprecedented demand catalysed by declining oil prices. The demand rose by nearly 9% in January-October 2015, a figure unmatched in 25 years. The 'Smart Cities' project and various projects under the 'Make in India' campaign are expected to boost energy consumption in India over the coming years, earning the country 'the next China' moniker. Initiatives like reducing LPG subsidy could boost cooking fuel penetration from 65% to 85% over the next five years. Domestic consumption also increased causing oil exports to decline by 5.1% from 63.92 million tonnes in 2014-15 to 60.6 million tonnes in 2015-16. The crude oil industry grew by 5% (April-February, 2015-16) and contributed 5.2% percent to the overall growth of the core industry segment in India. India's refining capacity of 254 MMTPA is expected to rise to 330 MMTPA by the end of the decade. As India develops, it is bound to consume higher energy. Its share in global energy consumption is a little over 4 %, but India's energy demand is expected to grow by 95% by 2030, rising to 1,400 million TOE. India's oil products demand is also expected to rise two-

and-a-half-fold to 10 million barrels per day by 2040, the biggest rise projected for any country. (Sources: IEA, Future directions, NCAER, Business Standard)

## DRILLING AND OFFSHORE RIG INDUSTRY

There was an oversupply in the rig industry on account of low oil prices resulting in downstream oil companies deferring their exploration programmes. A number of rigs stalled their construction. The result is one of the lowest rig accretions to the global availability in years. Among jackups, eight independent leg cantilever rigs were retired, with another 160 rigs ended up without any contracts. Though drilling contractors express optimism about a return in demand for their units, projections indicate that 30 IC rigs will be retired. As for floaters, the retiring rate has slowed and at most another 20 floater units could be withdrawn by end-2016.

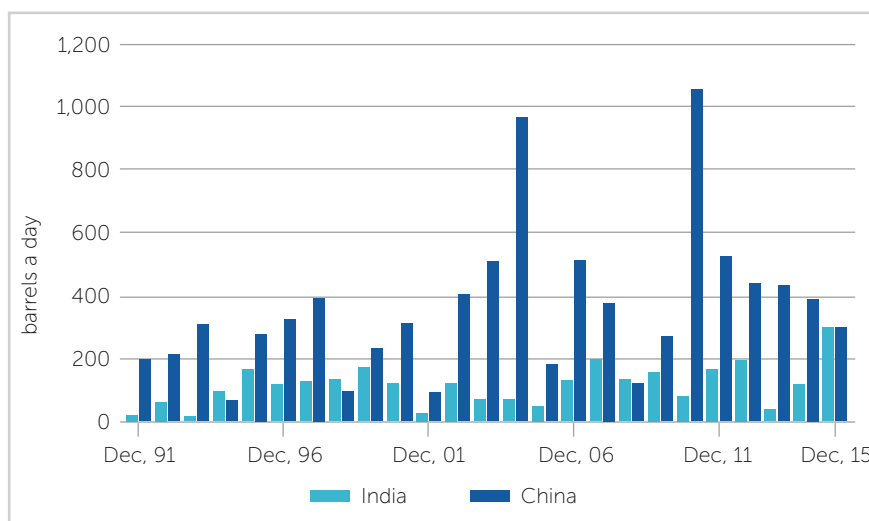
Day rates stabilised by end-2015 at around \$137,000 even as new contractors operated at lower rates and there is an even greater pressure on existing contractors with operators pushing for renegotiations, which could lead to a reduced day rate of approximately \$130,000 by end- 2016. A few contractors could be forced out due to financial pressures with predictions of several fleets comprising four or less rigs exiting the business. (Source: IHS)

## RIG INDUSTRY OPPORTUNITIES

In a gloomy global oil market, India maintained its robust growth. The state-run ONGC did not moderate exploration and production; its budget

## Filling in

India's oil demand growth matched China's for the first time in years as it's economy surged.



(Sources: BP, Energy Aspects)

of Rs. 3,62,490 million for 2015-16 was higher than Rs. 2,99,975 million in 2014-15. The demand for floaters and jack-ups for shallow water as well as offshore vessels was maintained. OECD stocks also grew at its weakest, which indicates that oil surplus could shrink dramatically in 2016. This can provide the impetus to the global rig industry to stabilise operations, achieve healthy day rates and enhance utilisation.

Even as the prevailing environment continues to be weak, opportunities for improvement exist. The decline appears to be cyclical and not indicative of a long-term shift away from oil. Besides, for debt-light companies, the prevailing day rates for rig services are reasonable enough to cover costs. From a long-term perspective, India's energy requirements are likely to increase substantially following increased population, warranting fresh exploration (and rig engagement).

Besides, prospects in Iran, a country on which sanctions were lifted in 2015-16, could strengthen fresh oil exploration and rig engagement. (Sources: Economic Times, EIA)

## RIG INDUSTRY THREATS

Offshore oil drilling is capital-intensive; rigs can cost between \$200 million and \$600 million depending on the type and specifications. To address capital requirements, offshore drilling companies assume large debt. As rig costs increased over the years due to growing demand, technology advances and increasing steel prices, the corresponding high debt translated into higher interest costs. Since most of these debt-heavy companies are struggling to break even, their capacity to reinvest or capitalise on low asset prices is limited. Besides, sectoral losses could affect the credit ratings of these companies, increase debt costs and weaken balance sheets further.

## WIND ENERGY

India added 3,460MW of wind energy in 2015-16, setting a record for clean energy capacity addition. The segment is also expected to surpass the 2016-17 target of 4,100MW. The country now ranks fourth in the global wind energy rankings, moving up one position from 2014. The total installed capacity for wind power was 22,988MW.

## WIND ENERGY OUTLOOK

The National Institute of Energy announced that the onshore wind energy potential for India is 302 gigawatts. International private equity investors invested \$1.5 billion into renewable energy companies in India. The Central Government has set a clean energy generation target of 175 GW by 2022. Of the total, 60GW is expected to be added by wind projects. Renewable energy would need \$160 billion investments over seven years to achieve this stated target by 2022.

## WIND ENERGY OPPORTUNITIES

With the Central Government's focus on renewable energy, the sector is attracting investments from diverse players. The National Institute of Wind Energy has recently released a fresh estimate of India's wind energy potential. The NIWE has analysed

that at a hub height of 100 metres, the onshore wind generation capability stood at 302 GW, which is six times the potential with a hub height of 50 metres. Of this, 153 GW is available in wastelands, providing enormous opportunities for capacity additions to clean energy within the country.

## THREATS

Policy changes on tax benefits and incentives may affect the sector in 2017-18. The wind sector enjoyed an accelerated depreciation benefit of 80%, but the Union Budget has capped it to a maximum of 40%. This might taper off wind generation as investors are anxious and might not contribute to capacity addition. Also generation based initiative of Rs.0.50 per unit for new installation is valid for installations done up to 31 March, 2017.

## HUMAN RESOURCES

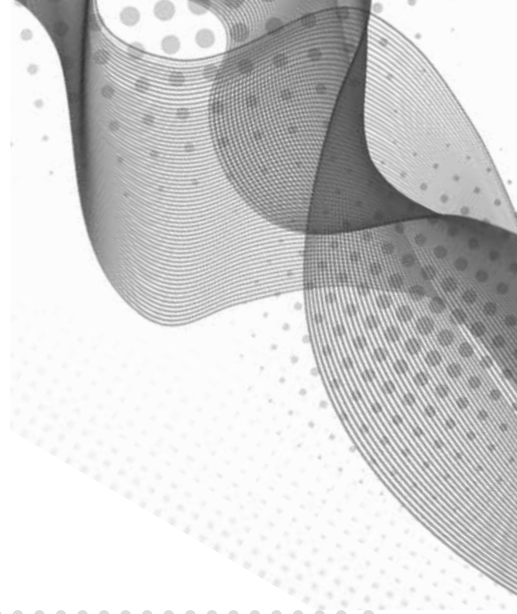
A strong workforce is needed to ensure sustainability in business, and the role of human resource in the modern workplace is vital for prosperity. In line with this, the Company maintained the training and up-skilling of its employee base, and raise productivity. Incentives and compensation are in line with the best in the industry. The Company with its subsidiaries had a motivated workforce of 1,106 as of March 2016.

## INTERNAL AUDIT AND CONTROLS

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, weaknesses in internal control systems prevented, systems and procedures enforced and compliances addressed. The Audit Committee is responsible for reviewing the audit reports presented by the internal auditors. The Committee made note of the audit observations and any corrective action, if needed, was immediately taken. The Committee regularly invited the statutory and internal auditors for meetings to review internal control systems. The Board of Directors were kept updated about matters that needed their attention.

## SEGMENTAL REVIEW

Drilling division	2013-14	2014-15	2015-16
Revenue (Rs. million)	39,608.62	40,756.79	33,440.07
Profit (Rs. million)	5,455.46	7,362.31	2,795.59
Wind energy division	2013-14	2014-15	2015-16
Revenue (Rs. million)	62.55	95.18	99.11
Profit (Rs. million)	2.09	(20.13)	(52.18)



## RISK MANAGEMENT

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Aban Offshore operates in an industry marked by risks, making it imperative to identify, address and mitigate them with speed and effectiveness.

### ECONOMIC RISK

A global economic slowdown and consequent decline in oil prices or consumption could impact oil exploration and drilling, impacting the Company's profitability.

Mitigation: The recent global slowdown has not resulted in a complete discontinuation in offshore oil exploration. As long as offshore oil exploration continues, there will be opportunities for the Company to deploy its assets. Besides, the majority of the Company's assets are deployed on the basis of medium-term contracts, cushioning the business from short-term economic volatility.

The Company is actively looking for opportunities to develop new markets and clients to deploy its idling assets.

### DEBT RISK

The Company has large debt on its books that could affect viability.

Mitigation: The Company made a qualified institutional placement in 2014-15 that helped infuse Rs. 7,500 million of net worth while the promoters infused Rs. 178.88 million through a preferential allotment during the year under review. Gearing was moderately reduced during the year under review. Further, the Company also extended bond tenor by two years thereby strengthening its liquidity. Interest cover stood at an acceptable level.

### COMPETITION RISK

An increase in new rig builds could drive rig rates lower.

Mitigation: Aban Offshore enjoys nearly three decades of experience in the oil exploration business. The Company's depreciated assets make it possible to extend competitiveness over new build-ups. The Company's diversified rig portfolio enhances its ability to address the different needs of customers.

## GEOGRAPHIC RISK

An excessive dependence on a handful of geographies could impact performance.

**Mitigation:** The Company deployed rigs across diverse geographies without focusing on any region. Over the years, the Company gained experience by operating in the challenging waters of South-East Asia, South Asia, Latin America, West Africa and the Middle East, de-risking it from an excessive dependence on any geography.

## TECHNOLOGICAL RISK

Oil exploration rigs are dependent on cutting-edge technologies, wherein obsolescence could affect performance.

**Mitigation:** Drilling rigs have a standard life span of around 30 years. The Company owns a total of 18 rigs (average age of nine jack-ups was eight-and-a-half years). This has translated into asset contemporariness and high uptime, benefiting customers.

## HUMAN CAPITAL RISK

The Company faces the risk of manpower attrition that could potentially drain knowledge.

**Mitigation:** The Company enjoys low attrition rates compared to global peers. The management is actively engaged in identifying employees with high potential and performance. The Company invested in initiatives and incentives (employee stock options) to retain talent. The Company as a group had 1,106 employees from 22 nationalities.



# DIRECTORS' REPORT

The Directors of your company are pleased to present the Thirtieth Annual Report along with the accounts for the year ended 31<sup>st</sup> March, 2016.

## 1. FINANCIAL RESULTS

Particulars	Rs. in Millions		Rs. in Millions	
	Standalone		Consolidated	
	For the year ended			
	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Income from Operations	10,141.34	7,597.52	33,345.53	40,408.38
Other Income	683.69	584.75	193.65	443.59
Less Expenditure	3,716.53	3,784.78	14,429.14	16,620.26
Profit before Interest and Depreciation	7,108.50	4,397.49	19,110.04	24,231.71
Less Interest	843.29	930.15	9,751.60	10,910.02
Less Depreciation	980.19	805.77	6,615.03	5,979.52
Profit for the year before Tax	5,285.02	2,661.57	2,743.41	7,342.18
Provision for Tax	1,494.65	618.00	2,143.18	1,802.33
Provision for Deferred Tax	112.76	137.37	107.59	135.25
Profit after Tax before share in Earnings of joint Ventures	3,677.61	1,906.21	492.64	5,404.60
Share in earnings of Joint Venture	-	-	20.05	44.82
Profit for the year after tax and after share in earnings of joint ventures	3,677.61	1,906.21	512.69	5,449.42
Profit brought forward from the previous year	6,970.77	5,888.77	19,837.08	15,211.86
Available for appropriation	10,648.37	7,794.98	20,349.77	20,661.28
Transfer to Capital Redemption Reserve	260.00	200.00	260.00	200.00
Equity Dividend paid	2.20	48.04	2.20	48.04
Tax on Equity Dividend	0.45	8.16	0.45	8.16
Proposed Dividend – Preference	-	263.57	-	263.57
Proposed Dividend- Equity	-	207.92	-	207.92
Tax on Dividend – Preference	-	53.95	-	53.95
Tax on Dividend – Equity	-	42.56	-	42.56
<b>Balance Carried forward</b>	<b>10,385.73</b>	<b>6,970.77</b>	<b>20,087.13</b>	<b>19,837.08</b>

## 2. PERFORMANCE

The Revenue earned during the year under review stood at Rs 10825 million Rigs Aban III, IV, VI and drillship Aban Ice were working satisfactorily under the existing contracts. Aban II was awarded a new contract for three years. Rig Aban V and Floating Production Unit Tahara are being actively marketed.

## 3. CHANGES IN SHARE CAPITAL

During the Year under review, Promoter group were allotted 610000 shares upon payment made by them under Preferential allotment.

## 4. SUBSIDIARY COMPANIES INDIAN

### Aban Energies Limited

The Subsidiary Company activities relating to the maintenance of windmills of the Company has been satisfactory.

### Radhapuram Wintech Private Ltd

The Company has been supplying green power. The performance of the company has been satisfactory.

## Aban Green Power Private Ltd

The Company has been supplying green power. The performance of the company has been satisfactory.

## INTERNATIONAL

Rigs under Contract were performing satisfactorily.

## 5. CONSOLIDATION OF ACCOUNTS

In accordance with the Accounting Standard (AS-21) on Consolidated Financial Statements read with AS-23 on Accounting for Investments in Association and AS-27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 the statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC – 1 is attached to the financial statements.

The Audited consolidated accounts and cash flow statement comprising Aban Offshore Ltd and its Subsidiaries in accordance with the Accounting Standard Rules 2006

prescribed by the Institute of the Chartered Accountants of India in this regard is attached.

The Audited Accounts of the said Subsidiaries and the related detailed information will be made available to the investors of the Companies / Subsidiaries seeking such information. The Annual Accounts of the Subsidiary Companies will be available for inspection by any investor at the Registered Office of the Company till the conclusion of Annual General Meeting.

The subsidiary Company accounts details shall be available in the Company's website.

## 6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 (2)(e) of SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

## 7. DIVIDEND

In order to conserve cash, the Board of Directors do not recommend any dividend.

## 8. DIRECTORS

Mr.P.Venkateswaran is liable to retire by rotation and being eligible offers himself for re appointment.

The Board recommends the reappointment of Mr. P. Venkateswaran and Mr.C.P.Gopalkrishnan as Deputy Managing Directors for a further period of five years effective 01.08.2016.

## 9. DISCLOSURES UNDER COMPANIES ACT, 2013:

### 1. Extract of Annual Return:

The details forming part of the extract of the Annual Return in Form MGT-9 as on March 31, 2016 is enclosed in Annexure

### 2. Number of Board Meetings:

The Board of Directors met 5 (five) times in the year 2015-16. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report.

### 3. Constitution of Committees:

The details of various committees formed and their attendance during the year are given in the Corporate Governance Report.

### 4. Role of Audit Committee:

The Role of Audit Committee is given in the Corporate Governance Report.

## 10. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the Annual Accounts for the financial year ended on 31st March 2016, the applicable accounting standards had been followed along with a proper explanation relating to material departures.

- (ii) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

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

- (iv) the Directors had prepared the accounts for the financial year ended on 31st March 2016 on a going concern basis.

- (v) 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.

- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 11. Statement of Declaration by Independent Directors as required under 149(6) of the Companies Act, 2013

All the Independent Directors have given the declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. In the opinion of the Board they fulfill the conditions of Independence as specified in the Act and Rules made there under and are independent of the management.

### Policy on Director's Appointment and Remuneration:

#### I. Appoinment

##### (a) Criteria for Determining Qualification, Positive Attributes & Independence of Director:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

##### (b) Positive attributes of Independents Directors:

An Independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity, act objectively and constructively, exercise his responsibilities in a bona-fide manner in the interest of the company, devote sufficient time and attention to his professional obligations for informed and balances decision making, and assist the company in implementing the best corporate governance practices.

**(c) Independence of Independent Directors:**

An Independent director should meet the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 concerning independence of directors.

**II. Remuneration Policy for Directors, Key Managerial Personnel and other employees**

**Non Executive Directors :**

Non Executive Directors shall be paid a sitting fee of Rs. 25,000/- for every meeting of the Board and Rs. 10,000/- for committee thereof attended by them.

**Managing Director & Key Managerial Personnel and other employees**

The objective of the policy is directed towards having a compensation structure that will reward and retain talent.

The remuneration to Managing Director shall take into account the Company's overall performance, his contribution for the same and trends in the industry in general, in a manner which will ensure and support a high performance culture.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.

**12. Explanation by the Board on every qualification, reservation or adverse remark or disclaimer made**

(a) By the Statutory Auditor in his report - NIL

(b) By the Practising Company Secretary in his Secretarial Audit Report - NIL

**13. Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013**

Details of loans, guarantees and investments covered under the provision of Section 186 of the Companies Act, 2013 are given in Notes to the financial statements.

**14. Particulars of Contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 in the prescribed form**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the listing Regulation. There

were no materially significant Related Party Transactions made by the Company during the year that would have required the shareholder approval as required under the listing regulation.

All Related Party Transactions are placed before the Audit Committee for approval. Suitable disclosures as required under AS 18 have been made in the Notes to the Financial Statements.

The Board had approved policies on Related Party Transactions and Material Subsidiary. The Policies have been uploaded in the website, under the weblink: <http://abanoffshore.com/pdf/RelatedPartyTransactionsPolicy.pdf>.

**15. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year March 31<sup>st</sup> 2016 and the date of the Report.

**16. Statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company**

The Company's robust risk management framework identifies and evaluates business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect its shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. The risk framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions. Risk management is embedded in our critical business activities, functions and processes. The risks are reviewed from the change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risks and future action plans.

The Company believes that the overall risk exposure of present and future risks remains within risk capacity.

**17. Corporate Social Responsibility initiatives taken during the year**

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 your company at the Board meeting held on July 31, 2014 approved a Policy on CSR and the Policy was hosted on the website of the Company.



In terms of Section 135 read with Section 198 of the Companies Act, 2013, the Company does not have average net profits over the three immediately previous financial years and is therefore not required to spend on Corporate Social Responsibility (CSR) activities. However, during the financial year 2015-16 Company has made voluntary contributions towards activities in the areas of promoting education, preventive health care and sanitation. The projects are in accordance with Schedule VII of the Companies Act, 2013.

#### **18. Board Evaluation**

Pursuant to the provisions of Section 134(3) (p) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the workings of its Committees.

#### **19. The details of directors or key managerial personnel who were appointed or have resigned during the year- NIL**

#### **20. The name of companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year- DDI Holdings AS**

#### **21. The details relating to deposits, covered under Chapter V of Companies Act, 2013**

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V - Acceptance of Deposits by Companies of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

#### **22. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

No significant and material orders were passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

#### **23. The details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

Details of the same are provided in the Management Discussion and Analysis attached to this Report.

#### **24. Internal financial control:**

Your Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all its assets are safeguarded against loss from unauthorized use/misuse or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly. Your company through its own internal audit department carried out periodic audits at all locations and functions.

The internal audit department reviews the efficiency and effectiveness of these systems and procedures. Added objectives including evaluating the reliability of financial and operational information and ensuring compliances with applicable laws and regulations. The observations arising out of the audit are periodically reviewed and compliance ensured. Appropriate controls are in place to ensure: (a) the orderly and efficient conduct of business, including adherence to Company policies, (b) safeguarding of its assets, (c) prevention and detection of frauds and errors, (d) the accuracy and completeness of the accounting records and (e) timely preparation of reliable financial information.

#### **25. STOCK EXCHANGES**

Your Company's Equity shares are listed in Bombay Stock Exchange Limited and National Stock Exchange of India Ltd.

Preference Shares aggregating to Rs. 2,610 million issued by the Company were listed in Bombay Stock Exchange Ltd.

Necessary stock exchange regulations are complied with. Applicable listing fees for the year 2015 -16 have already been paid to the stock exchanges.

#### **26. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and Employees to report about unethical behavior or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The whistle blower policy has been hosted in the Company's website under the weblink "<http://abanoffshore.com/pdf/whistleblowerpolicy.pdf>."

#### **27. Disclosure under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of women at workplace (Prevention, prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the year 2015-16.

## 28. AUDITORS

M/s Ford, Rhodes, Parks, & Co. LLP, Chartered Accountants, Chennai hold office till the conclusion of the 31st Annual General Meeting subject to ratification at every Annual General Meeting.

The Audit Committee and the Board of Directors have recommended the appointment of the Auditors for the financial year 2016-17. The necessary resolution is being placed before the shareholders for ratification.

## 29. ADDITIONAL DISCLOSURES

In line with the requirements of Accounting Standards Rules 2006 of the Institute of Chartered Accountants of India, your Company has made additional disclosures in respect of the financial reporting of interests in the joint venture in the notes on accounts

## 30. PARTICULARS OF EMPLOYEES

In accordance with proviso to Section 136(1) of the Companies Act, 2013, the Directors' Report is being sent to all shareholders excluding the statement prescribed under Rule 5(1), 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The said statement is available for inspection by the Members at the Registered office of the Company during office hours till the date of the Annual General Meeting.

## 31. The Particular Prescribed under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) (A) (B) & (C) of the Companies (Accounts) Rules, 2014,

The activities of the Company in general are not energy intensive. The company took appropriate measures to conserve energy wherever possible. The Foreign exchange details are given below,

### Foreign exchange earnings and outgo (₹ in millions)

	2015- 16	2014-15
Foreign exchange earned during the year	10,770.32	7,912.86
Foreign exchange outflow during the year	1,711.20	1,624.05

## 32. CORPORATE GOVERNANCE

A detailed note on the Company's philosophy on Corporate Governance and such other disclosures as required under the listing agreement / LODR with the Stock Exchanges is separately annexed herewith and forms part of this report.

## 33. COMPLIANCE CERTIFICATE

A Certificate from the Auditors of the company has been attached to this report which testifies that the requirements of a sound Corporate Governance process as stipulated under Schedule V of the listing (Obligations & Disclosure) Regulation with the stock exchanges, was met.

## 34. ACKNOWLEDGEMENTS

Your Directors wish to place on record their sincere appreciation for the contribution made by the employees at all levels. The Directors also record their sincere appreciation of the support and co-operation received from the Bankers, Financial Institutions, Investors, relevant Central and State Governments Ministries, Valued Clients and Members of the Company.

## CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis describing the Company's objective's estimates expectation of projection may be Forward Looking Statement within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include Government Regulations, Law Laws, economic developments in India and in the countries in which the Company conducts business, litigations and other allied factors.

For and on behalf of the Board

Place : Chennai  
Date : May 23, 2016

**Reji Abraham**  
Managing Director

**P.Murari**  
Chairman

## ANNEXURE TO THE REPORT OF THE DIRECTORS

Statement as at 31st March 2016 pursuant to Clause 12 (Disclosure in the Directors' Report) of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999

### Employee Stock Options - 2005

	2005	2006	2008	2009	2014	Total
a) (i) No of options granted	96,200	47,000	1,25,000	1,75,000	14,00,000	18,43,200
b) Pricing Formula	Options were granted at the closing market price of the Equity Shares of the Company on the Stock Exchange where high volume of shares were traded on the day preceding the date of grant of options					
c) Exercise Price (in INR)	431.60	1288.25 & 1211.50	3622.85	649.75	416.55	
d) Total No. of Options vested	12,84,800					
e) Total No. of Options exercised	160,330					
f) Total No of equity shares arising as a result of exercise of options	160,330 Equity shares of INR 2/- Per share fully paid					
g) Total No. of Options Lapsed	2,86,870					
h) Variation of terms of Options	None					
i) Money raised by exercise of options	INR 642,39,694.50					
j) Total No of options in force	8,37,600					
k) Details of Options granted to Senior managerial personnel	No Options were granted during the year 2015-16					
l) Any other employee who received grant in any one year of options amounting to 5% or more of the options granted during the year	No					
m) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant)	None					
n) Diluted Earnings per Share (EPS) pursuant to issue of Equity Share on exercise of options calculated in accordance with the accounting standard (AS 20) Earnings per share	INR 63.02					
o) Method of calculation of employee compensation cost	The employee compensation cost has been calculated using the intrinsic value method of accounting to account for the options issued under the Aban Employee Stock Option Scheme. The Stock based Compensation cost as per the intrinsic value method for the financial year 2015 -16 is NIL.					
Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the options	NIL					
The impact of this difference on profits and on EPS of the Company	Not Applicable					
p) Weighted average exercise prices and weighted average fair values of options granted for options whose exercise price either equals or exceeds or is less than the market price of the stock	Weighted average exercise price - INR 678.90 Weighted average fair value – INR188.17					
q) A description of the method and significant assumptions used during the year to estimate the fair values of Options	The fair value of each option is estimated using the Black Scholes Option pricing model after applying the key assumptions i) risk free interest rate – 8.115% ii) Expected Life – 3 years iii) Expected volatility – 54.57% iv) Expected dividends – INR 3.60 per share v) The price of the underlying Share in the market at the Time of option grant INR 411.40					

## ANNEXURE B TO THE BOARD'S REPORT PARTICULARS OF THE 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:

Sl No	Name of the Director/KMP	Ratio to Median Remuneration	% increase in remuneration in the financial year
1	Reji Abraham	276.67	57.18
2	P.Venkateswaran	26.57	(17.03)
3	C.P. Gopalkrishnan	26.57	(14.14)
4	P. Murari *	0.39	82.61
5	K. Bharathan*	0.47	35.14
6	Ashok Kumar Rout*	0.34	56.52
7	Subhasini Chandran*	0.27	190.00
8	Deepa Reji Abraham*	0.25	93.33
9	S.N. Balaji	4.81	13.36

\* Denotes non executive directors and the remuneration is sitting fees only.

- b. The median remuneration for the year 2015-16 is Rs. 0.54 million.
- c. The percentage increase in the median remuneration of employees in the financial year is (19.05)
- d. The number of permanent employees on the rolls of Company: 656
- e. The explanation on the relationship between average increase in remuneration and Company performance:  
Increase in Managing Director's Remuneration is on account of commission which is based on net profit.
- f. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMPs) in FY 2015-16 in Rs. Millions	179.49
Net Revenue in Rs. Millions	10,825.03
Remuneration of KMPs (as % of revenue)	1.66
Profit before tax (PBT) in Rs. Millions	5,285.02
Remuneration of KMPs (as % of PBT)	3.40

- g. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	Unit	As at March 31, 2016	As at March 31, 2015	Variation %
Closing rate of shares at BSE	In Rs.	176.70	425.70	(58.49)
EPS	In Rs.	63.02	29.87	110.98
Market capitalization at BSE	In Rs. Million	10,313.15	24,586.44	(58.05)
P/ E Ratio	Ratio	2.80	14.25	(80.33)

- h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the managerial remuneration: **Nil**
- i. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Reji Abraham	P. Venkateswaran	C.P. Gopalkrishnan	P. Murari
Remuneration in FY 2015-16 in Rs. Millions	148.40	14.25	14.25	0.21
Revenue in Rs. Millions	10,825.03	10,825.03	10,825.03	10,825.03
Remuneration as a % of revenue	1.37	0.13	0.13	0.0019
Profit before tax (PBT) in Rs. Millions	5,285.02	5,285.02	5,285.02	5,285.02
Remuneration as a % of PBT	2.81	0.27	0.27	0.0040

Particulars	K. Bharathan	Ashok Kumar Rout	Subhasini Chandran	Deepa Reji Abraham	S.N Balaji
Remuneration in FY 2015-16 in Rs. Millions	0.25	0.18	0.15	0.14	2.58
Revenue in Rs. Millions	10,825.03	10,825.03	10,825.03	10,825.03	10,825.03
Remuneration as a % of revenue	0.0023	0.0017	0.0013	0.0012	0.0200
Profit before tax (PBT) in Rs. Millions	5,285.02	5,285.02	5,285.02	5,285.02	5,285.02
Remuneration as a % of PBT	0.0047	0.0034	0.0027	0.0026	0.0500

- j. The key parameters for any variable component of remuneration availed by the directors:  
Non Executive Directors remuneration are by way of sitting fee for each meeting of the Board / Committees of the Board attended by them.
- k. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: **Not Applicable**
- l. Affirmation that the remuneration is as per the remuneration policy of the Company:  
The Company affirms remuneration is as per the remuneration policy of the Company.

## 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 to in sub-section (10) 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 transactions not at arm's length basis - NIL
2. Details of material contracts or arrangements or transactions at arm's length basis:  
None of the contract with related parties during the year were material in nature.

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2016.

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:

CIN	L01119TN1986PLC013473
Registration Date	25-09-1986
Name of the Company	Aban Offshore Limited
Category/Sub-Category of the Company	Public Company / Limited by Shares / Indian – non Government Company
Address of the Registered office and Contact Details	Janpriya Crest, 113, Pantheon Road, Egmore, Chennai – 600 008, Tamil Nadu. Mail id : ir@aban.com, Tel No. 044-49060606, Fax No. 044-28195527
Whether Listed Company Yes/No	Yes
II. Name, Address and Contact details of RTA:	CAMEO CORPORATE SERVICES LIMITED "Subramanian Building" No.1, Club House Road, Chennai – 600 002. Email ID : investor@cameoindia.com Phone : 044-28460390 / Fax : 044-28460129

#### III. Principal Business Activities of the Company

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

S.No.	Name and Description of main products/services	NIC Code of the Product/service	% of total turnover of the Company
1	Offshore Oil Drilling Services	11201	99.70
2	Wind Power generation	40108	0.30

#### IV. Particulars of holding, subsidiary and associate companies

S.No.	Name of the Company	Address of the Company	CIN	Holding/Subsidiary/ Associate Company	% of shares held	Applicable Section under Companies Act, 2013
1	Aban Energies Limited	Janpriya Crest, 113 Pantheon Road, Egmore, Chennai – 600 008	U31300TN1997PLC038108	Subsidiary	100	2(87)(ii)
2	Radhapuram Wintech Private Ltd	Janpriya Crest, 113 Pantheon Road, Egmore, Chennai – 600 008	U40109TN2010PTC078369	Subsidiary	74	2(87)(ii)
3	Aban Green Power Private Limited	Janpriya Crest, 113 Pantheon Road, Egmore, Chennai – 600 008	U40103TN2013PTC090446	Subsidiary	74	2(87)(ii)
4	Aban Holdings Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary	100	2 (87)(ii)
5	Aban Singapore Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Aban Holdings Pte Ltd	100	2 (87)(ii)
6	Aban International Norway AS	Regus Office Centre, Karenstyst Alle, 8B, Skoyen, 0278 Oslo, Norway	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
7	Aban 7 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
8	Aban 8 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
9	Aban Abraham Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
10	Aban Pearl Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
11	Deep Drilling Invest Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Subsidiary of DDI Holding AS	66	2 (87)(ii)
12	Deep Drilling 1 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
13	Deep Drilling 2 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
14	Deep Drilling 3 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
15	Deep Drilling 4 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
16	Deep Drilling 5 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
17	Deep Drilling 6 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
18	Deep Drilling 7 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
19	Deep Drilling 8 Pte Ltd	6 Temasek Boulevard, # 28-01 to 05, Suntec Tower Four, Singapore 038986	Not Applicable	Wholly Owned Subsidiary of Deep Drilling Invest Pte Ltd	100	2 (87)(ii)
20	Deep Driller Mexico S de RL de CV, Mexico	Edificio Takin, 2do Piso Noroeste Av.Isla de Tris N, 28-A Entre Av.Contadores y Blvd. San Miguel Fracc. Sanmiguel C.P.24159	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
21	Aban Labuan Pvt Limited	Business Suite 19a-27-3a Level 27, wisma uao centre, 19 Jalan Pinanh 50450 Kuala Lumpur	Not Applicable	Wholly Owned Subsidiary of Aban Singapore Pte Ltd	100	2 (87)(ii)
22	Belati Oilfield SdnBhd	Business Suite 19a-27-3a Level 27, wisma uao centre, 19 Jalan Pinanh 50450 Kuala Lumpur	Not Applicable	Associate	49	2 (6)

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

Paid up Shares as on 01 Apr 2015- 57755323 Paid up Shares as on 31 Mar 2016- 58365323 Face Value - Rs.2/-

(i) Category- wise Share Holding

For the Period From : 01-Apr-2015 to 31-Mar-2016

Category code	Category of shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	11824721	0	11824721	20.4738	12384721	0	12384721	21.2193	0.7454
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	6693070	0	6693070	11.5886	6693070	0	6693070	11.4675	-0.1211
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER	0	0	0	0	0	0	0	0	0
	<b>SUB - TOTAL (A)(1)</b>	<b>18517791</b>	<b>0</b>	<b>18517791</b>	<b>32.0624</b>	<b>19077791</b>	<b>0</b>	<b>19077791</b>	<b>32.6868</b>	<b>0.6243</b>
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	8328750	0	8328750	14.4207	8328750	0	8328750	14.2700	-0.1507
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER	0	0	0	0.0000	0	0	0	0.0000	0.0000
	<b>SUB - TOTAL (A)(2)</b>	<b>8328750</b>	<b>0</b>	<b>8328750</b>	<b>14.4207</b>	<b>8328750</b>	<b>0</b>	<b>8328750</b>	<b>14.2700</b>	<b>-0.1507</b>
	<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)</b>	<b>26846541</b>	<b>0</b>	<b>26846541</b>	<b>46.4832</b>	<b>27406541</b>	<b>0</b>	<b>27406541</b>	<b>46.9568</b>	<b>0.4736</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	3490027	2000	3492027	6.0462	206942	2000	208942	0.3579	-5.6882
b.	FINANCIAL INSTITUTIONS/BANKS	1598963	0	1598963	2.7685	1695370	0	1695370	2.9047	0.1362
c.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	7436800	2000	7438800	12.8798	374258	2000	376258	0.6446	-12.2351
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Foreign Portfolio Investor (Corporate) Category I	185852	0	185852	0.3217	11190	0	11190	0.0191	-0.3026
	Foreign Portfolio Investor (Corporate) Category II	2039050	0	2039050	3.5304	1461820	0	1461820	2.5046	-1.0258
	Foreign Portfolio Investor (Corporate) Category III	0	0	0	0	1250	0	1250	0.0021	0.0021
		2224902	0	2224902	3.8522	1474260	0	1474260	2.5259	-1.3263
	<b>SUB - TOTAL (B)(1)</b>	<b>14750692</b>	<b>4000</b>	<b>14754692</b>	<b>25.5468</b>	<b>3750830</b>	<b>4000</b>	<b>3754830</b>	<b>6.4333</b>	<b>-19.1135</b>
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	2913661	11625	2925286	5.0649	4161329	11625	4172954	7.1497	2.0847
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	11458198	377321	11835519	20.4925	20209991	358196	20568187	35.2404	14.7479

Category code	Category of shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	0	0	0	0.0000	381798	0	381798	0.6541	0.6541
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER	0	0	0	0.0000	0	0	0	0.0000	0.0000
	CLEARING MEMBERS	287514	0	287514	0.4978	263769	0	263769	0.4519	-0.0458
	DIRECTORS AND THEIR RELATIVES	79750	5	79755	0.1380	79750	5	79755	0.1366	-0.0014
	ESOP / ESOS / ESPS	11527	2440	13967	0.0241	11627	2440	14067	0.0241	0.0000
	FOREIGN NATIONALS	90	0	90	0.0001	390	0	390	0.0006	0.0005
	HINDU UNDIVIDED FAMILIES	399083	0	399083	0.6909	822189	0	822189	1.4086	0.7177
	NON RESIDENT INDIANS	582652	27560	610212	1.0565	881869	16560	898429	1.5393	0.4827
	TRUSTS	2664	0	2664	0.0046	2414	0	2414	0.0041	-0.0004
		1363280	30005	1393285	2.4123	2062008	19005	2081013	3.5654	1.1531
	<b>SUB - TOTAL (B)(2)</b>	<b>15735139</b>	<b>418951</b>	<b>16154090</b>	<b>27.9698</b>	<b>26815126</b>	<b>388826</b>	<b>27203952</b>	<b>46.6097</b>	<b>18.6399</b>
	<b>TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)</b>	<b>30485831</b>	<b>422951</b>	<b>30908782</b>	<b>53.5167</b>	<b>30565956</b>	<b>392826</b>	<b>30958782</b>	<b>53.0431</b>	<b>-0.4736</b>
	<b>TOTAL (A)+(B)</b>	<b>57332372</b>	<b>422951</b>	<b>57755323</b>	<b>100.0000</b>	<b>57972497</b>	<b>392826</b>	<b>58365323</b>	<b>100.0000</b>	<b>0.0000</b>
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	<b>TOTAL CUSTODIAN (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>57332372</b>	<b>422951</b>	<b>57755323</b>	<b>100.0000</b>	<b>57972497</b>	<b>392826</b>	<b>58365323</b>	<b>100.0000</b>	<b>0.0000</b>

## II. SHAREHOLDING OF PROMOTERS

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year	Pledged Shares at beginning of the Year	Pledged Shares at end of 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	INDIA OFFSHORE INC	8328750	14.4207	0.0000	8328750	14.2700	0.0000	0.0000	0.0000	0.0000
2	ABAN INVESTMENTS PRIVATE LIMITED	5653070	9.7879	8.2589	5653070	9.6855	9.6717	0.0000	4770000	5645000
3	REJI ABRAHAM	5627840	9.7442	0.0000	5627840	9.6424	2.0560	0.0000	0	1200000
4	DEEPA REJI ABRAHAM	3428500	5.9362	0.0000	4038500	6.9193	0.0000	1.0451	0	0
5	SALEY ABRAHAM	2158000	3.7364	0.0000	2158000	3.6974	0.0000	0.0000	0	0
6	ABAN VENTURES PRIVATE LIMITED	1040000	1.8006	0.0000	1040000	1.7818	0.0000	0.0000	0	0
7	SHEMA RENNY ABRAHAM	610381	1.0568	0.0000	560381	0.9601	0.0000	-0.0856	0	0



### III. Change in Promoters' Shareholding

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	INDIA OFFSHORE INC				
	At the beginning of the year 01-Apr-2015	8328750	14.4207	8328750	14.4207
	At the end of the Year 31-Mar-2016	8328750	14.2700	8328750	14.2700
2	ABAN INVESTMENTS PVT LTD				
	At the beginning of the year 01-Apr-2015	5653070	9.7879	5653070	9.7879
	At the end of the Year 31-Mar-2016	5653070	9.6855	5653070	9.6855
3	REJI ABRAHAM				
	At the beginning of the year 01-Apr-2015	5627840	9.7442	5627840	9.7442
	At the end of the Year 31-Mar-2016	5627840	9.6424	5627840	9.6424
4	DEEPA REJI ABRAHAM				
	At the beginning of the year 01-Apr-2015	3428500	5.9362	3428500	5.9362
	Purchase 15-May-2015	610000	1.0451	4038500	6.9193
	At the end of the Year 31-Mar-2016	4038500	6.9193	4038500	6.9193
5	SALEY ABRAHAM				
	At the beginning of the year 01-Apr-2015	2158000	3.7364	2158000	3.7364
	At the end of the Year 31-Mar-2016	2158000	3.6974	2158000	3.6974
6	ABAN VENTURES PRIVATE LIMITED				
	At the beginning of the year 01-Apr-2015	1040000	1.8006	1040000	1.8006
	At the end of the Year 31-Mar-2016	1040000	1.7818	1040000	1.7818
7	SHEMA RENNY ABRAHAM				
	At the beginning of the year 01-Apr-2015	610381	1.0568	610381	1.0568
	Sale 17-Jul-2015	-20000	0.0342	590381	1.0115
	Sale 18-Mar-2016	-30000	0.0514	560381	0.9601
	At the end of the Year 31-Mar-2016	560381	0.9601	560381	0.9601

### IV. Share Holding Pattern of top Ten Share holders (other than Directors, Promoters and holders of GDRs and ADRs)

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	CREDIT SUISSE (SINGAPORE) LIMITED				
	At the beginning of the year 01-Apr-2015	1750701	3.0312	1750701	3.0312
	Sale 10-Apr-2015	-276004	0.4728	1474697	2.5266
	Sale 17-Apr-2015	-90543	0.1551	1384154	2.3715
	Purchase 24-Apr-2015	2839	0.0048	1386993	2.3763
	Sale 08-May-2015	-31212	0.0534	1355781	2.3229
	Sale 15-May-2015	-57426	0.0983	1298355	2.2245
	Sale 22-May-2015	-24730	0.0423	1273625	2.1821
	Sale 05-Jun-2015	-13606	0.0233	1260019	2.1588
	Sale 12-Jun-2015	-28405	0.0486	1231614	2.1101
	Sale 19-Jun-2015	-109352	0.1873	1122262	1.9228
	Sale 26-Jun-2015	-68978	0.1181	1053284	1.8046
	Sale 03-Jul-2015	-171405	0.2936	881879	1.5109
	Sale 10-Jul-2015	-212034	0.3632	669845	1.1476
	Sale 17-Jul-2015	-299021	0.5123	370824	0.6353
	Sale 24-Jul-2015	-283021	0.4849	87803	0.1504
	Purchase 31-Jul-2015	213	0.0003	88016	0.1508

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 07-Aug-2015	-41528	0.0711	46488	0.0796
	Sale 21-Aug-2015	-2869	0.0049	43619	0.0747
	Sale 28-Aug-2015	-3103	0.0053	40516	0.0694
	Sale 04-Sep-2015	-14939	0.0255	25577	0.0438
	Purchase 11-Sep-2015	364	0.0006	25941	0.0444
	Sale 09-Oct-2015	-4548	0.0077	21393	0.0366
	Purchase 16-Oct-2015	2612	0.0044	24005	0.0411
	Purchase 30-Oct-2015	250	0.0004	24255	0.0415
	Sale 06-Nov-2015	-24255	0.0415	0	0.0000
	Purchase 20-Nov-2015	453	0.0007	453	0.0007
	Sale 11-Dec-2015	-453	0.0007	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL DYNAMIC PLAN				
	At the beginning of the year 01-Apr-2015	1480782	2.5638	1480782	2.5638
	Sale 09-Oct-2015	-314161	0.5382	1166621	1.9988
	Sale 16-Oct-2015	-585839	1.0037	580782	0.9950
	Sale 30-Oct-2015	-109414	0.1874	471368	0.8076
	Sale 04-Dec-2015	-215487	0.3692	255881	0.4384
	Sale 11-Dec-2015	-63574	0.1089	192307	0.3294
	Sale 18-Dec-2015	-192307	0.3294	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL TAX PLAN				
	At the beginning of the year 01-Apr-2015	387989	0.6717	387989	0.6717
	Sale 01-May-2015	-100917	0.1729	287072	0.4918
	Sale 08-May-2015	-147863	0.2533	139209	0.2385
	Sale 15-May-2015	-511	0.0008	138698	0.2376
	Sale 22-May-2015	-17435	0.0298	121263	0.2077
	Sale 29-May-2015	-42858	0.0734	78405	0.1343
	Sale 05-Jun-2015	-78405	0.1343	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL BALANCED ADVANTAGE FUND				
	At the beginning of the year 01-Apr-2015	359454	0.6223	359454	0.6223
	Sale 01-May-2015	-98887	0.1694	260567	0.4464
	Sale 08-May-2015	-134210	0.2299	126357	0.2164
	Sale 15-May-2015	-463	0.0007	125894	0.2156
	Sale 22-May-2015	-15826	0.0271	110068	0.1885
	Sale 29-May-2015	-38900	0.0666	71168	0.1219
	Sale 17-Jul-2015	-71168	0.1219	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL INFRASTRUCTURE FUND				
	At the beginning of the year 01-Apr-2015	353235	0.6116	353235	0.6116
	Sale 08-May-2015	-58082	0.0995	295153	0.5056
	Sale 15-May-2015	-1082	0.0018	294071	0.5038
	Sale 22-May-2015	-36966	0.0633	257105	0.4405
	Sale 29-May-2015	-90867	0.1556	166238	0.2848
	Sale 12-Jun-2015	-92284	0.1581	73954	0.1267
	Sale 26-Jun-2015	-21765	0.0372	52189	0.0894
	Sale 17-Jul-2015	-52189	0.0894	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL TOP 100 FUND				
	At the beginning of the year 01-Apr-2015	307167	0.5318	307167	0.5318
	Sale 25-Sep-2015	-197186	0.3378	109981	0.1884
	Sale 30-Sep-2015	-60082	0.1029	49899	0.0854
	Sale 09-Oct-2015	-49899	0.0854	0	0.0000

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL VALUE FUND SERIES 1				
	At the beginning of the year 01-Apr-2015	265996	0.4605	265996	0.4605
	Sale 27-Nov-2015	-174450	0.2988	91546	0.1568
	Sale 31-Dec-2015	-91546	0.1568	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL GROWTH FUND-SERIES 1				
	At the beginning of the year 01-Apr-2015	143781	0.2489	143781	0.2489
	Sale 29-May-2015	-30581	0.0523	113200	0.1939
	Sale 05-Jun-2015	-113200	0.1939	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
2	ICICI PRUDENTIAL CHILD CARE PLAN - GIFT PLAN				
	At the beginning of the year 01-Apr-2015	74651	0.1292	74651	0.1292
	Sale 01-May-2015	-19417	0.0332	55234	0.0946
	Sale 08-May-2015	-28449	0.0487	26785	0.0458
	Sale 15-May-2015	-98	0.0001	26687	0.0457
	Sale 22-May-2015	-3355	0.0057	23332	0.0399
	Sale 29-May-2015	-8246	0.0141	15086	0.0258
	Sale 05-Jun-2015	-15086	0.0258	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
3	STICHTING PENSIOENFONDS ABP				
	At the beginning of the year 01-Apr-2015	1397379	2.4194	1397379	2.4194
	Sale 10-Apr-2015	-59708	0.1023	1337671	2.2918
	Sale 01-May-2015	-81477	0.1395	1256194	2.1522
	Sale 15-May-2015	-78997	0.1353	1177197	2.0169
	Sale 10-Jul-2015	-245175	0.4200	932022	1.5968
	Sale 17-Jul-2015	-478112	0.8191	453910	0.7777
	Sale 24-Jul-2015	-453910	0.7777	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
4	MERRILL LYNCH CAPITAL MARKETS ESPANA S.A. S.V.				
	At the beginning of the year 01-Apr-2015	1200521	2.0786	1200521	2.0786
	Sale 10-Apr-2015	-16342	0.0279	1184179	2.0289
	Sale 17-Apr-2015	-9209	0.0157	1174970	2.0131
	Sale 24-Apr-2015	-13862	0.0237	1161108	1.9893
	Sale 01-May-2015	-24010	0.0411	1137098	1.9482
	Sale 08-May-2015	-205218	0.3516	931880	1.5966
	Sale 05-Jun-2015	-6269	0.0107	925611	1.5858
	Sale 19-Jun-2015	-48061	0.0823	877550	1.5035
	Sale 30-Jun-2015	-25036	0.0428	852514	1.4606
	Sale 03-Jul-2015	-74977	0.1284	777537	1.3321
	Sale 10-Jul-2015	-24773	0.0424	752764	1.2897
	Sale 17-Jul-2015	-248290	0.4254	504474	0.8643
	Sale 24-Jul-2015	-25788	0.0441	478686	0.8201
	Sale 07-Aug-2015	-234642	0.4020	244044	0.4181
	Purchase 04-Sep-2015	1035	0.0017	245079	0.4199
	Purchase 25-Sep-2015	2884	0.0049	247963	0.4248
	Sale 23-Oct-2015	-11023	0.0188	236940	0.4059
	Sale 06-Nov-2015	-234000	0.4009	2940	0.0050
	Sale 20-Nov-2015	-389	0.0006	2551	0.0043
	Sale 27-Nov-2015	-1921	0.0032	630	0.0010
	At the end of the Year 31-Mar-2016	630	0.0010	630	0.0010
5	GOLDMAN SACHS (SINGAPORE) PTE				
	At the beginning of the year 01-Apr-2015	1044802	1.8090	1044802	1.8090
	Purchase 10-Apr-2015	95888	0.1642	1140690	1.9543

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 17-Apr-2015	73636	0.1261	1214326	2.0805
	Purchase 24-Apr-2015	95099	0.1629	1309425	2.2434
	Purchase 01-May-2015	11250	0.0192	1320675	2.2627
	Purchase 08-May-2015	297351	0.5094	1618026	2.7722
	Purchase 15-May-2015	64998	0.1113	1683024	2.8836
	Purchase 22-May-2015	174946	0.2997	1857970	3.1833
	Purchase 29-May-2015	99048	0.1697	1957018	3.3530
	Sale 05-Jun-2015	-48688	0.0834	1908330	3.2696
	Purchase 12-Jun-2015	7332	0.0125	1915662	3.2821
	Sale 26-Jun-2015	-6419	0.0109	1909243	3.2711
	Sale 03-Jul-2015	-25451	0.0436	1883792	3.2275
	Sale 17-Jul-2015	-129102	0.2211	1754690	3.0063
	Sale 24-Jul-2015	-68930	0.1181	1685760	2.8882
	Sale 31-Jul-2015	-73246	0.1254	1612514	2.7627
	Sale 07-Aug-2015	-21079	0.0361	1591435	2.7266
	Sale 14-Aug-2015	-8778	0.0150	1582657	2.7116
	Sale 21-Aug-2015	-840	0.0014	1581817	2.7102
	Sale 28-Aug-2015	-11991	0.0205	1569826	2.6896
	Sale 04-Sep-2015	-22806	0.0390	1547020	2.6505
	Sale 11-Sep-2015	-13049	0.0223	1533971	2.6282
	Sale 15-Sep-2015	-10636	0.0182	1523335	2.6100
	Sale 18-Sep-2015	-125930	0.2157	1397405	2.3942
	Sale 25-Sep-2015	-145487	0.2492	1251918	2.1449
	Sale 30-Sep-2015	-99833	0.1710	1152085	1.9739
	Sale 09-Oct-2015	-489262	0.8382	662823	1.1356
	Sale 16-Oct-2015	-391652	0.6710	271171	0.4646
	Sale 23-Oct-2015	-110403	0.1891	160768	0.2754
	Sale 30-Oct-2015	-40811	0.0699	119957	0.2055
	Sale 06-Nov-2015	-4986	0.0085	114971	0.1969
	Sale 20-Nov-2015	-114924	0.1969	47	0.0000
	Purchase 25-Dec-2015	62874	0.1077	62921	0.1078
	Purchase 31-Dec-2015	61358	0.1051	124279	0.2129
	Purchase 08-Jan-2016	2258	0.0038	126537	0.2168
	Sale 15-Jan-2016	-96391	0.1651	30146	0.0516
	Sale 22-Jan-2016	-30099	0.0515	47	0.0000
	At the end of the Year 31-Mar-2016	47	0.0000	47	0.0000
6	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the year 01-Apr-2015	1000000	1.7314	1000000	1.7314
	At the end of the Year 31-Mar-2016	1000000	1.7133	1000000	1.7133
6	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND				
	At the beginning of the year 01-Apr-2015	278461	0.4821	278461	0.4821
	At the end of the Year 31-Mar-2016	278461	0.4771	278461	0.4771
6	LIC OF INDIA MONEY PLUS GROWTH FUND				
	At the beginning of the year 01-Apr-2015	21200	0.0367	21200	0.0367
	At the end of the Year 31-Mar-2016	21200	0.0363	21200	0.0363
7	SWISS FINANCE CORPORATION (MAURITIUS) LIMITED				
	At the beginning of the year 01-Apr-2015	750609	1.2996	750609	1.2996
	Sale 10-Apr-2015	-18195	0.0311	732414	1.2548
	Purchase 17-Apr-2015	51927	0.0889	784341	1.3438
	Purchase 01-May-2015	4277	0.0073	788618	1.3511
	Purchase 08-May-2015	34392	0.0589	823010	1.4101
	Purchase 15-May-2015	9199	0.0157	832209	1.4258
	Purchase 22-May-2015	20473	0.0350	852682	1.4609
	Purchase 29-May-2015	9805	0.0167	862487	1.4777

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 05-Jun-2015	-9510	0.0162	852977	1.4614
	Sale 12-Jun-2015	-27637	0.0473	825340	1.4140
	Sale 30-Jun-2015	-28349	0.0485	796991	1.3655
	Sale 03-Jul-2015	-13177	0.0225	783814	1.3429
	Sale 17-Jul-2015	-124542	0.2133	659272	1.1295
	Sale 24-Jul-2015	-39153	0.0670	620119	1.0624
	Sale 31-Jul-2015	-89767	0.1538	530352	0.9086
	Sale 07-Aug-2015	-21469	0.0367	508883	0.8718
	Sale 14-Aug-2015	-25505	0.0436	483378	0.8281
	Sale 21-Aug-2015	-42122	0.0721	441256	0.7560
	Sale 28-Aug-2015	-30650	0.0525	410606	0.7035
	Sale 04-Sep-2015	-8075	0.0138	402531	0.6896
	Sale 11-Sep-2015	-10718	0.0183	391813	0.6713
	Sale 25-Sep-2015	-61597	0.1055	330216	0.5657
	Sale 09-Oct-2015	-30999	0.0531	299217	0.5126
	Sale 16-Oct-2015	-6386	0.0109	292831	0.5017
	Sale 23-Oct-2015	-43682	0.0748	249149	0.4268
	Sale 30-Oct-2015	-31131	0.0533	218018	0.3735
	Sale 06-Nov-2015	-16991	0.0291	201027	0.3444
	Sale 13-Nov-2015	-59802	0.1024	141225	0.2419
	Sale 20-Nov-2015	-48135	0.0824	93090	0.1594
	Sale 27-Nov-2015	-80066	0.1371	13024	0.0223
	Sale 04-Dec-2015	-13024	0.0223	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
8	NORDEA 1 SICAV - INDIAN EQUITY FUND				
	At the beginning of the year 01-Apr-2015	433523	0.7506	433523	0.7506
	Sale 24-Apr-2015	-19715	0.0337	413808	0.7089
	Sale 01-May-2015	-20382	0.0349	393426	0.6740
	Sale 08-May-2015	-20405	0.0349	373021	0.6391
	Sale 05-Jun-2015	-20159	0.0345	352862	0.6045
	Sale 12-Jun-2015	-24004	0.0411	328858	0.5634
	Sale 19-Jun-2015	-47928	0.0821	280930	0.4813
	Purchase 17-Jul-2015	74042	0.1268	354972	0.6081
	Sale 04-Sep-2015	-27946	0.0478	327026	0.5603
	Sale 23-Oct-2015	-136240	0.2334	190786	0.3268
	Sale 30-Oct-2015	-190786	0.3268	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
9	DIMENSIONAL EMERGING MARKETS VALUE FUND				
	At the beginning of the year 01-Apr-2015	331314	0.5736	331314	0.5736
	Purchase 10-Apr-2015	25725	0.0440	357039	0.6117
	Purchase 17-Apr-2015	30691	0.0525	387730	0.6643
	Sale 18-Dec-2015	-72150	0.1236	315580	0.5406
	At the end of the Year 31-Mar-2016	315580	0.5406	315580	0.5406
10	DB INTERNATIONAL (ASIA) LTD				
	At the beginning of the year 01-Apr-2015	311534	0.5394	311534	0.5394
	Purchase 10-Apr-2015	149	0.0002	311683	0.5340
	Purchase 12-Jun-2015	92	0.0001	311775	0.5341
	Sale 10-Jul-2015	-142730	0.2445	169045	0.2896
	Sale 17-Jul-2015	-168804	0.2892	241	0.0004
	Purchase 04-Sep-2015	1	0.0000	242	0.0004
	Purchase 15-Sep-2015	22460	0.0384	22702	0.0388
	Purchase 16-Sep-2015	14376	0.0246	37078	0.0635
	Sale 25-Sep-2015	-36836	0.0631	242	0.0004
	Sale 04-Dec-2015	-241	0.0004	1	0.0000

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 18-Mar-2016	4282	0.0073	4283	0.0073
	At the end of the Year 31-Mar-2016	4283	0.0073	4283	0.0073
	NEW TOP 10 AS ON (31-Mar-2016)				
11	WISDOMTREE TRUST A/C WISDOMTREE INDIA INVESTMENT PORTFOLIO, INC.				
	At the beginning of the year 01-Apr-2015	188869	0.3270	188869	0.3270
	Purchase 10-Apr-2015	722	0.0012	189591	0.3248
	Purchase 17-Apr-2015	722	0.0012	190313	0.3260
	Purchase 01-May-2015	728	0.0012	191041	0.3273
	Purchase 08-May-2015	1820	0.0031	192861	0.3304
	Purchase 15-May-2015	3640	0.0062	196501	0.3366
	Purchase 22-May-2015	4368	0.0074	200869	0.3441
	Purchase 29-May-2015	5096	0.0087	205965	0.3528
	Purchase 05-Jun-2015	4004	0.0068	209969	0.3597
	Purchase 12-Jun-2015	1107	0.0018	211076	0.3616
	Sale 10-Jul-2015	-738	0.0012	210338	0.3603
	Sale 31-Jul-2015	-7011	0.0120	203327	0.3483
	Sale 07-Aug-2015	-13079	0.0224	190248	0.3259
	Sale 14-Aug-2015	-14157	0.0242	176091	0.3017
	Sale 21-Aug-2015	-2541	0.0043	173550	0.2973
	Sale 28-Aug-2015	-13431	0.0230	160119	0.2743
	Sale 04-Sep-2015	-3267	0.0055	156852	0.2687
	Sale 11-Sep-2015	-1448	0.0024	155404	0.2662
	Purchase 25-Sep-2015	640670	1.0976	796074	1.3639
	Purchase 16-Oct-2015	5775	0.0098	801849	1.3738
	Purchase 23-Oct-2015	5778	0.0098	807627	1.3837
	Sale 13-Nov-2015	-26866	0.0460	780761	1.3377
	Sale 04-Dec-2015	-7676	0.0131	773085	1.3245
	Sale 11-Dec-2015	-3840	0.0065	769245	1.3179
	Sale 18-Dec-2015	-9593	0.0164	759652	1.3015
	Sale 25-Dec-2015	-11508	0.0197	748144	1.2818
	Sale 31-Dec-2015	-23030	0.0394	725114	1.2423
	Sale 08-Jan-2016	-17264	0.0295	707850	1.2127
	Sale 15-Jan-2016	-17262	0.0295	690588	1.1832
	Sale 29-Jan-2016	-9361	0.0160	681227	1.1671
	Sale 05-Feb-2016	-26250	0.0449	654977	1.1222
	Purchase 18-Mar-2016	31677	0.0542	686654	1.1764
	Purchase 25-Mar-2016	9162	0.0156	695816	1.1921
	At the end of the Year 31-Mar-2016	695816	1.1921	695816	1.1921
12	GIRISH KUMAR SHARDA				
	At the beginning of the year 01-Apr-2015	21250	0.0367	21250	0.0367
	Purchase 24-Jul-2015	750	0.0012	22000	0.0376
	Purchase 07-Aug-2015	10000	0.0171	32000	0.0548
	Purchase 21-Aug-2015	3000	0.0051	35000	0.0599
	Purchase 04-Sep-2015	55500	0.0950	90500	0.1550
	Purchase 11-Sep-2015	5500	0.0094	96000	0.1644
	Purchase 15-Sep-2015	32500	0.0556	128500	0.2201
	Purchase 25-Sep-2015	22500	0.0385	151000	0.2587
	Purchase 30-Sep-2015	10000	0.0171	161000	0.2758
	Purchase 09-Oct-2015	3000	0.0051	164000	0.2809
	Purchase 20-Nov-2015	4000	0.0068	168000	0.2878
	Purchase 25-Dec-2015	2500	0.0042	170500	0.2921
	Purchase 08-Jan-2016	5000	0.0085	175500	0.3006
	Purchase 19-Feb-2016	6504	0.0111	182004	0.3118
	Purchase 25-Mar-2016	27500	0.0471	209504	0.3589

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the end of the Year 31-Mar-2016	209504	0.3589	209504	0.3589
13	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC (DFAIDG)				
	At the beginning of the year 01-Apr-2015	192279	0.3329	192279	0.3329
	At the end of the Year 31-Mar-2016	192279	0.3294	192279	0.3294
14	KARVY STOCK BROKING LTD(BSE)				
	At the beginning of the year 01-Apr-2015	137000	0.2372	137000	0.2372
	Purchase 10-Apr-2015	12000	0.0205	149000	0.2552
	Sale 17-Apr-2015	-8000	0.0137	141000	0.2415
	Purchase 08-May-2015	14000	0.0239	155000	0.2655
	Purchase 15-May-2015	10500	0.0179	165500	0.2835
	Sale 26-Jun-2015	-94000	0.1610	71500	0.1225
	Purchase 10-Jul-2015	34000	0.0582	105500	0.1807
	Purchase 17-Jul-2015	29000	0.0496	134500	0.2304
	Purchase 24-Jul-2015	49000	0.0839	183500	0.3143
	Sale 31-Jul-2015	-19000	0.0325	164500	0.2818
	Sale 07-Aug-2015	-30000	0.0514	134500	0.2304
	Sale 21-Aug-2015	-11000	0.0188	123500	0.2115
	Purchase 04-Sep-2015	17000	0.0291	140500	0.2407
	Purchase 11-Sep-2015	15500	0.0265	156000	0.2672
	Sale 16-Sep-2015	-8000	0.0137	148000	0.2535
	Sale 25-Sep-2015	-10000	0.0171	138000	0.2364
	Purchase 30-Sep-2015	22000	0.0376	160000	0.2741
	Sale 09-Oct-2015	-20000	0.0342	140000	0.2398
	Purchase 16-Oct-2015	57000	0.0976	197000	0.3375
	Purchase 23-Oct-2015	6000	0.0102	203000	0.3478
	Purchase 30-Oct-2015	2000	0.0034	205000	0.3512
	Purchase 06-Nov-2015	2000	0.0034	207000	0.3546
	Sale 13-Nov-2015	-2000	0.0034	205000	0.3512
	Sale 20-Nov-2015	-10000	0.0171	195000	0.3341
	Sale 27-Nov-2015	-14000	0.0239	181000	0.3101
	Purchase 04-Dec-2015	8000	0.0137	189000	0.3238
	Purchase 11-Dec-2015	15000	0.0257	204000	0.3495
	Sale 31-Dec-2015	-25000	0.0428	179000	0.3066
	Purchase 01-Jan-2016	23000	0.0394	202000	0.3460
	Sale 08-Jan-2016	-38000	0.0651	164000	0.2809
	Purchase 15-Jan-2016	18000	0.0308	182000	0.3118
	Purchase 29-Jan-2016	6000	0.0102	188000	0.3221
	Sale 05-Feb-2016	-15000	0.0257	173000	0.2964
	Purchase 12-Feb-2016	12000	0.0205	185000	0.3169
	Purchase 26-Feb-2016	5000	0.0085	190000	0.3255
	Sale 04-Mar-2016	-23000	0.0394	167000	0.2861
	Purchase 11-Mar-2016	1000	0.0017	168000	0.2878
	Purchase 18-Mar-2016	18000	0.0308	186000	0.3186
	Sale 31-Mar-2016	-12000	0.0205	174000	0.2981
	At the end of the Year 31-Mar-2016	174000	0.2981	174000	0.2981
14	KARVY STOCK BROKING LTD				
	At the beginning of the year 01-Apr-2015	13191	0.0228	13191	0.0228
	Sale 03-Apr-2015	-3090	0.0052	10101	0.0173
	Sale 10-Apr-2015	-791	0.0013	9310	0.0159
	Sale 17-Apr-2015	-7059	0.0120	2251	0.0038
	Purchase 24-Apr-2015	5234	0.0089	7485	0.0128
	Purchase 01-May-2015	6267	0.0107	13752	0.0235
	Sale 08-May-2015	-4643	0.0079	9109	0.0156

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 15-May-2015	-7015	0.0120	2094	0.0035
	Purchase 22-May-2015	1743	0.0029	3837	0.0065
	Sale 29-May-2015	-2592	0.0044	1245	0.0021
	Purchase 05-Jun-2015	7664	0.0131	8909	0.0152
	Purchase 12-Jun-2015	317	0.0005	9226	0.0158
	Sale 19-Jun-2015	-3663	0.0062	5563	0.0095
	Sale 26-Jun-2015	-781	0.0013	4782	0.0081
	Sale 30-Jun-2015	-1246	0.0021	3536	0.0060
	Purchase 03-Jul-2015	7502	0.0128	11038	0.0189
	Sale 10-Jul-2015	-4471	0.0076	6567	0.0112
	Sale 17-Jul-2015	-29	0.0000	6538	0.0112
	Purchase 24-Jul-2015	7207	0.0123	13745	0.0235
	Sale 31-Jul-2015	-6624	0.0113	7121	0.0122
	Sale 07-Aug-2015	-3913	0.0067	3208	0.0054
	Sale 14-Aug-2015	-2401	0.0041	807	0.0013
	Purchase 21-Aug-2015	2150	0.0036	2957	0.0050
	Purchase 28-Aug-2015	2982	0.0051	5939	0.0101
	Sale 04-Sep-2015	-2461	0.0042	3478	0.0059
	Purchase 11-Sep-2015	631	0.0010	4109	0.0070
	Sale 15-Sep-2015	-1118	0.0019	2991	0.0051
	Purchase 16-Sep-2015	99	0.0001	3090	0.0052
	Purchase 18-Sep-2015	2819	0.0048	5909	0.0101
	Purchase 25-Sep-2015	5281	0.0090	11190	0.0191
	Sale 30-Sep-2015	-10391	0.0178	799	0.0013
	Purchase 09-Oct-2015	15138	0.0259	15937	0.0273
	Sale 16-Oct-2015	-1487	0.0025	14450	0.0247
	Sale 23-Oct-2015	-13786	0.0236	664	0.0011
	Purchase 30-Oct-2015	6598	0.0113	7262	0.0124
	Sale 06-Nov-2015	-5310	0.0090	1952	0.0033
	Sale 13-Nov-2015	-505	0.0008	1447	0.0024
	Purchase 20-Nov-2015	4414	0.0075	5861	0.0100
	Purchase 27-Nov-2015	3336	0.0057	9197	0.0157
	Sale 04-Dec-2015	-6412	0.0109	2785	0.0047
	Purchase 11-Dec-2015	5376	0.0092	8161	0.0139
	Sale 18-Dec-2015	-4281	0.0073	3880	0.0066
	Sale 25-Dec-2015	-1942	0.0033	1938	0.0033
	Purchase 31-Dec-2015	1820	0.0031	3758	0.0064
	Purchase 01-Jan-2016	828	0.0014	4586	0.0078
	Purchase 08-Jan-2016	7538	0.0129	12124	0.0207
	Sale 15-Jan-2016	-8469	0.0145	3655	0.0062
	Purchase 22-Jan-2016	1601	0.0027	5256	0.0090
	Sale 29-Jan-2016	-4430	0.0075	826	0.0014
	Purchase 05-Feb-2016	11350	0.0194	12176	0.0208
	Sale 12-Feb-2016	-5257	0.0090	6919	0.0118
	Sale 19-Feb-2016	-421	0.0007	6498	0.0111
	Sale 26-Feb-2016	-1139	0.0019	5359	0.0091
	Purchase 04-Mar-2016	2816	0.0048	8175	0.0140
	Purchase 11-Mar-2016	816	0.0013	8991	0.0154
	Sale 18-Mar-2016	-8472	0.0145	519	0.0008
	Purchase 25-Mar-2016	1214	0.0020	1733	0.0029
	Purchase 31-Mar-2016	9961	0.0170	11694	0.0200
	At the end of the Year 31-Mar-2016	11694	0.0200	11694	0.0200
14	KARVY STOCK BROKING LTD				
	At the beginning of the year 01-Apr-2015	12528	0.0216	12528	0.0216



SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 03-Apr-2015	3110	0.0053	15638	0.0267
	Sale 10-Apr-2015	-10359	0.0177	5279	0.0090
	Purchase 17-Apr-2015	5472	0.0093	10751	0.0184
	Sale 24-Apr-2015	-5028	0.0086	5723	0.0098
	Sale 01-May-2015	-1417	0.0024	4306	0.0073
	Purchase 08-May-2015	4709	0.0080	9015	0.0154
	Sale 15-May-2015	-4890	0.0083	4125	0.0070
	Purchase 22-May-2015	4741	0.0081	8866	0.0151
	Purchase 29-May-2015	248	0.0004	9114	0.0156
	Purchase 05-Jun-2015	2630	0.0045	11744	0.0201
	Sale 12-Jun-2015	-5406	0.0092	6338	0.0108
	Purchase 19-Jun-2015	3630	0.0062	9968	0.0170
	Sale 26-Jun-2015	-3780	0.0064	6188	0.0106
	Sale 30-Jun-2015	-513	0.0008	5675	0.0097
	Purchase 03-Jul-2015	4500	0.0077	10175	0.0174
	Sale 10-Jul-2015	-3769	0.0064	6406	0.0109
	Purchase 17-Jul-2015	14167	0.0242	20573	0.0352
	Purchase 24-Jul-2015	3988	0.0068	24561	0.0420
	Purchase 31-Jul-2015	133	0.0002	24694	0.0423
	Sale 07-Aug-2015	-13192	0.0226	11502	0.0197
	Purchase 14-Aug-2015	3350	0.0057	14852	0.0254
	Sale 21-Aug-2015	-6436	0.0110	8416	0.0144
	Purchase 28-Aug-2015	10689	0.0183	19105	0.0327
	Sale 04-Sep-2015	-9320	0.0159	9785	0.0167
	Sale 11-Sep-2015	-4871	0.0083	4914	0.0084
	Sale 15-Sep-2015	-1708	0.0029	3206	0.0054
	Purchase 16-Sep-2015	6871	0.0117	10077	0.0172
	Sale 18-Sep-2015	-6008	0.0102	4069	0.0069
	Purchase 25-Sep-2015	1073	0.0018	5142	0.0088
	Sale 30-Sep-2015	-1036	0.0017	4106	0.0070
	Purchase 09-Oct-2015	11762	0.0201	15868	0.0271
	Sale 16-Oct-2015	-9591	0.0164	6277	0.0107
	Purchase 23-Oct-2015	3791	0.0064	10068	0.0172
	Purchase 30-Oct-2015	2129	0.0036	12197	0.0208
	Purchase 06-Nov-2015	4574	0.0078	16771	0.0287
	Sale 13-Nov-2015	-10281	0.0176	6490	0.0111
	Sale 20-Nov-2015	-1726	0.0029	4764	0.0081
	Purchase 27-Nov-2015	337	0.0005	5101	0.0087
	Purchase 04-Dec-2015	284	0.0004	5385	0.0092
	Purchase 11-Dec-2015	7913	0.0135	13298	0.0227
	Sale 18-Dec-2015	-6839	0.0117	6459	0.0110
	Purchase 25-Dec-2015	10477	0.0179	16936	0.0290
	Sale 31-Dec-2015	-8388	0.0143	8548	0.0146
	Sale 01-Jan-2016	-2824	0.0048	5724	0.0098
	Sale 08-Jan-2016	-1107	0.0018	4617	0.0079
	Sale 15-Jan-2016	-1641	0.0028	2976	0.0050
	Sale 22-Jan-2016	-1242	0.0021	1734	0.0029
	Purchase 29-Jan-2016	3315	0.0056	5049	0.0086
	Sale 05-Feb-2016	-1534	0.0026	3515	0.0060
	Purchase 12-Feb-2016	3890	0.0066	7405	0.0126
	Sale 19-Feb-2016	-2366	0.0040	5039	0.0086
	Sale 26-Feb-2016	-1297	0.0022	3742	0.0064
	Purchase 04-Mar-2016	9953	0.0170	13695	0.0234
	Purchase 11-Mar-2016	3475	0.0059	17170	0.0294

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 18-Mar-2016	-2548	0.0043	14622	0.0250
	Sale 25-Mar-2016	-6530	0.0111	8092	0.0138
	Sale 31-Mar-2016	-5448	0.0093	2644	0.0045
	At the end of the Year 31-Mar-2016	2644	0.0045	2644	0.0045
14	KARVY STOCK BROKING LIMITED				
	At the beginning of the year 01-Apr-2015	6541	0.0113	6541	0.0113
	Purchase 10-Apr-2015	1061	0.0018	7602	0.0130
	Sale 17-Apr-2015	-436	0.0007	7166	0.0122
	Purchase 24-Apr-2015	182	0.0003	7348	0.0125
	Sale 01-May-2015	-1189	0.0020	6159	0.0105
	Purchase 08-May-2015	223	0.0003	6382	0.0109
	Purchase 15-May-2015	36	0.0000	6418	0.0109
	Sale 22-May-2015	-1056	0.0018	5362	0.0091
	Sale 29-May-2015	-43	0.0000	5319	0.0091
	Sale 05-Jun-2015	-141	0.0002	5178	0.0088
	Purchase 12-Jun-2015	1552	0.0026	6730	0.0115
	Purchase 19-Jun-2015	113	0.0001	6843	0.0117
	Purchase 26-Jun-2015	90	0.0001	6933	0.0118
	Purchase 30-Jun-2015	37	0.0000	6970	0.0119
	Sale 03-Jul-2015	-1427	0.0024	5543	0.0094
	Sale 10-Jul-2015	-102	0.0001	5441	0.0093
	Purchase 17-Jul-2015	2284	0.0039	7725	0.0132
	Purchase 24-Jul-2015	3811	0.0065	11536	0.0197
	Sale 31-Jul-2015	-3919	0.0067	7617	0.0130
	Purchase 07-Aug-2015	6219	0.0106	13836	0.0237
	Sale 14-Aug-2015	-5627	0.0096	8209	0.0140
	Sale 21-Aug-2015	-233	0.0003	7976	0.0136
	Sale 28-Aug-2015	-1667	0.0028	6309	0.0108
	Purchase 04-Sep-2015	716	0.0012	7025	0.0120
	Sale 11-Sep-2015	-249	0.0004	6776	0.0116
	Sale 15-Sep-2015	-249	0.0004	6527	0.0111
	Purchase 16-Sep-2015	90	0.0001	6617	0.0113
	Purchase 18-Sep-2015	474	0.0008	7091	0.0121
	Sale 25-Sep-2015	-837	0.0014	6254	0.0107
	Purchase 30-Sep-2015	220	0.0003	6474	0.0110
	Sale 09-Oct-2015	-549	0.0009	5925	0.0101
	Purchase 16-Oct-2015	1473	0.0025	7398	0.0126
	Sale 23-Oct-2015	-769	0.0013	6629	0.0113
	Purchase 30-Oct-2015	439	0.0007	7068	0.0121
	Sale 06-Nov-2015	-114	0.0001	6954	0.0119
	Purchase 13-Nov-2015	1241	0.0021	8195	0.0140
	Sale 20-Nov-2015	-128	0.0002	8067	0.0138
	Sale 27-Nov-2015	-1149	0.0019	6918	0.0118
	Purchase 04-Dec-2015	19	0.0000	6937	0.0118
	Purchase 11-Dec-2015	1345	0.0023	8282	0.0141
	Purchase 18-Dec-2015	1224	0.0020	9506	0.0162
	Sale 25-Dec-2015	-2276	0.0038	7230	0.0123
	Sale 31-Dec-2015	-6	0.0000	7224	0.0123
	Sale 01-Jan-2016	-17	0.0000	7207	0.0123
	Purchase 08-Jan-2016	183	0.0003	7390	0.0126
	Purchase 15-Jan-2016	7	0.0000	7397	0.0126
	Sale 22-Jan-2016	-1737	0.0029	5660	0.0096
	Sale 29-Jan-2016	-38	0.0000	5622	0.0096
	Purchase 05-Feb-2016	1101	0.0018	6723	0.0115

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 12-Feb-2016	-689	0.0011	6034	0.0103
	Purchase 19-Feb-2016	853	0.0014	6887	0.0117
	Sale 26-Feb-2016	-1108	0.0018	5779	0.0099
	Purchase 04-Mar-2016	372	0.0006	6151	0.0105
	Sale 11-Mar-2016	-812	0.0013	5339	0.0091
	Purchase 18-Mar-2016	88	0.0001	5427	0.0092
	Sale 25-Mar-2016	-83	0.0001	5344	0.0091
	Purchase 31-Mar-2016	1448	0.0024	6792	0.0116
	At the end of the Year 31-Mar-2016	6792	0.0116	6792	0.0116
14	KARVY STOCK BROKING LTD.				
	At the beginning of the year 01-Apr-2015	795	0.0013	795	0.0013
	Sale 10-Apr-2015	-795	0.0013	0	0.0000
	Purchase 17-Apr-2015	70	0.0001	70	0.0001
	Purchase 24-Apr-2015	31	0.0000	101	0.0001
	Purchase 01-May-2015	489	0.0008	590	0.0010
	Sale 08-May-2015	-541	0.0009	49	0.0000
	Purchase 15-May-2015	1066	0.0018	1115	0.0019
	Sale 22-May-2015	-1115	0.0019	0	0.0000
	Purchase 29-May-2015	13	0.0000	13	0.0000
	Purchase 05-Jun-2015	421	0.0007	434	0.0007
	Purchase 12-Jun-2015	1749	0.0029	2183	0.0037
	Purchase 19-Jun-2015	26	0.0000	2209	0.0037
	Sale 26-Jun-2015	-60	0.0001	2149	0.0036
	Sale 30-Jun-2015	-2149	0.0036	0	0.0000
	Purchase 03-Jul-2015	100	0.0001	100	0.0001
	Purchase 10-Jul-2015	35	0.0000	135	0.0002
	Purchase 17-Jul-2015	5	0.0000	140	0.0002
	Purchase 24-Jul-2015	990	0.0016	1130	0.0019
	Purchase 31-Jul-2015	1808	0.0030	2938	0.0050
	Sale 07-Aug-2015	-534	0.0009	2404	0.0041
	Purchase 14-Aug-2015	290	0.0004	2694	0.0046
	Sale 21-Aug-2015	-2694	0.0046	0	0.0000
	Purchase 28-Aug-2015	364	0.0006	364	0.0006
	Purchase 04-Sep-2015	2481	0.0042	2845	0.0048
	Sale 11-Sep-2015	-2742	0.0046	103	0.0001
	Purchase 15-Sep-2015	69	0.0001	172	0.0002
	Purchase 16-Sep-2015	78	0.0001	250	0.0004
	Purchase 18-Sep-2015	131	0.0002	381	0.0006
	Sale 25-Sep-2015	-381	0.0006	0	0.0000
	Purchase 09-Oct-2015	300	0.0005	300	0.0005
	Purchase 16-Oct-2015	142	0.0002	442	0.0007
	Purchase 23-Oct-2015	3688	0.0063	4130	0.0070
	Sale 30-Oct-2015	-1145	0.0019	2985	0.0051
	Purchase 06-Nov-2015	377	0.0006	3362	0.0057
	Sale 13-Nov-2015	-3326	0.0056	36	0.0000
	Purchase 20-Nov-2015	2317	0.0039	2353	0.0040
	Sale 27-Nov-2015	-1013	0.0017	1340	0.0022
	Sale 04-Dec-2015	-1140	0.0019	200	0.0003
	Purchase 11-Dec-2015	45	0.0000	245	0.0004
	Sale 18-Dec-2015	-173	0.0002	72	0.0001
	Purchase 25-Dec-2015	2539	0.0043	2611	0.0044
	Sale 31-Dec-2015	-413	0.0007	2198	0.0037
	Sale 01-Jan-2016	-1630	0.0027	568	0.0009
	Sale 08-Jan-2016	-332	0.0005	236	0.0004

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 15-Jan-2016	-136	0.0002	100	0.0001
	Purchase 22-Jan-2016	420	0.0007	520	0.0008
	Purchase 29-Jan-2016	1480	0.0025	2000	0.0034
	Sale 05-Feb-2016	-1954	0.0033	46	0.0000
	Purchase 12-Feb-2016	203	0.0003	249	0.0004
	Sale 19-Feb-2016	-182	0.0003	67	0.0001
	Sale 26-Feb-2016	-67	0.0001	0	0.0000
	Purchase 04-Mar-2016	1	0.0000	1	0.0000
	Purchase 11-Mar-2016	21	0.0000	22	0.0000
	Sale 18-Mar-2016	-22	0.0000	0	0.0000
	Purchase 25-Mar-2016	100	0.0001	100	0.0001
	Sale 31-Mar-2016	-90	0.0001	10	0.0000
	At the end of the Year 31-Mar-2016	10	0.0000	10	0.0000
14	KARVY STOCK BROKING LTD- F-O MARGIN				
	At the beginning of the year 01-Apr-2015	449	0.0007	449	0.0007
	Purchase 10-Apr-2015	117	0.0002	566	0.0009
	Sale 17-Apr-2015	-164	0.0002	402	0.0006
	Sale 24-Apr-2015	-359	0.0006	43	0.0000
	Purchase 01-May-2015	20	0.0000	63	0.0001
	Sale 08-May-2015	-20	0.0000	43	0.0000
	Purchase 15-May-2015	128	0.0002	171	0.0002
	Sale 22-May-2015	-2	0.0000	169	0.0002
	Purchase 29-May-2015	122	0.0002	291	0.0004
	Sale 05-Jun-2015	-134	0.0002	157	0.0002
	Sale 12-Jun-2015	-83	0.0001	74	0.0001
	Purchase 19-Jun-2015	78	0.0001	152	0.0002
	Purchase 26-Jun-2015	5894	0.0100	6046	0.0103
	Purchase 30-Jun-2015	100	0.0001	6146	0.0105
	Purchase 03-Jul-2015	30	0.0000	6176	0.0105
	Purchase 10-Jul-2015	556	0.0009	6732	0.0115
	Purchase 17-Jul-2015	251	0.0004	6983	0.0119
	Purchase 24-Jul-2015	1981	0.0033	8964	0.0153
	Sale 31-Jul-2015	-5973	0.0102	2991	0.0051
	Purchase 07-Aug-2015	563	0.0009	3554	0.0060
	Sale 14-Aug-2015	-221	0.0003	3333	0.0057
	Sale 21-Aug-2015	-67	0.0001	3266	0.0055
	Sale 28-Aug-2015	-3036	0.0052	230	0.0003
	Sale 04-Sep-2015	-110	0.0001	120	0.0002
	Purchase 11-Sep-2015	117	0.0002	237	0.0004
	Purchase 15-Sep-2015	50	0.0000	287	0.0004
	Purchase 16-Sep-2015	38	0.0000	325	0.0005
	Purchase 25-Sep-2015	10	0.0000	335	0.0005
	Purchase 30-Sep-2015	3	0.0000	338	0.0005
	Sale 09-Oct-2015	-232	0.0003	106	0.0001
	Purchase 16-Oct-2015	556	0.0009	662	0.0011
	Purchase 23-Oct-2015	815	0.0013	1477	0.0025
	Purchase 30-Oct-2015	257	0.0004	1734	0.0029
	Sale 06-Nov-2015	-340	0.0005	1394	0.0023
	Purchase 13-Nov-2015	2590	0.0044	3984	0.0068
	Sale 20-Nov-2015	-3971	0.0068	13	0.0000
	Purchase 27-Nov-2015	283	0.0004	296	0.0005
	Purchase 04-Dec-2015	812	0.0013	1108	0.0018
	Purchase 11-Dec-2015	822	0.0014	1930	0.0033
	Purchase 18-Dec-2015	545	0.0009	2475	0.0042

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Purchase 25-Dec-2015	177	0.0003	2652	0.0045
	Sale 31-Dec-2015	-2645	0.0045	7	0.0000
	Purchase 01-Jan-2016	241	0.0004	248	0.0004
	Sale 08-Jan-2016	-76	0.0001	172	0.0002
	Purchase 15-Jan-2016	32	0.0000	204	0.0003
	Purchase 22-Jan-2016	109	0.0001	313	0.0005
	Purchase 29-Jan-2016	165	0.0002	478	0.0008
	Sale 05-Feb-2016	-320	0.0005	158	0.0002
	Purchase 12-Feb-2016	185	0.0003	343	0.0005
	Purchase 19-Feb-2016	250	0.0004	593	0.0010
	Sale 26-Feb-2016	-355	0.0006	238	0.0004
	Purchase 04-Mar-2016	493	0.0008	731	0.0012
	Sale 11-Mar-2016	-162	0.0002	569	0.0009
	Sale 18-Mar-2016	-464	0.0007	105	0.0001
	Purchase 31-Mar-2016	2	0.0000	107	0.0001
	At the end of the Year 31-Mar-2016	107	0.0001	107	0.0001
14	KARVY STOCK BROKING LIMITED NSE				
	At the beginning of the year 01-Apr-2015	20	0.0000	20	0.0000
	At the end of the Year 31-Mar-2016	20	0.0000	20	0.0000
14	KARVY STOCK BROKING LIMITED				
	At the beginning of the year 01-Apr-2015	11	0.0000	11	0.0000
	Purchase 12-Jun-2015	177	0.0003	188	0.0003
	Sale 17-Jul-2015	-177	0.0003	11	0.0000
	Purchase 15-Sep-2015	177	0.0003	188	0.0003
	At the end of the Year 31-Mar-2016	188	0.0003	188	0.0003
14	KARVY STOCK BROKING LIMITED BROKING				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Purchase 26-Feb-2016	10	0.0000	10	0.0000
	At the end of the Year 31-Mar-2016	10	0.0000	10	0.0000
15	GIRDHAR LAL SHARDA				
	At the beginning of the year 01-Apr-2015	42000	0.0727	42000	0.0727
	Purchase 26-Jun-2015	2000	0.0034	44000	0.0753
	Purchase 10-Jul-2015	1000	0.0017	45000	0.0771
	Purchase 24-Jul-2015	10000	0.0171	55000	0.0942
	Purchase 31-Jul-2015	3000	0.0051	58000	0.0993
	Purchase 04-Sep-2015	29475	0.0505	87475	0.1498
	Purchase 11-Sep-2015	5000	0.0085	92475	0.1584
	Purchase 15-Sep-2015	17500	0.0299	109975	0.1884
	Purchase 09-Oct-2015	3000	0.0051	112975	0.1935
	Purchase 27-Nov-2015	4278	0.0073	117253	0.2008
	Purchase 11-Dec-2015	22500	0.0385	139753	0.2394
	Purchase 18-Dec-2015	15000	0.0257	154753	0.2651
	Purchase 08-Jan-2016	4041	0.0069	158794	0.2720
	Purchase 22-Jan-2016	11000	0.0188	169794	0.2909
	Purchase 05-Feb-2016	2500	0.0042	172294	0.2951
	At the end of the Year 31-Mar-2016	172294	0.2951	172294	0.2951
16	ICICI BANK LIMITED				
	At the beginning of the year 01-Apr-2015	34263	0.0593	34263	0.0593
	Sale 10-Apr-2015	-10	0.0000	34253	0.0586
	Purchase 17-Apr-2015	4643	0.0079	38896	0.0666
	Purchase 24-Apr-2015	5356	0.0091	44252	0.0758
	Sale 01-May-2015	-1108	0.0018	43144	0.0739
	Sale 08-May-2015	-41	0.0000	43103	0.0738
	Purchase 15-May-2015	275	0.0004	43378	0.0743

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
	Sale 22-May-2015	-200	0.0003	43178	0.0739
	Sale 05-Jun-2015	-719	0.0012	42459	0.0727
	Sale 12-Jun-2015	-500	0.0008	41959	0.0718
	Purchase 19-Jun-2015	3300	0.0056	45259	0.0775
	Purchase 26-Jun-2015	33232	0.0569	78491	0.1344
	Sale 30-Jun-2015	-79	0.0001	78412	0.1343
	Sale 03-Jul-2015	-338	0.0005	78074	0.1337
	Purchase 10-Jul-2015	3704	0.0063	81778	0.1401
	Purchase 17-Jul-2015	1233	0.0021	83011	0.1422
	Purchase 24-Jul-2015	100	0.0001	83111	0.1423
	Purchase 31-Jul-2015	700	0.0011	83811	0.1435
	Purchase 07-Aug-2015	12618	0.0216	96429	0.1652
	Sale 14-Aug-2015	-825	0.0014	95604	0.1638
	Purchase 21-Aug-2015	3991	0.0068	99595	0.1706
	Purchase 28-Aug-2015	2705	0.0046	102300	0.1752
	Sale 04-Sep-2015	-90	0.0001	102210	0.1751
	Sale 11-Sep-2015	-737	0.0012	101473	0.1738
	Purchase 15-Sep-2015	500	0.0008	101973	0.1747
	Sale 25-Sep-2015	-110	0.0001	101863	0.1745
	Sale 30-Sep-2015	-495	0.0008	101368	0.1736
	Sale 09-Oct-2015	-828	0.0014	100540	0.1722
	Sale 16-Oct-2015	-567	0.0009	99973	0.1712
	Sale 23-Oct-2015	-50	0.0000	99923	0.1712
	Purchase 30-Oct-2015	100	0.0001	100023	0.1713
	Purchase 06-Nov-2015	1220	0.0020	101243	0.1734
	Purchase 20-Nov-2015	2579	0.0044	103822	0.1778
	Purchase 11-Dec-2015	12165	0.0208	115987	0.1987
	Purchase 18-Dec-2015	9947	0.0170	125934	0.2157
	Purchase 25-Dec-2015	33095	0.0567	159029	0.2724
	Purchase 31-Dec-2015	20736	0.0355	179765	0.3079
	Sale 01-Jan-2016	-1398	0.0023	178367	0.3056
	Sale 08-Jan-2016	-3087	0.0052	175280	0.3003
	Purchase 15-Jan-2016	4454	0.0076	179734	0.3079
	Purchase 22-Jan-2016	3420	0.0058	183154	0.3138
	Sale 29-Jan-2016	-357	0.0006	182797	0.3131
	Sale 05-Feb-2016	-2497	0.0042	180300	0.3089
	Purchase 12-Feb-2016	5312	0.0091	185612	0.3180
	Purchase 19-Feb-2016	3905	0.0066	189517	0.3247
	Purchase 26-Feb-2016	3967	0.0067	193484	0.3315
	Sale 04-Mar-2016	-5300	0.0090	188184	0.3224
	Sale 11-Mar-2016	-1799	0.0030	186385	0.3193
	Sale 18-Mar-2016	-5734	0.0098	180651	0.3095
	Sale 25-Mar-2016	-5872	0.0100	174779	0.2994
	Sale 31-Mar-2016	-8931	0.0153	165848	0.2841
	At the end of the Year 31-Mar-2016	165848	0.2841	165848	0.2841
17	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY				
	At the beginning of the year 01-Apr-2015	175035	0.3030	175035	0.3030
	Purchase 01-May-2015	6428	0.0110	181463	0.3109
	Sale 28-Aug-2015	-43944	0.0752	137519	0.2356
	At the end of the Year 31-Mar-2016	137519	0.2356	137519	0.2356

## VI. Shareholding of Directors and Key Managerial Personnel:

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	REJI ABRAHAM				
	At the beginning of the year 01-Apr-2015	5627840	9.7442	5627840	9.7442
	At the end of the Year 31-Mar-2016	5627840	9.6424	5627840	9.6424
2	DEEPA REJI ABRAHAM				
	At the beginning of the year 01-Apr-2015	3428500	5.9362	3428500	5.9362
	Purchase 15-May-2015	610000	1.0451	4038500	6.9193
	At the end of the Year 31-Mar-2016	4038500	6.9193	4038500	6.9193
3	C.P.GOPALKRISHNAN				
	At the beginning of the year 01-Apr-2015	43200	0.0747	43200	0.0747
	At the end of the Year 31-Mar-2016	43200	0.0740	43200	0.0740
4	P VENKATESWARAN				
	At the beginning of the year 01-Apr-2015	20805	0.036	20805	0.036
	At the end of the Year 31-Mar-2016	20805	0.0355	20805	0.0355
5	K BHARATHAN JT1 : JAYASHREE BHARATHAN				
	At the beginning of the year 01-Apr-2015	5000	0.0086	5000	0.0086
	At the end of the Year 31-Mar-2016	5000	0.0085	5000	0.0085
6	BALAJI S N				
	At the beginning of the year 01-Apr-2015	1880	0.0032	1880	0.0032
	At the end of the Year 31-Mar-2016	1880	0.0032	1880	0.0032

## VII. INDEBTEDNESS

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

(Rs in Millions)

Particulars	Secured Loans excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the year</b>				
(i) Principal amount	9,329.01	325.00	-	9,654.01
(ii) Interest due but not paid	73.96	0.92	-	74.88
(iii) Interest accrued but not due	5.96	-	-	5.96
<b>Total</b>	<b>9,408.93</b>	<b>325.92</b>	<b>-</b>	<b>9,734.85</b>
<b>Changes in indebtedness during the financial year</b>				
Addition	190.44	-	-	190.44
Reduction	(1,358.11)	(325.92)	-	(1,684.03)
<b>Net Change</b>	<b>(1,167.67)</b>	<b>(325.92)</b>	<b>-</b>	<b>(1,493.59)</b>
<b>Indebtedness at the end of the year</b>				
(i) Principal amount	8,137.53	-	-	8,137.53
(ii) Interest due but not paid	100.23	-	-	100.23
(iii) Interest accrued but not due	3.50	-	-	3.50
<b>Total</b>	<b>8,241.26</b>	<b>-</b>	<b>-</b>	<b>8,241.26</b>

### VIII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whote-time Directors and /or Manager:

(Rs in Millions)

Name of the Director/KMP	Salary u/s 17(1)	Value of Perquisites u/s 17(2)	Commission	Others- Retirement benefits	Total
Reji Abraham	3,00,00,000	45,00,000	10,88,63,563	50,40,000	14,33,63,563
CP Gopalkrishnan	1,04,00,000	22,40,000	-	16,12,800	1,42,52,800
P Venkateswaran	1,04,00,000	22,40,000	-	16,12,800	1,42,52,800
<b>Total</b>	<b>5,08,00,000</b>	<b>89,80,000</b>	<b>10,88,63,563</b>	<b>82,65,600</b>	<b>17,18,69,163</b>

#### B. Remuneration to other Directors :

(Amount in Rs)

S.No.	Particulars of Remuneration	Name of Directors				Total
		P.Murari	K.Bharthan	Ashok Kumar Rout	Subhashini Chandran	
I	<b>Independent Directors</b>					
	Fee for attending board/ committee meetings	2,10,000	2,50,000	1,80,000	1,45,000	7,85,000
	Commission					
	Others, Please specify					
	<b>Total (1)</b>	<b>2,10,000</b>	<b>2,50,000</b>	<b>1,80,000</b>	<b>1,45,000</b>	<b>7,85,000</b>
II	<b>Other Non-Executive Directors</b>	<b>Deepa Reji Abraham</b>				
	Fee for attending board/ committee meetings	1,35,000				1,35,000
	Commission					
	Others, Please specify					
	<b>Total (2)</b>	<b>1,35,000</b>				<b>1,35,000</b>
	<b>Total (B) = (1+2)</b>	<b>3,45,000</b>	<b>2,50,000</b>	<b>1,80,000</b>	<b>1,45,000</b>	<b>9,20,000</b>
	<b>Total Managerial Remuneration I(A+B)</b>					<b>17,27,89,163</b>
	<b>Overall Ceiling asper the Act</b>					<b>59,87,49,597</b>

#### C. Remuneration to Key Managerial Personnel other than Directors:

(Amount in Rs)

Name of the KMP	Salary u/s 17(1)	Value of Perquisites	Commission	Others- Retirement	Total
S.N. Balaji	18,26,313	7,06,032	-	47,291	25,79,636

#### VIII.PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: Nil



# CORPORATE GOVERNANCE

## ABAN OFFSHORE'S PHILOSOPHY

At Aban Offshore Ltd (Aban) your directors are committed to practice sound governance principles and believe that good governance is an ongoing process for two reasons: to protect stakeholders' interest and to ensure that no stakeholder benefits at the expense of others and the Board of Directors remain committed towards this end.

The Company's Corporate governance philosophy revolves around transparency and accountability in all its interactions with the Government, shareholders and employees.

The following paragraphs contain the Company's report on its Corporate Governance practices in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

## I BOARD OF DIRECTORS

### (A) COMPOSITION OF BOARD

Aban's Board comprises of Eight Directors - One Promoter Executive Director, One Promoter Non - Executive Director, Two Non Promoter Executive Directors and Four Non-Executive Independent Directors. The Board functioned directly or through various focused committees (Audit Committee, Nomination and Remuneration Committee, Stakeholders Grievance Committee, Compensation Committee,). The Board and its committees met at regular intervals. The Board is vested with functions related to goal-setting, performance evaluation and control.

The Company's Board met 6 times during the year 2015 - 16 on the following dates:

20.04.2015, 27.05.2015, 03.08.2015, 23.09.2015, 05.11.2015 and 01.02.2016

The names of the Directors on the Board, their attendance at the meetings and the other Directorships that they held as on 31st March, 2016 are set out below:

Name of Director(s)	Category of Directorship #	Financial year 2015-2016 Attendance at		As on 31st March 2016			
				No. of Other Directorships		Committee Positions in other Companies*	
		Board Meetings	Last AGM	Public Ltd. Cos.	Private Ltd. Cos	Member	Chairman
P. Murari	Non - Executive - Independent	6	Yes	8	1	-	-
Reji Abraham	Executive - Promoter	6	Yes	1	4	-	-
K Bharathan	Non - Executive Independent	6	Yes	1	-	-	-
Ashok Kumar Rout	Non - Executive Independent	6	Yes	-	-	-	-
P. Venkateswaran	Executive - Non Promoter	5	Yes	1	4	-	-
C.P. Gopalkrishnan	Executive - Non Promoter	6	Yes	1	4	-	-
Deepa Reji Abraham	Non-Executive-Promoter	5	Yes	-	6	-	-
Subhashini Chandran	Non-Executive-Independent	5	Yes	-	2	-	-

# Excludes directorships in Associations, foreign companies and Companies registered under Section 8 of the Companies Act, 2013.

\* Represents Memberships / Chairmanships in Audit Committee and Stakeholders Relationship Committee

Mrs. Deepa Reji Abraham, Non Executive Director is the spouse of Mr. Reji Abraham. She holds 40,38,500 equity shares of the Company.

The Director who will retire by rotation and offer himself for reappointment is Mr.P. Venkateswaran.

Board recommends the re-appointment of Mr. P.Venkateswaran and Mr. C.P. Gopalkrishnan as Directors and revision in remuneration.

Name of Director	P.Venkateswaran	C.P.Gopalkrishnan
Date of Birth	12.02.1951	09.03.1956
Nationality	Indian	Indian
Date of Appointment on Board	01.08.2001	01.08.2001
Qualifications	B.Tech., IIT Madras	B.Com (Hons), ACA, ACS, LLB
Shareholding in the Company Equity Shares of Rs.2/- each	20,805	43,200
Chairmanship in committees of the Company	Nil	Nil
Membership in Committees of the Company	2	2
List of Indian Companies in India in which Directorships held	1. Pathanamthitta Estates Pvt Ltd 2. Perunad Plantations Ltd 3. Aban Marketing and Exports Pvt Ltd 4. Hydril Pressure Control Pvt Ltd 5. Aban Ventures Pvt Ltd	1. Tyford Tea Ltd 2. Aban Infrastructure Pvt Ltd 3. Aban Constructions Pvt Ltd 4. Aban Informatics Pvt Ltd 5. Adbhoot Estates Pvt Ltd
Membership/ Chairmanships of Committees in Other Company	Nil	Nil

#### REMUNERATION TO DIRECTORS

Amount in INR

Name of the Director (s)	Consolidated Salary	Perquisites and other benefits	Commission	Sitting Fees	Total
P Murari	--	--	--	210000	210000
K Bharathan	--	--	--	250000	250000
Reji Abraham	30000000	9540000	108863563	--	148403563
Ashok Kumar Rout	--	--	--	180000	180000
P Venkateswaran	9600000	4652800	--	--	14252800
C P Gopalkrishnan	9600000	4652800	--	--	14252800
Deepa Reji Abraham	--	--	--	135000	135000
Subhashini Chandran	--	--	--	145000	145000
<b>Total</b>	<b>49200000</b>	<b>18845600</b>	<b>108863563</b>	<b>920000</b>	<b>177829163</b>

#### REMUNERATION TO NON-EXECUTIVE DIRECTORS

No remuneration, other than sitting fees (Rs.25,000 for Board Meeting and Rs.10,000/- for Committee Meeting) and other expenses (travelling, boarding and lodging incurred for attending the Board/ Committee meetings) were paid to the non-executive Directors in 2015-16.

#### Code of Conduct

The Board has laid down a code of conduct for all Board Members and senior management of the Company. The code of conduct is hosted on the website of the Company, [www.abanoffshore.com](http://www.abanoffshore.com)

All Board members and senior management personnel have affirmed the compliance with the code of conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report.

#### (II) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company has familiarized the Independent Directors with the

Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company etc through a familiarization programme. Details of the familiarization programme have been disclosed on the Company's website at the weblink: <http://abanoffshore.com/pdf/FPID.pdf>

#### (III) MEETING OF INDEPENDENT DIRECTORS:

An exclusive meeting of the Independent Directors was held on 01-02-2016. At the meeting, Independent Directors

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairman of the Company, taking into account the views of the executive and non-executive directors;
- assessed the quality, quantity and timeliness flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Name	Category	No. of Meeting Attended
P. Murari	Member	1
K. Bharathan	Member	1
Ashok Kumar Rout	Member	1
Subhashini Chandran	Member	1

#### IV. COMMITTEES OF THE BOARD

The Board has constituted committees of Directors to deal with matters which need quick decisions and timely monitoring of the activities falling within the terms of reference. The Board Committees are as follows:

##### A. AUDIT COMMITTEE

###### Terms of Reference

The Audit Committee's Power and responsibilities include the following functions:

- Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees and approval of payment to statutory auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements before submission to the Board for approval, focusing primarily on:

a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134 (5) of the Companies Act, 2013. b) any changes in accounting policies and practices c) Major accounting entries based on exercise of judgment by management d) qualifications in draft audit report e) significant adjustments made in the financial statements arising out of audit findings f) The going concern assumption g) Compliance with accounting standards h) Compliance with Stock Exchange and legal requirements concerning financial statements i) Disclosure of any related party transactions i.e., Transactions of material nature with their subsidiaries, promoters, directors, management or their relatives etc., that may have potential conflict with the interests of company at large. Its scope also included a review with management performance of statutory and internal auditors, adequacy of internal controls, the adequate structure and staffing of the internal audit function, reporting structure coverage and frequency of internal audit j) Discussion with internal auditors on significant findings and follow up there on k) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board l) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern m) Investigating the reasons behind substantial default in the event of non-payments to shareholders (in case of non-payment of declared dividends) and creditors.

Reviewing with the Management the annual financial statements of the Indian Subsidiary Company

4 Meetings of Audit Committee were held during the year ended 31<sup>st</sup> March 2016 on the following dates:

27.05.2015, 03.08.2015, 05.11.2015 and 01.02.2016

Mr. S.N. Balaji Senior Manager (Legal) & Secretary is the Secretary of the Committee.

##### Composition and Attendance

Name	Category	No. of Meetings attended
P. Murari	Chairman	4
K. Bharathan	Member	4
P. Venkateswaran	Member	3
Ashok Kumar Rout (w.e.f. 01-02-2016)	Member	--

Executives of Accounts Department, the Statutory and Internal Auditors were invited to attend the Audit Committee Meetings

The Chairman of the Audit committee was present at the last Annual General Meeting

##### B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee monitored and redressed shareholder complaints relating to share transfer, the non-receipt of Annual Report and dividend.

The Committee met 4 times during the year on 27.05.2015, 03.08.2015, 05.11.2015 and 01.02.2016

##### Composition and Attendance

Name	Category	No. of Meetings attended
K. Bharathan	Chairman	4
P. Venkateswaran	Member	3
C.P. Gopalkrishnan	Member	4

The Company received 19 Complaints from shareholders which were answered and resolved, there were no pending complaints at the beginning or at the end of the year.

Name and Designation of Compliance Officer: Mr. S.N.Balaji, Senior Manager (Legal) & Secretary.

##### C. COMPENSATION COMMITTEE

The Compensation Committee was constituted in the year 2005 with the following powers:

- Identification of Classes of employees entitled to participate in the Employee Stock Option Scheme (ESOS) and the quantum of option to be granted under ESOS per employee and in aggregate.
- Conditions under which option vested in employees shall lapse.
- The exercise period within which the employee should exercise the option granted and the conditions where the granted options will lapse on failure to exercise the option within the exercise period.

- d) Specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee, the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
- e) The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and other.
- f) Grant, vest and exercise of option in case of employee who are on long leave.
- g) Framing suitable policies and systems to ensure that there is no violation of Securities and Exchange Board of India (Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations 1995, by any employee
- h) Monitoring and from time to time altering ESOS 2005

**The details of options under the Employee Stock Option 2005 (ESOS 2005) are given below:**

Maximum number of options that may be granted under the scheme is 1.84 million equity shares of Rs.2/- each. Options granted during the year – Nil (upto 31st March 2015: 1.84 million equity shares of Rs.2/- each). Options lapsed during the year 0.028 million equity shares of Rs.2/- each (upto 31st March 2015: 0.259 million equity shares of Rs.2/- each). Options exercised during the year: Nil (upto 31st March 2015: 0.160 million equity shares of Rs.2/- each). Options outstanding at the end of the year: 1.396 million equity shares of Rs.2/- each (upto 31st March 2015: 1.424 million equity shares of Rs.2/- each). Options yet to be granted under the scheme : 0.288 million equity shares of Rs.2/- each (31st March 2015: 0.26 million equity shares of Rs.2/- each).

No meeting was held during the year.

**D. NOMINATION & REMUNERATION COMMITTEE:**

In accordance with the requirement of Companies Act, 2013 and the listing agreement, the Committee has (i) formulated criteria for evaluation of the Board and non-independent directors for the purpose of review of their performance at a separate meeting of the Independent Directors and (ii) recommended a policy relating to remuneration of the directors, key managerial personnel and other employees which, inter alia includes the basis for identification of persons who are qualified to become directors.

The remuneration policy and the criteria for evaluation of directors as recommended by the Committee and approved by the Board are attached to this report as Annexure

**Composition and Attendance**

Name	Category	No. of Meetings attended
K. Bharathan	Chairman	1
P. Murari	Member	1
Ashok Kumar Rout	Member	1

During the year the Committee met once on 27.05.2015.

**E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Terms of reference:

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013 in February 2014 with the following terms of reference.

- (a) Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (b) Recommend the amount to be spent on the CSR activities.
- (c) Monitor the Company's CSR policy periodically.
- (d) Attend to such other matters and functions as may be prescribed from time to time.

Accordingly the Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is hosted on the website of the Company.

**Composition and Attendance**

Name	Category	No. of Meetings attended
Ashok Kumar Rout	Chairman	1
C.P.Gopalkrishnan	Member	1
Deepa Reji Abraham	Member	1
Subhashini Chandran	Member	1

During the year the Committee met once on 01.02.2016.

**V. Subsidiary Company**

The Indian subsidiaries of the Company does not come under the purview of the material non-listed subsidiary.

**VI. GENERAL BODY MEETINGS**

The details of the date and location of the last three Annual General Meetings are given below:

Annual General Meeting	Day and Date	Time	Venue
29 <sup>th</sup> Annual General Meeting***	Wednesday 23.09.2015	10.15 A.M	The Music Academy, Kasturi Srinivasan Hall ( Mini Hall), New No.168, T.T.K. Road, Royapettah, Chennai 600 014
28 <sup>th</sup> Annual General Meeting**	Friday 19.09.2014	10.15 A.M	Narada Gana Sabha Trust (Sathguru Gnananda Hall), T.T.K Road, Chennai 600 018.
27 <sup>th</sup> Annual General Meeting*	Friday 20.09.2013	10.15 A.M	Mini Hall, Music Academy No.168(old No.306), T.T.K Road, Royapettah, Chennai - 600 014

\*\*\* Two Special Resolutions were passed and there was e-voting during the year. No postal ballot during the year.

\*\* Eight Special Resolutions were passed and there was e-voting during the year

\* Three Special Resolutions were passed and there was a postal ballot during the year

A Summary of the items of business approved by the members as Special Resolutions, in the last three AGMs is given hereunder.

1. AGM held on 23<sup>rd</sup> September 2015.
  - a. Issue of Foreign Currency Convertible Bonds (FCCBs) Depository Receipts (GDRs) American Depository Receipts (ADRs) warrants and other instruments convertible into Equity Shares.
  - b. Issue of Securities to Qualified Institutional Buyers.
2. AGM held on 19<sup>th</sup> September 2014.
  - a. To enhance the borrowing limit pursuant to section 180 (1)(c) of Companies Act, 2013
  - b. Creation of Security on Movable and Immovable Properties of the Company under Section 180(1)(a) of the Companies Act, 2013.
  - c. Revision in terms of Remuneration payable to Mr. P. Venkateswaran, Deputy Managing Director.
  - d. Revision in terms of Remuneration payable to Mr. C.P. Gopalkrishnan, Deputy Managing Director & CFO
  - e. Issue of Stock options to employees
  - f. Issue of Stock Option Scheme to Employees of Subsidiary.
  - g. Issue of Foreign Currency Convertible Bonds (FCCBs) Depository Receipts (GDRs) American Depository Receipts (ADRs) warrants and other instruments convertible into Equity Shares.
  - h. Issue of Securities to Qualified Institutional Buyers.
3. AGM held on 20<sup>th</sup> September 2013
  - a. Auditors appointment
  - b. Raising fund through issue of FCCBs, GDRs, ADRs, etc
  - c. Issue of equity related securities to QIBs

#### VII. CEO / CFO CERTIFICATION

As required under Regulation 17(8) of SEBI ( Listing Obligations and Disclosure Requirements) Regulation, 2015, the CEO and CFO have given a compliance certificate to the Board.

#### VIII. DISCLOSURES

##### Related Party Disclosure

There has been no materially significant related party transaction (transactions of a material nature) with the Company's Subsidiaries, associate company, promoters, management, Directors or their relatives etc. having a potential conflict with the interest of the Company at large. Please refer Balance Sheet Notes to Accounts for details of related party transactions. The Company's policies on Material Subsidiaries and Related Party Transactions are available on the website under the weblink: <http://abanoffshore.com/RelatedPartyTransactionsPolicy.pdf>

##### Details of Non-compliance

No penalties, strictures were imposed on the Company by Stock Exchanges in India or SEBI or any statutory authority on any matter related to the Capital Market during the last 3 years.

#### IX. Means of Communication

A timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end Quarterly un-audited financial results were published in Business Standard (English) and Makkal Kural (Vernacular language). The results were also displayed on the company's web site, [www.abanoffshore.com](http://www.abanoffshore.com)

The presentations made by the Company to Financial Institutions and others were posted on the website, [www.abanoffshore.com](http://www.abanoffshore.com)

The Company also regularly posts information relating to its Financial Results and Shareholding Pattern on Corp filing.

Management Discussion and Analysis forms Part of the Annual Report.

#### X. GENERAL INFORMATION FOR SHAREHOLDERS

Financial Calendar

Financial Year	1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017.
Board meeting for considering the accounts	23 <sup>rd</sup> May 2016.
Posting of Annual Report	On or before 1 <sup>st</sup> September 2016.
Book closure dates	23 <sup>rd</sup> September 2016 to 29 <sup>th</sup> September 2016.
Last date for the receipt of proxy forms	27 <sup>th</sup> September 2016.
Thirtieth Annual General Meeting	29 <sup>th</sup> September 2016.
Venue	The Music Academy, Kasturi Srinivasan Hall (Mini Hall) , New No: 168 T.T.K. Road, Royepettah, Chennai 600 014.
Time	10.15 A.M.
Board Meeting to consider unaudited results for the first 3 quarters of the financial year 2016-2017: Results of the quarter ended on 30 <sup>th</sup> June 2016 Results of the quarter ended on 30 <sup>th</sup> September 2016 Results of the quarter ended on 31 <sup>st</sup> December 2016	On or before 14 <sup>th</sup> August 2016. On or before 14 <sup>th</sup> November 2016. On or before 14 <sup>th</sup> February 2017.

## Listing on Stock Exchanges

### a. Equity shares of the Company are listed on the following Stock Exchanges

#### BSE Limited

Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, P.J. Towers  
Dalal Street, Fort  
Mumbai – 400 001

#### National Stock Exchange of India Limited

Exchange Plaza  
5th Floor, Plot No : C/1 G Block,  
Bandra – Kurla Complex Bandra (E)  
Mumbai 400 051

The listing fees for the Financial Year 2016-17 were paid to the Stock Exchanges in India where the Company's Equity shares are listed.

## STOCK CODES:

### EQUITY SHARES:

BSE Limited	523204
National Stock Exchange of India Limited	ABAN
ISIN No. for Dematerialised shares	INE421A01028

The Non Convertible Cumulative Redeemable Preference Shares are listed on the BSE Limited.

700099 – 10,50,00,000 - 10% p.a. Non Convertible Cumulative Redeemable Preference Shares

700129 – 5,50,00,000 - 10% p.a. Non convertible Cumulative Redeemable Preference Shares

700130 – 4,00,00,000 – 10% p.a. Non convertible Cumulative Redeemable Preference Shares

700131 – 6,10,00,000 – 10% p.a. Non convertible Cumulative Redeemable Preference Shares

ISIN No. of 10% p.a. Non convertible Cumulative Redeemable Preference Shares

INE 421A04097

ISIN No of 5,50,00,000 - 10% Non Convertible Cumulative Redeemable Preference shares

INE421A04071

ISIN No of 4,00,00,000 - 10% Non Convertible Cumulative Redeemable Preference shares

INE421A04063

ISIN No of 2,00,00,000 - 10% p.a. Non Convertible Cumulative Redeemable Preference shares

INE421A04055

ISIN No of 6,10,00,000 - 10% Non – Convertible Cumulative Redeemable Preference shares

INE421A04089

Details of outstanding shares in unclaimed suspense account

## UNCLAIMED SHARE CERTIFICATES

In terms of 39(4) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, all the shares issued in physical form pursuant to a public issue or any other issue, which remain unclaimed have been transferred into one folio in the name of Unclaimed Suspense Account and dematerialized. The voting rights of these shares shall remain frozen till the rightful owner of such shares claims the shares. The details regarding the shares which are in the unclaimed suspense account are given below :

S. No	Description	Total No. of cases	Total shares
1.	No. of shareholders and Outstanding shares lying in the unclaimed suspense at beginning of the year	1396	541147
2.	No. of shareholders who approached for transfer of shares from Unclaimed suspense account during the year.	30	12010
3.	No. of shareholders to whom Shares were transferred from the unclaimed suspense account during the year	30	12010
4.	No. of shareholders and Outstanding shares lying in the unclaimed suspense account at the end of the year.	1366	529137

Note: Two shareholders partial transfer.

## Share Warrants

During the year 2013-14, the Company had allotted 4 Million Share Warrants on a preference basis to the promoter / promoter group entitling them to apply for and obtain allotment of one equity share of INR 2/- each fully paid at a price of INR 391/- per share against each such warrant at any time after the date of allotment but on or before the expiry of 18 Months from the date of allotment in one or more tranches.

Out of the 4 Million Share Warrants allotted, 3.39 Million were converted in to Equity shares during the year 2014-15. During the current financial year the balance 0.61 Million warrants were also converted and there are no outstanding warrants.

## Care Rating

Credit Analysis & Research Ltd (CARE) has reaffirmed ratings of Cumulative Redeemable Preference Shares at 'CARE D (RPS)' [D (Redeemable Preference Shares)].

## INVESTOR'S HELP DESK

Company's Registered Office Address

Aban Offshore Limited

Janpriya Crest

113 Pantheon Road

Egmore

Chennai – 600 008

Phone: 91-44-49060606

Fax: 91-44-2819 5527

Email Id: ir@aban.com

## Registrar and Share Transfer Agent (Both physical and Demat Mode)

M/s Cameo Corporate Services Ltd.,

### Unit : Aban Offshore Ltd.

Subramanian Buildings

1 Club House Road

Chennai -600 002.

Phone: 91-44-28460390

Fax: 91-44-28460129

Email ID : investor@cameoindia.com

## Investors' complaints are to be addressed to the Registrar and Share Transfer Agents.

**Shareholders' rights:** The Half-Yearly declaration of the financial performance (including a summary of the significant events in last six months) should be sent to the households of each shareholder. As the Company's half-yearly results are published in English and Tamil newspapers, the same are not sent to the households of the shareholders of the Company.

**Share Transfer System:** Presently the share transfers which are received in physical form are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respects. The Company delegated the authority to approving transfer, transmission etc., of the Company securities to the Company Secretary / Officers of the Company. A summary of transfer / transmission of securities of the Company so approved are placed in the subsequent Board Meeting for ratification.

The Company obtains certificate from G. Ramachandran & Associates, Company Secretaries for compliance of Listing Agreement provisions and submit the same to the Stock Exchanges where the Company's shares are listed.

## Liquidity

The Company's Equity Shares are among the most liquid and actively traded shares on the Indian Stock Exchanges more specifically in National Stock Exchange of India Ltd and BSE Limited. The Company's Non-convertible Cumulative Redeemable Preference Shares are listed in the BSE Limited.

## Dematerialisation of shares

99.32 % of Equity shares of the Company have been dematerialized as at 31st March, 2016. The company has entered into agreement with both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the depositories.

## Plant Locations

DRILLING LOCATIONS as at 31 March, 2016

<u>S.No</u>	<u>RIGS</u>	<u>LOCATION</u>
1.	Aban II	East Coast of India
2.	Aban III	Mumbai High
3.	Aban IV	West Coast of India
4.	Aban V	Middle East
5.	Aban VI	Middle East
6.	Tahara	East Coast of India
7.	Aban Ice	West Coast of India

## WIND ENERGY DIVISION

The Company has installed and operates 79 Wind Energy Generators at Nagercoil, Tamil Nadu.

## Whistleblower Policy/Vigil Mechanism

The Company adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour. The mechanism provides for adequate safeguards against victimization of employees. Further no person has been denied access to the chairman of the Audit Committee. The policy is available in the website under the <http://abanoffshore.com/pdf/whistleblowerpolicy.pdf>

## Categories of shareholders as on 31st March 2016

Category	Number of folios	Number of shares	%
Promoter(s)	2	11280910	19.33
Promoter Group	4	7796881	13.36
Collaborators	1	8328750	14.27
FII's, NRIs/OCB	2413	2749337	4.71
Mutual Funds, FIs, Banks	15	1904312	3.26
Bodies Corporate	1474	4172954	7.15
Public	160268	22132179	37.92
<b>Total</b>	<b>164177</b>	<b>58365323</b>	<b>100.00</b>

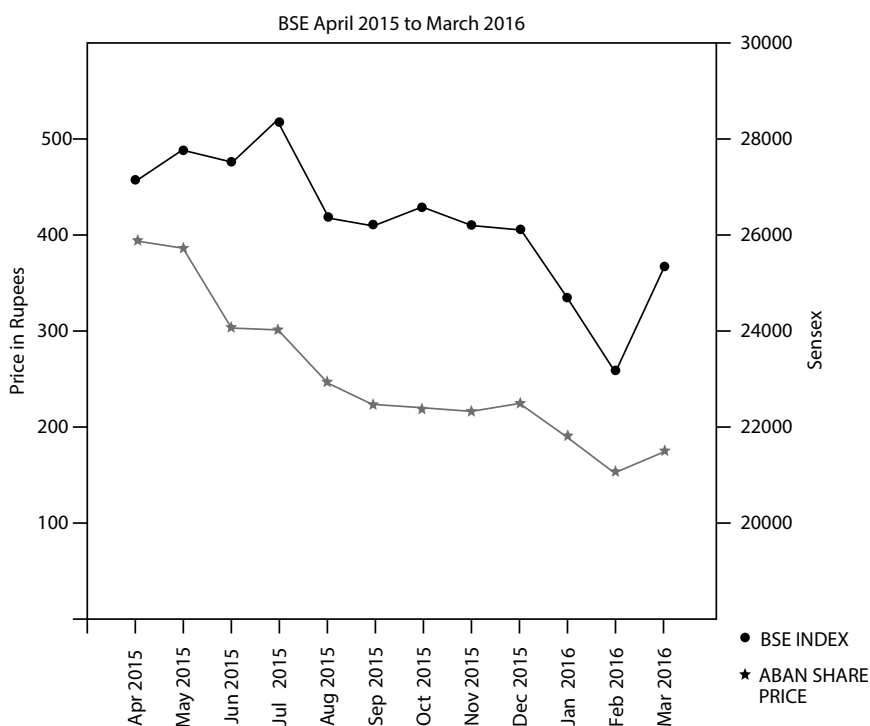
## Share Price Volume

The monthly high and low quotation and the volume of shares traded on BSE & NSE are as under:

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
April 2015	481.90	392.75	4838278	481.70	391.25	18568372
May 2015	412.00	375.00	3913387	411.30	376.20	14515000
June 2015	394.90	298.30	5147828	394.90	297.90	19591394
July 2015	340.00	276.00	12286013	339.90	276.10	54944227
August 2015	313.90	216.00	7269320	313.90	215.70	26331458
September 2015	261.50	221.00	6244013	261.90	221.00	23084192
October 2015	257.60	222.20	6892490	257.50	223.10	26520873
November 2015	229.50	202.65	5739907	229.30	200.00	20384399
December 2015	241.40	205.30	6859876	241.20	205.15	29584493
January 2016	239.30	175.70	7298103	239.20	175.70	21165916
February 2016	193.50	142.50	7614814	193.40	142.55	23200750
March 2016	196.00	156.10	7432011	196.00	157.10	27871557



**Graphical Representation of Performance of Aban Offshore Limited's Share Price (average of closing price of BSE and NSE) in comparison with BSE Sensex.**



Month	Apr-15	May-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16
BSE Cl. Price	394.45	390.95	303.65	301.00	248.50	229.25	224.65	219.05	226.60	190.35	156.65	176.70
Sensex	27011.31	27828.44	27780.83	28114.56	26283.83	26154.83	26656.83	26145.67	26117.54	24870.69	23002.00	25341.86

**Distribution of shareholdings as on 31st March 2016**

Category (Shares)	Folio		Shares	
	Numbers	%	Numbers	%
1-100	126171	76.8505	4364183	7.4773
101-500	30215	18.4039	7319798	12.5413
501-1000	4614	2.8103	3547024	6.0772
1001-2000	1857	1.1310	2735825	4.6874
2001-3000	532	0.3240	1330941	2.2803
3001-4000	231	0.1407	821940	1.4082
4001-5000	146	0.0889	678591	1.1626
5001 -10000	222	0.1352	1595737	2.7340
10001 & above	189	0.1151	35971284	61.6312
<b>Total</b>	<b>164177</b>	<b>100.00</b>	<b>58365323</b>	<b>100.00</b>

**Declaration by the Managing Director under Listing Regulations regarding compliance with Code of Conduct.**

In accordance with the Listing Regulations, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the Financial Year ended on 31st March 2016.

**Aban Offshore Limited**

Chennai  
May 23, 2016

**Reji Abraham**  
Managing Director

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

### **To the Members of Aban Offshore Limited**

We have examined the compliance of conditions of Corporate Governance by Aban Offshore Limited, for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges in India for the period April 2015 to 30 November 2015 and as per the Regulation 4(2) read with Chapter IV and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance as prescribed in the above mentioned Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representation made by the Management of the Company, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Ford Rhodes Parks & Co. LLP**  
**Chartered Accountants**  
**ICAI – Registration No: 102860W / W100089**

**Ramaswamy Subramanian**  
**Partner**  
**Membership No: 016059**

Place: Chennai

Date : May 23, 2016

### **CRITERIA FOR EVALUATION**

#### **Criteria for evaluation of the Board and non-Independent Directors at a separate meeting of Independent Directors:**

1. Composition of the Board and availability of multi-disciplinary skills  
Whether the Board comprises of Directors with necessary qualifications and experience in various fields to make Aban Offshore Ltd a versatile institution
2. Existence of integrated Risk Management System  
Whether the Company has an integrated risk management system to cover the business risks
3. Commitment to good Corporate Governance Practices  
Whether the company practices high ethical and moral standards and is fair and transparent in all its dealing with the stake holders.
4. Track record of financial performance  
Whether the Company has been having a satisfactory financial performance and is transparent in all its disclosures on financial data
5. Adherence to Regulatory Compliance  
Whether the Company adheres to the various Government regulations, both State and Central in time.
6. Grievance redressal mechanism  
Whether proper systems are in place to attend to the complaints/grievances from the shareholders, customers, employees and others quickly, fairly and efficiently.
7. Use of Information Technology  
Whether the Company has an Integrated IT strategy and whether there is any system for periodical technology upgradation.
8. Commitment to CSR  
Whether the Company is committed to social causes and CSR and whether there are systems to identify, finance and monitor such activities.

#### **Criteria for evaluation of Chairman at the meeting of Independent Directors:**

1. Ability to lead/ guide the Company
2. Dynamism

3. Standard of Integrity
4. Understanding of Macro and Micro economic trends and its impact on the Company
5. Public Relations
6. Future Vision.

**Criteria for evaluation of Independent Directors by the entire Board:**

1. Qualifications & Experience
2. Standard of Integrity
3. Attendance in Board Meetings/AGM/Committee Meetings
4. Understanding of Company's business
5. Participation/Value addition in Board Meetings.

**Criteria for evaluation of the Audit Committee by the Board:**

1. Knowledge on finance
2. Analyzer/ review of financial performance
3. Qualification & Experience of members
4. Oversight of Audit & inspection
5. Monitor/Review of regulatory compliance
6. Fraud monitoring

## **REMUNERATION POLICY**

**(I) Criteria for Determining Qualifications, Positive Attributes & Independence of Director:**

**1. Qualifications of Independent Director:-**

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

**2. Positive attributes of Independent Directors:-**

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his/her responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his/her professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

**3. Independence of Independent Directors:-**

An Independent director should meet the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement concerning independence of directors.

**Board Diversity:**

The Company recognizes the benefits of having a diverse Board to enhance the quality of its performance. Accordingly our Board of Directors over the last two decades have come from banking and Insurance Industry, Chartered Accountants, engineering, Finance and legal professionals and retired civil servant.

**(II) Remuneration Policy for Directors, Key Managerial Personnel and other employees**

Non-Executive Directors shall be paid a sitting fee of Rs. 25,000/- for every meeting of the board and Rs. 10,000/- for committee there of attended by them as member.

**MANAGING DIRECTOR & KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES**

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent. The Remuneration to Managing Director shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance as may be decided by the management.

Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies*  
*(Appointment and Remuneration Personnel) Rules, 2014*

To,

The Members,  
Aban Offshore Limited  
CIN L01119TN1986PLC013473  
'Janpriya Crest'  
113, Pantheon Road,  
Egmore  
Chennai – 600008

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

Based on our verification of the 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Aban Offshore Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Customs Act, 1962.
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) The Electricity Act, 2003
- (vi) The Merchant Shipping Act, 1958
- (vii) Employees Provident Fund Act, 1952;
- (viii) The Employees State Insurance Act, 1948;
- (ix) Central Sales Tax Act, 1956;
- (x) Payment of Gratuity Act, 1972;
- (xi) Maternity Benefits Act, 1961;
- (xii) Local Shops & Establishment Acts of States;
- (xiii) Income Tax Act, 1961
- (xiv) Finance Act, 1994 (Service Tax) and rules thereunder
- (xv) 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;
- (xvi) 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, 1992/2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (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 - the Company has not delisted its shares, therefore the above regulations does not apply to the Company for the year under review; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – the Company has not bought back any of its securities during the year, so the above regulations does not apply to the Company for the year under review;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Notified with effect from 1st July 2015)
- (ii) The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

**We further report that**

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

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

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

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

**We further report that** during the audit period the company has:

- i. The Company has converted 6,10,000 warrants of Rs. 2/- each into 6,10,000 Equity shares of Rs. 2/- each at a premium of Rs. 389/- per share under Preferential Allotment to the Promoters / Promoter Group.
- ii. With regard to the non-redemption of Preference shares, the Company is in the process of discussing the plan of redemption and payment of dividend with preference share holders.

For **G RAMACHANDRAN & ASSOCIATES**  
*Company Secretaries*

**G. RAMACHANDRAN**  
*Proprietor*  
ACS No.9865 CoP. No.3056

Date: May 23, 2016

Place: Chennai.



## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ABAN OFFSHORE LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Aban Offshore Limited ("the company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, the Cash Flow Statement for year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

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

We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit for year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1 As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, 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 A".
- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,  
in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 31(c) to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Ford Rhodes Parks & Co. LLP**  
*Chartered Accountants*  
ICAI - Registration No: 102860W / W100089

**Ramaswamy Subramanian**  
*Partner*  
Membership No: 016059  
Place : Chennai  
Date : May 23, 2016

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date under the caption  
"Report on Other Legal and Regulatory Requirements")

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the fixed assets have been physically verified by the Management during the year in a phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies have come to the notice on such physical verification.
- (c) According to the information and explanation given to us and on verification of documents provided to us, we are of the opinion that the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventory has been physically verified by the Management at reasonable intervals. The material discrepancies noticed on verification between the physical stocks and the book records have been dealt with in the books of account.
- (iii) The Company has given unsecured loans to its wholly owned foreign subsidiary and its Indian subsidiaries, being the companies covered in the Register maintained under Section 189 of the Companies Act, 2013, during the year, as shown below:

Company	Unsecured Loan granted during the year (Indian Rupees in Millions)	Loan Amount outstanding at the end of the year (Indian Rupees in Millions)	Maximum amount outstanding during the year (Indian Rupees in Millions)
Aban Holdings Pte Limited, Singapore	328.56	6226.34	6226.34
Radhapuram Wintech Private Limited, India	Nil	10.57	10.57
Aban Green Power Private Limited, India	Nil	40.00	40.00

- (a) In our opinion based on the information and explanations provided to us, the terms and conditions of the grant of the above said loans are not prejudicial to the interest of the Company.
- (b) The repayment of principal and payment of interest are on "On Demand" basis as per the loan agreement.
- (c) The loans given by the Company are repayable on demand and therefore the question of overdue amount does not arise.
- (iv) The Company has granted unsecured loan, provided guarantee and invested in its wholly owned foreign subsidiary and Indian subsidiaries. The Company has also invested in other companies. Based on the information and explanations given to us we are of the opinion that the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 wherever applicable with respect to the said transactions.
- (v) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 73 of the Companies Act, 2013 and hence directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed there under are not applicable to the Company at present.
- (vi) The Central Government has not prescribed maintenance of Cost Records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of business of the Company and hence the provision of clause 3(vi) of the Order is not applicable with regard to maintenance of cost records.
- (vii) (a) According to the information and explanations give to us and on the basis of our examination of the books of account, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of above are in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable. We have been informed by the Management that the Company is not required to make contribution to Employees State Insurance fund.
- (b) According to the information and explanations given to us, there are no dues of sales tax or duty of excise or value added tax, which have not been deposited with appropriate authorities on account of any dispute.



However according to the information and explanations given to us, the following dues have not been deposited by the Company on account of dispute:

**Income Tax:**

Income Tax dues relating to the period 2002 – 2006 amounting to INR 556.40 Million pending before High Court of Madras.

Income Tax dues relating to the period 2006 – 2008 amounting to INR 396.17 Million pending before Income Tax Appellate Tribunal.

Income Tax dues relating to the period 2008 – 2009 amounting to INR 418.38 Million pending before the Income Tax Appellate Tribunal and

Income Tax dues relating to the period 2009 – 2010 amounting to INR 812 Million pending before Income Tax Appellate Tribunal.

Income Tax dues relating to the period 2010 – 2011 amounting to INR 1907.90 Million pending before Income Tax Appellate Tribunal.

**Service Tax:**

Service Tax dues relating to the year 2007 amounting to INR 17.36 Million pending before the Supreme Court.

Service Tax dues relating to the year 2011 amounting to INR 78.72 Million pending before the CESTAT, Chennai.

Service Tax dues relating to the year 2010 amounting to INR 16.32 Million pending before the CESTAT, Chennai.

Service Tax dues relating to the period 2011 – 2012 amounting to INR 18.94 Million pending before the CESTAT, Chennai.

Service Tax dues relating to the period 2012 – 2014 amounting to INR 236.49 Million pending before the CESTAT, Chennai and

Service Tax dues relating to the period 2008 – 2010 amounting to INR 605.75 Million pending before the CESTAT, Mumbai.

**Duties of Custom:**

Customs Duty dues relating to the period 2003 – 2004 amounting to INR 279.13 Million pending before Supreme Court.

- (viii) Based on our audit procedures and according to the information and explanations given to us, we have noted default in repayment of term loan instalments with respect to three bank loan accounts and interest during the year which are due to the three banks. The unpaid overdue loan instalments and interest during the year in this regard as at 31st March 2016 were as follows:

Name of the Lender	Amount of default including interest payable as at the Balance Sheet Date In INR Million	Period of Default	Remarks, if any
Punjab National Bank	249.36	Jan – Mar '16	Amount paid till the date of our report INR 206.91 Million
Central Bank of India	103.34	Jan – Mar '16	Amount paid till the date of our report - Nil
Lakshmi Vilas Bank Ltd	27.40	Mar '16	Amount paid till the date of our report INR 20 Million
<b>Total</b>	<b>380.10</b>		

During the year the Company has repaid all its dues to financial institution. The Company has no dues to Government during the year and has no dues to debenture holders.

- (ix) During the year the Company has not raised moneys by way of initial public offer or further public offer. According to the information and explanations provided to us, the Company has not taken any term loan during the year and hence the provision of clause 3(ix) of the Order relating to application of term loan funds is not applicable to the Company.
- (x) During the course of our examination of the books of account, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, either noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanations provided to us, we are of the opinion that the Company has provided and paid the managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence the provisions of clause 3(xii) of the Order, relating to compliance with maintenance of net owned funds and deposits, are not applicable to the Company.



## Aban Offshore Limited

- (xiii) As per the information and explanations provided to us, the transactions entered into by the Company, during the year, with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013. The details of the related party transactions as required by the applicable Accounting Standard have been disclosed by the Company in the financial statements.
- (xiv) During the year under audit, the Company has made allotment of equity shares against conversion of share warrants which were allotted on preferential basis to promoter/promoter group during the financial year 2013 – 2014 in accordance with the provisions of erstwhile Companies Act, 1956 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The amount raised by the Company have been used for the purpose for which the funds were raised.
- (xv) According to the information and explanations provided to us, during the year the Company has not entered into any non-cash transactions with the directors or persons connected with him. Hence the provision of clause 3(xv) of the Order, relating to compliance with provisions of Section 192 of the Companies Act, 2013, is not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

### **For Ford, Rhodes, Parks & Co. LLP**

*Chartered Accountants*

ICAI - Registration No: 102860W / W100089

### **Ramaswamy Subramanian**

*Partner*

Membership No: 016059

Place : Chennai

Date : May 23, 2016

## “Annexure A”

### **ANNEXURE TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ABAN OFFSHORE LTD**

#### **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 Aban Offshore Limited (“the company”) as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and Standards on Auditing, issued by the Institute of Chartered Accountants of India (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 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 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 authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, 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 Ford Rhodes Parks & Co. LLP**

Chartered Accountants  
ICAI Registration No: 102860W / W100089

#### **Ramaswamy Subramanian**

Partner  
Membership No: 016059

Place: Chennai  
Date: May 23, 2016



## Balance Sheet

As at 31<sup>st</sup> March 2016

	Note No:	As at 31 <sup>st</sup> March, 2016 Rs. Millions	As at 31 <sup>st</sup> March, 2015 Rs. Millions
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share Capital	3	2,926.73	2,925.51
Reserves and Surplus	4	32,413.76	28,501.51
Money received against Share Warrants	5	-	59.63
		<b>35,340.49</b>	<b>31,486.65</b>
<b>Non-current liabilities</b>			
Long-term borrowings	6	4,486.71	5,514.12
Deferred tax liabilities (net)	7	858.57	745.81
Long-term provisions	8	10.74	16.99
		<b>5,356.02</b>	<b>6,276.92</b>
<b>Current liabilities</b>			
Short -term borrowings	9	2,022.51	2,318.74
Trade payables	10	4,094.69	4,582.41
Other current liabilities	10	2,029.01	2,001.68
Short -term provisions	8	112.28	578.18
		<b>8,258.49</b>	<b>9,481.01</b>
<b>TOTAL</b>		<b>48,955.00</b>	<b>47,244.58</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible assets	11	9,381.29	9,573.59
Capital work-in-progress		-	186.86
Non-current investments	12	26,178.87	26,159.01
Long-term loans and advances	13	150.97	396.06
Other non-current assets	15.2	3.03	3.03
		<b>35,714.16</b>	<b>36,318.55</b>
<b>Current assets</b>			
Inventories	14	995.74	1,039.56
Trade receivables	15.1	4,644.53	2,853.47
Cash and bank balances	16	480.68	248.46
Short-term loans and advances	13	7,119.48	6,784.38
Other current assets	15.2	0.41	0.16
		<b>13,240.84</b>	<b>10,926.03</b>
<b>TOTAL</b>		<b>48,955.00</b>	<b>47,244.58</b>

Summary of significant accounting policies

2.1

The accompanying notes 1 to 43 are an integral part of the financial statements

As Per our Report of even date

For and on behalf of the Board

For Ford, Rhodes, Parks & Co.LLP  
Chartered Accountants  
ICAI - Registration  
No.102860W/W100089

**P.Murari**  
Chairman

**Reji Abraham**  
Managing Director

**P.Venkateswaran**  
Dy. Managing Director

**C.P.Gopalkrishnan**  
Dy. Managing Director &  
Chief Financial Officer

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date : May 23, 2016

**Ashok Kumar Rout**  
Director

**K. Bharathan**  
Director

**Deepa Reji Abraham**  
Director

**Subhashini Chandran**  
Director

**S.N. Balaji**  
Senior Manager (Legal)  
& Secretary

Statement of **Profit and Loss**  
For the year ended 31<sup>st</sup> March 2016

	Note No:	Year ended 31 <sup>st</sup> March, 2016 Rs. Millions	Year ended 31 <sup>st</sup> March, 2015 Rs. Millions
<b>Income</b>			
Revenue from operations	17	10,141.34	7,597.52
Other income	18	683.69	584.75
<b>Total revenue</b>		<b>10,825.03</b>	<b>8,182.27</b>
<b>Expenses</b>			
Consumption of stores,spares,power and fuel	19	540.18	500.54
Employee benefits expense	20	1,163.23	1,149.93
Finance Costs	21	843.29	930.15
Depreciation and amortization expense	22	980.19	805.77
Other expenses	23	2,013.12	2,134.30
<b>Total expenses</b>		<b>5,540.01</b>	<b>5,520.69</b>
<b>Profit before tax</b>		<b>5,285.02</b>	<b>2,661.58</b>
<b>Tax expenses</b>			
Current tax		1,494.65	618.00
Deferred tax		112.76	137.37
<b>Total tax expense</b>		<b>1,607.41</b>	<b>755.37</b>
<b>Profit for the year</b>		<b>3,677.61</b>	<b>1,906.21</b>
<b>Earnings per equity share of Rs.2 each (31st March 2015: Rs.2 each)</b>	24		
<b>Basic</b>			
Computed on the basis of profit for the year (in Rs)		63.02	29.87
<b>Diluted</b>			
Computed on the basis of profit for the year (in Rs) and dilutive effects		63.02	29.65
Summary of significant accounting policies	2.1		
The accompanying notes 1 to 43 are an integral part of the financial statements			

As Per our Report of even date

For Ford, Rhodes, Parks & Co.LLP  
Chartered Accountants  
ICAI - Registration  
No.102860W/W100089

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date : May 23, 2016

**P.Murari**  
Chairman

**Ashok Kumar Rout**  
Director

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**K. Bharathan**  
Director

**P.Venkateswaran**  
Dy. Managing Director

**Deepa Reji Abraham**  
Director

**C.P.Gopalkrishnan**  
Dy. Managing Director &  
Chief Financial Officer

**Subhashini Chandran**  
Director

**S.N. Balaji**  
Senior Manager (Legal)  
& Secretary



## Cash Flow Statement

For the year ended 31<sup>st</sup> March 2016

	Year ended 31st March 2016 Rs. Millions	Year ended 31st March 2015 Rs. Millions
<b>Cash Flow from operating activities</b>		
Profit before tax	5,285.02	2,661.58
<b>Profit before tax</b>	<b>5,285.02</b>	<b>2,661.58</b>
<u>Non cash adjustment to reconcile profit before tax to net cash flows</u>		
Depreciation/amortization	980.19	805.77
Loss/(profit) on sale of fixed assets	(19.71)	(39.99)
Provision for Employee Benefits	20.70	19.97
Unrealized foreign exchange (gain)/loss	(41.78)	415.01
Net Loss/( gain) on sale of Non Current investments	-	(6.35)
Interest expenses	843.29	930.15
Interest income	(474.52)	(129.41)
Dividend income	(0.64)	(138.23)
Operating profit before working capital changes	<b>6,592.55</b>	<b>4,518.50</b>
<u>Movements in working capital:</u>		
Increase/(Decrease) in trade payables	(466.24)	71.09
Increase/(Decrease) in other current liabilities	(5.87)	51.51
Decrease/(Increase) in trade receivables	(1,671.56)	(140.51)
Decrease/(Increase) in inventories	43.82	(45.97)
Decrease/(Increase) in long term loans and advances	(61.52)	(38.66)
Decrease/(Increase) in short term loans and advances	(159.54)	(59.97)
Cash generated from operations	4,271.64	4,355.99
Direct taxes paid (net of refunds)	(812.59)	(675.65)
<b>Net cash flow from operating activities (A)</b>	<b>3,459.05</b>	<b>3,680.34</b>
<b>Cash Flow from investing activities</b>		
Purchase of fixed assets	(437.23)	(2,189.52)
Capital advances	(28.19)	(178.06)
Proceeds from sale of fixed assets	33.96	72.54
Proceeds from sale of non-current investments	-	874.76
Purchase of non-current investments	(19.85)	(1,534.81)
Interest received	9.96	42.66
Dividends received	0.64	138.23
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(440.71)</b>	<b>(2,774.20)</b>
<b>Cash Flow from financing activities</b>		
Proceeds from issuance of share capital	178.88	8,406.17
Repayment of long term borrowings	(1,377.83)	(804.65)
Proceeds from short term borrowings	-	515.09
Repayment of short term borrowings	(307.93)	(2,092.39)
Repayment of loan by foreign subsidiary/(Loans extended to foreign subsidiary)	114.30	(5,893.48)
Interest paid	(821.72)	(988.98)
Dividends paid on equity shares	(210.12)	(204.70)
Dividends paid on preference shares	(263.57)	(281.00)
Tax on equity dividend paid	(43.01)	(34.78)
Tax on preference dividend paid	(53.95)	(47.76)
<b>Net cash flow used in financing activities (C)</b>	<b>(2,784.95)</b>	<b>(1,426.49)</b>

## Cash Flow Statement

For the year ended 31<sup>st</sup> March 2016

	Year ended 31st March 2016 Rs. Millions	Year ended 31st March 2015 Rs. Millions
<b>Net increase /(decrease) in cash and cash equivalents (A+B+C)</b>	233.39	(520.34)
<b>Effect of exchange differences on cash and cash equivalents held in foreign currency</b>	(1.17)	9.75
Cash and cash equivalents at the beginning of the year	248.46	759.05
<b>Cash and cash equivalents at the end of the year</b>	<b>480.68</b>	<b>248.46</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.81	0.47
With banks on current account	376.39	106.73
On deposit account	84.94	123.24
unpaid dividend account *	18.54	18.02
<b>Total cash and cash equivalents (note 16)</b>	<b>480.68</b>	<b>248.46</b>

\*The company can utilize these balances only towards settlement of the respective unpaid dividend liability.

As Per our Report of even date

For Ford, Rhodes, Parks & Co.LLP  
Chartered Accountants  
ICAI - Registration  
No.102860W/W100089

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date : May 23, 2016

**P.Murari**  
Chairman

**Ashok Kumar Rout**  
Director

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**K. Bharathan**  
Director

**P.Venkateswaran**  
Dy. Managing Director

**Deepa Reji Abraham**  
Director

**C.P.Gopalkrishnan**  
Dy. Managing Director &  
Chief Financial Officer

**Subhashini Chandran**  
Director

**S.N. Balaji**  
Senior Manager (Legal)  
& Secretary

**1. Corporate Information**

Aban Offshore Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India. The Company is engaged in the business of providing offshore drilling services to companies engaged in exploration, development and production of oil and gas both in domestic and international markets. The Company is also engaged in the ownership and operation of wind turbines for generation of wind power in India.

**2. Basis of preparation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. Indian GAAP comprises Accounting Standards notified by the Central Government of India under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and other pronouncements of the Institute of Chartered Accountants of India.

All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of business operations, the Company has ascertained its operating cycle as 12 months for the purpose of current and non current classification of assets and liabilities.

**2.1 Summary of significant accounting policies**
**a. Use of estimates**

The preparation of financial statements in conformity with the Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result on the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**b. Tangible fixed assets**

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day to day repair and maintenance expenditure are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the assets are derecognized.

**c. Depreciation on tangible fixed assets**

Depreciation of Fixed assets is provided on a pro-rata basis on the straight-line method over its useful life prescribed in Schedule II of the Companies Act, 2013.

The useful life adopted by the Company is as follows:-

<b>Fixed Assets</b>	<b>Useful Life</b>
Buildings	60 years
Drilling Rigs	30 years
Drillship	25 years
Office Equipment	5 years
Computers	3 years
Windmills	22 years
Furniture and fixtures	10 years
Motor Vehicles	8 years

**d. Borrowings costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustment to the interest cost.



Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are expensed in the period they are incurred.

**e. Impairment of tangible assets**

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of profit and loss in the year when the asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there is a change in the estimate of recoverable value.

**f. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Non-current investments.

Current investments are carried in the financial statements at lower of cost or fair value determined on an individual investment basis. Non-Current investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**g. Inventories**

Inventory of stores, spares and fuel is valued at cost or net realizable value, whichever is lower, based on a weighted average cost/ first-in-first-out basis.

**h. Revenue recognition**

Income from drilling services is recognized as earned, based on contractual daily rates billed on monthly basis. Mobilization / demobilization fees received, if any, is recognized as earned in the year of mobilization/demobilization.

Income from wind power generation is recognized based on the number of units of power generated every month at contracted rates. Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profit and Loss.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

**i. Foreign currency transactions and balances**

**Initial recognition**

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Realized gains and losses on foreign exchange transactions during the year are recognized in the Statement of Profit and Loss. Exchange differences in respect of foreign currency loans/liabilities relating to fixed assets are accounted in the Statement of Profit and Loss.

**Conversion**

Foreign currency monetary items are translated at the exchange rates prevailing at the reporting date. Non-monetary items such as investments, fixed assets, denominated in foreign currency are translated at exchange rate prevailing on the date of transaction.

**Exchange differences**

All exchange differences are recognized as income or as expense in the Statement of Profit and Loss during the period in which they arise. The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Any profit or loss arising on cancellation or renewal of such forward contract is also recognized as income or as expense for the period under the respective head of account for the period. In respect of derivative contracts, gains/ losses on any such contracts are recognized in the Statement of Profit and Loss.

**j. Retirement and other employee benefits**

- (a) Contribution to Provident Fund which is a defined contribution retirement plan is made monthly at a predetermined rate to the Provident Fund Authorities and is debited to the Statement of Profit and Loss on accrual basis.
- (b) Contribution to Superannuation Scheme which is defined contribution retirement plan is made annually at predetermined rate to insurance companies which administer the fund and debited to the Statement of Profit and Loss
- (c) The company makes annual contribution to Gratuity Funds administered by Insurance Companies, which is considered as defined benefit plan. The present value of the defined benefit is measured using the 'Projected Unit Credit method' with actuarial valuation being carried out at each Balance Sheet date by an independent valuer. Actuarial gain and losses are immediately

recognized in the Statement of Profit and Loss. Amount of contribution, computed by the insurers is paid by the company and charged to Statement of Profit and Loss. No additional liability is anticipated under the scheme administered by the Insurance Companies.

- (d) The Company makes provision for leave encashment based on actuarial valuation carried out by an independent actuary at the Balance Sheet date.

**k. Taxes on income**

The income tax provision comprises of current tax and deferred tax. Current tax is the amount of tax payable in respect of income for the year. In accordance with the Accounting Standard-22 -Accounting for taxes on income issued by the Institute of Chartered Accountants of India, the deferred tax on timing difference between book profit and tax profit for the year is accounted based on the rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. However, deferred tax assets arising from timing difference are recognized to the extent of their virtual/reasonable certainty about its realisability in future years.

Minimum Alternate Tax (MAT) credit - MAT is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT credit entitlement in the Balance Sheet. The company reviews the MAT credit entitlement asset at each reporting date and writes down the carrying amount of MAT credit entitlement asset to the extent the Company does not have convincing evidence that it will pay normal income tax during the specified period.

**l. Segment reporting**

**Identification of segments**

The Company's operating businesses are organized and managed separately according to the nature of services provided with each segment representing strategic business unit that offers different services. The analysis of geographical segments is based on the areas in which the main assets of the company operate.

**Segment accounting policies**

The Company prepares its segment information in conformity with the accounting policies and presents the financial statements of the Company as a whole.

**m. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividends relative to a fully paid equity share during the reporting 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 shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**n. Provisions**

A provision is recognized when the company has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. The estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**o. Contingent liabilities**

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

**p. Cash and cash equivalents**

Cash and cash equivalents for the purpose of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### 3. Share Capital

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Authorised shares (No. millions)</b>		
2,500 (31st March 2015: 2,500 ) Equity Shares of Rs.2/- each	5,000.00	5,000.00
1,000 (31st March 2015: 1,000 ) Cumulative Non Convertible Redeemable Preference Shares of Rs.10/- each	<u>10,000.00</u>	<u>10,000.00</u>
	<u>15,000.00</u>	<u>15,000.00</u>
<b>Issued , subscribed and fully paid -up Equity shares (No. in millions)</b>		
<b>Equity Shares</b>		
36.88 (31st March 2015: 36.88) equity shares of Rs.2/- each	73.75	73.75
0.85 (31st March 2015: 0.85) equity shares of Rs.2/- each issued against conversion of foreign currency convertible bonds	1.70	1.70
0.16 (31st March 2015: 0.16 ) equity shares of Rs.2/- each issued against employee stock option scheme	0.33	0.33
16.47 (31st March 2015: 16.47) equity shares of Rs.2/- each issued against qualified institutional placement	32.94	32.94
4.00(31st March 2015:3.39) equity shares of Rs. 2/- each issued against conversion of share warrants allotted on a preferential basis	8.00	6.78
0.01(31st March 2015: 0.01) share forfeited- equity shares at Re 1/- each	<u>0.01</u>	<u>0.01</u>
(A)	<u>116.73</u>	<u>115.51</u>
<b>Preference Shares (Refer Note below) (No. in millions)</b>		
60 (31st March 2015: 60 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	600.00	600.00
45 (31st March 2015: 45 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	450.00	450.00
61 (31st March 2015: 61 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	610.00	610.00
95 (31st March 2015: 95 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	950.00	950.00
20 (31st March 2015:20 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	<u>200.00</u>	<u>200.00</u>
(B)	<u>2,810.00</u>	<u>2,810.00</u>
<b>TOTAL(A+B)</b>	<u>2,926.73</u>	<u>2,925.51</u>

#### a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31st March 2016		31st March 2015	
	No. millions	Rs. millions	No. millions	Rs. millions
<b>Equity shares of Rs 2 each</b>				
At the beginning of the period	57.75	115.51	43.51	87.04
Issued during the period	0.61	1.22	14.24	28.47
<b>Outstanding at the end of the period (A)</b>	<u>58.36</u>	<u>116.73</u>	<u>57.75</u>	<u>115.51</u>
	31st March 2016		31st March 2015	
<b>Preference shares of Rs 10 each</b>	No. millions	Rs. millions	No. millions	Rs. millions

**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016**

At the beginning of the period	281.00	2,810.00	281.00	2,810.00
Issued during the period	-	-	-	-
Redeemed during the period	-	-	-	-
<b>Outstanding at the end of the period (B)</b>	<b>281.00</b>	<b>2,810.00</b>	<b>281.00</b>	<b>2,810.00</b>
<b>Total Value of Outstanding Shares (A) +(B)</b>		<b>2,926.73</b>		<b>2,925.51</b>

**b. Terms/ rights attached to equity shares**

The Company has only one class of equity shares having a face value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

- c. During the year ended 31<sup>st</sup> March 2016, the amount of per share dividend recognized as distributions to equity shareholders is Rs.Nil (31<sup>st</sup> March 2015: Rs.3.60).

**d. Terms of Non-convertible Cumulative redeemable preference shares**

The terms and conditions of the Non-Convertible Cumulative redeemable preference shares are as under:

- 55 million 10% non-convertible cumulative redeemable preference shares due for redemption at par on 29-12-2014 (Not redeemed and dividend not recommended).
  - 40 million 10 % non-convertible cumulative redeemable preference shares due for redemption at par on 28-02-2015 (Not redeemed and dividend not recommended).
  - 61million 10 % non-convertible cumulative redeemable preference shares due for redemption at par on 30-03-2015 (Not redeemed and dividend not recommended).
  - 45 million 10% non- convertible cumulative redeemable preference shares will be redeemed at par on 16-06-2015 ( Not redeemed and dividend not recommended)
  - 60 million 10% non-convertible cumulative redeemable preference shares will be redeemed at par on 16-06-2016
  - 20 million 10 % non-convertible cumulative redeemable preference shares will be redeemed at par on 03-08-2016
- e. During the year ended 31<sup>st</sup> March 2016, the amount of per share dividend recognized as distributions to preference shareholders is Nil (31<sup>st</sup> March 2015: Re 1).
- f. The company has reserved 1.84 million equity shares of Rs.2 each for offering to employees under the Employee Stock Option Scheme (ESOS) (31<sup>st</sup> March 2015:1.84 million equity shares of Rs.2 each) out of which 0.16 million equity shares of Rs.2 each have been already allotted up to the balance sheet date under the scheme and included under the paid up capital (31<sup>st</sup> March 2015: 0.16 million equity shares of Rs.2 each) (Refer note 26 for details)
- g. During the previous year 2014-15, the Company has allotted 10.78 million equity shares of Rs.2/- each to eligible Qualified Institutional Buyers at a price of Rs.695.60 per equity share including premium of Rs.693.50 per share aggregating to Rs.750.00 million in accordance with the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 and Companies Act, 2013.
- h. During the previous year 2014-15, the Company has allotted 0.06 million and 0.004 million equity shares of Rs.2/- each on exercise of stock options by employees/whole-time directors/independent director at a price of Rs.649.75 per equity share (including premium of Rs.647.75 per equity share) and Rs.416.55 per equity share (including premium of Rs.414.55 per equity share respectively aggregating to Rs. 41.43 million (Refer note 26 for details)
- i. During the year 2015-16, the Company has allotted 0.61 million equity shares of Rs.2/- each fully paid to Promoter/Promoter group at a price of Rs.391/- per equity share (including premium of Rs.389/- per equity share) aggregating to Rs. 238.51million against conversion of share warrants allotted to them on a preferential basis (Refer note 5 for details)

j. Details of shareholders holding more than 5% shares in the company

	As at 31st March 2016		As at 31st March 2015	
	No. millions	% holding in the class	No. millions	% holding in the class
<b>Equity shares of Rs.2 each fully paid</b>				
Reji Abraham	5.63	9.64%	5.63	9.74%
Deepa Reji Abraham	4.04	6.92%	3.43	5.94%
India Offshore Inc	8.33	14.27%	8.33	14.42%
Aban Investments Private Limited	5.65	9.69%	5.65	9.79%
	<u>23.65</u>	<u>40.52%</u>	<u>23.04</u>	<u>39.89%</u>
<b>Preference shares of Rs.10 each fully paid</b>				
<b>10% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Syndicate Bank	10.50	10.00%	10.50	10.00%
Canara Bank	17.50	16.67%	17.50	16.67%
Indian Overseas Bank	14.00	13.33%	14.00	13.33%
Vijaya Bank	17.50	16.67%	17.50	16.67%
Axis Bank Limited	42.00	40.00%	42.00	40.00%
	<u>101.50</u>	<u>96.67%</u>	<u>101.50</u>	<u>96.67%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Indian Bank	10.00	16.39%	10.00	16.39%
Vijaya Bank	5.00	8.20%	5.00	8.20%
UCO Bank	10.00	16.39%	10.00	16.39%
Aban Infrastructure Private Limited	27.00	44.26%	27.00	44.26%
Yes Bank Limited	5.00	8.20%	5.00	8.20%
	<u>57.00</u>	<u>93.44%</u>	<u>57.00</u>	<u>93.44%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Punjab National Bank	20.00	50.00%	20.00	50.00%
Canara Bank	10.00	25.00%	10.00	25.00%
Indian Overseas Bank	10.00	25.00%	10.00	25.00%
	<u>40.00</u>	<u>100.00%</u>	<u>40.00</u>	<u>100.00%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Syndicate Bank	15.00	27.27%	15.00	27.27%
Bank of India	15.00	27.27%	15.00	27.27%
Central Bank of India	5.00	9.10%	5.00	9.10%
Bank of Baroda	10.00	18.18%	10.00	18.18%
Oriental Bank of Commerce	10.00	18.18%	10.00	18.18%
	<u>55.00</u>	<u>100.00%</u>	<u>55.00</u>	<u>100.00%</u>



## Aban Offshore Limited

### Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016

#### 10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each

Bank of India

20.00

100.00%

20.00

100.00%

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

#### 4. Reserves and Surplus

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Capital Reserve as per last Balance Sheet</b>	<u>0.03</u>	<u>0.03</u>
<b>Securities Premium Account</b>		
Balance as per last financial statements	17,528.51	8,819.44
Add: On Allotment under ESOS	-	41.30
Add: On Allotment under Qualified Institutional Placements	-	7,478.43
Add: On Allotment against Conversion of Share Warrants	237.29	1,318.71
Less: Qualified Institutional Placement Issue Expenses	-	(129.37)
	<u>17,765.80</u>	<u>17,528.51</u>
<b>Investment Allowance Reserve-utilised as per last Balance Sheet</b>	<u>52.40</u>	<u>52.40</u>
<b>Capital Redemption Reserve</b>		
Balance as per last financial statements	2,470.00	2,270.00
Add: Transfer from statement of profit and loss	260.00	200.00
	<u>2,730.00</u>	<u>2,470.00</u>
<b>General Reserve</b>		
Balance as per last financial statements	1,479.79	1,479.79
Add: Transfer from statement of profit and loss	-	-
	<u>1,479.79</u>	<u>1,479.79</u>
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	6,970.78	5888.77
Profit for the year	3,677.61	1906.21
Less: Appropriations		
Transfer to capital redemption reserve	(260.00)	(200.00)
Equity dividend paid Rs 3.60 Per equity share *	(2.20)	(48.04)
Tax on equity dividend *	(0.45)	(8.16)
Proposed equity dividend- Nil (31st March 2015-Rs.3.60 Per equity share)	-	(207.92)

**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016**

Tax on proposed equity dividend	-	(42.56)
Dividend on preference shares	-	(263.57)
Tax on preference dividend	-	(53.95)
<b>Total appropriations</b>	<b>(262.65)</b>	<b>(824.20)</b>
<b>Net Surplus/(deficit) in the statement of profit and loss</b>	<b>10,385.74</b>	<b>6,970.78</b>
<b>Total reserves and surplus</b>	<b>32,413.76</b>	<b>28,501.51</b>

\* Relates to the Equity Shares issued to Qualified Institutional Buyers ,promoter/promoter group against conversion of share warrants and employees under stock option scheme (2014-15).

Relates to the Equity Shares issued to promoter/promoter group against conversion of share warrants (2015-16).

**5. Money received against Share Warrants:**

During 2013-14, the Company had allotted 4.00 million share warrants on a preference basis to the Promoter/ Promoter Group entitling them to apply for and obtain allotment of one equity share of Rs 2/- each fully paid at a price of Rs 391/- per share against each such share warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment in one or more tranches. The Company has received Rs.391 million being 25% of the total value of share warrants issued. During the year 2014-15, the Company received Rs.994.12 million against share warrants issued. The Company issued 3.39 million equity shares of Rs. 2/- each to the Promoter/Promoter group aggregating to Rs. 1325.49 million during the year. As at 31st March, 2015, 0.61 million share warrants are pending conversion into equity shares against which the Company has received Rs. 59.63 million being 25% of the outstanding 0.61 million share warrants.

**6. Long term borrowings**

	Non-current maturities		Current maturities	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Term loans</b>				
Foreign currency term loans from banks (secured)	4,194.00	4,918.81	1,274.84	1,202.32
Rupee term loans from banks (secured)	75.00	175.00	124.99	108.19
Rupee term loan from financial institution (secured)	-	-	-	225.00
<b>Other loans</b>				
Hire purchase loan (secured)	1.53	3.64	2.21	2.31
From companies (secured)	216.18	416.67	226.27	283.33
	<b>4,486.71</b>	<b>5,514.12</b>	<b>1,628.31</b>	<b>1,821.15</b>
<b>The above amount includes</b>				
Secured borrowings	4,486.71	5,514.12	1,628.31	1,821.15
Amount disclosed under the head "Other current liabilities" (Note 10)	-	-	(1,628.31)	(1,821.15)
	<b>4,486.71</b>	<b>5,514.12</b>	<b>-</b>	<b>-</b>

**1. The Foreign currency term loans from banks include the following:**

a. Foreign currency term loan of Rs.3868.95 million [USD 58.40 million] (31st March 2015- 4,344.67 million [USD 69.52 million]) from a bank carries interest @ 6 Months LIBOR + 6% p.a. (31st March 2015 -6 Months LIBOR + 6% p.a.).The Loan is repayable in 32 quarterly installments of USD 2.78 million each along with interest from 30th April 2013. The loan is secured by second charge on the specific offshore drill rigs, Floating Production Unit and Second charge on drilling rig owned by foreign subsidiaries. Amount overdue on account of interest and principal as on balance sheet date is Rs.65.12 million and Rs.184.24 million for a period of 2 months. Amount since paid is Rs. 206.91 million.

**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016**

- b. Foreign currency term loan of Rs.1,599.90 million [USD 24.15 million] (31st March 2015 - Rs. 1,776.46 million [USD 28.43 million]) from a bank carries interest @ 6 Months LIBOR + 7.00% p.a. (31st March 2015 - 6 Months LIBOR + 7.00% p.a.). The Loan is repayable in 96 monthly installments of USD 0.36 Million each along with interest from 30th September 2013. The loan is secured by first charge on the specific offshore drill rig owned by foreign subsidiaries. Amount overdue as on the balance sheet date on account of interest and principal is Rs.32.60 million and Rs. 70.74 million for a period of 2 months.

**2. The rupee term loans from banks include the following:**

Indian Rupee Loan of Rs. 199.99 million (31st March 2015 - Rs.283.19 million) from a bank carries interest @ 15.00 % p.a. (31st March 2015 – 15.00 % p.a.). The loan is repayable in 19 unequal quarterly installments along with interest from 30th June 2013. The loan is secured by First charge on the specific offshore drill rig owned by foreign subsidiaries. Amount overdue as on the balance sheet date on account of interest and principal is Rs.2.40 million and Rs 25.00 million for a period of 1 day. Amount since paid is Rs.20.00 million.

**3. Rupee term loan from a Financial institution:**

Rupee term loan from a Financial institution of Rs. Nil (31st March 2015 - Rs.225.00 million) carries interest @ Nil (31st March 2015 – 13.00% p.a.). The loan is repayable in 11 quarterly installments of Rs.50 million each along with interest from June 2013. The loan was secured by paripassu first charge on drill ship and drilling rig. The loan has been repaid in full during the year.

4. Term loan facility of Rs.150.00 million (31st March 2015-Rs. 350.00 million) from a NBFC carries interest @14.50% p.a. (31st March 2015-14.50% p.a.). The loan is repayable in 30 equated monthly installments from 5th July 2014 and is secured by mortgage of land and pledge of shares owned by a promoter group company and by second charge of current assets of the Company.
5. Term Loan facility of Rs.212.45 million (31st March 2015-Rs.250.00 million) from a NBFC carries interest @ 13.50% p.a. (31st March 2015: 13.50% p.a.). The loan is repayable in 60 equated monthly installments from 5th April 2015 and is secured by a charge on properties owned by Promoter/Promoter Group Company.
6. Short term facility of Rs.80.00 million (31st March 2015-Rs.100 million) from a NBFC carries interest @12.00 % p.a. (31st March 2015-12.00% p.a.). The loan is repayable in full on 2nd February 2018 and is secured by shares of the Company held by a promoter group company.
7. Hire purchase loans for Vehicles amount to Rs 3.74 million (31st March 2015:Rs.5.95 million) availed from a NBFC carries interest @ 9.72% p.a. (31st March 2015: 9.72% p.a.) and is secured by hypothecation of Vehicles.

**7. Deferred tax liabilities (net)**

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Deferred tax liability on timing differences</b>		
On depreciation	855.77	745.81
On others	2.80	-
	<u>858.57</u>	<u>745.81</u>

**8. Provisions**

	Long - Term		Short - Term	
	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions
<b>Provision for employee benefits</b>				
Provision for Provident Fund	-	-	2.36	2.17
Provision for Gratuity	-	4.67	19.10	1.95
Provision for Leave Encashment	10.74	12.32	5.60	6.06
(A)	<u>10.74</u>	<u>16.99</u>	<u>27.06</u>	<u>10.18</u>



Other provisions				
Proposed equity dividend	-	-	-	207.92
Provision for tax on proposed equity dividend	-	-	-	42.56
Proposed preference dividend	-	-	-	263.57
Provision for tax on proposed preference dividend	-	-	-	53.95
Provision for taxation (net of advance payment of taxes)	-	-	<u>85.22</u>	-
(B)	<u>-</u>	<u>-</u>	<u>85.22</u>	<u>568.00</u>
<b>TOTAL(A+B)</b>	<u><b>10.74</b></u>	<u>16.99</u>	<u><b>112.28</b></u>	<u>578.18</u>

## 9 Short term borrowings

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
Cash credit from banks (secured)	1,743.46	1,593.25
Short term borrowings from banks (secured)	279.05	400.49
Short term borrowings from a Director (unsecured)	-	180.00
Deposits (unsecured)-Intercorporate Loan	-	<u>145.00</u>
	<u><b>2,022.51</b></u>	<u><b>2,318.74</b></u>
<b>the above amount includes</b>		
Secured borrowings	2,022.51	1,993.74
Unsecured borrowings	-	<u>325.00</u>
	<u><b>2,022.51</b></u>	<u><b>2,318.74</b></u>

- Cash credit from banks is secured by way of hypothecation of inventory of stores and spares and book debts. Moreover, two offshore jack-up rigs of the company have been offered as a second charge for certain cash credit facilities. The cash credit is repayable on demand and carries interest @ 13.75% p.a. to 14.55% p.a.
- Short term borrowings from banks represent buyer's credit availed against letters of credit / packing credit secured by charge on current assets and second charge on three offshore jack-up rigs and a drill ship of the company. These short term borrowings are repayable over 180 - 360 days and carry interest @ 3% p.a. to 5.35% p.a.
- Unsecured loan from a Director of Company amounting to Nil (31st March 2015: Rs.180.00 million carries interest @ Nil (31st March 2015: 16.75% p.a).
- Unsecured loan from a company amounting to Nil (31st March 2015: Rs.145.00 million) carries interest at Nil (31st March 2015: 16.75% p.a).

## 10. Current liabilities

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Trade payables</b>	<u><b>4,094.69</b></u>	<u>4,582.41</u>
<b>Other Current Liabilities</b>		
Current maturities of long term borrowings (note 6)	1,628.31	1,821.15
Interest accrued but not due on borrowings	3.50	5.96
Interest accrued and due on borrowings	100.23	74.88
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unclaimed dividends	18.54	18.02
<b>Others</b>		
Service tax payable	261.79	57.74
TDS payable	<u>16.64</u>	<u>23.93</u>
	<u><b>2,029.01</b></u>	<u><b>2,001.68</b></u>

**11. Tangible assets**

	Rs.Millions									
	Land-Freehold	Buildings	Offshore Jack-up rigs	Drillship	Other Machineries	Wind Mills	Office Equipment	Furniture & Fixtures	Vehicles	Total
<b>Cost</b>										
At 1st April 2015	128.57	150.37	13,236.38	5,567.23	80.82	1,256.66	75.47	25.17	60.60	20,581.26
Additions	-	3.09	766.76	27.08	-	-	1.78	0.08	3.35	802.14
Disposals	-	-	-	-	-	(274.20)	-	-	(3.54)	(277.74)
<b>At 31st March 2016</b>	<b>128.57</b>	<b>153.46</b>	<b>14,003.14</b>	<b>5,594.31</b>	<b>80.82</b>	<b>982.46</b>	<b>77.25</b>	<b>25.25</b>	<b>60.41</b>	<b>21,105.66</b>
At 1st April 2014	128.57	150.37	11,214.94	5,553.31	80.82	1,841.15	69.49	24.62	54.16	19,117.43
Additions	-	-	2,021.44	13.92	-	-	7.74	0.55	8.96	2,052.60
Disposals	-	-	-	-	-	(584.49)	(1.76)	-	(2.52)	(588.77)
<b>At 31st March 2015</b>	<b>128.57</b>	<b>150.37</b>	<b>13,236.38</b>	<b>5,567.23</b>	<b>80.82</b>	<b>1,256.66</b>	<b>75.47</b>	<b>25.17</b>	<b>60.60</b>	<b>20,581.26</b>
<b>Depreciation</b>										
At 1st April 2015	-	45.85	7,721.27	1,849.89	76.74	1,190.21	67.09	23.22	33.40	11,007.67
Charge for the year	-	4.08	717.50	246.39	-	-	4.86	0.70	6.66	980.19
Disposals	-	-	-	-	-	(260.49)	-	-	(3.00)	(263.49)
<b>At 31st March 2016</b>	<b>-</b>	<b>49.93</b>	<b>8,438.77</b>	<b>2,096.28</b>	<b>76.74</b>	<b>929.72</b>	<b>71.95</b>	<b>23.92</b>	<b>37.06</b>	<b>11,724.37</b>
At 1st April 2014	-	41.69	7,177.09	1,604.88	76.74	1,743.80	65.27	20.74	27.89	10,758.10
Charge for the year	-	4.16	544.18	245.01	-	-	2.64	2.48	7.30	805.77
Disposals	-	-	-	-	-	(553.59)	(0.82)	-	(1.79)	(556.20)
<b>At 31st March 2015</b>	<b>-</b>	<b>45.85</b>	<b>7,721.27</b>	<b>1,849.89</b>	<b>76.74</b>	<b>1,190.21</b>	<b>67.09</b>	<b>23.22</b>	<b>33.40</b>	<b>11,007.67</b>
<b>Net Block</b>										
<b>At 31st March 2016</b>	<b>128.57</b>	<b>103.53</b>	<b>5,564.37</b>	<b>3,498.03</b>	<b>4.08</b>	<b>52.74</b>	<b>5.30</b>	<b>1.33</b>	<b>23.35</b>	<b>9,381.29</b>
<b>At 31st March 2015</b>	<b>128.57</b>	<b>104.52</b>	<b>5,515.11</b>	<b>3,717.34</b>	<b>4.08</b>	<b>66.45</b>	<b>8.38</b>	<b>1.95</b>	<b>27.20</b>	<b>9,573.59</b>

**a. Capitalized borrowing costs**

The borrowing cost capitalized during the year ended 31st March 2016 was Nil (31st March 2015: Rs.5.15 million). The company capitalized the borrowing cost in the Offshore Jack up rigs.

**b. Some of the offshore Jackup rigs carries charge for bank term loans taken by the wholly owned foreign subsidiary of the Company.**
**12. Non- current investments**

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Trade Investment (valued at cost unless stated otherwise) Unquoted equity shares</b>		
<b>Investment in subsidiaries-wholly owned</b>		
0.2 million (31st March 2015:0.2 million) equity shares of Rs.10 each fully paid in Aban Energies Limited	2.00	2.00
562.88 million(31st March 2015:562.88 million) equity shares in Aban Holdings Pte Ltd, Singapore # @	26,046.71	26,046.71
<b>Investment in subsidiaries - Others</b>		
0.076 million (74% holding) (31st March 2015:0.076 million) equity shares of Rs.10		

each fully paid in Radhapuram Wintech Private Limited	0.76	0.76
4.011 million (31st March 2015 :4.011 million)10% Non Cumulative Redeemable Preference shares of Rs 10 each fully paid in Radhapuram Wintech Private Limited	40.11	40.11
0.103 million (74% holding) (31st March 2015:0.066) equity shares of Rs.10 each fully paid in Aban Green Power Private Limited	1.03	0.66
5.42 million (31st March 2015:3.471million)10% Non Cumulative Redeemable Preference shares of Rs 10 each fully paid in Aban Green Power Private Limited	54.20	34.71
<b>Investment in joint ventures</b>		
0.05 million(31st March 2015:0.05 million) equity shares of Rs.100 each fully paid in Frontier Offshore Exploration(India) Limited (at cost less provision for other than temporary diminution in value Rs.4.99 million(31st March 2015:Rs.4.99 million) )	-	-
<b>Other Investments</b>		
0.3 million (31st March 2015: 0.3 million) equity shares of Rs.10 each fully paid in Aban Informatics Private Limited	19.85	19.85
	<u>26,164.66</u>	<u>26,144.80</u>
	<b>As at 31st March 2016 Rs. millions</b>	<b>As at 31st March 2015 Rs. millions</b>
<b>Non-trade investments (valued at cost unless stated otherwise)</b>		
<b>Investment in equity shares (quoted)</b>		
0.01 million (31st March 2015: 0.01 million) equity shares of Rs.10 each fully paid in Arihant Threads Ltd (at cost less provision for other than temporary diminution in value of Rs.0.17 million (31st March 2015: Rs.0.17 million))	-	-
0.0003 million (31st March 2015: 0.0003 million) equity shares of Rs.10 each fully paid in Punjab Woolcombers Ltd at cost less provision for other than temporary diminution in value of Rs 0.02 million (31st March 2015 : Rs 0.02 million)	-	-
0.0024 million(31st March 2015: 0.0024 million) equity shares of Rs.10 each fully paid in State Bank of Travancore Ltd	0.15	0.15
0.01 million(31st March 2015: 0.01 million) equity shares of Rs.10 each fully paid in ICICI Bank Ltd	0.79	0.79
0.05 million(31st March 2015: 0.05 million)equity shares of Rs.5 each fully paid in Oil and Natural Gas Corporation Limited	6.32	6.32
0.03 million(31st March 2015:0.03 million)equity shares of Rs.10 each fully paid in Indian Bank Ltd	2.95	2.95
<b>Investment in equity shares (unquoted)</b>		
1.519 million (31st March 2015: 1.519 million)equity shares of Rs.10 each fully paid in Madras Stock Exchange Limited	4.00	4.00
	<u>14.21</u>	<u>14.21</u>
	<u>26,178.87</u>	<u>26,159.01</u>

**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016**

Aggregate amount of quoted investments( Market value: Rs 17.60 million) (31st March 2015: Rs.28.06 million)	<b>10.21</b>	10.21
Aggregate amount of unquoted investments	<b>26,168.66</b>	26,148.80
Aggregate provision for diminution in value of investments	<b>5.18</b>	5.18

# **Note: Face value of the investment not provided, since investment in share capital in Singapore companies has no face value according to the Company Law of Singapore.**

@ **Note: The Equity shares held in Aban Holdings Pte Limited Singapore are under pledge with Bank of Baroda,UAE as a security against credit facility availed by Aban Holdings Pte Limited, Singapore. (the wholly owned foreign subsidiary).**

**13. Loans and advances**

	Long-term		Short-term	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Capital advances</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	<b>28.19</b>	178.06
(A)	<u>-</u>	<u>-</u>	<u>28.19</u>	<u>178.06</u>
<b>Security deposit</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	<b>2.49</b>	9.69	<b>8.19</b>	1.44
Doubtful	-	-	-	-
	<b>2.49</b>	9.69	<b>8.19</b>	1.44
Provision for doubtful security deposit	-	-	-	-
(B)	<u>2.49</u>	<u>9.69</u>	<u>8.19</u>	<u>1.44</u>
<b>Loans and advances to related parties</b>				
Unsecured, considered good (Note 33)	-	-	<b>6,761.63</b>	6,146.19
(C)	<u>-</u>	<u>-</u>	<u>6,761.63</u>	<u>6,146.19</u>
<b>Advances recoverable in cash or kind</b>				
Secured considered good	-	-	-	-
Unsecured considered good	<b>20.27</b>	12.89	<b>190.66</b>	107.72
Doubtful	-	-	-	-
	<b>20.27</b>	12.89	<b>190.66</b>	107.72
Provision for doubtful advances	-	-	-	-
(D)	<u>20.27</u>	<u>12.89</u>	<u>190.66</u>	<u>107.72</u>
<b>Other loans and advances</b>				
Advance income-tax(net of provision for taxation)	-	-	-	290.00
MAT credit entitlement account	-	306.61	-	-
Prepaid expenses	<b>1.17</b>	5.44	<b>52.55</b>	47.86
Loans to employees	<b>32.69</b>	35.17	<b>7.82</b>	12.71
Balances with statutory/government authorities	<b>94.35</b>	<b>26.26</b>	<b>70.44</b>	<b>0.40</b>
(E)	<u>128.21</u>	<u>373.48</u>	<u>130.81</u>	<u>350.97</u>
<b>Total (A+B+C+D+E)</b>	<b>150.97</b>	<b>396.06</b>	<b>7,119.48</b>	<b>6,784.38</b>

**14. Inventories**

	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions
Stores, Spares and Fuel	995.74	1,039.56
	<u>995.74</u>	<u>1,039.56</u>

**15. Trade receivables and other assets**

**15.1 Trade receivables**

	Non-current		Current	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Unsecured, considered good unless stated otherwise</b>				
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	2,607.52	1,230.13
Doubtful	-	-	-	-
	<u>-</u>	<u>-</u>	<u>2,607.52</u>	<u>1,230.13</u>
Provision for doubtful receivables	-	-	-	-
(A)	<u>-</u>	<u>-</u>	<u>2,607.52</u>	<u>1,230.13</u>
<b>Other receivables</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	2,037.01	1,623.34
Doubtful	-	-	-	-
	<u>-</u>	<u>-</u>	<u>2,037.01</u>	<u>1,623.34</u>
Provision for doubtful receivables	-	-	-	-
(B)	<u>-</u>	<u>-</u>	<u>2,037.01</u>	<u>1,623.34</u>
<b>Total (A+B)</b>	<u>-</u>	<u>-</u>	<u>4,644.53</u>	<u>2,853.47</u>

**15.2 Other assets**

	Non-current		Current	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Unsecured, considered good unless stated otherwise</b>				
Non-current bank balances (Note 16)	3.03	3.03	-	-
(A)	<u>3.03</u>	<u>3.03</u>	<u>-</u>	<u>-</u>
<b>Others</b>				
Interest accrued on fixed deposits	-	-	0.41	0.16
(B)	<u>-</u>	<u>-</u>	<u>0.41</u>	<u>0.16</u>
<b>Total (A+B)</b>	<u>3.03</u>	<u>3.03</u>	<u>0.41</u>	<u>0.16</u>

**16. Cash and bank balances**

	Non-current		Current	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Cash and cash equivalents</b>				
<b>Balances with banks:</b>				
-On current accounts	-	-	376.39	106.73
-On unpaid dividend account	-	-	18.54	18.02
Cash on hand	-	-	0.81	0.47
	<u>-</u>	<u>-</u>	<u>395.74</u>	<u>125.22</u>
<b>Other bank balances</b>				
-Deposits with original maturity for more than 12 months (Note 15.2)	3.03	3.03	-	-
-Deposits with original maturity for more than 3 months but less than 12 months	-	-	-	-
- Margin money deposit	-	-	84.94	123.24
	<u>3.03</u>	<u>3.03</u>	<u>84.94</u>	<u>123.24</u>
Amount disclosed under non current assets (See note 15.2)	<u>(3.03)</u>	<u>(3.03)</u>		
	<u>-</u>	<u>-</u>	<u>480.68</u>	<u>248.46</u>

**17. Revenue from operations**

Revenue from drilling services  
Revenue from wind power generation

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
	10,135.64	7,564.69
	5.70	32.83
	<u>10,141.34</u>	<u>7,597.52</u>

**18. Other Income**

**Interest income on**  
-Bank deposits  
-Loan to foreign subsidiary  
-Loan to Indian subsidiaries  
**Dividend income on**  
-Non Current investments  
-Current investments  
Miscellaneous Income  
Net gain on sale of Non Current investments  
Net gain on sale of Tangible assets  
Rental income

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
	10.21	38.13
	456.15	86.61
	8.17	4.66
	0.49	0.79
	0.15	137.44
	178.80	263.37
	-	6.35
	19.71	39.99
	<u>10.01</u>	<u>7.41</u>
	<u>683.69</u>	<u>584.75</u>

**19. Consumption of stores, spares, power and fuel**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Consumption of stores and spares	430.96	391.17
Power and Fuel	<u>109.22</u>	<u>109.37</u>
	<u>540.18</u>	<u>500.54</u>

**20. Employee benefit expense**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Salaries, wages and bonus	1,067.93	1,060.36
Contribution to provident and other fund	54.99	45.95
Gratuity expense (note 25)	19.01	15.07
Staff welfare expenses	<u>21.30</u>	<u>28.55</u>
	<u>1,163.23</u>	<u>1,149.93</u>

**21. Finance Costs**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Interest *	824.03	920.46
Loan Processing charges	<u>19.26</u>	<u>9.69</u>
	<u>843.29</u>	<u>930.15</u>

\* Excludes interest capitalised Nil(31st March 2015- Rs 5.15 million)

**22. Depreciation and amortization expense**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Depreciation on tangible assets*	980.19	805.77
	<u>980.19</u>	<u>805.77</u>

\*Pursuant to Companies Act, 2013 ("the Act") becoming effective 1st April 2014, the Company has provided depreciation based on the useful life of the assets as prescribed in Schedule II of the Act from the financial year 2014-15. This has resulted in additional depreciation and amortization expense of Rs. 296.39 million during the previous year ended 31st March 2015.

**23. Other expenses**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Freight and Forwarding Cost	42.51	41.48
Rent	6.66	8.84
Rates and taxes	9.77	5.10
Rental charges for Machinery	86.19	76.73
Insurance	<u>179.36</u>	<u>278.47</u>

**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016**

<b>Repairs and maintenance</b>		
-Plant and machinery	310.34	189.98
-Buildings	4.04	2.50
-Others	5.21	7.27
Drilling services and Management Fees	108.76	66.78
Advertising and sales promotion	2.58	8.50
Exchange differences(net)	4.74	394.39
Travelling ,conveyance and Transportation	481.84	192.54
Communication Costs	30.97	29.79
Printing and Stationery	5.21	4.97
Professional and Consultancy Expenses	477.23	640.84
Catering Expenses	87.80	68.53
Directors' Sitting Fees	0.92	0.54
<b>Payment to Auditors</b>		
<b>As Auditor</b>		
-Audit fee *	3.60	4.80
-Tax audit fee	0.75	0.75
-Limited review	1.88	1.75
<b>In other capacity</b>		
-Taxation matters	0.50	0.50
-Other services (Certification Fees)	1.69	2.53
Exchange Losses(net)	121.27	55.30
Corporate Social Responsibility (CSR )Expenditure #	10.00	30.00
Miscellaneous expenses	29.30	21.42
	<b>2,013.12</b>	<b>2,134.30</b>

\* Includes audit fees with respect to Qualified Institutional Placement of Rs Nil (Previous year : Rs 1.20 Million)

# In terms of Section 135 and Section 198 of the Companies Act, 2013, the Company does not have average net profits over the 3 immediately previous financial years and is therefore not required to spend on Corporate Social Responsibility (CSR) activities. However, the Company has spent on CSR activities by making voluntary contributions towards activities promoting health care including preventive health care.

**24. Earnings per share (EPS)**

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

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
<b>Total operations for the year</b>		
Profit after tax	3,677.62	1,906.21
Less: Dividends on preference shares and tax thereon	-	317.52
<b>Net profit for calculation of EPS</b>	<b>3,677.62</b>	<b>1,588.69</b>
	<b>No. millions</b>	<b>No. millions</b>
Weighted average number of equity shares in calculating basic EPS	58.36	53.18
<b>Effect of dilution:</b>		
Stock options/Share Warrants Outstanding less number of shares that would have been issued at par value.	-*	0.40
<b>Weighted average number of equity shares in calculating diluted EPS</b>	<b>58.36</b>	<b>53.58</b>
Earning per share (basic in Rs)	63.02	29.87
Earning per share (diluted in Rs)	63.02	29.65



\* Since diluted earnings per share shows higher value as compared to basic earnings when taking the options into account, the options are anti-dilutive as at the year ended 31.03.2016 and are ignored in the calculation of diluted earnings per share as required under the Accounting Standard.

## 25. Gratuity and other defined benefit plans

The company operates a gratuity benefit plan which is funded with an insurance company in the form of a qualifying insurance policy. The company operates a leave encashment plan which is not funded

The following table summarizes the components of net benefit expense recognized in the statement of profit and loss, the funded status and the amounts recognized in the balance sheet for such plans.

### Statement of profit and loss

#### Net employee benefit expense recognised in the employee cost

	Gratuity		Leave encashment	
	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
<b>Components of employer expense</b>				
-Current service cost	10.10	8.31	0.73	0.79
-Interest cost	6.64	5.20	1.38	1.29
-Expected return on plan assets	(6.75)	(5.22)	-	-
-Past service cost	-	-	-	-
-Actuarial losses/(gains)	9.02	6.78	(2.78)	0.66
<b>Total expense recognized in the statement of profit and loss (Note 20)</b>	<b>19.01</b>	<b>15.07</b>	<b>(0.67)</b>	<b>2.74</b>
<b>Actual return on plan assets</b>	<b>3.08</b>	<b>9.57</b>		

### Balance sheet

#### Benefit (asset)/liability recognized in the balance sheet

	Gratuity		Leave encashment	
	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
Present value of defined benefit obligation	103.10	89.05	16.34	18.38
Fair value of plan assets	84.00	82.43	-	-
Status [Deficit/(Surplus)]	19.10	6.62	16.34	18.38
Contribution made towards the fund	-	-	-	-
<b>(Net asset)/liability recognised in balance sheet</b>	<b>19.10</b>	<b>6.62</b>	<b>16.34</b>	<b>18.38</b>

Changes in the present value of the Defined Benefit Obligation (“DBO”) are as follows:

	Gratuity		Leave encashment	
	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
<b>Present value of the DBO at the beginning of the year</b>	89.05	69.09	18.37	17.47
Current service cost	10.10	8.31	0.73	0.79
Interest cost	6.64	5.20	1.38	1.29
Actuarial (gains)/losses	5.45	11.13	(2.78)	0.66
Benefits paid	(8.14)	(4.68)	(1.36)	(1.85)
<b>Present value of the DBO at the end of the year</b>	<b>103.10</b>	<b>89.05</b>	<b>16.34</b>	<b>18.38</b>

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

	Gratuity	
	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
<b>Plan assets at the beginning of the year</b>	82.43	48.05
Expected return on plan assets	6.66	5.22
Actuarial gains/(losses)	(3.57)	4.35
Actual company contribution	6.62	29.49
Benefits paid	(8.14)	(4.68)
<b>Plan assets at the end of the year</b>	<b>84.00</b>	<b>82.43</b>

Major category of plan assets as a percentage of the fair value of the total plan assets are as follows:

	Gratuity	
	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
Mutual Funds	100%	100%

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

	Gratuity		Leave encashment	
	31st March 2016 %	31st March 2015 %	31st March 2016 %	31st March 2015 %
Discount rate	7.81	7.79	7.81	7.79
Expected return on plan assets	8.00	8.00	-	-
Rate of increase in compensation levels	1.00	4.50	1.00	4.50

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

The expected rate of return on plan assets is based on the current investments strategy and market scenario. The above information is certified by the Actuary

Amounts for the current and previous periods are as follows:

	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions	31st March 2014 Rs. Millions	31st March 2013 Rs. Millions
<b>Gratuity</b>				
Defined benefit obligation	103.09	89.05	69.10	58.89
Plan assets	83.99	82.44	48.06	51.24
Surplus/(deficit)	19.10	6.61	21.04	7.65
Experience adjustments on plan liabilities	5.45	11.13	7.22	(0.20)
Experience adjustment on plan assets	(3.57)	4.35	1.17	0.31
<b>Leave encashment</b>				
Defined benefit obligation	16.34	18.38	17.47	12.57
Experience adjustments on plan liabilities	0.29	3.28	8.82	(2.70)

## 26. Employee Stock Option Scheme

The Company has instituted Employee Stock Option Scheme-2005 (ESOS) duly approved by the shareholders in the extra-ordinary general meeting of the Company held on 23rd April 2005. As per the scheme, the compensation committee of the board evaluates the performance and other criteria of employees and approves the grant of option. These options vest with employees over a specified period subject to fulfillment of certain conditions. Upon vesting, employees are eligible to apply and secure allotment of company's equity share at the prevailing market price on the date of the grant of option.

The Securities Exchange Board of India (SEBI) issued the Employee Stock Option Scheme and Employees Stock Purchase Scheme guidelines in 1999, applicable to stock option schemes on or after 19th June 1999. Under these guidelines, the excess of the market price of the underlying equity shares as of the date of the grant over the exercise price of the option is to be recognized and amortized on a straight line basis over the vesting period.

The Company has not recognized any deferred compensation expenses, as the exercise price was equal to the market value (as defined by SEBI) of the underlying equity shares on the grant date.

Excess of exercise price over the nominal value of equity shares allotted during the year under ESOS and credited to securities premium account is Nil (31st March 2015: Rs. 41.30 million)

The details of option granted are given below:

Maximum number of options that may be granted under the scheme is 1.84 million equity shares of Rs.2 each. Options granted during the year-Nil (up to 31st March 2015: 1.84 Million equity shares of Rs.2 each)-Options lapsed during the year 0.028 million equity shares of Rs.2 each (up to 31st March 2015: 0.259 million equity shares of Rs.2 each)-Options exercised during the year- Nil (up to 31st March 2015: 0.160 million equity shares of Rs.2 each)-Options outstanding at the end of year :1.396 million equity shares of Rs.2 each (up to 31st March 2015: 1.424 million equity shares of Rs.2 each)-Options yet to be granted under the scheme:0.288 million (31st March 2015: 0.26 million equity shares of Rs.2 each)

## 27. Interest in joint venture

The company's interest, as a venturer, in jointly controlled entity is as follows:

Name of the company	Country of incorporation	Proportion of ownership interest 31st March 2016	Proportion of ownership interest 31st March 2015
Frontier Offshore Exploration (India) Limited	India	25%	25%

The company has ceased to have joint control over Frontier Offshore Exploration (India) Limited and has also provided for diminution in the value of long term investment considering the state of affairs of the joint venture company.

## 28. Segment information

- A. Primary Segment-**The Company's primary segments are offshore oil drilling services and wind power generation (Wind energy). The said business segments have been identified considering the nature of services rendered and the internal financial reporting system. Income and expenses have been accounted for based on their relationship to the operating activities of the segment

**Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016**

- B. Secondary segment-** Substantial assets of the company are offshore rigs, relating to the drilling and production services that are operating in India and Rest of Asia. The assets relating to the wind power generation are operating in India only.

Primary Segment information Business Segment	31st March 2016		31st March 2015	
	Rs. Millions	Rs. Millions	Rs. Millions	Rs. Millions
1. Segment revenue				
- Drilling	10,799.74		8,107.98	
-Wind energy	25.29	10,825.03	74.29	8,182.27
2. Segment results				
- Drilling	4,502.96		2,819.96	
-Wind energy	(1.32)		6.71	
	4,501.64		2,826.67	
less: interest	(824.03)	3,677.61	(920.46)	1,906.21
3. Segment assets				
- Drilling	48,770.45		47,028.16	
-Wind energy	184.55	48,955.00	216.42	47,244.58
4. Segment liabilities				
- Drilling	13,608.85		15,743.59	
-Wind energy	5.67	13,614.52	14.34	15,757.93
5. Depreciation				
- Drilling	980.19		805.77	
-Wind energy	-	980.19	-	805.77
6. Capital expenditure including capital work in progress				
- Drilling	465.42		2,239.46	
-Wind energy	-	465.42	-	2,239.46

The following table shows revenue by area of drilling and production operations and wind power generation, the carrying amount of segment assets and additions to fixed assets by geographical area in which such assets relating to the drilling and production operations and wind power generation are located

**Secondary Segment information**

Geographical Segment	31st March 2016		31st March 2015	
	Rs. millions	Rs. millions	Rs. millions	Rs. millions
1. Segment revenue				
- India	9,121.98		7,051.06	
-Rest of Asia	1,703.05	10,825.03	1,131.21	8,182.27
2. Carrying amount of Segment assets				
- India	10,670.92		10,251.18	
-Rest of Asia*	5,583.54	16,254.45	4,890.51	15,141.69
3. Capital expenditure including Capital Work In Progress				
- India	374.30		1,454.41	
-Rest of Asia	91.12	465.42	785.05	2,239.46

\* Excludes investment in / receivable from wholly owned foreign subsidiary

**29. Related party disclosures**
**Names of related parties and related party relationship**
**Related parties where control exists**
**A. Subsidiary companies**

Aban Energies Limited, India-Wholly owned subsidiary.  
 Aban Holdings Pte Limited, Singapore-Wholly owned subsidiary.  
 Radhapuram Wintech Private Limited-India, Subsidiary.  
 Aban Green Power Private Limited-India, Subsidiary.

**B. Subsidiaries of Aban Holdings Pte Limited, Singapore**

Aban Singapore Pte Ltd, Singapore  
 Aban 7 Pte Ltd, Singapore

Aban 8 Pte Ltd, Singapore  
 Aban Abraham Pte Ltd, Singapore  
 Aban Pearl Pte Ltd, Singapore  
 Aban International Norway As, Norway  
 DDI Holding AS, Norway (merged with Aban International Norway AS during the year 2015-16)  
 Deep Drilling Invest Pte Ltd, Singapore  
 Deep Drilling 1 Pte Ltd, Singapore  
 Deep Drilling 2 Pte Ltd, Singapore  
 Deep Drilling 3 Pte Ltd, Singapore  
 Deep Drilling 4 Pte Ltd, Singapore  
 Deep Drilling 5 Pte Ltd, Singapore  
 Deep Drilling 6 Pte Ltd, Singapore  
 Deep Drilling 7 Pte Ltd, Singapore  
 Deep Drilling 8 Pte Ltd, Singapore  
 Deep Driller Mexico S de RL de CV, Mexico  
 Aban Labuan Pvt. Ltd, Labuan, Malaysia

**C. Associate Company of Foreign subsidiary**

Belati Oilfield SdnBhd, Malaysia

**D. Other Related parties with whom transactions have taken place during the year**

**a. Key Management personnel**

- (i) Mr. Reji Abraham - Managing Director
- (ii) Mr. P.Venkateswaran - Deputy Managing Director
- (iii) Mr.C.P.Gopalkrishnan - Deputy Managing Director & Chief Financial Officer

**b. Relative of Key Management personnel - Ms. Deepa Reji Abraham- Director**

**Related Party transactions during the year**

Nature of transaction	Subsidiary companies		Key Management Personnel/ Relative	
	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
1. Machinery maintenance charges paid	5.96	12.04	-	-
2. Rent paid/(received)	(5.63)	(3.25)	4.66	4.60
3. Remuneration	-	-	176.91	128.20
4. Interest received/(paid)	464.32	91.27	(0.41)	(4.56)
5. Sale of Asset	34.97	75.60		
6. Investment In foreign subsidiary	-	1,499.44		
7. Investment In Indian subsidiary	19.86	35.37		
8. Advances recoverable/(payable)	27.85	(35.47)		
9. Loan given	328.56	6,867.51		
10. Loan repaid	482.54	848.78		
11. Received/Receivable against sale of investment	-	874.76		
12. Dividend paid	-	-	34.80	29.52
13. Loan taken/repaid	-	-	(180.00)	180.00
14. Allotment of Shares	-	-	1.22	6.78
15. Amount outstanding as at 31st March 2016				
- Receivable	6,761.63	6,146.20		
- Payable	-	-	108.86	54.88

**Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year**

	31st March 2016 Rs. Millions	31st March 2015 Rs. Millions
<b>1. Machinery maintenance charges paid</b>		
- Aban Energies Limited	5.96	12.04
<b>2. Remuneration to Key management personnel</b>		
- Mr. Reji Abraham	148.41	94.42
- Mr. P.Venkateswaran	14.25	17.18
- Mr. C.P.Gopalkrishnan	14.25	16.60
<b>3. Interest received/ (paid)</b>		
- Aban Holdings Pte Ltd, Singapore	456.15	86.61



## Aban Offshore Limited

### Notes to Financial Statements for the year ended 31<sup>st</sup> March 2016

- Radhapuram Wintech Private Limited	1.75	1.78
- Aban Green Power Private Limited	6.42	2.88
-Deepa Reji Abraham	(0.41)	(4.56)
<b>4. Investment In Indian subsidiary</b>		
- Aban Green Power Pvt Ltd	19.86	35.37
<b>5. Advances recoverable (Net)</b>		
- Aban Energies Limited, India	15.50	10.13
- Radhapuram Wintech Pvt Ltd	-	12.68
- Aban Holdings Pte Ltd, Singapore	12.35	(58.28)
<b>6. Loan given to foreign subsidiary</b>		
- Aban Holdings Pte Ltd, Singapore	328.56	6,825.01
<b>7. Loan repaid by foreign subsidiary</b>		
- Aban Holdings Pte Ltd, Singapore	482.54	831.85
<b>8. Loan given to Indian subsidiary</b>		
- Aban Green Power Private Limited	-	40.00
<b>9. Rent paid</b>		
- Reji Abraham	4.66	4.60
<b>10. Dividend paid</b>		
- Reji Abraham	20.26	18.46
-Deepa Reji Abraham	14.54	10.94
<b>11. Received/Receivable against sale of investment</b>		
-Aban Holdings Pte Ltd, Singapore	-	874.76
<b>12. Rent Received</b>		
- Radhapuram Wintech Pvt Ltd	1.84	1.84
- Aban Green Power Pvt Ltd	3.79	1.41
<b>13. Sale of Assets-Aban Green Power Pvt Limited</b>	34.97	75.60
<b>14. Loan taken from/ (repaid to) Deepa Reji Abraham</b>	(180.00)	180.00
<b>15. Allotment of Shares:</b>		
-Reji Abraham	-	1.00
-Deepa Reji Abraham	1.22	5.78

### 30. Capital and other commitments

	31st March 2016 Rs. millions	31st March 2015 Rs. millions
Capital and Other commitments not provided for	161.95	149.26

### 31. Contingent liabilities

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
(a) Guarantees given by banks on behalf of the company	1,529.55	1,796.59
(b) Corporate guarantees given by the company to banks on behalf of subsidiaries of company's wholly owned foreign subsidiary	642.63	1,525.75

(c) Claims against the company not acknowledged as debt:

#### As at 31st March 2016:

- (i) In respect of civil suits against the company - Rs 95.50 million
- (ii) In respect of Income Tax matters :

Income Tax dues relating to the period 2002 – 2006 amounting to INR 556.40 million pending before High Court of Madras; Income Tax dues relating to the period 2006 – 2008 amounting to INR 396.17 million pending before Income Tax Appellate Tribunal; Income Tax dues relating to the period 2008 – 2009 amounting to INR 418.38 million pending before the Commissioner of Income Tax (Appeals); and the Income Tax dues relating to the period 2009 – 2010 amounting to INR 812 million pending before Income Tax Appellate Tribunal.

Income tax dues relating to the period 2010-2011 amounting to INR 1907.90 Million pending before Income Tax Appellate Tribunal.

- (iii) In respect of Service Tax matters:
- Service Tax dues relating to the year 2007 amounting to INR 17.36 million pending before Supreme Court.
- Service Tax dues relating to the year 2011 amounting to INR 78.72 million pending before the CESTAT ,Chennai.
- Service Tax dues relating to the year 2010 amounting to INR 16.32 million pending before the CESTAT ,Chennai.
- Service Tax dues relating to the period 2011 – 2012 amounting to INR 18.94 million pending before the CESTAT ,Chennai.
- Service Tax dues relating to the period 2012 – 2014 amounting to INR 236.49 million pending before the CESTAT ,Chennai.
- Service Tax dues relating to the period 2008 – 2010 amounting to INR 605.75 million pending before the CESTAT ,Mumbai.
- (iv) In respect of Customs duty matter:
- Customs Duty dues relating to the period 2003 - 2004 amounting to INR 279.13 million pending before Supreme Court.

**As at 31st March 2015:**

- (i) In respect of civil suits against the company - Rs 95.50 million
- (ii) In respect of Income Tax matters :
- Income Tax dues relating to the period 2002 – 2006 amounting to INR 556.40 million pending before High Court of Madras; Income Tax dues relating to the period 2006 – 2008 amounting to INR 396.17 million pending before Income Tax Appellate Tribunal; Income Tax dues relating to the period 2008 – 2009 amounting to INR 418. 38 million pending before the Commissioner of Income Tax (Appeals); and the Income Tax dues relating to the period 2009 – 2010 amounting to INR 812 million pending before Income Tax Appellate Tribunal.
- (iii) In respect of Service Tax matters:
- Service Tax dues relating to the year 2007 amounting to INR 17.36 million pending before Supreme Court.
- (iv) In respect of Customs duty matter:
- Customs Duty dues relating to the period 2003 - 2004 amounting to INR 279.13 million pending before Supreme Court.
- The management does not reasonably expect that the aforesaid legal and tax matters when ultimately concluded and determined will have a material and adverse effect on the Company's results of operation or financial condition.

**32. Derivative instruments and unhedged foreign currency exposures**

**a. Outstanding forward cover contracts/derivatives as at the balance sheet date**

	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions	Purpose
- Currency forward contracts/options	Nil	Nil	Hedging risk of exchange rate fluctuations

**b. Particulars of unhedged foreign currency exposures as at the balance sheet date**

	As at 31st March 2016 FCY Millions	As at 31st March 2016 Rs. Millions	As at 31st March 2015 FCY Millions	As at 31st March 2015 Rs. Millions
<b>Receivables</b>				
- In USD	178.89	11,851.72	137.31	8,581.38
- In EURO	7.30	550.46	8.80	589.93
<b>Import payables</b>				
- In USD	4.15	274.71	13.29	830.39
- In SGD	0.22	10.75	0.52	23.74
- In AED	1.13	20.41	5.56	94.53
<b>Foreign Currency Term Loans/Working Capital Loans (Including Interest Payable)</b>				
- In USD	87.74	5,812.97	102.74	6,420.53

The unhedged exposures are naturally hedged by future foreign currency earnings.

**33. (i) Loans and advances in the nature of loans given to subsidiaries (disclosures pursuant to Regulation 34(3) and 53(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.**

Particulars	Subsidiary	Balance outstanding as at 31st March 2016	Maximum balance outstanding during the year	Balance outstanding as at 31st March 2015	Maximum balance outstanding during the year
		Rs. millions	Rs. millions	Rs. millions	Rs. millions
Aban Energies Limited (advance)	Indian subsidiary	44.69	44.69	33.37	33.37
Aban Holdings Pte Ltd (Loan & advance)	Foreign subsidiary	6,653.86	6,905.78	6,056.19	6,744.22
Radhapuram Wintech Pvt Ltd (Loan & advance)	Indian subsidiary	13.80	13.80	12.35	25.29
Aban Green Power Pvt Ltd (Loan & advance)	Indian subsidiary	49.28	49.28	44.29	44.29

**(ii) Investment by the Loanee in the shares of the Company**

The loanees have not made any investments in the shares of the company.

**34. Value of imports calculated on CIF basis**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
a. Capital items	298.22	2,110.18
b. Stores and spare parts	257.95	316.52

**35. Expenditure in foreign currency**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
a. Interest on foreign currency loans	429.87	450.86
b. Drilling services and management fees	108.76	66.78
c. Travel and transport	297.84	61.38
d. Consultancy fees	233.08	242.72
e. Rental charges for machinery	11.10	27.93
f. Insurance	170.33	269.85
g. Repairs to machinery	74.23	28.26
h. Catering	38.98	31.72
i. Salary and staff welfare	323.07	417.94
j. Others	23.92	26.63

**36. Imported and indigenous stores and spares consumed**

	31st March 2016 Value (Rs. millions)	31st March 2016 % of total consumption	31st March 2015 Value (Rs. millions)	31st March 2015 % of total consumption
<b>Stores and spares</b>				
Imported	305.98	71.00%	322.86	82.54%
Indigenous	124.98	29.00%	68.31	17.46%



**37. Dividend remitted in foreign currency**

Year of remittance (ending on)	31st March 2016 Rs. millions	31st March 2015 Rs. millions
Period to which it relates	2014-15	2013-14
Number of non-resident shareholders	1	1
Number of equity shares held	8.33	8.33
Net dividend remitted	29.98	29.98

**38. Earnings in foreign currency**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
a. Drilling and production services	10,135.64	7,564.69
b. Interest from foreign subsidiary	456.15	86.61
c. Others	178.53	261.55

**39. Generation of Electricity from wind power (net)**

Year ended 31st March 2016 Units millions	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Units millions	Year ended 31st March 2015 Rs. millions
2.29	5.70	12.55	32.83

**40. Dues to micro and small enterprises**

The Company has no dues to suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006 (31st March 2015: Nil)

41. The Board of Directors of the Company is of the opinion that, all assets other than fixed assets and non-current Investments have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the financial statement.

**42. Details of Loans given, Investments made and guarantees given covered u/s 186(4) of the companies Act, 2013**

- (i) Loans given to related parties and Investments made in them are disclosed under the respective heads in the Financial statements.
- (ii) Corporate Guarantees given by the Company in respect of the bank loans availed by the wholly owned foreign subsidiary and its step down subsidiaries as at 31st March 2016: Rs 642.63 million (31st March 2015: Rs 1,525.75 million). Security provided for loan are also disclosed under respective head in the Financial Statements.

**43. Previous year figures**

The Company has reclassified previous year figures to conform to this year's classification.

As Per our Report of even date

For Ford, Rhodes, Parks & Co.LLP  
Chartered Accountants  
ICAI - Registration  
No.102860W/W100089

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date : May 23, 2016

**P.Murari**  
Chairman

**Ashok Kumar Rout**  
Director

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**K. Bharathan**  
Director

**P.Venkateswaran**  
Dy. Managing Director

**Deepa Reji Abraham**  
Director

**C.P.Gopalkrishnan**  
Dy. Managing Director &  
Chief Financial Officer

**Subhashini Chandran**  
Director

**S.N. Balaji**  
Senior Manager (Legal)  
& Secretary

## SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES/ASSOCIATES AS PER COMPANIES ACT 2013

## Part 'A': SUBSIDIARIES

Statement pursuant to Section 129(3) of the Companies Act, 2013

Name of the subsidiary Company	Aban Energies Ltd India	Radhapuram Wintech Private Limited India	Aban GreenPower Private Limited India	Aban Holdings Pte Ltd, Singapore	Aban Singapore Pte Ltd, Singapore	Aban Abraham Pte Ltd, Singapore	Aban 7 Pte Ltd, Singapore	Aban 8 Pte Ltd, Singapore	Aban Pearl Pte Singapore	Aban International Norway AS/Norway
	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions
a) Share Capital	2.00	41.14	55.59	26,046.71	33,125.00	3,312.50	3,378.75	2,517.50	3,842.50	92,306.50
b) Reserves & Surplus *	(27.55)	(22.52)	(49.61)	1,498.80	(3,420.36)	(1,801.48)	(3,594.31)	8,371.94	(4,766.76)	(8,973.37)
c) Total Assets	7.21	44.87	84.90	129,558.02	11,966.86	27,115.00	5,200.99	11,944.16	0.00	1,100.61
d) Total Liabilities	32.76	26.25	78.92	135,137.52	143,914.68	25,603.98	5,416.55	1,054.72	924.27	19,762.67
e) Investments (except in case of investment in subsidiaries)	-	-	-	33,125.00	161,652.47	-	-	-	-	101,995.19
f) Turnover	19.77	38.99	54.42	7,728.48	16,145.56	2,455.79	184.14	2,259.00	(6.92)	5,054.30
g) Profit/(Loss) before Taxation	(3.39)	(17.16)	(35.49)	(504.28)	(457.06)	(595.49)	(748.51)	434.26	(662.85)	(103.56)
h) Provision for Taxation	-	(1.91)	(3.27)	-	-	-	0.02	66.25	-	-
i) Profit/(Loss) after Taxation	(3.39)	(15.25)	(32.22)	(504.28)	(457.06)	(595.49)	(748.53)	368.01	(662.85)	(103.56)
j) Proposed Dividend	-	-	-	-	-	-	-	-	-	-
k) % of shareholding	100%	74%	74%	100%	100%	100%	100%	100%	100%	100%

Name of the subsidiary Company	Aban Labuan Pvt Ltd Malaysia	Deep Drilling invest Pte Ltd, Singapore	Deep Drilling 1 Pte Ltd, Singapore	Deep Drilling 2 Pte Ltd, Singapore	Deep Drilling 3 Pte Ltd, Singapore	Deep Drilling 4 Pte Ltd, Singapore	Deep Drilling 5 Pte Ltd, Singapore
	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions
a) Share Capital	0.00	42,588.19	8,972.80	9,656.63	8,609.94	2,499.93	4,514.70
b) Reserves & Surplus *	130.78	(33,742.85)	6,324.99	16,580.60	15,541.49	14,951.69	11,127.28
c) Total Assets	130.78	414.25	19,304.58	26,836.31	24,195.92	18,054.58	15,692.70
d) Total Liabilities	0.00	179.72	4,006.78	599.08	45.09	602.97	50.72
e) Investments (except in case of investment in subsidiaries)	-	8,610.81	-	-	-	-	-
f) Turnover	1,296.24	-	2,394.21	2,242.14	1,541.15	3,459.15	51.11
g) Profit/(Loss) before Taxation	15.60	(7.61)	744.38	(47.15)	251.85	1,229.48	(1,322.38)
h) Provision for Taxation	-	-	(229.89)	(67.26)	(103.71)	(0.01)	(0.01)
i) Profit/(Loss) after Taxation	15.60	(96.63)	514.49	(114.42)	251.85	1,125.77	(1,322.39)
j) Proposed Dividend	-	-	-	-	-	-	-
k) % of shareholding	100%	100%	100%	100%	100%	100%	100%

	Name of the subsidiary Company	Deep Drilling 6 Pte Ltd, Singapore	Deep Drilling 7 Pte Ltd, Singapore	Deep Drilling 8 Pte Ltd, Singapore	Deep Drilling Mexico S de RL De CV, Mexico
		Rs in Millions	Rs in Millions	Rs in Millions	Rs in Millions
a)	Share Capital	3,399.42	3,721.75	1,858.73	0.01
b)	Reserves & Surplus *	2,895.62	3,022.15	2,880.72	(1,700.72)
c)	Total Assets	10,198.67	6,800.09	4,755.55	3,724.23
d)	Total Liabilities	3,903.64	56.19	16.10	5,424.94
e)	Investments (except in case of investment in subsidiaries)	-	-	-	-
f)	Turnover	1,693.77	974.69	1,327.53	4,611.05
g)	Profit/(Loss) before Taxation	(202.90)	(317.92)	71.76	(134.58)
h)	Provision for Taxation	(83.89)	(97.47)	-	-
i)	Profit/(Loss) after Taxation	(286.79)	(415.39)	71.76	(134.58)
j)	Proposed Dividend	-	-	-	-
k)	% of shareholding	100%	100%	100%	100%

\* includes translation reserve

Note :

- Names of Subsidiaries which are yet to commence operations - Nil
- Names of Subsidiaries which have been liquidated or sold during the year - During the year DDI Holdings AS Norway has merged with Aban International Norway AS
- Other than the Indian subsidiaries Aban Energies Ltd, Radhapuram Wintech Private Limited and Aban Green Power Private Limited where accounts is in Indian Rupee, other 18 subsidiary accounts which are in US Dollar are converted into Indian Rupee at the Exchange rate of 1USD = Rs. 66.25 for the purpose of the details given above.

**Part "B": Associates**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate companies

	Name of the Associate	Belati Oilfield Sdn Bhd Malaysia
		Rs in Millions
a)	Latest audited Balance Sheet Date	3/31/2016
b)	Share of Associate/Joint Ventures held by the company on the year end	
	No. in Million	0.17
	Amount of Investment in Associates/Joint Venture	123.32
	Extent of Holding %	49%
c)	Description of how there is significant influence	Due to Percentage of Share Capital
d)	Reason why the associate/Joint Venture is not consolidated	-
e)	Networth attributable to Shareholding as per latest audited Balance Sheet	123.28
f)	Profit/(Loss) for the year	
	Considered in Consolidation	20.05
	Not Considered in Consolidation	-

Note :

- Names of Associates which are yet to commence operations - Nil
- Names of Associates which have been liquidated or sold during the year - Nil

For and on behalf of the Board

**P.Murari**  
Chairman

**Reji Abraham**  
Managing Director

**P.Venkateswaran**  
Dy. Managing Director

**C.P.Gopalkrishnan**  
Dy. Managing Director &  
Chief Financial Officer

**Ashok Kumar Rout**  
Director

**K. Bharathan**  
Director

**Deepa Reji Abraham**  
Director

**Subhashini Chandran**  
Director

**S.N. Balaji**  
Senior Manager (Legal)  
& Secretary

Place: Chennai

Date: May 23, 2016

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ABAN OFFSHORE LIMITED**

### **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Aban Offshore Limited** (hereinafter referred to as "the Holding company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate, comprising of the Consolidated Balance sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (hereinafter referred to as "the Act") with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group, incorporated in India 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31st March, 2016, their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Other Matters**

- (a) We have audited the financial statements of M/s Aban Energies Limited, Chennai, India, M/s Radhapuram Wintech Private Limited, Chennai, India, M/s Aban Green Power Private Limited, Chennai, India, the Indian subsidiaries of the Holding Company. We

did not audit the financial statements of M/s Aban Holdings Pte Limited, Singapore and its Subsidiaries, whose consolidated financial statements have been audited by other auditor. We are informed that Deep Drilling Mexico S DE R L DE CV, Mexico ('DD Mexico') a subsidiary of Aban Singapore Pte Ltd is not required to be audited. The unaudited financial statement of Deep Drilling Mexico S DE R L DE CV, Mexico reflects total assets of INR 3724.63 Million as at March 31, 2016 and total revenue of INR 4611.05 Million for the year then ended. The Consolidated Financial statement of Aban Holdings Pte Limited audited by other auditor reflect total assets of INR 204830.09 Million as at 31st March 2016, total revenue of INR 23110.78 Million and net cash flows amounting to INR 244.93 Million for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of INR 20.05 Million for the year ended 31st March, 2016, in respect of an associate, whose financial statements have also been audited by other auditor. The audit report of the consolidated accounts of Aban Holdings Pte Ltd, the wholly owned foreign subsidiary and its subsidiaries which includes the unaudited financial of 'DD Mexico' has been furnished to us by the Management and our report in terms of sub-sections (3) and (11) of section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and associate, is based solely on the report of the other auditor.

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 auditor.

### Report on other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016, and taken on record by the Board of Directors of the Holding Company and our report on the financial statements of its subsidiary companies in India, none of the directors of the Holding Company and its subsidiaries incorporated in India is disqualified as on 31st March, 2016, 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 A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Group has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 35 to the consolidated financial statements.
  - ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - 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.

### For FORD RHODES PARKS & CO. LLP

Chartered Accountants

ICAI – Registration No: 102860W / W100089

### Ramaswamy Subramanian

Partner

Membership No: 016059

Place : Chennai

Date : May 23, 2016

**“Annexure A”****ANNEXURE TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED  
FINANCIAL STATEMENTS OF ABAN OFFSHORE LTD****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 financial statements of Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of **Aban Offshore Limited** (hereinafter referred to as “the holding company”) and its Indian subsidiary companies.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its Indian subsidiary companies, 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. 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 respective Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and Standards on Auditing, issued by the Institute of Chartered Accountants of India (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, 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 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 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 authorisations 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 Holding Company and its Indian subsidiary companies 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 31st March, 2016, 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.

### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 3 Indian subsidiary Companies, is based on our audit reports of such companies.

**For FORD RHODES PARKS & CO. LLP**  
**Chartered Accountants**  
**ICAI – Registration No: 102860W / W100089**

**Ramaswamy Subramanian**  
**Partner**  
**Membership No: 016059**

Place : Chennai  
Date : May 23, 2016



## Consolidated Balance Sheet

As at 31<sup>st</sup> March 2016

	Note No:	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share Capital	6	2,926.73	2,925.51
Reserves and Surplus	7	57,545.76	54,025.38
Money received against Share Warrants	8	-	59.63
		<b>60,472.49</b>	<b>57,010.52</b>
<b>Minority Interest</b>			
		<b>0.63</b>	<b>0.50</b>
<b>Non-current liabilities</b>			
Long-term borrowings	9	133,706.73	130,877.51
Deferred tax liabilities (net)	10	852.02	744.42
Long-term provisions	11	11.05	17.93
		<b>134,569.80</b>	<b>131,639.86</b>
<b>Current liabilities</b>			
Short -term borrowings	12	2,275.93	2,318.73
Trade payables	13	8,126.62	8,950.02
Other current liabilities	13	14,786.91	9,227.72
Short -term provisions	11	418.82	578.39
		<b>25,608.28</b>	<b>21,074.86</b>
<b>TOTAL</b>		<b>220,651.20</b>	<b>209,725.74</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible assets	14.1	115,371.47	114,640.02
Intangible assets	14.2	73,134.90	68,989.67
Capital work-in-progress		-	186.85
Non-current investments	15	157.38	131.24
Long-term loans and advances	16	2,248.22	3,349.06
Other non-current assets	17.2	10.08	23.35
		<b>190,922.05</b>	<b>187,320.19</b>
<b>Current assets</b>			
Inventories	18	4,088.09	3,786.52
Trade receivables	17.1	23,197.92	15,941.33
Cash and bank balances	19	1,332.06	1,153.88
Short-term loans and advances	16	1,110.67	1,523.65
Other current assets	17.2	0.41	0.16
		<b>29,729.15</b>	<b>22,405.55</b>
<b>TOTAL</b>		<b>220,651.20</b>	<b>209,725.74</b>

Summary of significant accounting policies

4

The accompanying notes 1 to 39 are an integral part of the financial statements

As per our report of even date  
For Ford Rhodes Parks & Co.,LLP  
Chartered Accountants  
ICAI-Registration No.102860W/W100089

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date: May 23, 2016

**C.P.Gopalkrishnan**  
Dy.Managing Director &  
Chief Financial Officer

**S.N. Balaji**  
Senior Manager,  
(Legal) & Secretary



## Consolidated Statement of Profit and Loss

For the year ended 31<sup>st</sup> March 2016

	Note No:	Year ended 31st March 2016 Rs. Millions	Year ended 31st March 2015 Rs. Millions
<b>Income</b>			
Revenue from operations	20	33,345.53	40,408.38
Other income	21	193.65	443.59
<b>Total revenue</b>		<b><u>33,539.18</u></b>	<b><u>40,851.97</u></b>
<b>Expenses</b>			
Consumption of stores, spares, power and fuel	22	1,692.73	2,065.55
Employee benefits expense	23	5,036.29	5,675.46
Finance costs	24	9,751.60	10,910.02
Depreciation and amortization expense	25	6,615.03	5,979.52
Other expenses	26	7,700.12	8,879.24
<b>Total Expenses</b>		<b><u>30,795.77</u></b>	<b><u>33,509.79</u></b>
Profit before exceptional items and tax		<b><u>2,743.41</u></b>	<b><u>7,342.18</u></b>
Less : Exceptional items		-	-
<b>Profit before tax</b>		<b><u>2,743.41</u></b>	<b><u>7,342.18</u></b>
<b>Tax expenses</b>			
-Current tax		2,143.18	1,802.33
-Minimum Alternate Tax (MAT) Credit Entitlement		-	-
-Deferred tax		107.59	135.25
<b>Total tax expense</b>		<b><u>2,250.77</u></b>	<b><u>1,937.58</u></b>
<b>Profit for the year after tax and before share in earnings of associate</b>		<b><u>492.64</u></b>	<b><u>5,404.60</u></b>
Share of profit of associate		<b><u>20.05</u></b>	<b><u>44.82</u></b>
<b>Profit for the year after tax and after share in earnings of associate</b>		<b><u>512.69</u></b>	<b><u>5,449.42</u></b>
<b>Earnings per equity share of Rs.2 each (31st March 2015: Rs.2 each)</b>	27		
<b>Basic</b>			
Computed on the basis of profit for the year		8.79	96.50
<b>Diluted</b>			
Computed on the basis of profit and dilutive effects for the year		8.79	95.78
Summary of significant accounting policies	4		

The accompanying notes 1 to 39 are an integral part of the financial statements

As per our report of even date  
For Ford Rhodes Parks & Co.,LLP  
Chartered Accountants  
ICAI-Registration No.102860W/W100089

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date: May 23, 2016

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**C.P.Gopalkrishnan**  
Dy.Managing Director &  
Chief Financial Officer

**S.N. Balaji**  
Senior Manager,  
(Legal) & Secretary

## Consolidated Cash Flow Statement

For the year ended 31<sup>st</sup> March 2016

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
<b>Cash Flow from operating activities</b>		
Profit before tax from continuing Operations	2,743.41	7,342.18
<b>Profit before tax</b>	<b>2,743.41</b>	<b>7,342.18</b>
<u>Non cash adjustment to reconcile profit before tax to net cash flows</u>		
Depreciation/amortization on continuing operations	6,615.03	5,979.52
Loss/(profit) on sale of fixed assets	(0.12)	1.11
Provision for Employee Benefits	18.44	(10.85)
Provision for Doubtful Debts	1,046.36	759.12
Unrealized foreign exchange loss/(gain)	223.65	459.76
Interest expenses	9,226.13	10,331.51
Interest income	(10.39)	(38.21)
Dividend income	(0.64)	(138.23)
Operating profit before working capital changes	<b>19,861.87</b>	<b>24,685.91</b>
Movements in working capital:		
Increase/(Decrease) in trade payables	(801.92)	(259.21)
Increase/(Decrease) in other current liabilities	2,722.52	(23,932.84)
Decrease/(Increase) in trade receivables	(8,183.45)	(3,981.09)
Decrease/(Increase) in inventories	(301.57)	3.09
Decrease/(Increase) in long term loans and advances	794.24	(1,465.36)
Decrease/(Increase) in short term loans and advances	56.36	594.60
Decrease/(Increase) in other current assets	-	(0.13)
Decrease/(Increase) in other non current assets	13.27	46.16
Cash generated from/(used in) operations	14,161.32	(4,308.87)
Direct taxes paid (net of refunds)	(1,167.16)	(2,330.18)
<b>Net cash flow from /(used in) operating activities (A)</b>	<b>12,994.16</b>	<b>(6,639.05)</b>
<b>Cash Flow from investing activities</b>		
Purchase of fixed assets including Intangible Assets #	(8,431.81)	(9,169.21)
Capital advances	(28.19)	(178.06)
Proceed from sale of fixed assets	0.66	0.54
Purchase of non-current investments	-	(47.97)
Interest received	10.15	38.08
Dividends received	0.64	138.23
<b>Net cash flow from /(used in) investing activities (B)</b>	<b>(8,448.55)</b>	<b>(9,218.39)</b>
<b>Cash Flow from financing activities</b>		
Proceeds from issuance of share capital	178.88	8,406.17
Proceeds from long term borrowings	2,478.79	20,107.10

## Consolidated Cash Flow Statement

For the year ended 31<sup>st</sup> March 2016

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Proceeds from short term borrowings	246.92	515.10
Repayment of short term borrowings	(301.43)	(2,126.88)
Interest paid	(6,398.77)	(10,740.49)
Dividends paid on equity shares	(210.12)	(204.70)
Dividends paid on preference shares	(263.57)	(281.00)
Tax on equity dividend paid	(43.01)	(34.79)
Tax on preference dividend paid	(53.95)	(47.76)
<b>Net cash flow from/(used in) financing activities (C)</b>	<b><u>(4,366.26)</u></b>	<b><u>15,592.75</u></b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>179.35</b>	<b>(264.69)</b>
Effect of exchange differences on cash and cash equivalents held in foreign currency	(1.17)	8.51
Cash and cash equivalents at the beginning of the year	1,153.88	1,410.06
Cash and cash equivalents at the end of the year	<b><u>1,332.06</u></b>	<b><u>1,153.88</u></b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.88	0.58
With banks on current account	1,073.22	991.40
On deposit account	239.42	143.88
unpaid dividend account*	18.54	18.02
<b>Total cash and cash equivalents (note 19)</b>	<b><u>1,332.06</u></b>	<b><u>1,153.88</u></b>

Summary of significant accounting policies

4

**\*The company can utilize these balances only towards settlement of the respective unpaid dividend liability.**

**# Includes exchange differences on translation.**

As per our report of even date  
For Ford Rhodes Parks & Co.,LLP  
Chartered Accountants  
ICAI-Registration No.102860W/W100089

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date: May 23, 2016

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**C.P.Gopalkrishnan**  
Dy.Managing Director &  
Chief Financial Officer

**S.N. Balaji**  
Senior Manager,  
(Legal) & Secretary

## 1. Corporate Information

Aban Offshore Limited (AOL) (the Parent Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India. The Parent Company and its 22 subsidiaries are referred to as "Group" for the purpose of this Consolidated Financial Statements. The Parent Company has three Indian subsidiary companies - Aban Energies Ltd (wholly owned subsidiary), Radhapuram Wintech Private Limited and Aban Green Power Private Limited and a wholly owned foreign subsidiary Aban Holdings Pte. Limited, Singapore. The Parent Company, the wholly owned foreign subsidiary and its step-down subsidiaries are engaged in the business of providing offshore drilling and production services to companies engaged in exploration, development and production of oil and gas both in domestic and international markets. The Parent Company and its Indian subsidiaries are engaged in the ownership, operation and maintenance of wind turbines for generation of electricity through wind power in India

## 2. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. Indian GAAP Comprises Accounting Standards notified by the Central Government of India under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and other pronouncements of the Institute of Chartered Accountants of India.

All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of business operations, the Company has ascertained its operating cycle as 12 months for the purpose of current and non current classification of assets and liabilities.

## 3. Principles of consolidation

The consolidated financial statements have been prepared in accordance with the Accounting Standard-21 "Consolidated Financial Statement", Accounting Standard-27- "Financial reporting of Interests in Joint Ventures", and Accounting Standard-23 - "Accounting for Investment in Associates in Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India. (ICAI)/Companies (Accounting Standards) Rules, 2006.

The financial statements of the Parent Company and its subsidiaries have been consolidated on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and profits in full.

The excess/deficit of cost to the Parent Company of its investment over its portion of net worth in consolidated Subsidiaries at the respective dates on which the investment in such entities was made is recognized in the financial statements as goodwill/capital reserve.

Foreign Subsidiaries account their transactions in United State Dollar as Reporting currency. Foreign subsidiaries are non-integral in nature. For the purpose of consolidation, monetary items and non-monetary items of assets and liabilities are translated at exchange rate prevailing at the Balance Sheet date. The items of revenue income and expenditure reflected in the Profit and Loss Account are translated at the average exchange rate during the period. The differences arising out of translation are transferred to "Translation Reserve".

## 4. Summary of significant accounting policies

### a. Use of estimates

The preparation of financial statements in conformity with the Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result on the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### b. Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from existing asset beyond its previously assessed standard of performance. All other expenses on existing assets, including day to day repair and maintenance expenditure are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Gains or losses from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the assets are derecognized.

### c. Depreciation on tangible fixed assets

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful life of the assets which is in accordance with the rates prescribed under Schedule II of the Companies Act, 2013 as under-

Fixed Assets	Useful Life
Buildings	60 years
Drilling Rigs	30 years
Drillship	25 years
Office Equipment	5 years
Computers	3 years
Windmills	22 years
Furniture and fixtures	10 years
Motor Vehicles	8 years

Depreciation on fixed assets of foreign subsidiaries is determined using the straight line method over the useful life of assets based on the technical evaluation of the expected useful life.

**d. Intangible assets**

Intangible assets include Goodwill that reflects the excess of the purchase price over the book value of the net assets acquired. Goodwill arising on consolidation (acquisition of subsidiaries) is not amortized but tested for impairment on an annual basis.

**e. Leases**

**Where the Company is a lessee**

Leases in which significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

**f. Borrowings costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**g. Impairment of tangible assets**

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Income in the year when the asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there is a change in the estimate of recoverable value.

**h. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments, if any, are carried in the financial statements at lower of cost or fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**i. Inventories**

Inventory of stores, spares and fuel is valued at cost or net realizable value, whichever is lower, based on a weighted average cost/ first-in-first-out basis.

**j. Revenue recognition**

Income from drilling and production services is recognized as earned, based on contractual daily rates billed on monthly basis. Mobilization /demobilization fees received, if any, is recognized as earned in the the year of mobilization/demobilization.

Income from generation of electricity through wind power is recognized based on the number of units of power generated every month at contracted rates.

Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the Statement of Profit and Loss.

Dividend income is recognized when the company’s right to receive dividend is established by the reporting date

**k. Foreign currency translation**

**Foreign currency transactions and balances**

**Initial recognition**

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Realized gains and losses on foreign exchange transactions during the year are recognized in the Statement of Profit and Loss. Exchange differences in respect of foreign currency loans/liabilities relating to fixed assets are accounted in the Statement of Profit and Loss.

**Conversion**

Foreign currency monetary items are translated at the exchange rates prevailing on the reporting date. Non-monetary items such as investments, fixed assets, denominated in foreign currency are translated at exchange rate prevailing on the date of transaction.

**Exchange differences**

All exchange differences are recognized as income or as expense in the Statement of Profit and Loss during the period in which they arise.

**Forward exchange contracts/derivative contracts entered into to hedge foreign currency risk of an existing asset/liability**

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Any profit or loss arising on cancellation or renewal of such forward contract is also recognized as income or as expense for the period under the respective head of account for the period. In respect of derivative contracts, gains / losses on any such contracts are recognized in the Statement of Profit and Loss.

**Translation of integral and non-integral foreign operation**

The Company classifies all its foreign operations as either “integral foreign operations” or “non-integral foreign operations”.

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself.

The assets and liabilities of a non-integral foreign operation are translated into the reporting currency at the exchange rate prevailing at the Balance Sheet date and the Statement of Profit and Loss are translated at average daily rates prevailing during the reporting period. The exchange differences arising on translation are accumulated in the foreign currency translation reserve. On disposal of a non-integral foreign operation, the accumulated foreign currency translation reserve relating to that foreign operation is recognized in the statement of profit and loss.

Where there is a change in the classification of a foreign operation, the translation procedures applicable to the revised classification are applied from the date of change in the classification.

**l. Retirement and other employee benefits**

- (a) Contribution to Provident Fund which is a defined contribution retirement plan is made monthly at a predetermined rate to the Provident Fund Authorities and is debited to the statement of profit and loss on accrual basis.
- (b) Contribution to Superannuation Scheme which is defined contribution retirement plan is made annually at predetermined rate to insurance companies which administer the fund and debited to the statement of Profit and Loss
- (c) Annual contribution is made to Gratuity Funds administered by Insurance Companies, which is considered as defined benefit plan. The present value of the defined benefit is measured using the ‘Projected Unit Credit method with actuarial valuation being carried out at each Balance Sheet date by an independent valuer. Actuarial gain and losses are immediately recognized in the statement of profit and loss. Amount of contribution, computed by the insurers is paid by the company and charged to statement of profit and loss. No additional liability is anticipated under the scheme administered by the Insurance Companies.
- (d) Provision for leave encashment is based on actuarial valuation carried out by an independent actuary at the Balance Sheet date.

**m. Taxes on income**

The income tax provision comprises of current tax and deferred tax. Current tax is the amount of tax payable in respect of income for the year. In accordance with the Accounting Standard-22 -Accounting for taxes on income issued by the Institute of Chartered Accountants of India, the deferred tax on timing difference between book profit and tax profit for the year is accounted based on the rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. However, deferred tax assets arising from timing difference are recognized to the extent of their virtual /reasonable certainty about its realisability in future years.

Minimum Alternate Tax (MAT) credit - MAT is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT credit entitlement in the Balance Sheet. The Company reviews the MAT credit entitlement asset at each reporting date and writes down the carrying amount of MAT credit entitlement asset to the extent the Company does not have convincing evidence that it will pay normal income tax during the specified period.

**n. Segment reporting**

**Identification of segments**

The Group's operating businesses are organized and managed separately according to the nature of services provided with each segment representing strategic business unit that offers different services. The analysis of geographical segments is based on the areas in which the main assets of the company operate.

**Segment accounting policies**

The segment information in the financial statement for the Group is prepared in conformity with the accounting policies.

**o. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent they are entitled to participate in dividends relative to a fully paid equity share during the reporting 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 shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**p. Provisions**

A provision is recognized when the entity has a present obligation as a result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. The estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**q. Contingent liabilities**

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

**r. Cash and cash equivalents**

Cash and cash equivalents for the purpose of the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

5. The Consolidated financial statements include the financial statements of Aban Offshore Limited ("the Parent Company"), its subsidiaries and its associate company. The details of the subsidiaries and the associate company are given below:

Name of the company	Country of Incorporation	Percentage of holding	Accounts considered	Reporting Currency
Aban Energies Limited	India	100%	31st March 2016 (audited)	Indian Rupee
Radhapuram Wintech Private Limited	India	74%	31st March 2016 (audited)	Indian Rupee
Aban Green Power Private Limited	India	74%	31st March 2016 (audited)	Indian Rupees

Aban Holdings Pte Ltd	Singapore	100%	31st March 2016 (audited)	US Dollars
Aban Singapore Pte Ltd	Singapore	(a)	31st March 2016 (audited)	US Dollars
Aban International Norway AS#	Norway	(b)	31st March 2016 (audited)	US Dollars
Aban 7 Pte Ltd	Singapore	(b)	31st March 2016 (audited)	US Dollars
Aban 8 Pte Ltd	Singapore	(b)	31st March 2016 (audited)	US Dollars
Aban Abraham Pte Ltd	Singapore	(b)	31st March 2016 (audited)	US Dollars
Aban Pearl Pte Ltd	Singapore	(b)	31st March 2016 (audited)	US Dollars
Deep Drilling Invest Pte Ltd	Singapore	(c)	31st March 2016 (audited)	US Dollars
Deep Drilling 1 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 2 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 3 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 4 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 5 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 6 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 7 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Drilling 8 Pte Ltd	Singapore	(d)	31st March 2016 (audited)	US Dollars
Deep Driller Mexico S de RL de CV, Mexico	Mexico	(d)	31st March 2016 (not required to be audited)	US Dollars
Aban Labuan Pvt Limited	Labuan, Malaysia	(b)	31st March 2016 (audited)	US Dollars

Note:

- a) Wholly-owned subsidiary of Aban Holdings Pte Ltd
- b) Wholly-owned subsidiaries of Aban Singapore Pte Ltd
- c) Subsidiary of Aban International Norway AS (66%) and Aban Singapore Pte Ltd(34%)
- d) Wholly-owned subsidiaries of Deep Drilling Invest Pte Ltd

# During the year DDI Holdings AS Norway has merged with Aban International Norway AS.

Besides the above, the financials of Belati Oilfield Sdn Bhd, Malaysia, an associate company with 49% interest held by Aban Singapore Pte Ltd, have been considered in the consolidated accounts of Aban Holdings Pte Ltd under Equity method of accounting.

The consolidated financial statements have been prepared after considering adjustments to align the accounts of foreign subsidiaries with the requirements of applicable Indian Accounting Standards.



## 6. Share Capital

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Authorised shares (No. millions)</b>		
2,500 (31st March 2015: 2,500 ) Equity Shares of Rs.2/- each	5,000.00	5,000.00
1,000 (31st March 2015: 1,000 ) Cumulative Non Convertible redeemable preference shares of Rs.10/- each	10,000.00	10,000.00
	<u>15,000.00</u>	<u>15,000.00</u>
<b>Issued , subscribed and fully paid -up shares (No. millions)</b>		
<b>Equity shares:</b>		
36.88 (31st March 2015: 36.88) equity shares of Rs.2/- each	73.75	73.75
0.85 (31st March 2015: 0.85) equity shares of Rs.2/- each issued against conversion of foreign currency convertible bonds	1.70	1.70
0.16 (31st March 2015: 0.16 ) equity shares of Rs.2/- each issued against employee stock option scheme	0.33	0.33
16.47 (31st March 2015: 16.47) equity shares of Rs.2/- each issued against qualified institutional placement	32.94	32.94
4.00 (31st March 2015:3.39) equity shares of Rs. 2/- each issued against conversion of share warrants allotted on a preferential basis	8.00	6.78
0.01 (31st March 2015: 0.01) Shares Forfeited -equity shares at Re 1/- each	0.01	0.01
(A)	<u>116.73</u>	<u>115.51</u>
<b>Preference shares:(No. millions)</b>		
60 (31st March 2015: 60 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	600.00	600.00
45 (31st March 2015: 45 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	450.00	450.00
61 (31st March 2015: 61 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	610.00	610.00
95 (31st March 2015: 95 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	950.00	950.00
20 (31st March 2015:20 @ 10%) 10% non-convertible cumulative redeemable preference shares of Rs.10/-each	200.00	200.00
(B)	<u>2,810.00</u>	<u>2,810.00</u>
<b>TOTAL (A+B)</b>	<u>2,926.73</u>	<u>2,925.51</u>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	As at 31st March 2016		As at 31st March 2015	
	No. millions	Rs. millions	No. millions	Rs. millions
<b>Equity shares of Rs 2 each</b>				
At the beginning of the period	57.75	115.51	43.51	87.04
Issued during the period	0.61	1.22	14.24	28.47
<b>Outstanding at the end of the period (A)</b>	<b>58.36</b>	<b>116.73</b>	<b>57.75</b>	<b>115.51</b>
<b>Preference shares of Rs 10 each</b>				
At the beginning of the period	281.00	2,810.00	281.00	2,810.00
Issued during the period	-	-	-	-
Redeemed during the period				
<b>Outstanding at the end of the period (B)</b>	<b>281.00</b>	<b>2,810.00</b>	<b>281.00</b>	<b>2,810.00</b>
<b>Total Value of Outstanding Shares (A) +(B)</b>		<b>2,926.73</b>		<b>2,925.51</b>

**b. Terms/ rights attached to equity shares**

The Parent Company has only one class of equity shares having a face value of Rs.2 per share. Each holder of equity shares is entitled to one vote per share. The Parent Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

**c. During the year ended 31st March 2016, the amount of per share dividend recognized as distributions to equity shareholders is Nil (31st March 2015: Rs.3.60).**
**d. Terms of Non-convertible Cumulative Redeemable Preference shares issued by Parent company**

The terms and conditions of the Non-Convertible Cumulative redeemable preference shares are as under:

- 55 million 10% non-convertible cumulative redeemable preference shares were due for redemption on 29-12-2014 (Not redeemed and Dividend not recommended).
- 40 million 10 % non-convertible cumulative redeemable preference shares were due for redemption on 28-02-2015 (Not redeemed and Dividend not recommended).
- 61million 10 % non-convertible cumulative redeemable preference shares were due for redemption on 30-03-2015 (Not redeemed and Dividend not recommended).
- 45 million 10% non- convertible cumulative redeemable preference shares were due for redemption redeemed at par on 16-06-2015(Not redeemed and Dividend not recommended).
- 60 million 10% non-convertible cumulative redeemable preference shares will be redeemed at par on 16-06-2016
- 20 million 10 % non-convertible cumulative redeemable preference shares will be redeemed at par on 03-08-2016

**c. During the year ended 31st March 2016, the amount of per share dividend recognized as distributions to preference shareholders is Nil (31st March 2015: Re 1).**

d. The parent company has reserved 1.84 million equity shares of Rs.2 each for offering to employees under the Employee Stock Option Scheme (ESOS) (31st March 2015:1.84 million equity shares of Rs.2 each ) out of which 0.16 million equity shares of Rs.2 each have been already allotted up to the balance sheet date under the scheme and included under the paid up capital (31st March 2015: 0.16 million equity shares of Rs.2 each) (Refer note 28 for details)

e. During the previous year 2014-15, the Parent Company has allotted 10.78 million equity shares of Rs.2/- each to eligible Qualified Institutional Buyers at a price of Rs.695.60 per equity share including premium of Rs.693.50 per share aggregating to Rs.750.00 million in accordance with the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 and Companies Act, 2013.

f. During the previous year 2014-15, the Parent Company has allotted 0.06 million and 0.004 million equity shares of Rs.2/- each on exercise of stock options by employees/whole-time directors/independent director at a price of Rs.649.75 per equity share (including premium of Rs.647.75 per equity share) and Rs.416.55 per equity share (including premium of Rs.414.55 per equity share respectively aggregating to Rs 41.43 million (Refer note 28 for details)

g. During the year 2015-16, the Parent Company has allotted 0.61 million equity shares of Rs.2/- each fully paid to Promoter/Promoter group at a price of Rs.391/- per equity share (including premium of Rs.389/- per equity

share) aggregating to Rs 238.51 million against conversion of share warrants allotted to them on a preferential basis (Refer note 8 for details)

**j. Details of shareholders holding more than 5% shares in the Parent Company**

	As at 31st March 2016		As at 31st March 2015	
	No. millions	% holding in the class	No. millions	% holding in the class
<b>Equity shares of Rs.2 each fully paid</b>				
Reji Abraham	5.63	9.64%	5.63	9.74%
Deepa Reji Abraham	4.04	6.92%	3.43	5.94%
India Offshore Inc	8.33	14.27%	8.33	14.42%
Aban Investments Private Limited	5.65	9.69%	5.65	9.79%
	<u>23.65</u>	<u>40.52%</u>	<u>23.04</u>	<u>39.89%</u>
<b>Preference shares of Rs.10 each fully paid</b>				
<b>10% Non-Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Syndicate Bank	10.50	10.00%	10.50	10.00%
Canara Bank	17.50	16.67%	17.50	16.67%
Indian Overseas Bank	14.00	13.33%	14.00	13.33%
Vijaya Bank	17.50	16.67%	17.50	16.67%
Axis Bank Limited	42.00	40.00%	42.00	40.00%
	<u>101.50</u>	<u>96.67%</u>	<u>101.50</u>	<u>96.67%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Indian Bank	10.00	16.39%	10.00	16.39%
Vijaya Bank	5.00	8.20%	5.00	8.20%
UCO Bank	10.00	16.39%	10.00	16.39%
Aban Infrastructure Private Limited	27.00	44.26%	27.00	44.26%
Yes Bank Limited	5.00	8.20%	5.00	8.20%
	<u>57.00</u>	<u>93.44%</u>	<u>57.00</u>	<u>93.44%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Punjab National Bank	20.00	50.00%	20.00	50.00%
Canara Bank	10.00	25.00%	10.00	25.00%
Indian Overseas Bank	10.00	25.00%	10.00	25.00%
	<u>40.00</u>	<u>100.00%</u>	<u>40.00</u>	<u>100.00%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Syndicate Bank	15.00	27.27%	15.00	27.27%
Bank of India	15.00	27.27%	15.00	27.27%
Central Bank of India	5.00	9.10%	5.00	9.10%
Bank of Baroda	10.00	18.18%	10.00	18.18%
Oriental Bank of Commerce	10.00	18.18%	10.00	18.18%
	<u>55.00</u>	<u>100.00%</u>	<u>55.00</u>	<u>100.00%</u>
<b>10% Non Convertible Cumulative Redeemable Preference Shares of Rs.10 Each</b>				
Bank of India	20.00	100.00%	20.00	100.00%

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

**7. Reserves and Surplus**

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Capital Reserve - as per last Balance Sheet</b>	<u>0.03</u>	<u>0.03</u>
<b>Securities Premium Account</b>		
Balance as per last financial statements	17,563.49	8,854.42
Add: On Allotment under ESOS	-	41.30
Add: On Allotment under Qualified Institutional Buyers	-	7,478.43
Add: On Allotment against Conversion of Equity Warrants	237.29	1,318.71
Less: Qualified Institutional Placement Issue Expenses	-	(129.37)
	<u>17,800.78</u>	<u>17,563.49</u>
<b>Investment Allowance Reserve (utilised) -as per last Balance Sheet</b>	<u>52.40</u>	<u>52.40</u>
<b>Capital Redemption Reserve</b>		
Balance as per last financial statements	2,470.00	2,270.00
Add: Transfer from statement of profit and loss	260.00	200.00
	<u>2,730.00</u>	<u>2,470.00</u>
<b>General Reserve</b>		
Balance as per last financial statements	1,479.72	1,479.72
Add: Transfer from statement of profit and loss	-	-
	<u>1,479.72</u>	<u>1,479.72</u>
<b>Surplus / (deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	19,837.08	15,211.86
Profit for the year	512.69	5,449.42
Less: Appropriations		
Transfer to capital redemption reserve	(260.00)	(200.00)
Transfer to general reserve	-	-
Equity dividend paid Rs 3.60 Per equity share *	(2.20)	(48.04)
Tax on equity dividend *	(0.45)	(8.16)
Proposed equity dividend- Nil		
(31st March 2015-Rs.3.60 Per equity share)	-	(207.92)
Tax on proposed equity dividend	-	(42.56)
Dividend on preference shares	-	(263.57)
Tax on preference dividend	-	(53.95)
Total appropriations	<u>(262.65)</u>	<u>(824.20)</u>
<b>Net Surplus/(deficit) in the statement of profit and loss</b>	<u>20,087.12</u>	<u>19,837.08</u>
<b>Translation Reserve</b>	<u>15,395.71</u>	<u>12,622.66</u>
<b>Total reserves and surplus</b>	<u>57,545.76</u>	<u>54,025.38</u>

\* Relates to the Equity Shares issued to Qualified Institutional Buyers ,promoter/promoter group against conversion of share warrants and employees under stock option scheme(2014-2015)

\* Relates to the Equity Shares issued to promoter/promoter group against conversion of share warrants (2015-2016)

#### 8. Money received against Share Warrants:

During 2013-14, the Parent Company had allotted 4.00 million share warrants on a preference basis to the Promoter/ Promoter Group entitling them to apply for and obtain allotment of one equity share of Rs 2/- each fully paid at a price of Rs 391/- per share against each such share warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment in one or more tranches. The Parent Company has received Rs.391 million being 25% of the total value of share warrants issued. During the year 2014-15, The Parent Company received Rs.994.12 million against share warrants issued. The Parent Company issued 3.39 million equity shares of Rs.2 /- each to the Promoter/Promoter group aggregating to Rs. 1325.49 million during the year. As at 31st March, 2015, 0.61 million share warrants are pending conversion into equity shares against which The Parent Company has received Rs. 59.63 million being 25% of the outstanding 0.61 million share warrants.

#### 9. Long term borrowings

	Non-Current maturities		Current maturities	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Term loans</b>				
Rupee term loans from banks (secured)	75.00	175.00	124.99	108.19
Rupee term loan from Financial institution (secured)	-	-	-	225.00
Foreign currency term loans from banks (secured)	131,799.18	130,282.20	7,424.99	1,313.18
<b>Other loans</b>				
Bonds	1,614.84	-	2,153.13	5,468.31
Hire purchase loan (secured)	1.53	3.64	2.21	2.31
From companies (secured)	216.18	416.67	226.27	283.33
	<u>133,706.73</u>	<u>130,877.51</u>	<u>9,931.59</u>	<u>7,400.32</u>
<b>The above amount includes</b>				
Secured borrowings	133,706.73	130,877.51	9,931.59	7,400.32
Unsecured borrowings	-	-	-	-
Amount disclosed under the head "Other current liabilities" (note 13 )	-	-	(9,931.59)	(7,400.32)
<b>Net Amount</b>	<u>133,706.73</u>	<u>130,877.51</u>	<u>-</u>	<u>-</u>

#### 1. The rupee term loans from banks include the following:

Indian Rupee Loan of Rs. 199.99 million (31st March 2015 - Rs.283.19 million) from a bank carries interest @ 15.00 % p.a. (31st March 2015 – 15.00 % p.a.). The loan is repayable in 19 unequal quarterly installments along with interest from 30th June 2013. The loan is secured by First charge on the specific offshore drill rig owned by foreign subsidiaries. Amount overdue as on the balance sheet date on account of interest and principal is Rs.2.40 million and Rs 25.00 million for a period of 1 day. Amount since paid is Rs.20.00 million.

#### 2. Rupee term loan from a financial institution:

Rupee term loan from a Financial institution of Rs. Nil (31st March 2015 - Rs.225.00 million) carries interest @ Nil (31st March 2015 – 13.00% p.a.). The loan is repayable in 11 quarterly installments of Rs.50 million each along with interest from June 2013. The loan was secured by paripassu first charge on drill ship and drilling rig. The loan has been repaid in full during the year.

#### 3. The Foreign currency term loans from banks include the following:

- i. Foreign currency term loan of Rs.3868.95 million [USD 58.40 million] (31st March 2015- 4,344.67 million [USD 69.52 million]) from a bank carries interest @ 6 Months LIBOR + 6% p.a. (31st March 2015 -6 Months LIBOR + 6% p.a.).The Loan is repayable in 32 quarterly installments of USD 2.78 million each along with interest from 30th April 2013. The loan is secured by second charge on the specific offshore drill rigs, Floating Production Unit and Second charge on drilling rig owned by foreign subsidiaries. Amount overdue on account

of interest and principal as on balance sheet date is Rs.65.12 million and Rs.184.24 million for a period of 2 months. Amount since paid is Rs. 206.91 million.

- ii. Foreign currency term loan of Rs.1,599.90 million [USD 24.15 million] (31st March 2015 - Rs. 1,776.46 million [USD 28.43 million]) from a bank carries interest @ 6 Months LIBOR + 7.00% p.a. (31st March 2015 - 6 Months LIBOR + 7.00% p.a.).The Loan is repayable in 96 monthly installments of USD 0.36 Million each along with interest from 30th September 2013. The loan is secured by first charge on the specific offshore drill rig owned by foreign subsidiaries. Amount overdue as on the balance sheet date on account of interest and principal is Rs.32.60 million and Rs. 70.74 million for a period of 2 months.
- iii. Foreign currency term loan of Rs.642.63 million [USD 9.70 million] (31st March 2015: Rs.615.57 million [USD 9.85 million]) is secured by a standby letter of credit issued by a bank, which is secured by a first pari-passu charge on a drill ship and a rig owned by the Parent Company.The borrowings mature on 30th June 2022 and have an interest rate of 6.00% p.a.-6.50% p.a.(31st March 2015: 6.00% p.a.-6.50% p.a.). Amount overdue as on the balance sheet date on account of principal and interest is Rs. 14.90 million and Rs.39.82 million respectively for a period of 5-93 days.
- iv. Foreign currency term loan of Rs.Nil [USD Nil] (31st March 2015: Rs.910.11 million [USD14.56 million]) is secured by a standby letter of credit issued by a bank, which is secured by a first pari-passu charge on a drill ship owned by the Parent Company, a first pari-passu charge on a rig owned by the Parent Company. The borrowings had an interest rate of 6.25-6.75% p.a.(31st March 2015: 6.25% p.a.-6.75% p.a.). This loan carried a moratorium in respect of repayment of principal for a period of 15 months ending 31st December 2014. The loan has been paid in full during the year 2015-16.
- v. Foreign currency term loan aggregating to Rs.124,647.00 million [USD1,881.46 million] (31st March 2015 :Rs. 115,460.97 million [USD 1,847.52 million] are secured by stand- by letters of credit issued by banks. These stand-by letters of credit are secured by a first / second priority mortgages over the rigs / drillships owned by the company / foreign subsidiaries, a first charge on the receivables of the rigs owned by the foreign subsidiaries and pledge of shares of the foreign subsidiaries. The borrowings mature between on 31st March 2028 and have an interest rate of 5.00% p.a.-6.00% p.a. (31st March 2015: 5.00% p.a.-6.00 % p.a.) . These loans carry a moratorium in respect of repayment of principal ranging up to a period of 35 months ending 30th June 2016. An amount of Rs 16,251.125 million [USD 245.30 million] (31st March 2015-Rs 15,330.00 million (USD 245.30 million of the stand-by letters of credit is guaranteed by a Managing Director of the Parent Company. Amount overdue as on the balance sheet date on account of principal and interest is Rs.13.25 million [USD 0.200 million] and Rs 3,457.06 million [USD 52.182 million] for a period of 3 months and 0-13 months respectively. Amount since paid Rs 2385.00 million.
- vi. Foreign currency term loan of Rs. 838.59 million [USD 12.658 million] (31st March 2015: Rs. 791.08 million [USD 12.66 million]) is secured by a first priority mortgage on a drill ship and first charge by way of hypothecation of moveable assets and receivables of a step-down subsidiary of the wholly-owned foreign subsidiary that owns this drill ship and a pledge over 30% of the shares in a step-down subsidiary of the wholly-owned foreign subsidiary. The borrowings mature on 1st February 2019 and have an interest rate of 6.00% p.a.-6.50% p.a. (31st March 2015: 6.00% p.a.-6.50% p.a.).Amount overdue at the balance sheet date on account of interest is Rs.37.365 million for a period of 30– 243 days. Amount since paid is Rs 37.365 million.
- vii. Foreign currency term loan of Rs.4,446.50 million [USD 67.117 million] (31st March 2015: Rs.4,696.23 million [USD75.15 million]) is secured by a pari-passu pledge over 100% of the shares in a step down subsidiary of the wholly owned foreign subsidiary of the company, a charge over escrow account into which dividends from such shares are to be deposited and a second charge over a drill ship owned by a step-down subsidiary of the wholly-owned foreign subsidiary.The borrowings mature on 3rd January 2019 and have an interest rate of 6.00% p.a.-6.50% p.a. (31st March 2015: 6.00% p.a.-6.50% p.a.). Amount overdue at the balance sheet date on account of interest is Rs.197.425 million for a period of 30 – 243 days that has since been paid.
- viii. Foreign currency term loan of Rs.3,180.60 million [USD 48.009 million] (31st March 2015: Rs.3,000.29 million [USD 48.01 million]) is secured a first priority mortgage over a rig of a step-down subsidiary of the wholly-owned foreign subsidiary, a first charge by way of hypothecation of moveable assets and receivables of a step-down subsidiary of the wholly-owned subsidiary of the Parent Company that owns this rig and a corporate guarantee of Aban Singapore Pte Ltd. The borrowings mature on 24th March 2019 and have an interest rate of 6.00% p.a.-6.50% p.a. (31st March 2015: 6.00% p.a.-6.50% p.a.). Amount overdue at the balance sheet date on account of interest is Rs.198.22 million for a period of 7-373 days. Amount since paid Rs 79.17 million.

#### **4. Bonds**

Bond of Rs.3767.97 million [USD 56.875 million] (31st March 2015: Rs.5,468.31 million [USD87.50 million]) is secured by a first priority mortgage on a rig owned by a step-down subsidiary of the wholly-owned foreign subsidiary, a pledge over 100% of the shares in a step-down subsidiary of the wholly-owned foreign subsidiary, assignment of insurances, corporate guarantee of a step-down subsidiary of the wholly-owned foreign subsidiary of the Parent Company , and a charge over bank accounts to be maintained by the Borrower in respect

of the rig. The Bond matures on 21st December 2017 and have an interest rate 15.00% p.a. (31st March 2015: 12.00% p.a.)

5. Term loan facility of Rs.150.00 million (31st March 2015-Rs. 350.00 million) from a NBFC carries interest @14.50% p.a. (31st March 2015-14.50% p.a.). The loan is repayable in 30 equated monthly installments from 5th July 2014 and is secured by mortgage of land and pledge of shares owned by a promoter group company and by second charge of current assets of the Company.
6. Term Loan facility of Rs.212.45 million (31st March 2015-Rs.250.00 million) from a NBFC carries interest @ 13.50% p.a. (31st March 2015: 13.50% p.a.). The loan is repayable in 60 equated monthly installments from 5th April 2015 and is secured by a charge on properties owned by Promoter/Promoter Group Company.
7. Short term facility of Rs.80.00 million (31st March 2015-Rs.100 million) from a NBFC carries interest @12.00 % p.a. (31st March 2015-12.00% p.a.). The loan is repayable in full on 2nd February 2018 and is secured by shares of the Company held by a promoter group company.
8. Hire purchase loans for Vehicles amount to Rs 3.74 million (31st March 2015:Rs.5.95 million) availed from a NBFC carries interest @ 9.72% p.a. (31st March 2015: 9.72% p.a.) and is secured by hypothecation of Vehicles.

#### 10. Deferred tax liabilities (net)

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Deferred tax liability on timing differences</b>		
On depreciation	849.22	744.42
On others	2.80	-
	<u>852.02</u>	<u>744.42</u>

#### 11. Provisions

	Long - Term		Short - Term	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Provision for employee benefits</b>				
Provision for provident fund	-	-	2.42	2.38
Provision for gratuity	-	4.67	19.67	1.95
Provision for leave encashment	<u>11.05</u>	<u>13.26</u>	<u>5.64</u>	<u>6.06</u>
	<u>11.05</u>	<u>17.93</u>	<u>27.73</u>	<u>10.39</u>
<b>Other provisions</b>				
Proposed equity dividend	-	-	-	207.92
Provision for tax on proposed equity dividend	-	-	-	42.56
Proposed preference dividend	-	-	-	263.57
Provision for tax on proposed preference dividend	-	-	-	53.95
Provision for taxation (net of advance payment of taxes)	-	-	<u>391.09</u>	-
	<u>-</u>	<u>-</u>	<u>391.09</u>	<u>568.00</u>
	<u>11.05</u>	<u>17.93</u>	<u>418.82</u>	<u>578.39</u>

**12. Short term borrowings**

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
Cash credit from banks (secured)	1,743.46	1,593.25
Short term borrowings (secured)	279.05	400.48
Short term borrowings from a Director (unsecured)	-	180.00
-Intercompany deposits repayable on demand (unsecured)	253.42	145.00
	<b><u>2,275.93</u></b>	<b><u>2,318.73</u></b>
<b>the above amount includes</b>		
Secured borrowings	2,022.51	1,993.73
Unsecured borrowings	253.42	325.00
	<b><u>2,275.93</u></b>	<b><u>2,318.73</u></b>

- Cash credit from banks is secured by way of hypothecation of inventory of stores and spares and book debts. Moreover, two offshore jack-up rigs of the company have been offered as a second charge for certain cash credit facilities. The cash credit is repayable on demand and carries interest @ 13.75 p.a.% to 14.55 % p.a.
- Short term borrowings (secured) from banks represent buyer's credit availed against letters of credit / packing credit secured by charge on current assets and second charge on three offshore jack-up rigs and a drill ship of the company. These short term borrowings are repayable over 180 - 360 days and carry interest @ 3% p.a.to 5.35% p.a.
- Unsecured loan from a Director of Company amounting to Rs.Nil (31st March 2015: Rs 180.00 million) carries interest @ Nil (31st March 2015:16.75% p.a.)
- Unsecured loan from a company –Nil (31st March 2015:Rs.145.00 million carries interest at Nil (31st March 2015:16.75% p.a.).

**13. Current liabilities**

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Trade payables</b>	<b><u>8,126.62</u></b>	<b><u>8,950.02</u></b>
<b>Other liabilities</b>		
Current maturities of long term borrowings (note 9)	9,931.59	7,400.32
Interest accrued but not due on borrowings	4,436.18	1,632.83
Interest accrued and due on borrowings	100.23	74.88
Investor Education and Protection Fund will be credited by following amounts (as and when due)		
- Unclaimed dividends	18.54	18.02
<b>Others</b>		
Service tax payable/Other Liabilities	283.43	77.49
Tax deducted at source payable	16.94	24.18
	<b><u>14,786.91</u></b>	<b><u>9,227.72</u></b>

**14.1. Tangible assets**

	Rs.Millions									
	Land-Freehold	Buildings	Offshore Jack-up rigs	Drillship	Other Machineries	Wind Mills	Office Equipment	Furniture & Fixtures	Vehicles	Total
<b>Cost</b>										
At 1st April 2015	128.57	150.37	123,797.14	41,164.29	80.82	1,331.00	120.40	75.51	66.84	166,914.94
Additions	-	3.09	1,105.99	42.63	-	15.37	1.78	0.08	3.35	1,172.29
Disposals	-	-	-	-	-	(274.20)	-	-	(3.54)	(277.74)



Other adjustments	-	-	-	-	-	-	-	-	-	-
-Exchange differences	-	-	6,643.02	2,138.84	-	-	2.67	3.02	0.23	8,787.78
-Borrowing costs	-	-	-	-	-	-	-	-	-	-
<b>At 31st March 2016</b>	<b>128.57</b>	<b>153.46</b>	<b>131,546.15</b>	<b>43,345.76</b>	<b>80.82</b>	<b>1,072.17</b>	<b>124.85</b>	<b>78.61</b>	<b>66.88</b>	<b>176,597.27</b>
At 1st April 2014	128.57	150.37	116,614.46	38,848.93	80.82	1,880.99	105.10	72.85	60.24	157,942.33
Additions	-	-	2,579.81	861.32	-	34.50	15.52	0.55	8.96	3,500.66
Disposals	-	-	-	-	-	(584.49)	(1.76)	-	(2.52)	(588.77)
Other adjustments	-	-	-	-	-	-	-	-	-	-
-Exchange differences	-	-	4,602.87	1,454.04	-	-	1.54	2.11	0.16	6,060.72
-Borrowing costs	-	-	-	-	-	-	-	-	-	-
<b>At 31st March 2015</b>	<b>128.57</b>	<b>150.37</b>	<b>123,797.14</b>	<b>41,164.29</b>	<b>80.82</b>	<b>1,331.00</b>	<b>120.40</b>	<b>75.51</b>	<b>66.84</b>	<b>166,914.94</b>
	<b>Land-Freehold</b>	<b>Buildings</b>	<b>Offshore Jack-up rigs</b>	<b>Drillship</b>	<b>Other Machineries</b>	<b>Wind Mills</b>	<b>Office Equipment</b>	<b>Furniture &amp; Fixtures</b>	<b>Vehicles</b>	<b>Total</b>
<b>Depreciation</b>										
At 1st April 2015	-	45.85	41,773.87	8,986.87	76.74	1,221.58	90.99	42.96	36.06	52,274.92
Charge for the year	-	4.08	4,694.77	1,859.57	-	41.68	7.57	0.70	6.66	6,615.03
Disposals	-	-	-	-	-	(260.49)	-	-	(3.00)	(263.49)
-Exchange differences	-	-	2,133.87	462.76	-	-	1.50	1.21	-	2,599.34
<b>At 31st March 2016</b>	<b>-</b>	<b>49.93</b>	<b>48,602.51</b>	<b>11,309.20</b>	<b>76.74</b>	<b>1,002.77</b>	<b>100.06</b>	<b>44.87</b>	<b>39.72</b>	<b>61,225.80</b>
At 1st April 2014	-	41.69	36,280.75	7,080.82	76.74	1,749.34	87.30	39.73	30.55	45,386.92
Charge for the year	-	4.16	4,256.41	1,679.70	-	25.83	3.64	2.48	7.30	5,979.52
Disposals	-	-	-	-	-	(553.59)	(0.84)	-	(1.79)	(556.22)
Other adjustments	-	-	-	-	-	-	-	-	-	-
-Exchange differences	-	-	1,236.71	226.35	-	-	0.89	0.75	-	1,464.70
<b>At 31st March 2015</b>	<b>-</b>	<b>45.85</b>	<b>41,773.87</b>	<b>8,986.87</b>	<b>76.74</b>	<b>1,221.58</b>	<b>90.99</b>	<b>42.96</b>	<b>36.06</b>	<b>52,274.92</b>
<b>Net Block</b>										
<b>At 31st March 2016</b>	<b>128.57</b>	<b>103.53</b>	<b>82,943.64</b>	<b>32,036.56</b>	<b>4.08</b>	<b>69.40</b>	<b>24.79</b>	<b>33.74</b>	<b>27.16</b>	<b>115,371.47</b>
<b>At 31st March 2015</b>	<b>128.57</b>	<b>104.52</b>	<b>82,023.27</b>	<b>32,177.42</b>	<b>4.08</b>	<b>109.42</b>	<b>29.41</b>	<b>32.55</b>	<b>30.78</b>	<b>114,640.02</b>

a. Capitalised borrowing costs

The borrowing cost capitalized during the year ended 31st March 2016 was Nil (31st March 2015: 5.15 million). The company capitalized the borrowing cost in the Offshore Jack-up Rigs. (Refer Note: 24)

**14.2. Intangible assets**

	Rs. millions	
	Goodwill	Total
<b>Cost</b>		
At 1st April 2015	68,989.67	68,989.67
Additions		
Disposals		
Other adjustments		
-Exchange differences	4,145.23	4,145.23
<b>At 31st March 2016</b>	<b>73,134.90</b>	<b>73,134.90</b>
At 1st April 2014	66,102.91	66,102.91
Additions		
Disposals		
Other adjustments		
-Exchange differences	2,886.76	2,886.76
<b>At 31st March 2015</b>	<b>68,989.67</b>	<b>68,989.67</b>

**Net Block**

At 31st March 2016	73,134.90	73,134.90
At 31st March 2015	68,989.67	68,989.67

Goodwill on consolidation (acquisition of foreign subsidiaries) is tested for impairment annually and whenever there is an impairment indication, that the goodwill may be impaired. For the year 2015-16, the management did not note any indication that the goodwill related to the acquisition of such foreign subsidiaries may be impaired due to any reason.

**15. Non - current investments**

	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Investment in joint venture/associate</b>	-	-
0.05 million(31st March 2015:0.05 million) equity shares of Rs.100 each fully paid in Frontier Offshore Exploration(India) Limited	-	-
(at cost less provision for other than temporary diminution in value Rs.4.99 million(31st March 2015:Rs.4.99 million) )	-	-
0.17 million (31st March 2015 : 0.17 million) equity shares of MYR 1 each in Belati Oilfield Sdn Bhd [(Note 31(b))]	123.32	97.18
<b>Other Investments</b>		
0.3 million (31st March 2015: 0.3 million) equity shares of Rs.10 each fully paid in Aban Informatics Private Limited	19.85	19.85
	<u>143.17</u>	<u>117.03</u>
<b>Non-trade investments (valued at cost unless stated otherwise)</b>		
<b>Investment in equity shares (quoted)</b>		
-0.01 million (31st March 2015: 0.01 million) equity shares of Rs.10 each fully paid in Arihant Threads Ltd	-	-
(at cost less provision for other than temporary diminution in value of Rs.0.17 million(31st March 2015: Rs.0.17 million))	-	-
-0.01 million (31st March 2015: 0.01 million) equity shares of Rs.10 each fully paid in Punjab Woolcombers Ltd at cost less provision for other than temporary diminution in value of Rs 0.02 million (31st March 2015 : Rs 0.02 million)	-	-
-0.01 million(31st March 2015: 0.01 million) equity shares of Rs.10 each fully paid in State Bank of Travancore Ltd	0.15	0.15
-0.01 million(31st March 2015: 0.01 million) equity shares of Rs.10 each fully paid in ICICI Bank Ltd	0.79	0.79
-0.05 million(31st March 2015: 0.05 million)equity shares of Rs.5 each fully paid in Oil and Natural Gas Corporation Limited	6.32	6.32
-0.03 million(31st March 2015:0.03 million)equity shares of Rs.10 each fully paid in Indian Bank Ltd	2.95	2.95
<b>Investment in equity shares (unquoted)</b>		
0.01 million (31st March 2015: 0.01 million)equity shares of Rs.10 each fully paid in Madras Stock Exchange Limited	4.00	4.00
	<u>14.21</u>	<u>14.21</u>
	<u>157.38</u>	<u>131.24</u>
Aggregate amount of quoted investments( Market value: Rs.17.60 million (31st March 2015: Rs.28.06 million)	10.21	10.21
Aggregate amount of unquoted investments	147.17	121.03
Aggregate provision for diminution in value of investments	5.18	5.18

**16. Loans and advances**

	Long-term		Short-term	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Capital advances</b>				
Unsecured, considered good	-	-	28.19	178.06
(A)	<u>-</u>	<u>-</u>	<u>28.19</u>	<u>178.06</u>
<b>Security deposit</b>				
Unsecured, considered good	38.35	17.06	33.64	73.01
Doubtful	-	-	-	-
	<u>38.35</u>	<u>17.06</u>	<u>33.64</u>	<u>73.01</u>
Provision for doubtful security deposit	-	-	-	-
(B)	<u>38.35</u>	<u>17.06</u>	<u>33.64</u>	<u>73.01</u>
<b>Loans and advances to related parties</b>				
Unsecured, considered good	-	123.65	-	45.98
(C)	<u>-</u>	<u>123.65</u>	<u>-</u>	<u>45.98</u>
<b>Advances recoverable in cash or kind</b>				
Unsecured considered good	2,040.75	619.23	798.37	616.38
Doubtful	-	-	-	-
	<u>2,040.75</u>	<u>619.23</u>	<u>798.37</u>	<u>616.38</u>
Provision for doubtful advances	-	-	-	-
(D)	<u>2,040.75</u>	<u>619.23</u>	<u>798.37</u>	<u>616.38</u>
<b>Other loans and advances</b>				
Advance income-tax(net of provision for taxation)	-	-	-	206.76
MAT Credit Entitlement Account	-	306.61	-	-
Prepaid expenses	42.08	2,220.70	152.12	368.61
Loans to employees	32.69	35.55	23.49	29.65
Balances with statutory/government authorities	94.35	26.26	74.86	5.21
(E)	<u>169.12</u>	<u>2,589.12</u>	<u>250.47</u>	<u>610.23</u>
<b>Total (A+B+C+D+E)</b>	<u>2,248.22</u>	<u>3,349.06</u>	<u>1,110.67</u>	<u>1,523.66</u>

**17. Trade receivables and other assets**

**17.1 Trade receivables**

	Non-current		Current	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 1st March 2015 Rs. millions
<b>Unsecured, considered good unless stated otherwise</b>				
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>				
Unsecured, considered good	-	-	14,528.47	5,718.24
Doubtful	-	-	4,014.48	2,886.66
	<u>-</u>	<u>-</u>	<u>18,542.95</u>	<u>8,604.90</u>

Provision for doubtful receivables	-	-	(4,014.48)	(2,886.66)
(A)	<u>-</u>	<u>-</u>	<u>14,528.47</u>	<u>5,718.24</u>
<b>Other receivables</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	8,669.45	10,223.09
Doubtful	-	-	-	-
	<u>-</u>	<u>-</u>	<u>8,669.45</u>	<u>10,223.09</u>
Provision for doubtful receivables	-	-	-	-
(B)	<u>-</u>	<u>-</u>	<u>8,669.45</u>	<u>10,223.09</u>
<b>Total (A+B)</b>	<u>-</u>	<u>-</u>	<u>23,197.92</u>	<u>15,941.33</u>

**17.2 Other assets**

	Non-current		Current	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Unsecured, considered good unless stated otherwise</b>				
Non-current bank balances (Note 19) (A)	<u>10.08</u>	<u>23.35</u>	<u>-</u>	<u>-</u>
<b>Others</b>				
Interest accrued on fixed deposits (B)	<u>-</u>	<u>-</u>	<u>0.41</u>	<u>0.16</u>
<b>Total (A+B)</b>	<u>10.08</u>	<u>23.35</u>	<u>0.41</u>	<u>0.16</u>

**18. Inventories**

	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions
Stores, Spares and Fuel	<u>4,088.09</u>	<u>3,786.52</u>
	<u>4,088.09</u>	<u>3,786.52</u>

**19. Cash and bank balances**

	Non-current		Current	
	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions	As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
<b>Cash and cash equivalents</b>				
<b>Balances with banks:</b>				
-On current accounts	-	-	1,073.22	991.40
-Deposits with original maturity of less than three months	-	-	154.48	20.64
-On unpaid dividend account	-	-	18.54	18.02
Cash on hand	-	-	0.88	0.58
	<u>-</u>	<u>-</u>	<u>1,247.12</u>	<u>1,030.64</u>

<b>Other bank balances</b>				
-Deposits with original maturity for more than 12 months	10.08	23.35	-	-
-Deposits with original maturity for more than 3 months but less than 12 months	-	-	-	-
- Margin money deposit	-	-	84.94	123.24
	<u>10.08</u>	<u>23.35</u>	<u>84.94</u>	<u>123.24</u>
	<u>10.08</u>	<u>23.35</u>	<u>1,332.06</u>	<u>1,153.88</u>
Amount disclosed under non current assets (See note 17.2)	(10.08)	(23.35)	-	-
	<u>-</u>	<u>-</u>	<u>1,332.06</u>	<u>1,153.88</u>

20. Revenue from operations	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Revenue from drilling services	33,246.42	40,313.20
Revenue from generation of electricity from wind power	99.11	95.18
	<u>33,345.53</u>	<u>40,408.38</u>

**21. Other Income**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
<b>-Interest Income on Bank deposits</b>	10.39	38.21
<b>Dividend income on</b>		
-Long term investments	0.49	0.79
-Current investments	0.15	137.44
Miscellaneous Income	178.86	263.39
Net gain on sale of assets	0.12	-
Rental income	3.64	3.76
	<u>193.65</u>	<u>443.59</u>

**22. Consumption of stores, spares, power and fuel**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Consumption of stores and spares	1,497.46	1,875.10
Power and Fuel	195.27	190.45
	<u>1,692.73</u>	<u>2,065.55</u>

**23. Employee benefit expense**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Salaries,wages and bonus	4,906.62	5,537.01
Contribution to provident and other fund	55.83	46.89
Gratuity expense	19.58	15.07
Staff welfare expenses	54.26	76.49
	<u>5,036.29</u>	<u>5,675.46</u>

**24. Finance Costs**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Interest *	9,226.13	10,331.51
Loan Processing Charges	19.26	9.69
Amortization of ancillary borrowings costs	506.21	568.82
	<u>9,751.60</u>	<u>10,910.02</u>

\* Excludes interest capitalised Rs. Nil (31st March 2015- Rs 5.15 million)

**25. Depreciation and amortization expense**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Depreciation on tangible assets*	6,615.03	5,979.52
	<u>6,615.03</u>	<u>5,979.52</u>

\* Pursuant to Companies Act, 2013 ("the Act") becoming effective from 1st April 2014, the Parent Company has provided depreciation based on the useful life of the assets as prescribed in Schedule II of the Act, from financial year 2014-15. This has resulted in additional depreciation and amortization expense of Rs. 296.39 million during the previous year ended 31st March 2015.

**26. Other expenses**

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Freight and forwarding cost	42.51	41.48
Rent	76.64	90.97
Rates and taxes	9.87	5.18
Rental charges for machinery	180.93	252.65
Insurance	938.24	1,361.81
<b>Repairs and maintenance</b>		
-Plant and machinery	306.44	181.75
-Buildings	4.04	2.50
-Others	21.81	19.41
Drilling services and management fees	1,209.78	1,413.83
Advertising and sales promotion	2.58	8.50
Exchange differences(net)	13.93	394.39

Travelling ,conveyance and transportation	932.83	759.60
Communication costs	136.52	152.82
Printing and stationery	5.42	5.11
Professional and Consultancy expenses	1,735.92	2,367.23
Catering expenses	338.90	423.25
Directors' sitting fees	0.92	0.54
<b>Payment to auditors</b>		
<b>As auditor</b>		
-Audit fee*	35.64	39.60
-Tax audit fee	0.86	0.86
-Limited review	1.88	1.75
<b>In other capacity</b>		
-Taxation matters	0.50	0.50
-Company law matters	-	-
-Management services	-	-
-Other services(certification fees)	1.69	2.53
<b>Reimbursement of expenses</b>	-	-
Provision for diminution in value of long term investments	-	-
Exchange losses(net)	121.27	113.35
Pre Operating expenses - Written off	-	1.37
Corporate Social Responsibility (CSR )Expenditure #	10.00	30.00
Loss on sale of assets	-	1.11
Provision for doubtful debts and advances	1,046.36	759.12
Miscellaneous expenses	524.64	448.03
	<u>7,700.12</u>	<u>8,879.24</u>

\* Includes audit fees with respect to Qualified Institutional Placement of INR Nil (Previous year :INR 1.20 Million)

# In terms of Section 135 and Section 198 of the Companies Act, 2013, the Parent Company does not have average net profits over the 3 immediately previous financial years and is therefore not required to spend on Corporate Social Responsibility (CSR) activities. However the Company has spent on CSR activities by making voluntary contributions towards activities promoting health care including preventive health care.

## 27. Earnings per share (EPS)

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

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Profit after tax	512.69	5,449.42
Less: Dividends on preference shares and tax thereon	-	317.52
<b>Net profit for calculation of EPS</b>	<u>512.69</u>	<u>5,131.90</u>
	<u>No. millions</u>	<u>No. millions</u>
Weighted average number of equity shares in calculating basic EPS	58.36	53.18
<b>Effect of dilution:</b>		
Stock options/Share Warrants Outstanding less number of shares that would have been issued at par value.	-*	0.40
<b>Weighted average number of equity shares in calculating diluted EPS</b>	58.36	53.58
<b>Earning per share - basic (in Rs)</b>	8.79	96.50
<b>Earning per share - diluted ( in Rs)</b>	8.79	95.78

\*Since diluted earnings per share shows higher value as compared to basic earnings when taking the options/warrants into account, the options/warrants are anti-dilutive as at the year ended 31.03.2016 and are ignored in the calculation of diluted earnings per share as required under the Accounting Standard.

## 28. Employee stock option scheme

The Parent Company has instituted Employee Stock Option Scheme-2005 (ESOS) duly approved by the shareholders in the extra-ordinary general meeting of the company held on 23rd April 2005. As per the scheme, the compensation committee of the board evaluates the performance and other criteria of employees and approves the grant of option. These options vest with employees over a specified period subject to fulfillment of certain conditions. Upon vesting, employees are eligible to apply and secure allotment of company's equity share at the prevailing market price on the date of the grant of option.

The Securities Exchange Board of India (SEBI) issued the Employee Stock Option Scheme and Employees Stock Purchase Scheme guidelines in 1999, applicable to stock option schemes on or after 19th June 1999. Under these guidelines, the excess of the market price of the underlying equity shares as of the date of the grant over the exercise price of the option is to be recognized and amortized on a straight line basis over the vesting period.

The Company has not recognized any deferred compensation expenses, as the exercise price was equal to the market value (as defined by SEBI) of the underlying equity shares on the grant date. Excess of exercise price over the nominal value of equity shares allotted during the year under ESOS and credited to securities premium account is Rs 41.30 million (31st March 2015: Rs. 41.30 million)

The details of option granted are given below:

Maximum number of options that may be granted under the scheme is 1.84 million equity shares of Rs.2 each. Options granted during the year- Nil (up to 31st March 2015: 1.84 Million equity shares of Rs.2 each)-Options lapsed during the year 0.028 million equity shares of Rs.2 each (up to 31st March 2015: 0.259 million equity shares of Rs.2 each)-Options exercised during the year- Nil (up to 31st March 2015: 0.160 million equity shares of Rs.2 each)-Options outstanding at the end of year :1.396 million equity shares of Rs.2 each (up to 31st March 2015: 1.424 million equity shares of Rs.2 each)-Options yet to be granted under the scheme: 0.288 million (31st March 2015: 0.26 million equity shares of Rs.2 each).

29. The Maritime and Port Authority of Singapore has awarded "Approved International Shipping Enterprise "(AIS) status to Aban Singapore Pte Ltd and its subsidiaries with effect from 1 June 2006 and with effect from 27th June 2006 for some of its subsidiaries for an initial period of 10 years. Aban Singapore and its operating subsidiaries are exempted from Singapore Income tax from the qualifying income under Section 13F of the Singapore Income Tax Act. However, in respect of income earned outside Singapore, necessary provision for tax has been made in accordance with applicable tax laws in respective countries.

## 30. Leases

### Operating lease: Company as lessee

The wholly owned foreign subsidiary leases, office space and accommodation for certain employees from non-related parties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewable rights.

The future aggregate minimum payments under the operating leases contracted for at the balance sheet date but not recognized as liabilities are analyzed as follows:

	31st March 2016 Rs.millions	31st March 2015 Rs.millions
Within one year	59.76	73.93
After one year but not more than two years	<u>33.79</u>	<u>47.87</u>
	<u>93.55</u>	<u>121.80</u>

## 31. Interest in joint venture/associate

(a) The Parent company's interest, in joint venture entity/associate is as follows:

Name of the company	Country of incorporation	Nature of Interest	Proportion of ownership interest 31st March 2016	Proportion of ownership interest 31st March 2015
Frontier Offshore Exploration (India) Limited	India	Joint Venture	25%	25%
Belati Oilfield Sdn Bhd	Malaysia	Associate	49%	49%

The Parent company has ceased to have joint control over Frontier Offshore Exploration (India) Limited and has also provided for diminution in the value of long term investment considering the state of affairs of the joint venture company.



(b) The company's share of the assets, liabilities, Revenue and Profit in the associate company –Belati Oilfield Sdn Bhd, based on the audited financial statements are as follows:

	Year ended 31st March 2016 Rs. millions	Year ended 31st March 2015 Rs. millions
Assets-As at	130.51	450.49
Liabilities-As at	(7.23)	(353.35)
Revenue for the year ended	1,088.53	1,825.38
Net profit for the year ended	20.05	44.82

### 32. Segment information

**A. Primary Segment-**The Group's primary segments are offshore oil drilling and production services and wind power generation (Wind energy). The said business segments have been identified considering the nature of services rendered and the internal financial reporting system. Income and expenses have been accounted for based on their relationship to the operating activities of the segment

**B. Secondary segment-** Substantial assets of the Group are offshore rigs, relating to the drilling and production services that are operating in India and Rest of Asia. The assets relating to the wind energy are operating in India only.

#### Primary Segment information

	31st March 2016		31st March 2015	
	Rs. millions	Rs. millions	Rs. millions	Rs. millions
1. Segment revenue				
- Drilling	33,440.07		40,756.79	
-Wind energy	99.11	33,539.18	95.18	40,851.97
2. Segment results				
- Drilling	12,021.72		17,693.82	
-Wind energy	(52.18)		(20.13)	
	11,969.54		17,673.69	
less: interest expenses	(9,226.13)	2,743.41	(10,331.51)	7,342.18
3. Segment assets				
- Drilling	220,343.89		209,401.59	
-Wind energy	307.31	220,651.20	324.15	209,725.74
4. Segment liabilities				
- Drilling	160,183.08		152,706.02	
-Wind energy	(4.37)	160,178.71	9.34	152,715.36
5. Depreciation				
- Drilling	6,573.35		5,953.69	
-Wind energy	41.68	6,615.03	25.83	5,979.52
6. Capital expenditure including work in progress				
- Drilling	13,733.64		12,559.40	
-Wind energy	34.97	13,768.61	75.60	12,635.00

The following table shows revenue by area of drilling and production operations and wind power generation, the carrying amount of segment assets and additions to fixed assets by geographical area in which such assets relating to the drilling and production operations and wind energy are located.

**Secondary Segment information**
**Geographical Segment information**

	31st March 2016		31st March 2015	
	Rs. millions	Rs. millions	Rs. millions	Rs. millions
1. Segment revenue				
- India	8,725.18		6,972.25	
-Americas	9,663.86		10,371.93	
-Rest of Asia	15,150.14	<b>33,539.18</b>	23,507.79	40,851.97
2. Carrying amount of Segment assets				
- India	10,466.68		10,123.88	
-Americas	46,569.96		51,429.36	
-Rest of Asia	163,614.56	<b>220,651.20</b>	148,172.20	209,725.44
3. Capital expenditure including Capital Work In Progress				
- India	389.70		1,488.99	
-Americas	3,689.20		3,409.31	
-Rest of Asia	9,689.71	<b>13,768.61</b>	7,736.70	12,635.00

**33. Related Party Disclosures**

Names of related parties and related party relationship

**Related parties where control exists**
**A. Subsidiary companies**

Aban Energies Limited, India (wholly owned subsidiary)

Aban Holdings Pte Limited, Singapore (wholly owned foreign subsidiary)

Radhapuram Wintech Private Limited

Aban Green Power Private Limited

**B. Subsidiaries of Aban Holdings Pte Limited, Singapore**

Aban Singapore Pte Ltd, Singapore

Aban 7 Pte Ltd, Singapore

Aban 8 Pte Ltd, Singapore

Aban Abraham Pte Ltd, Singapore

Aban Pearl Pte Ltd, Singapore

Aban International Norway As, Norway

DDI Holding AS, Norway (Merged with Aban International Norway AS during the year 2015-16)

Deep Drilling Invest Pte Ltd, Singapore

Deep Drilling 1 Pte Ltd, Singapore

Deep Drilling 2 Pte Ltd, Singapore

Deep Drilling 3 Pte Ltd, Singapore

Deep Drilling 4 Pte Ltd, Singapore

Deep Drilling 5 Pte Ltd, Singapore

Deep Drilling 6 Pte Ltd, Singapore

Deep Drilling 7 Pte Ltd, Singapore

Deep Drilling 8 Pte Ltd, Singapore

Deep Driller Mexico S de RL de CV, Mexico

Aban Labuan Pvt Ltd, Labuan, Malaysia

**C. Associate Company of Aban Holdings Pte Ltd, (WOS) of AOL**

Belati Oilfield Sdn Bhd, Malaysia

**D. Related parties with whom transactions have taken place during the year**
**a. Key Management personnel**

- |                                |   |
|--------------------------------|---|
| (i) Mr. Reji Abraham           | Managing Director                                 |
| (ii) Mr. P. Venkateswaran-     | Dy. Managing Director                             |
| (iii) Mr. C. P. Gopalkrishnan- | Dy. Managing Director and Chief Financial Officer |

**b. Relative of Key Management Personnel – Mrs. Deepa Reji Abraham - Director**

**Related Party transactions during the year**

**Nature of transaction**

1. Rent paid
2. Remuneration
3. Interest received/(paid)
4. Dividend paid
5. Loan taken/(repaid )
6. Allotment of Shares
7. Amount outstanding as at 31st March 2016
- Receivable
- Payable

**Key Management Personnel / Relative**

31st March 2016 Rs. millions	31st March 2015 Rs. millions
4.66	4.60
255.81	187.39
(0.41)	(4.56)
34.80	29.52
(180.00)	180.00
1.22	6.78
-	-
108.86	54.88

**Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year**

**1. Remuneration to Key management personnel**

- Mr. Reji Abraham
- Mr. P. Venkateswaran
- Mr. C. P. Gopalkrishnan

**2. Rent paid**

- Mr. Reji Abraham

**3. Dividend paid**

- Mr. Reji Abraham
- Mrs. Deepa Reji Abraham

**4. Loan taken from/ (repaid to) Deepa Reji Abraham**

**5. Allotment of Shares:**

- Mr. Reji Abraham
- Mrs. Deepa Reji Abraham

**Other transactions**

Personal guarantee given by Managing Director of the Company to banks towards availment of Loan and non-fund based facilities-Rs 16,251 million (31st March 2015: Rs 15,330 million)

31st March 2016 Rs. millions	31st March 2015 Rs. millions
148.41	94.42
43.30	36.50
64.10	56.47
4.66	4.60
20.26	18.46
14.54	10.94
(180.00)	180.00
-	1.00
1.22	5.78

**34. Capital and other commitments**

Capital and Other commitments not provided for

31st March 2016 Rs. millions	31st March 2015 Rs. millions
161.95	149.26

**35. Contingent liabilities**

(a) Guarantees given by banks on behalf of the company

(b) Claims against the company not acknowledged as debt:

**As at 31st March 2016:**

- (i) In respect of civil suits against the company - Rs 95.50 million
- (ii) In respect of Income Tax matters :

Income Tax dues relating to the period 2002 – 2006 amounting to INR 556.40 million pending before High Court of Madras; Income Tax dues relating to the period 2006 – 2008 amounting to INR 396.17 million pending before Income Tax Appellate Tribunal; Income Tax dues relating to the period 2008 – 2009 amounting to INR 418.38 million pending before the Commissioner of Income Tax

As at 31st March 2016 Rs. millions	As at 31st March 2015 Rs. millions
2,556.39	1,796.59

(Appeals); and the Income Tax dues relating to the period 2009 – 2010 amounting to INR 812 million pending before Income Tax Appellate Tribunal.

Income tax dues relating to the period 2010-2011 amounting to INR 1907.90 Million pending before Income Tax Appellate Tribunal.

(iii) In respect of Service Tax matters:

Service Tax dues relating to the year 2007 amounting to INR 17.36 million pending before Supreme Court.

Service Tax dues relating to the year 2011 amounting to INR 78.72 million pending before the CESTAT ,Chennai.

Service Tax dues relating to the year 2010 amounting to INR 16.32 million pending before the CESTAT ,Chennai.

Service Tax dues relating to the period 2011 – 2012 amounting to INR 18.94 million pending before the CESTAT ,Chennai.

Service Tax dues relating to the period 2012 – 2014 amounting to INR 236.49 million pending before the CESTAT ,Chennai.

Service Tax dues relating to the period 2008 – 2010 amounting to INR 605.75 million pending before the CESTAT ,Mumbai.

(iv) In respect of Customs duty matter:

Customs Duty dues relating to the period 2003 - 2004 amounting to INR 279.13 million pending before Supreme Court.

**As at 31st March 2015:**

(i) In respect of civil suits against the company - Rs 95.50 million

(ii) In respect of Income Tax matters :

Income Tax dues relating to the period 2002 – 2006 amounting to INR 556.40 million pending before High Court of Madras; Income Tax dues relating to the period 2006 – 2008 amounting to INR 396.17 million pending before Income Tax Appellate Tribunal; Income Tax dues relating to the period 2008 – 2009 amounting to INR 418. 38 million pending before the Commissioner of Income Tax (Appeals); and the Income Tax dues relating to the period 2009 – 2010 amounting to INR 812 million pending before Income Tax Appellate Tribunal.

(iii) In respect of Service Tax matters:

Service Tax dues relating to the year 2007 amounting to INR 17.36 million pending before Supreme Court.

(iv) In respect of Customs duty matter:

Customs Duty dues relating to the period 2003 - 2004 amounting to INR 279.13 million pending before Supreme Court.

The management does not reasonably expect that the aforesaid legal and tax matters when ultimately concluded and determined will have a material and adverse effect on the Company's results of operation or financial condition.

**36. Derivative instruments and unhedged foreign currency exposures**

**a. Outstanding forward cover contracts/derivatives as at the balance sheet date**

	As at 31st March 2016 Rs. Millions	As at 31st March 2015 Rs. Millions	Purpose
- Currency forward contracts/options	Nil	Nil	Hedging risk of exchange rate fluctuations

**b. Particulars of unhedged foreign currency exposures as at the balance sheet date**

	As at 31st March 2016 FCY Millions	As at 31st March 2016 Rs. Millions	As at 31st March 2015 FCY Millions	As at 31st March 2015 Rs. Millions
<b>Receivables</b>				
- In USD	178.89	11,851.72	137.31	8,581.38
- In EURO	7.30	550.46	8.80	589.93
<b>Import payables</b>				
- In USD	4.15	274.71	13.29	830.39
- In SGD	0.22	10.75	0.52	23.74
- In AED	1.13	20.41	5.56	94.53
<b>Foreign Currency Term Loans/Working Capital Loans (Including Interest Payable)</b>				
- In USD	87.74	5,812.97	102.74	6,420.53

The unhedged exposures are naturally hedged by future foreign currency earnings.

37. The Board of Directors of the Company is of the opinion that, all assets other than fixed assets and non-current Investments have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the financial statement.

**38. Additional Information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associate**

Name of the Enterprise	Net Assets i.e total assets minus total liabilities		Share in Profit or loss	
	As % of consolidated net assets	Amount Rs in Millions	As % of consolidated Profit or loss	Amount Rs in Millions
<b>Parent</b>				
Aban Offshore Limited	58.44	35,340.51	717.33	3,677.61
<b>Subsidiaries</b>				
<b>Indian</b>				
Aban Energies Limited	(0.05)	(27.56)	(0.66)	(3.39)
Radhapuram wintech Private Limited	(0.09)	(56.39)	(2.97)	(15.25)
Aban Greenpower Private Limited	(0.18)	(110.25)	(10.10)	(51.80)
<b>Foreign</b>				
Aban Holdings Pte Ltd, Singapore	2.48	1,498.80	(98.36)	(504.28)
Aban Singapore Pte Ltd, Singapore	(5.86)	(3,543.64)	(93.06)	(477.11)
Aban Abraham Pte Ltd, Singapore	(2.98)	(1,801.48)	(116.15)	(595.49)
Aban 7 Pte Ltd, Singapore	(5.94)	(3,594.31)	(146.00)	(748.53)
Aban 8 Pte Ltd, Singapore	13.84	8,371.94	71.78	368.01
Aban Pearl Pte Ltd, Singapore	(7.88)	(4,766.76)	(129.29)	(662.85)
Aban International Norway AS, Norway	(14.84)	(8,973.37)	(20.20)	(103.56)
Aban Labuan Pvt Ltd Malaysia	0.22	130.78	3.04	15.60
Deep Drilling Invest Pte Ltd, Singapore	(55.80)	(33,742.85)	(18.85)	(96.63)
Deep Drilling 1 Pte Ltd, Singapore	10.46	6,324.99	100.35	514.49
Deep Drilling 2 Pte Ltd, Singapore	27.42	16,580.60	(22.32)	(114.42)
Deep Drilling 3 Pte Ltd, Singapore	25.70	15,541.49	49.12	251.85
Deep Drilling 4 Pte Ltd, Singapore	24.72	14,951.69	219.59	1,125.77
Deep Drilling 5 Pte Ltd, Singapore	18.40	11,127.28	(257.94)	(1,322.39)
Deep Drilling 6 Pte Ltd, Singapore	4.79	2,895.62	(55.94)	(286.79)
Deep Drilling 7 Pte Ltd, Singapore	5.00	3,022.15	(81.02)	(415.39)
Deep Drilling 8 Pte Ltd, Singapore	4.76	2,880.72	14.00	71.76
Deep Driller Mexico S de RL De CV, Mexico	(2.81)	(1,700.72)	(26.25)	(134.58)
Minority Interest	-	0.63	-	-
Associates (Investment as per Equity Method)	0.20	123.28	3.91	20.05

**39. Previous year figures**

The Group has reclassified previous year figures to conform to this year's classification.

As per our report of even date  
For Ford Rhodes Parks & Co., LLP  
Chartered Accountants  
ICAI-Registration No.102860W/W100089

For and on behalf of the Board

**Reji Abraham**  
Managing Director

**Ramaswamy Subramanian**  
Partner  
Membership No: 016059  
Place: Chennai  
Date: May 23, 2016

**C.P.Gopalkrishnan**  
Dy. Managing Director &  
Chief Financial Officer

**S.N. Balaji**  
Senior Manager  
(Legal) & Secretary

**Financial Highlights- 10 years at a glance (Consolidated)**

PARTICULARS	2015-2016 (Rs. Millions)	2014-15 (Rs. Millions)	2013-14 (Rs. Millions)	2012-13 (Rs. Millions)	2011-12 (Rs. Millions)	2010-11 (Rs. Millions)	2009-10 (Rs. Millions)	2008-09 (Rs. Millions)	2007-08 (Rs. Millions)	2006-07 (Rs. Millions)
<b>STATEMENT OF PROFIT &amp; LOSS ACCOUNT</b>										
Income from Operation & Other Income	33,539.18	40,851.97	39,671.17	36,993.64	32,266.87	33,732.04	33,804.68	34,543.61	21,350.09	8,067.68
Profit before Finance Cost, Tax, Depreciation and Amortisation	19,110.04	24,231.71	22,347.58	20,125.86	19,061.83	20,930.88	18,814.16	21,369.83	11,605.68	4,355.04
Finance Cost	9,751.60	10,910.02	11,406.25	11,884.49	9,890.85	9,335.97	9,768.22	8,553.03	6,658.47	2,686.42
Depreciation/Exceptional Items/Amortisation	6,615.03	5,979.52	5,483.77	4,909.47	5,160.41	8,280.01	4,615.56	6,014.72	3,140.40	1,265.56
Profit before Tax	2,743.41	7,342.18	5,457.55	3,331.90	4,010.57	3,314.90	4,430.39	6,802.07	1,806.81	403.06
Tax	2,250.77	1,837.58	1,545.26	1,418.24	795.38	2,530.86	2,570.74	2,507.66	1,430.12	746.63
Profit after Tax	492.64	5,404.60	3,912.29	1,913.66	3,215.19	784.04	1,859.65	4,294.41	376.69	(343.57)
Minority Interest	-	-	-	-	-	-	-	3.51	(0.11)	-
Share of profit/(loss) of associate	20.05	44.82	18.36	25.07	-	665.41	1,250.39	1,116.03	853.08	203.56
Profit after Tax and Minority Interest	512.69	5,449.42	3,930.65	1,938.73	3,215.19	1,449.45	3,110.03	5,406.93	1,229.88	(140.01)
<b>BALANCE SHEET</b>										
Non Current Assets (including Net Fixed Assets)	188,516.46	183,839.90	178,727.83	164,398.75	157,718.96	139,726.19	153,644.92	175,603.52	126,246.93	97,647.51
Investment	157.38	131.24	83.27	62.17	34.06	153.46	4,950.56	5,750.52	6,390.86	4,682.53
Net Current Assets	18,565.56	14,380.87	9,069.41	5,231.26	6,266.45	11,998.66	5,287.67	2,964.11	6,573.12	12,240.95
Total Assets	207,239.39	198,352.01	187,880.51	169,692.18	164,019.47	151,878.30	163,883.15	184,318.14	139,210.91	114,571.00
Share Holders Fund	60,473.12	57,011.02	41,662.53	32,837.28	28,616.45	21,337.72	21,806.51	17,447.83	8,123.27	5,308.24
Borrowings (including current maturities of long term borrowings)	145,914.25	140,596.57	145,608.81	136,467.37	135,134.46	130,248.65	141,641.00	166,354.78	130,433.99	108,525.28
Deferred Tax Liability	852.02	744.42	609.17	387.52	266.56	291.93	435.65	515.53	653.65	737.47
Total Liabilities	207,239.39	198,352.01	187,880.51	169,692.18	164,019.47	151,878.30	163,883.15	184,318.14	139,210.91	114,571.00
Return on Networth	0.85%	9.56%	9.43%	5.90%	11.24%	6.79%	14.26%	30.99%	15.14%	-2.64%
EPS (Basic)-Rs.	8.79	96.50	82.78	37.16	67.16	25.86	68.84	134.65	24.85	(8.10)
EPS (Diluted)-Rs.	8.79	95.78	82.78	37.01	66.68	25.71	68.77	134.05	24.31	(7.76)
Debt Equity Ratio	2.41	2.47	3.49	4.16	4.72	6.10	6.50	9.53	16.06	20.44



# Aban Offshore Limited

CIN: L01119TN1986PLC013473

Regd. Office : "Janpriya Crest", 113, Pantheon Road, Egmore, Chennai 600 008.

Tel:+91-44-49060606, Fax: +91-44-28195527, e-mail:ir@aban.com, Website:www.abanoffshore.com

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the **Thirtieth Annual General Meeting** of the shareholders of the Company at **10.15 a.m. on Thursday, the 29<sup>th</sup> September 2016, at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168, T.T.K. Road, Royapettah, Chennai - 600 014.**

Member's Folio/DP ID-Client ID No.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: 1. Please fill up the details, sign and handover this attendance slip at the attendance verification counter at the entrance of the meeting hall. Members/ their proxies would be allowed to attend the meeting on production of this slip duly completed and signed. Duplicate attendance slips will not be issued at the venue of the meeting.  
2. Members holding shares in physical form are requested to advise the change in address/contact nos./e-mail ids to M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai - 600 002. email: cameo@cameoindia.com. Members holding shares in electronic form to update such changes with their Depository Participant(S).



# Aban Offshore Limited

CIN: L01119TN1986PLC013473

Regd. Office : "Janpriya Crest", 113, Pantheon Road, Egmore, Chennai 600 008.

Tel:+91-44-49060606; Fax: +91-44-28195527, e-mail:ir@aban.com, Website:www.abanoffshore.com

**Proxy Form - Form MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio/DP ID-Client ID No. :

I/We, being the member(s) holding.....shares of the above named Company, hereby appoint:

(1) Name..... Address.....  
Email Id:.....Signature.....or failing him/her;  
(2) Name..... Address.....  
Email Id:.....Signature.....or failing him/her;  
(3) Name..... Address.....  
Email Id:.....Signature.....or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirtieth Annual General Meeting of the Company, to be held at 10.15 a.m. on Thursday, the 29<sup>th</sup> September 2016, at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New No.168, T.T.K. Road, Royapettah, Chennai - 600 014. and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Resolutions	Vote (Optional)		
		For	Against	Abstain
1	Adoption of Audited Financial Statement for the year ended 31 <sup>st</sup> March 2016 together with the reports of the Board of Directors and Auditors thereon.			
2	Reappointment of Mr.P.Venkateswaran (DIN: 00379595) as a Director liable to retire by rotation			
3	To ratify the appointment of Auditors.			
4	Appointment of Mr. P.Venkateswaran as Deputy Managing Director and fixing the remuneration			
5	Appointment of Mr.C.P.Gopalkrishnan (DIN: 00379618) as Deputy Managing Director and fixing the remuneration			
6	Consent for issue of Foreign Currency Convertible Bonds (FCCBs)/Depository Receipts (GDRs)/American Depository Receipts (ADRs)/Warrants and/or other instruments convertible in equity shares.			
7	Consent for issue of securities to Qualified Institutional Buyers.			
8	Approval for amending the Exercise Period of ESOS			
9	Approval for Stock Option Scheme, 2016 and grant to eligible employees/Directors			
10	Approval for Stock Option Scheme, 2016 and grant to eligible employees/Directors of Subsidiaries (Present & Future)			

Signed this ..... day of September, 2016.

Member's Folio/DP ID-Client ID No.....Signature of Shareholder(s).....

Signature of Proxyholder(s).....

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.  
2. For the resolutions, Explanatory Statements and Notes, please refer to the notice of 30<sup>th</sup> Annual General Meeting.  
3. Please complete all details before submission.

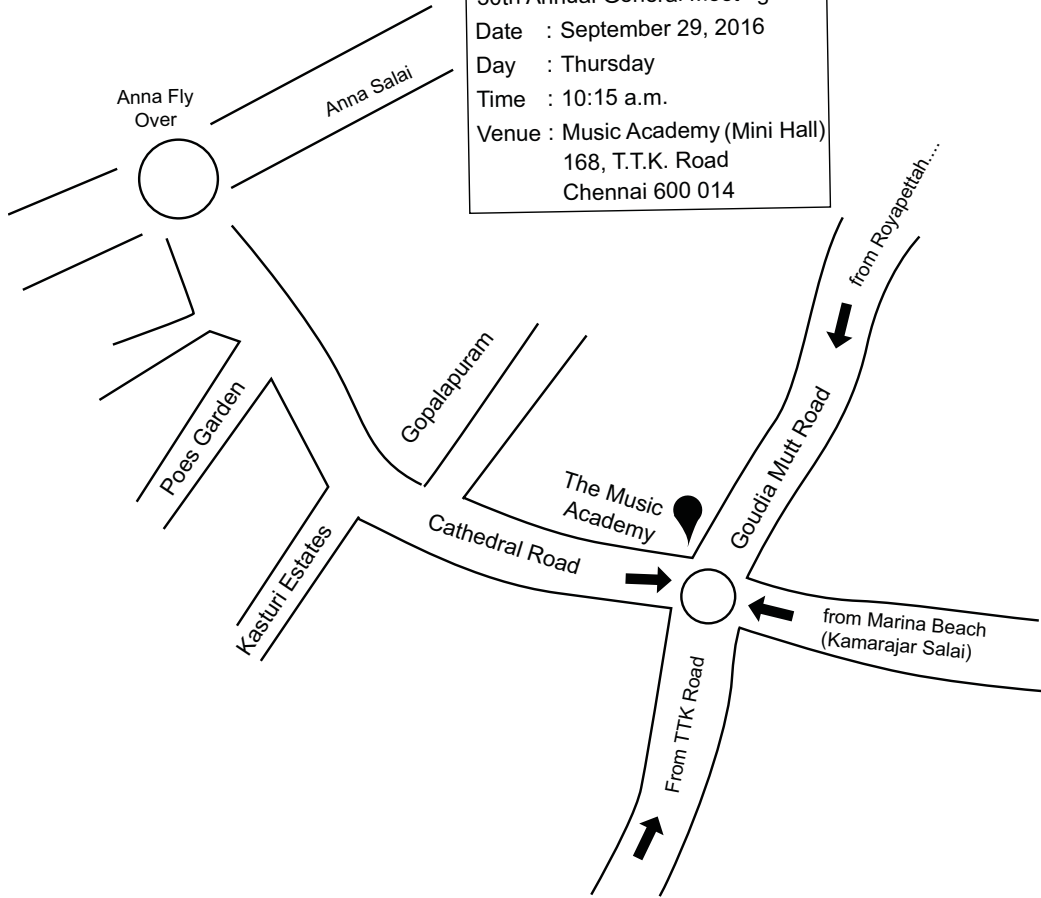
Affix  
₹ 1/- Revenue  
stamp

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number	User ID	Password
104905		

### Route Map

30th Annual General Meeting  
Date : September 29, 2016  
Day : Thursday  
Time : 10:15 a.m.  
Venue : Music Academy (Mini Hall)  
168, T.T.K. Road  
Chennai 600 014







[www.abanoffshore.com](http://www.abanoffshore.com)