# JINDAL DRILLING & INDUSTRIES LTD.

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

1st September, 2018

Ref: JDIL/G/SEC/SE/2017-18/

**BSE LIMITED**
Corporate Relationship Department
1ST Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort,
Mumbai - 400 001
Fax No. 022-22723719/2037/39

Stock Code : 511034

**NATIONAL STOCK EXCHANGE OF INDIA LTD.**
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Fax No. 022-26598237/38/347/48

Scrip ID : JINDRILL

**Sub.: Annual Report 2017-18**

**Dear Sir,**

We would like to inform you that the 34th Annual General Meeting of Jindal Drilling & Industries Limited will be held on Tuesday, the 25th September, 2018 at 2.30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402 126, Maharashtra.

Copy of Notice for Annual General Meeting along with Annual Report of the Company for 2017-18 is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,

For **JINDAL DRILLING & INDUSTRIES LIMITED**

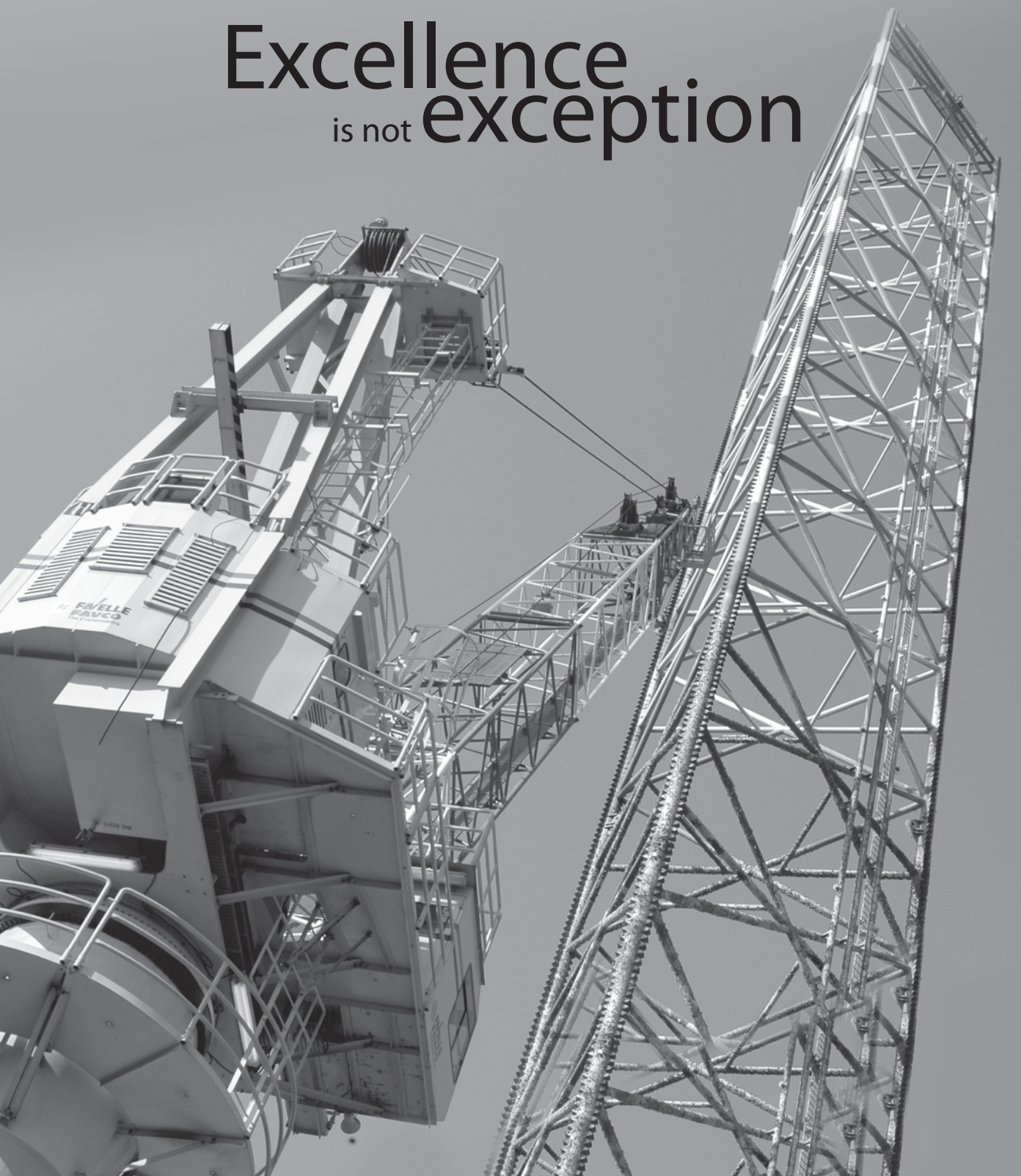
**RAJEEV RANJAN**
Company Secretary

JINDAL
DRILLING & INDUSTRIES LIMITED

D.P. JINDAL GROUP

# ANNUAL REPORT 2017-18

Excellence
is not exception



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# Chairman's Statement

**D.P. JINDAL**
Chairman

Dear Shareholders,

The upstream oil sector continues to suffer and affect our drilling business for the fourth year in a row.JDIL commenced a three year contract with ONGC for another rig in May 2018 though at a low day rate. Despite various difficulties, we have maintained required industry safety standards and obtained all certification on time.

Several measures including tough negotiations with vendors to reduce costs of spare parts,services and restructuring of employee remuneration have been implemented and continue to be pursued in our sustained efforts to keep the business profitable.

There has been a renewed interest in jack up rig engagements outside India for short term contracts and the Company is actively campaigning to get more rigs employed during the course of this year.Tender for multiple jack-up rigs in India are also expected anytime now and we look forward to operate more rigs in service of the nation.

Even though the directional drilling business saw a sharp dip in revenue on completion of contracts, the mud logging business is set to expand 100% from 11 to 22 units on award of a 5 year long term contract from ONGC.

Our employees continue to hold our hands in these testing times and the Company is thankful to them for their understanding and efforts.

I would also like to extend my sincere gratitude to all board members and ourstakeholders for their valuable contributions.

Thanking you,

**D. P. JINDAL**

## BOARD OF DIRECTORS

| | |
|---|---|
| D. P. Jindal | Chairman |
| Raghav Jindal | Managing Director |
| K. K. Khandelwal | |
| Vijay Kaushik | |
| Saroj Bhartia | |

## AUDIT COMMITTEE

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

## CFO

Pawan Kumar Rustagi

## COMPANY SECRETARY

Rajeev Ranjan

## AUDITORS

Kanodia Sanyal & Associates
Chartered Accountants
New Delhi

## BANKERS

State Bank of India
Standard Chartered Bank
ICICI Bank Limited

## REGISTERED OFFICE

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

## CORPORATE OFFICE

Plot No. 30, Institutional Sector-44
Gurgaon-122 002, Haryana

## HEAD OFFICE

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

## MUMBAI OFFICE

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

## OFFSHORE DRILLING

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

IADC MEMBER

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

## DIRECTORS' REPORT

To the Members,

Your Directors present the 34th Annual Report along with Audited Financial Statements of the Company for the year ended 31st March, 2018.

### FINANCIAL RESULTS

(₹ in crore)

| | 2017-18 | 2016-17 |
|---|---|---|
| **Revenue from Operations** | **148.94** | 371.60 |
| Other Income | **44.81** | 26.17 |
| **Total Income** | **193.75** | 397.77 |
| **Profit before Tax** | **(27.83)** | 23.69 |
| Less: Provision for Tax | | |
| Current | **-** | 7.52 |
| Deferred | **(12.35)** | (0.80) |
| **Profit after Tax** | **(15.47)** | 16.97 |
| Other Comprehensive Income | **0.36** | (1.06) |
| **Total Comprehensive Income** | **(15.11)** | 15.91 |

### RESULTS OF OPERATIONS

Total Income of the Company during the year was ₹193.75 crore as against ₹ 397.77 crore in the previous year. The Company incurred loss of ₹ 27.83 crore as against profit of ₹ 23.69 crore in the previous year and net loss of ₹ 15.47 crore as against net profit of ₹ 16.97 crore in the previous year.

During the year, the Company was operating one Jack up Rig, Eight Directional Drilling units (on average basis) and eleven Mud logging units.

### DIVIDEND

Your Directors are pleased to recommend dividend of ₹ 0.50 (i.e. 10%) per equity share of ₹ 5/- each, for the year ended 31st March, 2018, subject to the approval of the members at the ensuing Annual General Meeting.

### TRANSFER TO RESERVES

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

### CONSOLIDATED FINANCIAL STATEMENTS

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

### JOINT VENTURE COMPANIES

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

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Shri Raghav Jindal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors has appointed Shri Raghav Jindal as Managing Director of the Company for the period of 5 years w.e.f 13th August, 2018.

Shri Hemant Kumar Khanna had resigned from the Directorship of the Company as well as Whole Time Director on 22nd September, 2017. The Board put on record, its appreciation of the contribution made by Shri Hemant Kumar Khanna during his tenure.

Shri Radhey Shyam Gupta was appointed as Chief Executive Officer of the Company w.e.f. 2nd February, 2018. He was also designated as Key Managerial Person in the capacity of Chief Executive Officer of the Company.

Brief resume of Director proposed to be appointed/ re-appointed is furnished in the notice of Annual General Meeting.

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

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

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Shri Radhey Shyam Gupta, Chief Executive Officer, Shri Pawan Kumar Rustagi, Chief Financial Officer and Shri Rajeev Ranjan, Company Secretary.

## BOARD MEETINGS

During the year 2017-18, 4 (Four) meetings of the Board of Directors were held. The details of meetings are given in the Corporate Governance Report, which forms part of this report.

## BOARD EVALUATION

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

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

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

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

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

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

## TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred unpaid/ unclaimed dividend for the FY 2009-10 along with relevant shares to the Investor Education and Protection Fund (IEPF). The details are also available on the website of the Company www.jindal.com.

## RISK MANAGEMENT

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

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

## INTERNAL FINANCIAL CONTROLS

As per the provisions of Section 134(5)(e) of the Companies Act, 2013 the Company has in place adequate Internal Financial Controls with reference to the Financial Statements. Audit Committee periodically reviews the adequacy of internal financial controls.

During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## DIRECTORS' RESPONSIBILITY STATEMENT

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

(i) that in the preparation of the Annual Accounts for the year ended 31st March, 2018, the applicable accounting standards had been followed and there are no material departures;

(ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the loss of the Company for that period;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the Annual Accounts for the year ended 31st March, 2018 have been prepared on a going concern basis.

(v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

## EXTRACT OF ANNUAL RETURN

As required under Section 92(3) of the Companies Act, 2013 the extract of the Annual Return in the prescribed form MGT-9 is annexed with this Report.

## AUDIT COMMITTEE

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

## VIGIL MECHANISM

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

## CORPORATE SOCIAL RESPONSIBILITY

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

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

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the Standalone Financial Statements of the Company.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

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

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

## CORPORATE GOVERNANCE REPORT

Corporate Governance Report along with Auditors' Certificate complying with the conditions of Corporate Governance as stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been annexed as a part of this Annual Report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

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

The Company has constituted an Internal Complaints Committee under Section 4 of the Sexual Harassment of Women at Workplace (Preventions, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

## AUDITORS

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

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

## SECRETARIAL STANDARDS

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

## SECRETARIAL AUDIT

The Board has appointed Mr. Namo Narain Agarwal, (FCS No. 234) Company Secretary in practice to conduct Secretarial Audit for the financial year ended 31st March, 2018. The Secretarial Audit Report for the year ended 31st March, 2018 is annexed herewith as an annexure to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## FIXED DEPOSITS

The Company has not accepted any deposits from Public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

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

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

## PARTICULARS OF EMPLOYEES

Particulars of employees, as required under Section 197(12) of the Companies Act, 2013 (Act) read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed with this report.

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

## COST RECORDS

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

## MATERIAL CHANGES & COMMITMENTS

No material changes and commitments, affecting the financial position of the Company have occurred after the end of the financial year ended 31st March, 2018 and till the date of this report.

## ACKNOWLEDGEMENT

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

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

For & on behalf of the Board

Place : Gurgaon

Dated : 13th August, 2018

**D. P. JINDAL**
Chairman

ANNEXURE TO DIRECTORS' REPORT

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2018

A. CONSERVATION OF ENERGY

a) Steps taken or impact on conservation of energy:

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

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

- Not Applicable

c) Capital investment on energy conservation equipment's

- Not Applicable

B. TECHNOLOGY ABSORPTION

a) Efforts made towards technology absorption:

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

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

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

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

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

d) The expenditure incurred on Research and Development Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used and earned

Used - ₹ 138.17 Crore

Earned* - ₹ 154.85 Crore

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

FORM NO. AOC-2

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

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

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

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

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

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

On behalf of the Board of Directors

Date : 13th August, 2018
Place : Gurgaon

**D.P. Jindal**
Chairman

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

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

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

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

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

3. **Average net profit of the Company for last three financial years - ₹ 4300.56 Lakhs**

4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 86.01 Lakhs**

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

   (a) Total amount to be spent for the financial year – ₹ 86.01 Lakhs

   (b) Amount unspent, if any – ₹ 41.01 Lakhs

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

| S. No. | CSR Project or Activity identified | Sector in which the project is covered | Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken. | Amount Outlay (Budget) project or programs wise (₹) | Amount spent on the projects or programs subheads : (1) Direct Expenditure (2) Overheads (₹) | Cumulative Expenditure upto the reporting period (₹) | Amount Spent : Direct or through implementing agency |
|---|---|---|---|---|---|---|---|
| 1. | Providing Food support for Poor and meal for students at school | Eradicating hunger, poverty and malnutrition. | Delhi & NCR | 1,200,000 | 200,000 | 200,000 | Through BC Jindal Charitable Trust |
| 2. | Providing Shelter and foods for Handicapped and old animals | Environmental Sustainability | Delhi & NCR | 1,000,000 | 400,000 | 400,000 | Through BC Jindal Charitable Trust |
| 3. | Medical Facilities including Preventive Health Care | Health care including promoting preventive health care and sanitation | Kolkata | 2,500,000 | 0 | 0 | - |
| 4. | Education facilities & Infrastructures | Promoting Education | Maharashtra, Delhi & NCR | 4,000,000 | 3,900,000 | 3,900,000 | ₹ 35,00,000 Through BC Jindal Medical Welfare and Education Society and ₹ 4,00,000 Through BC Jindal Charitable Trust |
| | **Total CSR Spend** | | | **8,700,000** | **4,500,000** | **4,500,000** | |

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

   As a responsible corporate citizen, the Company has been implementing societal activities as per prescribed Schedule VII of the Companies Act, 2013. But in view of substantial decrease in the business activities and liquidity pressure, the Company had resorted to various cost reduction measures including rationalisation of remuneration of employees and so, the contributions made by the Company towards CSR initiatives has fallen short of obligatory/ budgeted amount. The CSR activities are scalable which coupled with new initiatives that may be considered in future, moving forward the Company will endeavor to spend on CSR activities in accordance with the prescribed limits.

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

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

**D. P. JINDAL**
Chairman

**RAGHAV JINDAL**
Chairman, CSR Committee

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2018

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

## I. REGISTRATION AND OTHER DETAILS:

| | | |
|---|---|---|
| i) | CIN: | L27201MH1983PLC233813 |
| ii) | Registration Date | 17th October,1983 |
| iii) | Name of the Company | Jindal Drilling & Industries Limited |
| iv) | Category/Sub-Category of the Company | Public Company/ Limited by Shares |
| v) | Address of the Registered Office and contact details | Pipe Nagar, Village Sukeli,<br>N.H.-17 B.K.G. Road,<br>Taluka-Roha, Raigad, Maharashtra- 402126<br>Tel: 02194-238511<br>Fax: 02194-238513<br>Email: secretarial@jindaldrilling.in<br>Website: www.jindal.com |
| vi) | Whether Listed Company | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Alankit Assignments Limited,<br>Alankit Heights, 1E/13, Jhandelwalan Extension,<br>New Delhi – 110 055<br>Phone: 011-23541234, 42541234<br>Fax: 011-42541967<br>e-mail: rta@alankit.com |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % of total turnover of the Company |
|---|---|---|---|
| 1 | Drilling- Oil & Gas | 191 | 100% |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1st April, 2017] | | | | No. of Shares held at the end of the year [As on 31st March, 2018] | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 459686 | - | 459686 | 1.58 | 566394 | - | 566394 | 1.96 | 0.38 |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corporate | 18092465 | - | 18092465 | 62.43 | 17922465 | - | 17922465 | 61.84 | -0.59 |
| e) Banks / FIs | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| **Sub-total (A)(1)** | **18552151** | **-** | **18552151** | **64.01** | **18488859** | **-** | **18488859** | **63.80** | **-0.21** |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| d) Banks/ FIs | - | - | - | - | - | - | - | - | - |
| e) any other | - | - | - | - | - | - | - | - | - |
| **Sub-Total (A)(2)** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Total shareholding of Promoter (A) = (A)(1)+(A) (2)** | **18552151** | **-** | **18552151** | **64.01** | **18488859** | **-** | **18488859** | **63.80** | **-0.21** |
| B.Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | 97625 | - | 97625 | 0.34 | 0.34 |
| b) Banks / FIs | 68518 | 264 | 68782 | 0.24 | 46150 | 300 | 46450 | 0.16 | -0.08 |
| c) Central Govt. (IEPF) | - | - | - | - | 35801 | - | 35801 | 0.12 | 0.12 |
| d) State Govt. (s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Foreign Portfolio Investors | 10794 | - | 10794 | 0.04 | 56431 | - | 56431 | 0.19 | 0.15 |
| **Sub-total (B)(1):-** | **79312** | **264** | **79576** | **0.28** | **236007** | **300** | **236307** | **0.81** | **0.53** |

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 1st April, 2017] | | | | No. of Shares held at the end of the year [As on 31st March, 2018] | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corporate | | | | | | | | | |
| i) Indian | 5176484 | 2178 | 5178662 | 17.87 | 5394858 | 556 | 5395414 | 18.62 | 0.75 |
| ii) Overseas | - | 2 | 2 | 0.00 | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 2324277 | 115208 | 2439485 | 8.42 | 3682196 | 80650 | 3762846 | 12.98 | 4.56 |
| ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh | 1377204 | - | 1377204 | 4.75 | 501346 | - | 501346 | 1.73 | -3.02 |
| c) Others (specify) | | | | | | | | | |
| Non Resident Indians | 936484 | - | 936484 | 3.23 | 511538 | - | 511538 | 1.77 | -1.46 |
| Trusts | 325225 | - | 325225 | 1.12 | 500 | - | 500 | 0.00 | -1.12 |
| Clearing Members | 92315 | - | 92315 | 0.32 | 84294 | - | 84294 | 0.29 | -0.03 |
| **Sub-total (B)(2):-** | **10231989** | **117388** | **10349377** | **35.71** | **10174732** | **81206** | **10255938** | **35.39** | **-0.32** |
| **Total Public Shareholding (B)=(B)(1)+ (B)(2)** | **10311301** | **117652** | **10428953** | **35.99** | **10410739** | **81506** | **10492245** | **36.20** | **0.21** |
| **C.Shares held by Custodian for GDRs & ADRs** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **Grand Total (A+B+C)** | **28863452** | **117652** | **28981104** | **100** | **28899598** | **81506** | **28981104** | **100** | **-** |

ii) Shareholding of Promoters-

| S. No. | Shareholder's Name | Shareholding at the beginning of the year [As on 1st April, 2017] | | | Shareholding at the end of the year [As on 31st March, 2018] | | | % change in shareholding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | Dharam Pal Jindal | 37920 | 0.13 | 0 | 69420 | 0.24 | 0 | 0.11 |
| 2 | D P Jindal (HUF) | 40400 | 0.14 | 0 | 57300 | 0.20 | 0 | 0.06 |
| 3 | Saket Jindal | 174932 | 0.60 | 0 | 174932 | 0.60 | 0 | - |
| 4 | Savita Jindal | 14800 | 0.05 | 0 | 24200 | 0.08 | 0 | 0.03 |
| 5 | Raghav Jindal | 134368 | 0.46 | 0 | 169776 | 0.58 | 0 | 0.12 |
| 6 | Shruti Raghav Jindal | 32200 | 0.11 | 0 | 32200 | 0.11 | 0 | - |
| 7 | Rachna Jindal | 25066 | 0.09 | 0 | 25066 | 0.09 | 0 | - |
| 8 | Raghav Jindal (HUF) | NA | NA | NA | 13500 | 0.05 | 0 | 0.05 |

| S. No. | Shareholder's Name | Shareholding at the beginning of the year [As on 1st April, 2017] | | | Shareholding at the end of the year [As on 31st March, 2018] | | | % change in shareholding during the year |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 9 | Odd & Even Trades & Finance Ltd. | 423185 | 1.46 | 0 | 423185 | 1.46 | 0 | - |
| 10 | Jindal Global Finance & Investment Ltd. | 5438148 | 18.76 | 0 | 5268148 | 18.18 | 0 | -0.58 |
| 11 | Stable Trading Co. Ltd. | 3059168 | 10.56 | 0 | 3059168 | 10.56 | 0 | - |
| 12 | Sudha Apparels Ltd. | 4411000 | 15.22 | 0 | 3081000 | 10.63 | 0 | -4.59 |
| 13 | Crishpark Vincom Ltd. | 4198350 | 14.49 | 0 | 4198350 | 14.49 | 0 | - |
| 14 | Neptune Exploration & Industries Ltd. | 470614 | 1.62 | 0 | 470614 | 1.62 | 0 | - |
| 15 | Maharashtra Seamless Limited | 92000 | 0.32 | 0 | 92000 | 0.32 | 0 | - |
| 16 | Jindal Pipes Limited | NA | NA | NA | 1330000 | 4.59 | 0 | 4.59 |
| | **TOTAL** | **18552151** | **64.01** | **0** | **18488859** | **63.80** | **0** | **-0.21** |

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

| S.N. | Name of Shareholders | Shareholding | | Date | Increase / Decrease in shareholding during the year | Reason | Cummulative shareholding during the year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of shares at the beginning of the year/at the end of the year | % of the Total Shares of the Company | | | | No of shares | % of the Total Shares of the Company |
| 1 | Dharam Pal Jindal | 37920 | 0.13 | 1-Apr-2017 | - | - | - | - |
| | | - | - | 24-Apr-2017 | 14800 | Market Purchase | 52720 | 0.18 |
| | | - | - | 09-Oct-2017 | 16700 | Market Purchase | 69420 | 0.24 |
| | | 69420 | 0.24 | 31-Mar-2018 | - | - | - | - |
| 2 | D P Jindal(HUF) | 40400 | 0.14 | 1-Apr-2017 | - | - | - | - |
| | | - | - | 26-Apr-2017 | 16900 | Market Purchase | 57300 | 0.19 |
| | | 57300 | 0.19 | 31-Mar-2018 | - | - | - | - |
| 3 | Raghav Jindal | 134368 | 0.46 | 1-Apr-2017 | - | - | - | - |
| | | - | - | 15-Jun-2017 | 35408 | Market Purchase | 169776 | 0.59 |
| | | 169776 | 0.59 | 31-Mar-2018 | - | - | - | - |
| 4 | Raghav Jindal(HUF) | NA | NA | 1-Apr-2017 | - | - | - | - |
| | | - | - | 09-Oct-2017 | 13500 | Market Purchase | 13500 | 0.05 |
| | | 13500 | 0.05 | 31-Mar-2018 | - | - | - | - |
| 5 | Savita Jindal | 14800 | 0.05 | 1-Apr-2017 | - | - | - | - |
| | | - | - | 26-Apr-2017 | 9400 | Market Purchase | 24200 | 0.08 |
| | | 24200 | 0.08 | 31-Mar-2018 | - | - | - | - |
| 6 | Sudha Apparels Ltd. | 4411000 | 15.22 | 1-Apr-2017 | - | - | - | - |
| | | - | - | 26-Mar-2018 | -1330000 | On Market (Inter-se) | 3081000 | 10.63 |
| | | 3081000 | 10.56 | 31-Mar-2018 | - | - | - | - |
| 7 | Jindal Global Finance & Investment Ltd. | 5438148 | 18.76 | 1-Apr-2017 | - | - | - | - |
| | | - | - | 10-Nov-2017 | -90000 | Market Sale | 5348148 | 18.45 |
| | | - | - | 13-Nov-2017 | -80000 | Market Sale | 5268148 | 18.18 |
| | | 5268148 | 18.18 | 31-Mar-2018 | - | - | - | - |
| 8 | Jindal Pipes Limited | NA | NA | 1-Apr-2017 | - | - | - | - |
| | | - | - | 26-Mar-2018 | 1330000 | On Market (Inter-se) | 1330000 | 4.59 |
| | | 1330000 | 4.59 | 31-Mar-2018 | - | - | - | - |

There was no change in the shareholding of other Promoters during the year

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

| S.N. | Name of Shareholders | Shareholding | | Date of transaction | Increase / Decrease in shareholding during the year | Reason | Cummulative shareholding during the year | |
|---|---|---|---|---|---|---|---|---|
| | | No of shares at the beginning of the year/at the end of the year | % of the Total Shares of the Company | | | | No of shares | % of the Total Shares of the Company |
| 1 | Bhagyalaxmi Finlease & Investment Pvt. Ltd. | 1152400 | 3.98 | 01-Apr-17 | | No Change | | |
| | | 1152400 | 3.98 | 31-Mar-18 | | | | |
| 2 | Babul Holdings Pvt. Ltd. | 1032508 | 3.56 | 01-Apr-17 | | No Change | | |
| | | 1032508 | 3.56 | 31-Mar-18 | | | | |
| 3 | Indico Prefab and Allied Industries LLP | 729138 | 2.52 | 01-Apr-17 | | | | |
| | | | | 12-Jan-18 | -422779 | Transfer | 306359 | 1.06 |
| | | 306359 | 1.06 | 31-Mar-18 | | | | |
| 4 | Manju Agarwal | 671368 | 2.32 | 01-Apr-17 | | | | |
| | | | | 10-Nov-17 | -60000 | Transfer | 611368 | 2.11 |
| | | | | 01-Dec-17 | -50000 | Transfer | 561368 | 1.94 |
| | | | | 29-Dec-17 | -227000 | Transfer | 334368 | 1.15 |
| | | | | 05-Jan-18 | -284368 | Transfer | 50000 | 0.17 |
| | | | | 12-Jan-18 | -25000 | Transfer | 25000 | 0.09 |
| | | 25000 | 0.09 | 31-Mar-18 | | | | |
| 5 | Shilpa Agarwal | 458413 | 1.58 | 01-Apr-17 | | | | |
| | | | | 30-Jun-17 | -200 | Transfer | 458213 | 1.58 |
| | | | | 21-Jul-17 | 66942 | Transfer | 391271 | 1.35 |
| | | | | 20-Oct-17 | -90000 | Transfer | 301271 | 1.04 |
| | | | | 27-Oct-17 | -205000 | Transfer | 96271 | 0.33 |
| | | | | 31-Oct-17 | -96271 | Transfer | 0 | 0 |
| | | 0 | 0 | 31-Mar-18 | | | | |
| 6 | Motilal Oswal Financial Services Limited | 335870 | 1.16 | 01-Apr-17 | | | | |
| | | | | 21-Apr-17 | 200 | Transfer | 336070 | 1.16 |
| | | | | 28-Apr-17 | -200 | Transfer | 335870 | 1.16 |
| | | | | 05-May-17 | 200 | Transfer | 336070 | 1.16 |
| | | | | 16-Jun-17 | -200 | Transfer | 335870 | 1.16 |
| | | | | 30-Jun-17 | 50 | Transfer | 335920 | 1.16 |
| | | | | 07-Jul-17 | -49 | Transfer | 335871 | 1.16 |
| | | | | 14-Jul-17 | -1 | Transfer | 335870 | 1.16 |
| | | | | 21-Jul-17 | 101 | Transfer | 335971 | 1.16 |
| | | | | 28-Jul-17 | -101 | Transfer | 335870 | 1.16 |
| | | | | 16-Mar-18 | -335370 | Transfer | 500 | 0.00 |
| | | | | 23-Mar-18 | 15000 | Transfer | 15500 | 0.05 |
| | | 15500 | 0.05 | 31-Mar-18 | | | | |
| 7 | Shankar Jha | 324225 | 1.12 | 01-Apr-17 | | | | |
| | | | | 23-Mar-18 | -324225 | Transfer | 0 | 0 |
| | | 0 | 0 | 31-Mar-18 | | | | |
| 8 | Jai Krishna Saraf | 310000 | 1.07 | 01-Apr-17 | | No Change | | |
| | | 310000 | 1.07 | 31-Mar-18 | | | | |
| 9 | Seminary Tie up Pvt. Ltd. | 276054 | 0.95 | 01-Apr-17 | | No Change | | |
| | | 276054 | 0.95 | 31-Mar-18 | | | | |
| 10 | Motilal Oswal Securities Ltd–Derivatives Margin | 224099 | 0.77 | 01-Apr-17 | | | | |
| | | | | 07-Apr-17 | 10005 | Transfer | 234104 | 0.81 |
| | | | | 14-Apr-17 | -74 | Transfer | 234030 | 0.81 |
| | | | | 21-Apr-17 | -6417 | Transfer | 227613 | 0.79 |
| | | | | 28-Apr-17 | -2182 | Transfer | 225431 | 0.78 |
| | | | | 05-May-17 | -1819 | Transfer | 223612 | 0.77 |

| S.N. | Name of Shareholders | Shareholding | | Date of transaction | Increase / Decrease in shareholding during the year | Reason | Cummulative shareholding during the year | |
|---|---|---|---|---|---|---|---|---|
| | | No of shares at the beginning of the year/at the end of the year | % of the Total Shares of the Company | | | | No of shares | % of the Total Shares of the Company |
| | | | | 12-May-17 | -1411 | Transfer | 222201 | 0.77 |
| | | | | 19-May-17 | 1435 | Transfer | 223636 | 0.77 |
| | | | | 26-May-17 | 1604 | Transfer | 225240 | 0.78 |
| | | | | 02-Jun-17 | 4809 | Transfer | 230049 | 0.79 |
| | | | | 09-Jun-17 | -5446 | Transfer | 224603 | 0.77 |
| | | | | 16-Jun-17 | 2844 | Transfer | 227447 | 0.78 |
| | | | | 30-Jun-17 | -663 | Transfer | 226784 | 0.78 |
| | | | | 07-Jul-17 | 2162 | Transfer | 228946 | 0.79 |
| | | | | 14-Jul-17 | 5084 | Transfer | 234030 | 0.81 |
| | | | | 21-Jul-17 | 164 | Transfer | 234194 | 0.81 |
| | | | | 28-Jul-17 | -2792 | Transfer | 231402 | 0.80 |
| | | | | 04-Aug-17 | 3026 | Transfer | 234428 | 0.81 |
| | | | | 11-Aug-17 | -1172 | Transfer | 233256 | 0.80 |
| | | | | 18-Aug-17 | 2977 | Transfer | 236233 | 0.82 |
| | | | | 25-Aug-17 | -6868 | Transfer | 229365 | 0.79 |
| | | | | 08-Sep-17 | 533 | Transfer | 229898 | 0.79 |
| | | | | 13-Sep-17 | 1595 | Transfer | 231493 | 0.80 |
| | | | | 19-Sep-17 | -1176 | Transfer | 230317 | 0.79 |
| | | | | 22-Sep-17 | 1175 | Transfer | 231492 | 0.80 |
| | | | | 29-Sep-17 | 1402 | Transfer | 232894 | 0.80 |
| | | | | 06-Oct-17 | -4735 | Transfer | 228159 | 0.79 |
| | | | | 13-Oct-17 | 1399 | Transfer | 229558 | 0.79 |
| | | | | 20-Oct-17 | 3791 | Transfer | 233349 | 0.81 |
| | | | | 27-Oct-17 | -3031 | Transfer | 230318 | 0.79 |
| | | | | 31-Oct-17 | 4305 | Transfer | 234623 | 0.81 |
| | | | | 03-Nov-17 | 11949 | Transfer | 246572 | 0.85 |
| | | | | 10-Nov-17 | 4058 | Transfer | 250630 | 0.86 |
| | | | | 24-Nov-17 | -5151 | Transfer | 245479 | 0.85 |
| | | | | 22-Dec-17 | -12439 | Transfer | 233040 | 0.80 |
| | | | | 29-Dec-17 | 4953 | Transfer | 237993 | 0.82 |
| | | | | 05-Jan-18 | 13527 | Transfer | 251520 | 0.87 |
| | | | | 12-Jan-18 | 12881 | Transfer | 264401 | 0.91 |
| | | | | 19-Jan-18 | -6501 | Transfer | 257900 | 0.89 |
| | | | | 26-Jan-18 | -7313 | Transfer | 250587 | 0.86 |
| | | | | 02-Feb-18 | -5100 | Transfer | 245487 | 0.85 |
| | | | | 09-Feb-18 | -6152 | Transfer | 239335 | 0.83 |
| | | | | 23-Feb-18 | -21770 | Transfer | 217565 | 0.75 |
| | | | | 02-Mar-18 | 7472 | Transfer | 225037 | 0.78 |
| | | | | 09-Mar-18 | -156 | Transfer | 224881 | 0.78 |
| | | | | 16-Mar-18 | -193690 | Transfer | 31191 | 0.11 |
| | | | | 23-Mar-18 | -4818 | Transfer | 26373 | 0.09 |
| | | | | 30-Mar-18 | 6479 | Transfer | 32852 | 0.11 |
| | | 32852 | 0.11 | 31-Mar-18 | | | | |
| 11 | Charu Agarwal | 221919 | 0.77 | 01-Apr-17 | | | | |
| | | | | 07-Apr-17 | -30003 | Transfer | 191916 | 0.66 |
| | | | | 14-Apr-17 | -30625 | Transfer | 161291 | 0.56 |
| | | | | 21-Apr-17 | -50439 | Transfer | 110852 | 0.38 |
| | | | | 14-Jul-17 | 50439 | Transfer | 161291 | 0.56 |
| | | | | 21-Jul-17 | -50439 | Transfer | 110852 | 0.38 |
| | | | | 10-Nov-17 | -108427 | Transfer | 2425 | 0.01 |
| | | | | 22-Dec-17 | -644 | Transfer | 1781 | 0.01 |
| | | | | 29-Dec-17 | -1213 | Transfer | 568 | 0 |
| | | | | 05-Jan-18 | -568 | Transfer | 0 | 0 |
| | | 0 | 0 | 31-Mar-18 | | | | |

v) Shareholding of Directors and Key Managerial Personnel:

| Name of the Director/ KMPs | Shareholding at the Beginning of the year (1st April, 2017) | | Cumulative Shareholding During the Year (31st March, 2018) | |
|---|---|---|---|---|
| | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| **Dharam Pal Jindal - Chairman** | | | | |
| At the beginning of the year | 37,920 | 0.13 | - | - |
| Purchased on 24-Apr-2017 | 14,800 | 0.05 | 52,720 | 0.18 |
| Purchased on 09-Oct-2017 | 16,700 | 0.06 | 69,420 | 0.24 |
| At the end of the year | - | - | 69,420 | 0.24 |
| **Raghav Jindal – Director** | | | | |
| At the beginning of the year | 134,368 | 0.46 | - | - |
| Purchased on 15-Jun-2017 | 35,408 | 0.12 | 169,776 | 0.58 |
| At the end of the year | - | - | 169,776 | 0.58 |
| **Krishna Kumar Khandelwal - Director** | | | | |
| At the beginning of the year | - | - | - | - |
| At the end of the year | - | - | - | - |
| **Vijay Kaushik - Director** | | | | |
| At the beginning of the year | - | - | - | - |
| At the end of the year | - | - | - | - |
| **Saroj Bhartia - Director** | | | | |
| At the beginning of the year | 1000 | 0.00 | - | - |
| At the end of the year | - | - | 1000 | 0.00 |
| **Hemant Kumar Khanna - Whole Time Director*** | | | | |
| At the beginning of the year | - | - | - | - |
| At the end of the year | - | - | NA | NA |
| **Radhey Shyam Gupta - Chief Executive Officer**** | | | | |
| At the beginning of the year | NA | NA | - | - |
| At the end of the year | - | - | 20 | 0.00 |
| **Rajeev Ranjan–Company Secretary** | | | | |
| At the beginning of the year | - | - | - | - |
| At the end of the year | - | - | - | - |
| **Pawan Rustagi - CFO** | | | | |
| At the beginning of the year | - | - | - | - |
| At the end of the year | - | - | - | - |

* Resigned as Whole-Time Director of the Company on 22nd September, 2017.

** Appointed as Chief Executive Officer of the Company w.e.f. 2nd February, 2018.

## V. INDEBTEDNESS

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

(₹ In Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtedness at the beginning of the financial year** | | | | |
| i) Principal Amount | 6732.11 | 1015.69 | - | 7747.80 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| **Total (i+ii+iii)** | **6732.11** | **1015.69** | **-** | **7747.80** |
| **Change in Indebtedness during the financial year** | | | | |
| - Addition | - | 3748.29 | - | 3748.29 |
| - Reduction | 5188.56 | - | - | 5188.56 |
| **Net Change** | **-5188.56** | **3748.29** | **-** | **-1440.27** |
| **Indebtedness at the end of the financial year** | **1543.55** | **4763.98** | **-** | **6307.53** |
| i) Principal Amount | 1543.55 | 4734.52 | - | 6278.07 |
| ii) Interest due but not paid | - | 29.46 | - | 29.46 |
| iii) Interest accrued but not due | - | - | - | - |
| **Total (i+ii+iii)** | **1543.55** | **4763.98** | **-** | **6307.53** |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

(₹ In Lakhs)

| S.N. | Name | Name of MD/WTD/ Manager | Total Amount |
|---|---|---|---|
| | | Mr. Hemant Kumar Khanna (WTD)* | |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | 10.00 | 10.00 |
| | (b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income- Tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | | |
| | - as % of profit | - | - |
| | - others, specify… | - | - |
| 5 | Others, please specify | - | - |
| | Provident Fund: | - | - |
| | **Total (A)** | **10.00** | **10.00** |

* Resigned as Whole-Time Director/ KMP of the Company on 22nd September, 2017.

B. Remuneration to other Directors

(₹ In Lakhs)

| S.N. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|---|---|---|---|---|---|---|---|
| | | Mr. D.P. Jindal | Mr. Raghav Jindal | Mr. Vijay Kaushik | Mr. K.K. Khandelwal | Smt. Saroj Bhartia | |
| 1 | **Independent Directors** | | | | | | |
| | Fee for attending Board/ Committee meetings | - | - | 2.50 | 2.50 | 1.10 | 6.10 |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | **Total (1)** | **-** | **-** | **2.50** | **2.50** | **1.10** | **6.10** |
| 2 | **Other Non-Executive Directors** | | | | | | |
| | Fee for attending Board/ Committee meetings | 2.40 | 1.50 | - | - | - | 3.90 |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | **Total (2)** | **2.40** | **1.50** | **-** | **-** | **-** | **3.90** |
| | **Total (B)=(1+2)** | **2.40** | **1.50** | **2.50** | **2.50** | **1.10** | **10.00** |
| | **Total Managerial Remuneration **** | | | | | | **20.00** |

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

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

(₹ In Lakhs)

| S.N. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---|---|---|---|---|---|
| | | Mr. Radhey Shyam Gupta Chief Executive Officer* | Mr. Pawan Kumar Rustagi, Chief Financial Officer | Mr. Rajeev Ranjan, Company Secretary | Total Amount |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | 2.77 | 23.65 | 9.95 | 36.37 |
| | (b) Value of perquisites u/s 17(2) of the Income-Tax Act, 1961 | - | 2.44 | - | 2.44 |
| | (c) Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | | | | |
| | - as % of profit | - | - | - | - |
| | others, specify… | - | - | - | - |
| 5 | Others, please specify: Provident Fund | - | 0.22 | 0.22 | 0.44 |
| | **Total** | **2.77** | **26.31** | **10.17** | **39.25** |

* Appointed as Chief Executive Officer/KMP of the Company w.e.f. 2nd February, 2018.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

## SECRETARIAL AUDIT REPORT

## FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

To,

The Members,
Jindal Drilling and Industries Ltd.
(CIN: L27201MH1983PLC233813)
Pipe Nagar, Village Sukeli,
NH 17, BKG Road, Taluka Roha,
District Raigad-402126
Maharashtra

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jindal Drilling and Industries Ltd. (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

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

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

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

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

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

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

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

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

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- (Not applicable to the Company during the Audit Period);

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (Not applicable to the Company during the Audit Period);

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- (Not applicable to the Company during the Audit Period)

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period and;

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

(vi) Management has, in its Representation Letter, identified and confirmed the applicability and compliance of all laws as being specifically applicable to the company, relating to Labour/ Pollution/Environment/Production process etc, apart from other general laws.

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

During the period under review, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above. CSR spend during the audit period fell short.

I further report that:

During the year the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act. On resignation of the WTD, a new CEO/KMP was appointed in terms of Section 203 of the Act.

Adequate Notice is given to all directors at least seven days in advance to schedule the Board meetings. Agenda and detailed notes on agenda are also sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

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

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

I further report that, during the audit period, there is no major event having bearing on the company's affairs, except the company transferred its 35801 equity shares to Investor Education and Protection Fund.

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

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

Date : 13th August, 2018

Place : New Delhi

**Namo Narain Agarwal**
Company Secretary in Practice
CP No.3331, FCS No. 234

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

### PARTICULARS OF EMPLOYEES

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

a. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the Financial year 2017-18.

| S.N. | Name of Director / KMP and Designation | Remuneration of Director/ KMP for financial year 2017-18 (₹ In Lakhs) | Ratio of remuneration of each Director to median remuneration of employees | % increase in Remuneration in the financial year 2017-18 |
|---|---|---|---|---|
| 1 | **Mr. D.P. Jindal** (Chairman) | 2.40 | 0.67 | -42.86 |
| 2 | **Mr. Raghav Jindal** (Director) | 1.50 | 0.42 | -98.69 |
| 3 | **Mr. K.K. Khandelwal** (Non-Executive Director) | 2.50 | 0.70 | -41.86 |
| 4 | **Mr. Vijay Kaushik** (Non-Executive Director) | 2.50 | 0.70 | -41.86 |
| 5 | **Smt. Saroj Bhartia** (Non-Executive Director) | 1.10 | 0.31 | -57.69 |
| 6 | **Mr. Hemant Kumar Khanna*** (Whole Time Director) | 10.00 | 2.78 | -37.93 |
| 7 | **Mr. Radhey Shyam Gupta**** (CEO) | 2.77 | NA | - |
| 8 | **Mr. Pawan Rustagi** (CFO) | 26.31 | NA | 3.70 |
| 9 | **Mr. Rajeev Ranjan** (Company Secretary) | 10.17 | NA | 13.00 |

* Mr. Hemant Kumar Khanna resigned from the office of Director as well as Whole Time Director on 22nd September, 2017.

** Mr. Radhey Shyam Gupta appointed as Chief Executive Officer of the Company w.e.f. 2nd February, 2018.

b. Percentage increase in the median remuneration of employees in the financial year 2017-18 compared to 2016-17 was -22.35%

c. As on 31st March, 2018, there were 270 permanent employees on the rolls of the Company.

d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was -20.45% whereas percentage increase in the managerial remuneration in the last financial year i.e. 2017-18 was -92.32%.

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

## CORPORATE GOVERNANCE REPORT

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

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

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

### 2. BOARD OF DIRECTORS

#### Composition

The Board of Directors of the Company is comprised of 5 (five) Non- Executive Directors, 3 (three) of which are Independent Directors including one women Director, having in-depth knowledge of business, in addition to expertise in their areas of specialization. The Directors bring in expertise in the fields of human resource development, strategy, management, finance and economics among others. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that management adheres to high standards of ethics, transparency and disclosure.

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

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

All Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Board Functioning & Procedure

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

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

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

During the financial year 2017-18, 4 (four) Board meetings were held on 26th May, 2017, 14th August, 2017, 8th November, 2017, and 2nd February, 2018.

The Composition of Board of Directors, their shareholding, their attendance at their Board meeting during the year and at the last Annual General Meeting, Number of other Directorships, Committee memberships and Chairmanships held by them as at 31st March, 2018 are given below:

| Directors | Category | Shares held | Attendance | | No. of other Directorships and Committee Memberships / Chairmanships held | | |
|---|---|---|---|---|---|---|---|
| | | | Board Meeting | Last AGM | Directorships | Committee Memberships | Committee Chairmanships |
| Shri D. P. Jindal | Non-Executive Chairman | 69,420 | 4 | No | 7 | 1 | - |
| Shri Raghav Jindal | Director | 169,776 | 3 | Yes | 3 | 1 | - |
| Shri K. K. Khandelwal | Independent | - | 4 | No | 4 | 1 | - |
| Shri Vijay Kaushik | Independent | - | 4 | Yes | 2 | - | - |
| Smt. Saroj Bhartia | Independent | 1,000 | 2 | No | 2 | - | - |

Note: 1. Only Audit and Stakeholders' Relationship Committees are considered.

2. Excludes directorship in Foreign Companies.

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

During the year 2017-18, information as required in Schedule II Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration.

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

## INDEPENDENT DIRECTOR'S MEETING

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

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

During the year under review, the Independent Directors met on 2nd February, 2018. All Independent Directors were present at the meeting.

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

The detail of familiarization programmes for Independent Directors are posted on the Company's website and can be accessed at http://www.jindal.com/jdil/pdf/DETAILS-OF-FAMILIARIZATION-PROGRAMMES-JDIL.pdf

## CODE OF CONDUCT

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

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

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

This is to certify that all Board Members and Senior Management personnel have affirmed compliance with Code of Conduct for Directors and Senior Management for the financial year ended 31st March, 2018.

**Radhey Shyam Gupta**

Chief Executive Officer

Dated: 13th August, 2018

## 3. AUDIT COMMITTEE

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

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

### COMPOSITION

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

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

During the year under review, 4 (four) Board meetings were held on 26th May, 2017, 14th August, 2017, 8th November, 2017, and 2nd February, 2018. The composition, names of the members, chairperson and attendance of the members at its meetings are as follows:

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

### INTERNAL AUDITORS

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

## 4. NOMINATION AND REMUNERATION COMMITTEE

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

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

The Nomination and Remuneration Committee of the Company is comprised of three Directors consisting of all Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non-executive Director. During the year under review, meetings of the Nomination and Remuneration Committee were held on 2nd February, 2018.

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

| Members | Designation | No. of Meetings attended |
|---|---|---|
| Shri K. K. Khandelwal | Chairman | 1 |
| Shri Vijay Kaushik | Member | 1 |
| Smt. Saroj Bhartia | Member | 1 |

**Nomination and Remuneration Policy**

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

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

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

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

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

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

**REMUNERATION TO DIRECTORS**

The details of remuneration paid to the Directors during the financial year ended 31st March, 2018 are as under:

a) The Detail of remuneration paid to Whole Time Director is as under

(₹ In Lakhs)

| Name | Salary | Perquisites & other benefits | Total |
|---|---|---|---|
| Shri Hemant Kumar Khanna* (Whole-Time Director) | 10.00 | - | 10.00 |

* Resigned as Whole-Time Director of the Company on 22nd September, 2017.

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

(₹ In Lakhs)

| Director | Sitting Fees |
|---|---|
| Shri Dharam Pal Jindal | 2.40 |
| Shri K. K. Khandelwal | 2.50 |
| Shri Vijay Kaushik | 2.50 |
| Smt. Saroj Bhartia | 1.10 |
| Shri Raghav Jindal | 1.50 |

Apart from receiving Directors' remuneration by way of sitting fee for attending above meetings, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company during the year ended 31st March, 2018.

## 5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has constituted the Corporate Social Responsibility (CSR) Committee in reference to the requirements of Section 135 of the Companies Act, 2013. The CSR Committee recommends to the Board the activities to be undertaken by the Company during the year and the amount to be spent on these activities. During the year under review, the said committee met on 26th May, 2017. All members were present in the meeting.

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

| Members | Designation |
|---|---|
| Shri Raghav Jindal | Chairman |
| Shri K. K. Khandelwal | Member |
| Shri Vijay Kaushik | Member |

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

### COMPOSITION

The constitution of the Stakeholders' Relationship Committee is as under:-

| Name of the Members | Designation |
|---|---|
| Shri K. K. Khandelwal | Chairman |
| Shri Raghav Jindal | Member |

### COMPLIANCE OFFICER

The Board has designated Shri Rajeev Ranjan, Company Secretary as a Compliance Officer of the Company.

### DETAILS OF SHAREHOLDERS COMPLAINTS RECEIVED AND ATTENDED

| | |
|---|---|
| Number of Shareholders complaints received during the period 01.04.2017 to 31.03.2018 | Nil |
| Number of complaints not solved to the satisfaction of shareholders | Nil |
| Number of pending complaints as on 31.03.2018 | Nil |

## 7. GENERAL BODY MEETINGS

### (I) Details of the last three Annual General Meetings:

| Financial year | Date | Location of the Meeting | Time |
|---|---|---|---|
| 2014-15 | 28.09.2015 | Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126 | 2.30 P.M. |
| 2015-16 | 27.09.2016 | Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126 | 2.30 P.M. |
| 2016-17 | 26.09.2017 | Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126 | 2.30 P.M. |

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

a) In the AGM held on 28.09.2015 : None

b) In the AGM held on 27.09.2016 : None

c) In the AGM held on 26.09.2017 : None

(III) Special resolutions passed through Postal Ballot:

During the year under review, no special resolution was passed through postal ballot.

None of the special resolutions is proposed to be conducted through postal ballot.

8. DISCLOSURES

i) Related Party Transactions

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

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

ii) Accounting Standards

The Company follows the Accounting Standards laid down by the Institute of Chartered Accountant of India and there has been no deviation during the year. The Company has followed Indian Accounting Standards (Ind AS) in the preparation of the Financial Statements for the financial year ended 31st March, 2018. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

iii) Details on Non Compliance

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

iv) CEO/CFO Certificates

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

v) Whistle Blower Policy

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

vi) Adoption of Mandatory and Non- mandatory requirements

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

Audit Qualifications

The Financial Statements of the Company are unqualified.

Separate posts of Chairman and Managing Director

The Chairman of the Board is Non- Executive Director.

Reporting of Internal Auditor

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

vii) Risk Management

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

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

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

During the year under review, the Company had sent individual notices and also advertised in the newspaper seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company has transferred to IEPF following shares thereto during the financial years 2017-18.:

| Particulars | No. of Shareholders | No. of Shares |
|---|---|---|
| Dividend for the Financial Year 2008-09 | 226 | 22348 |
| Dividend for the Financial Year 2009-10 | 111 | 13453 |

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

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

### CERTIFICATE ON CORPORATE GOVERNANCE REPORT

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

### DISCLOSURE ON NON-COMPLIANCE

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

### CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

## 9. MEANS OF COMMUNICATION

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

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

## 10. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting:

| | | |
|---|---|---|
| Date & Time | : | 25th September, 2018 at 2.30 P.M. |
| Venue | : | Pipe Nagar, Village Sukeli, N.H. 17, B.K.G Road, Taluka Roha, Distt. Raigad, Maharashtra - 402126 |

| | | | |
|---|---|---|---|
| b) | Period | : | 1st April 2017 to 31st March, 2018 |
| c) | Book Closure | : | 13th September, 2018 to 18th September, 2018 (Both days inclusive) |
| d) | Dividend | | ₹ 0.50 per share (i.e. @ 10%) for the year ended 31st March, 2018, if approved by the members, would be payable on or after 26th September, 2018. |

**Financial Calendar (Tentative):**

| | |
|---|---|
| - Financial results for the quarter ended 30th June, 2018 | Aug, 2018 |
| - Financial results for the quarter ending 30th September, 2018 | Oct/ Nov, 2018 |
| - Financial results for the quarter ending 31st December, 2018 | Jan/Feb, 2019 |
| - Financial results for the quarter/year ending 31st March, 2019 | April/May, 2019 |

**Listing on Stock Exchanges:**

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

i) BSE Limited, 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

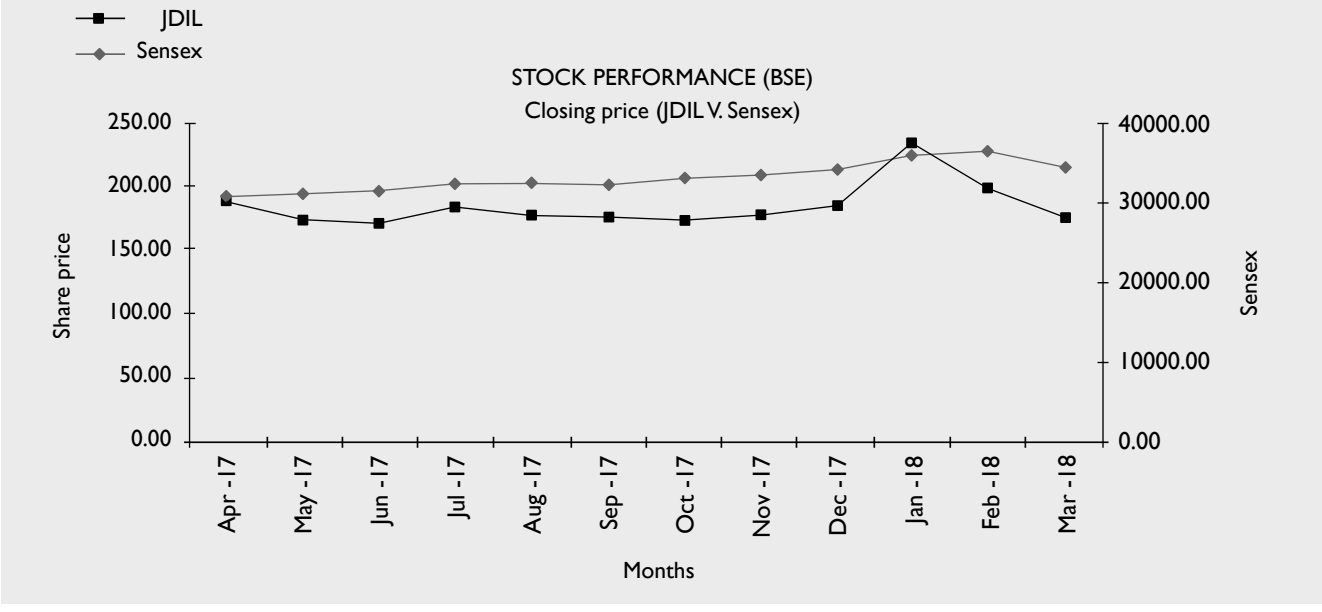
ii) National Stock Exchange of India Limited, 'Exchange Plaza', Bandra – Kurla Complex, Bandra (East), Mumbai - 400 051.

The listing fee for the financial year 2018-19 has been paid to NSE and BSE.

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

**Stock Market Price Data for the year 2017-18**

| Month | JDIL BSE Price (₹) | | BSE SENSEX | |
|---|---|---|---|---|
| | High | Low | High | Low |
| April, 2017 | 189.75 | 165.20 | 30184.22 | 29241.48 |
| May, 2017 | 173.00 | 137.05 | 31255.28 | 29804.12 |
| June, 2017 | 170.25 | 140.10 | 31522.87 | 30680.66 |
| July, 2017 | 183.10 | 145.00 | 32672.66 | 31017.11 |
| August, 2017 | 177.00 | 151.00 | 32686.48 | 31128.02 |
| September, 2017 | 174.00 | 156.00 | 32524.11 | 31081.83 |
| October, 2017 | 171.45 | 154.10 | 33340.17 | 31440.48 |
| November, 2017 | 176.00 | 147.85 | 33865.95 | 32683.59 |
| December, 2017 | 183.75 | 152.05 | 34137.97 | 32565.16 |
| January, 2018 | 235.00 | 167.75 | 36443.98 | 33703.37 |
| February, 2018 | 196.20 | 155.70 | 36256.83 | 33482.81 |
| March, 2018 | 176.40 | 145.25 | 34278.63 | 32483.84 |



Distribution of Shareholding as on 31st March 2018

| No. of Equity Shares held | No. of Shareholders | % of Shareholders | No. of Shares held | % of Shareholding |
|---|---|---|---|---|
| Upto 500 | 16437 | 90.66 | 1774985 | 6.12 |
| 501 to 1000 | 904 | 4.99 | 723213 | 2.50 |
| 1001 to 10000 | 707 | 3.89 | 1825228 | 6.30 |
| 10001 to 100000 | 59 | 0.33 | 1806391 | 6.23 |
| 100001 to 500000 | 14 | 0.08 | 3172919 | 10.95 |
| 500001 and above | 8 | 0.05 | 19678368 | 67.90 |
| **TOTAL** | **18129** | **100.00** | **28981104** | **100.00** |

Shareholding Pattern as on 31st March, 2018:

| Category | No. of shares held | % of holding |
|---|---|---|
| Promoters | 18488859 | 63.80 |
| Financial Institutions/ Banks | 46450 | 0.16 |
| Mutual Fund | 97625 | 0.34 |
| Foreign Portfolio Investors | 56431 | 0.19 |
| Central Government (IEPF) | 35801 | 0.12 |
| Bodies Corporate | 5395414 | 18.62 |
| Indian Public | 4264192 | 14.71 |
| NRIs / OCB | 511538 | 1.77 |
| Trust | 500 | 0.00 |
| Clearing Members | 84294 | 0.29 |
| **Grand Total** | **28981104** | **100.00** |

Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form. As on 31st March, 2018 - 99.72 % of total equity shares were held in dematerialized form.

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

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

Operations : Rigs & Directional Drilling equipments operating at Mumbai offshore.

: Mud logging operations onshore & offshore.

Registrar and Share Transfer Agents:

Alankit Assignments Limited,
Alankit Heights,
1E/13, Jhandelwalan Extension,
New Delhi – 110 055
Phone: 011-23541234, 42541234
Fax: 011-42541967
E-mail: rta@alankit.com

Share Transfer System:

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

Investors' correspondence address

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

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

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To**

**The Members of**

**Jindal Drilling & Industries Limited**

We have examined the compliance of Corporate Governance by Jindal Drilling & Industries Limited for the year ended on 31st March, 2018, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI 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 KANODIA SANYAL & ASSOCIATES
Chartered Accountants
FRN. 008396N

PALLAV VAISH
Partner
(Membership No. 508751)

Place : New Delhi
Dated : 13th August, 2018

## MANAGEMENT DISCUSSION AND ANALYSIS

### FORWARD LOOKING STATEMENT

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

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

### OIL INDUSTRY BRIEF

After a highly volatile period, oil prices have restored to reasonable levels. Oil markets switched into a cooling phase after the oil cartel's intervention a short while ago. The intended impact of the decision was met with temporary resistance due to supply disruption in Libya and a stricter stance of US towards their sanctions on Iran bidding prices near the USD 80/barrel range again. These concerns have more than corrected with growth divergence across the globe and escalating trade wars resurrecting demand concerns, and Saudi Arabia and Russia ramping up production.

The recent political developments have led to the view that the current price levels are one that establish a common ground between consumers who are relieved from the relatively higher price levels of USD 80/barrel and producers who find these levels lucrative enough to sustain production and investment without any fears of demand destruction. The world's top three consumers have raised concerns of higher prices with the US considering using its strategic petroleum reserves and signalling its repudiation to allow higher prices especially before the mid-term elections in November 2018.

Your Company continues to understand the vagaries of this market and will expand its growth in this industry. As the lowest cost supplier of drilling services, your Company continues to move forward in the oil industry.

### REVIEW OF OPERATIONS

Your Company's performance is directly influenced by the activities in the oil & gas sector. However, in spite of difficult market conditions, the core operations of your Company remains profitable (without considering claims paid). Your Company has used this as an opportunity to become more efficient and conducted detailed internal reviews to weed out any inefficiencies. Short term bank borrowings are restricted to need based capital requirements. Operational surpluses continue to be invested to earn reasonable returns with a high degree of safety. We have also continued our sharpened focus on working capital efficiency.

Your Company continues to perform in an excellent manner in 2 ONGC contracts for rigs 'Jindal Supreme' and 'Jindal Explorer' and for all directional drilling contracts. These rigs commenced operations in May 2016 and May 2018 respectively. Both rigs have excellent operational efficiency (in excess of 98.50%) similar to the other rigs that your Company has previously taken on charter-hire. The performance of your Company has also been significantly driven by the directional drilling and your Company is expected to perform on a larger scale in this segment.

Summary of operating performance (including claims):

| Particulars | FY 2017-18 | FY 2016-17 |
|---|---|---|
| Revenue from Operations (₹ in lakhs.) | 14,894 | 37,160 |
| Profit before tax (₹ in lakhs.) | (2,783) | 2,369 |
| Earnings per share (₹) | (5.21) | 5.49 |

### HUMAN RESOURCES

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

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

We also strive for empowerment and safety of women. As a responsible employer, we have laid down strict guidelines for the prevention of sexual harassment of women at work place providing them with a forum for grievance redressal (if any).

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

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

## RISK MANAGEMENT – RISKS & CONCERNS

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

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

## OPPORTUNITIES AND THREATS

The volatility in international oil prices over the past few years have resulted in steep downward trends in rig deployment opportunities as exploration programmes have been shelved. This has continued to stacking of more rigs and affected the new construction as rentals have fallen.

However, there has been a gradual improvement in available opportunities in this sector as compared to previous years and your Company is actively working on them.

## INTERNAL CONTROL SYSTEM

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

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

## ENVIRONMENT, CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

Your Company believes that a clean environment fosters health and prosperity for the individual and the community at large. We ensure that best environment engineering controls are adopted at our various locations. These controls aim to prevent accidents and stop any hazards to health. The policies of your Company give highest priority to safety, environment protection and well being of its employees.

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

# STANDALONE FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**Jindal Drilling & Industries Limited**

### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Jindal Drilling & Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'standalone Ind AS financial statements').

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

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

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

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS 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 standalone Ind AS financial statements are free from material misstatement.

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

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

### Opinion

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

### Report on Other Legal and Regulatory Requirements

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

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

c. the Balance Sheet, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

d. in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;

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

f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and

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

   i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer to Note 31 to the standalone Ind AS financial statements;

   ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts refer note no. 35 to the financial statement.

   iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

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

Place : New Delhi
Date : 24th May 2018

**PALLAV VAISH**
Partner
Membership no. : 508751

**Annexure - A to the Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31 March 2018, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) a) The management has conducted the physical verification of inventory at reasonable intervals.

b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

(iii) The Company has granted loans to three bodies corporate covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act').

(a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.

(b) In the case of the loans granted to the bodies corporate listed in the register maintained under Section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.

(c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under Section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans and investments made.

(v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable

(vi) The Central Government has not prescribed the maintenance of cost under section 148(1) of the Act, for any services rendered by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund,ESI, income tax, sales tax, value added tax, goods and service tax with effect from July 1, 2017, duty of customs, service tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, ESI, income tax, sales tax, value added tax, good and service tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes :

| Name of the Statute | Nature of dues | Amount Disputed (Rs/Lacs) | Forum where dispute is pending |
|---|---|---|---|
| 1. Income Tax Act | Income Tax demand | 199.32 | ITAT A.Y.2008-09 to 2010-11 |
| | Income Tax demand | 92.98 | ITAT A.Y. 2011-12 |
| | Income Tax demand | 92.56 | ITAT A.Y.2012-13 |
| | Income Tax demand | 103.02 | ITAT A.Y 2013-14 |
| | Income Tax demand | 24.33 | CIT(A) AY 2014-15 |
| 2. Customs Duty | Demand | 255.03 | Mumbai High court year 1989-91 |

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.

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

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

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

Place : New Delhi
Date : 24th May 2018

**PALLAV VAISH**
Partner
Membership no. : 508751

## Annexure - B to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of Jindal Drilling & Industries Limited ('the Company') as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

## Opinion

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

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

Place : New Delhi
Date : 24th May 2018

**PALLAV VAISH**
Partner
Membership no. : 508751

## BALANCE SHEET AS AT 31ST MARCH 2018

( ₹ in Lakhs)

| Particulars | Note | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non - Current Assets** | | | |
| Property, Plant and Equipment | 3 | 5,007.31 | 5,333.17 |
| Investment Property | 4 | 1,381.68 | 1,396.50 |
| Other Intangible Assets | 5 | 30.07 | 38.07 |
| Financial Assets | | | |
| i. Investments | 6(A) | 18,661.76 | 18,661.76 |
| ii. Loans | 7 | 38,575.64 | 39,822.22 |
| iii. Other Financial Assets | 8 | 4,800.83 | 3,798.62 |
| Deferred Tax Assets | 9 | 1,585.35 | 743.60 |
| | | 70,042.64 | 69,793.94 |
| **Current Assets** | | | |
| Inventories | 10 | 1,026.96 | 1,347.20 |
| Financial Assets: | | | |
| i. Investments | 6(B) | 310.18 | 6,161.55 |
| ii. Trade Receivables | 11 | 10,209.95 | 8,648.94 |
| iii. Cash and Cash Equivalents | 12 | 5.79 | 3.16 |
| iv. Bank balances other than (iii) above | 12 | 222.60 | 223.39 |
| v. Loans | 13 | 11,078.90 | 11,020.86 |
| Other Current Assets | 14 | 4,944.99 | 4,245.05 |
| | | 27,799.37 | 31,650.15 |
| **Total Assets** | | 97,842.01 | 1,01,444.09 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity Share Capital | 15 | 1,449.06 | 1,449.06 |
| Other Equity | 16 | 82,417.51 | 84,102.90 |
| | | 83,866.57 | 85,551.96 |
| **Liabilities** | | | |
| **Non - Current Liabilities** | | | |
| Financial Liabilities | | | |
| Other Financial Liabilities | 17 | 41.73 | 49.91 |
| Deferred Tax Liabilities | 9 | 2,087.27 | 2,461.84 |
| | | 2,129.00 | 2,511.75 |
| **Current Liabilities** | | | |
| Financial Liabilities: | | | |
| i. Borrowings | 18 | 6,307.54 | 7,747.80 |
| ii. Trade Payables | 19 | 2,006.21 | 4,112.13 |
| Other Current Liabilities | 20 | 3,523.12 | 1,499.89 |
| Provisions | 21 | 9.57 | 20.56 |
| | | 11,846.44 | 13,380.38 |
| **Total Equity & Liabilities** | | 97,842.01 | 1,01,444.09 |

The accompanying notes are an integral part of the Financial Statements

**Significant accounting policies and notes on financial statements 1 - 48**

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

( ₹ in Lakhs)

| Particulars | Note | Year Ended 31st March 2018 | Year Ended 31st March 2017 |
|---|---|---|---|
| **Continuing Operations** | | | |
| Revenue from operations | 22 | 14,893.97 | 37,159.70 |
| Other Income | 23(a) | 4,481.19 | 2,617.03 |
| **Total Income** | | 19,375.16 | 39,776.73 |
| **Expenses** | | | |
| Operating expenses | 24 | 9,765.67 | 27,634.99 |
| Employee benefits expense | 25 | 2,712.64 | 4,299.86 |
| Finance cost | 26 | 293.22 | 953.73 |
| Depreciation and amortization expense | 3,4,5 | 918.03 | 923.40 |
| Other expenses | 27 | 8,468.16 | 3,595.69 |
| **Total Expenses** | | 22,157.72 | 37,407.67 |
| **Profit before exceptional items and tax** | | (2,782.56) | 2,369.06 |
| Exceptional Items | | - | - |
| **Profit before tax** | | (2,782.56) | 2,369.06 |
| **Tax expenses** | | | |
| Current Tax | | - | 752.11 |
| Deferred tax | 9 | (1,235.44) | (79.97) |
| Total tax expenses | | (1,235.44) | 672.14 |
| **Profit for the year** | | (1,547.12) | 1,696.92 |
| **Other Comprehensive Income** | 23(b) | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of post-employment benefit obligations | | 54.96 | 32.10 |
| Income tax relating to these items | | (19.02) | (11.11) |
| | | 35.94 | 20.99 |
| Items that will be reclassified to profit or loss | | | |
| Change in cash flow hedging | | 29.78 | 367.99 |
| Reclassification of Foreign Currency Translation Reserve Account | | 163.95 | (610.17) |
| Change in fair value of equity instrument | | (193.43) | 47.47 |
| Income tax relating to these items | | (0.10) | 67.39 |
| | | 0.20 | (127.32) |
| | | 36.14 | (106.33) |
| **Total Comprehensive Income for the Year (Comprising profit and other comprehensive income for the year)** | | (1,510.98) | 1,590.59 |
| Earning per equity share of ₹ 5 each (in ₹) | | | |
| Basic | | (5.21) | 5.49 |
| Diluted | | (5.21) | 5.49 |

The accompanying notes are an integral part of the Financial Statements.
**Significant accounting policies and notes on financial statements 1 - 48**

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

### A. Equity Share Capital (Subscribed and Paid up)

(₹ in Lakhs)

| Particulars | Note | Equity Capital |
|---|---|---|
| As at 1st April, 2017 | 15 | **1,449.06** |
| Change in equity share capital | | **-** |
| As at 31st March, 2018 | 15 | **1,449.06** |

### B. Other Equity

(₹ in Lakhs)

| Particulars | Note | Reserves & Surplus | | | Equity Instrument through OCI | Effective portion of Cash Flow Hedging | Foreign Currency translation reserve | Total |
|---|---|---|---|---|---|---|---|---|
| | | Securities Premium Reserve | General Reserve | Retained Earnings | | | | |
| Balance as at 1st April, 2017 | 16 | **29,613.35** | **24,562.94** | **28,603.54** | **31.04** | **19.81** | **1,272.22** | **84,102.90** |
| Total comprehensive income for the year ended 31st March, 2018 | | | | | | | | |
| Profit or loss | | - | - | (1,547.12) | - | - | - | (1,547.12) |
| Other comprehensive income | 24(a) | - | - | 35.94 | (126.49) | 19.47 | 107.21 | 36.13 |
| Total comprehensive income | | 29,613.35 | 24,562.94 | 27,092.36 | (95.45) | 39.28 | 1,379.43 | 82,591.91 |
| Transferred from retained earnings | | - | - | - | | | | - |
| Proposed Dividend & Tax | | - | - | (174.40) | | | | (174.40) |
| Balance as at 31st March, 2018 | | **29,613.35** | **24,562.94** | **26,917.96** | **(95.45)** | **39.28** | **1,379.43** | **82,417.51** |

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

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

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| Profit before tax | (2,782.56) | 2,369.06 |
| **Adjustements for :** | | |
| Depreciation & amortization expenses | 918.03 | 923.40 |
| Gain / (Loss) on foreign currency translation reserve | 163.95 | (610.17) |
| Gain / (Loss) on Cash flow hedge through OCI | 29.78 | 367.99 |
| Remeasurement of employee benefit obligation | 54.96 | 32.10 |
| Interest income | (2,031.48) | (1,735.75) |
| Change in fair value of security deposits | (204.09) | 146.08 |
| Notional (Gain) / Loss on mutual funds investments | 1,223.00 | 65.83 |
| Notional (Gain) / loss on financial assets | - | 131.18 |
| Notional fair value gain on interest free loan & advances | (163.80) | (69.25) |
| Finance cost | 293.22 | 953.73 |
| Loss/(Profit) on Sale of PPE | - | (39.99) |
| Profit on Sale of Investments | (1,267.30) | (696.91) |
| Exchange Rate Fluctuations | (10.47) | 1,340.20 |
| Operating Profit before working capital changes | (3,776.76) | 3,177.50 |
| **Adjustements for :** | | |
| Trade and other Receivables | (2,344.31) | 1,885.73 |
| Inventories | 320.24 | (144.32) |
| Trade payables & Other liabilities | (101.86) | (9,396.09) |
| **Cash generated from operations** | (5,902.69) | (4,477.18) |
| Income Taxes paid - net of refund | (762.34) | (1,636.77) |
| **NET CASH FROM OPERATING ACTIVITIES** | (6,665.03) | (6,113.95) |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchases of property, plant & equipment | (700.29) | (1,035.59) |
| Purchases of investment property | - | - |
| Payments of intangible assets | - | (15.81) |
| Proceeds from sale of property, plant & equipment | 130.93 | 371.93 |
| Loans to Joint Venture & Other Companies (net) | 1,410.38 | 3,605.03 |
| Non Current Investment in JV companies & Others | - | - |
| Purchase of Current Investments | - | (9,860.76) |
| Sale of current investment | 5,702.25 | 13,603.49 |
| Interest income | 2,031.48 | 1,735.75 |
| **NET CASH USED IN INVESTING ACTIVITIES** | 8,574.75 | 8,404.04 |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Net Proceeds from Short Terms borrowings and Cash Credit | (1,440.26) | (978.68) |
| Dividend paid | (144.91) | (144.91) |
| Tax paid on Dividend | (29.49) | (29.50) |
| Finance cost | (293.22) | (953.73) |
| **NET CASH USED IN FINANCING ACTIVITIES** | (1,907.88) | (2,106.82) |
| **NET INCREASE / ( DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)** | 1.84 | 183.27 |
| Opening Balance of Cash and Cash equivalents | 226.55 | 43.28 |
| Closing Balance of Cash and Cash equivalents | 228.39 | 226.55 |
| **CHANGE IN CASH AND CASH EQUIVALENTS** | 1.84 | 183.27 |

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
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Director
DIN: 00455369

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Corporate Information

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

### Note 1: Significant accounting policies

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

**a) Basis of preparation & presentation**

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

i) Certain financial assets and liabilities (including derivative instruments),

ii) Defined benefit plans – plan assets

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

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

**b) Property, plant and equipment**

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

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

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

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

| Particulars | Depreciation |
|---|---|
| Cost of Leasehold land | Over the period of lease term |
| Assets cost less than ₹ 10000/- | 100% |

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

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

**c) Intangible Assets**

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

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

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

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

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

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

d) Investment Property

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

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

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

e) Foreign currency transaction

i) Functional and presentation currency

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

ii) Translations and balances

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

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

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

f) Revenue recognition

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

Interest income

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

Dividends

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

g) Income Tax

Current Tax:

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

Deferred Tax:

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

h) Leases

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

i) Impairment of Assets

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

j) Cash and cash equivalents

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

k) Trade receivables

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

l) Inventories

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

m) Investments and other financial assets

Classification

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

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

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

Measurement

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

Equity instruments

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

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

Impairment of financial assets

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

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

Derecognition of financial assets

A financial asset is derecognised only when

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

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

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

Financial Liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

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

Cash flow hedge

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

De-recognition of financial instruments

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

n) Trade and other payables

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

o) Borrowing cost

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

p) Provisions, Contingent Liabilities and Contingent Assets

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

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

q) Employee Benefits

Short Term Employee Benefits

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

Post-Employment Benefits

Defined Contribution Plans

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

Defined Benefit Plans

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

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

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

r) Earnings per share

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

s) Claims Recoverable

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

t) Prepaid Expenses

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

u) Event Occurring after the Balance Sheet Date

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

v) Rounding of amounts

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

Note 2: Estimates

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

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

(₹ in Lakhs)

| Particulars | Building | Plant and Equipment | Furniture and Fixtures | Vehicles | Office Equipment | Total - (A) | CWIP (B) | Total (A+B) |
|---|---|---|---|---|---|---|---|---|
| Year ended 31 March 2018<br>Gross carrying amount | | | | | | | | |
| Deemed cost as at 1 April 2017 | 417.10 | 6,908.81 | 20.17 | 285.21 | 44.21 | **7,675.50** | - | **7,675.50** |
| Additions | - | 623.81 | 25.81 | 26.47 | 24.19 | **700.28** | - | **700.28** |
| Disposals | - | (126.47) | - | (4.46) | - | **(130.93)** | - | **(130.93)** |
| Asset transfer from CWIP to building | - | - | - | - | - | **-** | - | **-** |
| Classified as Investment Property | - | - | - | - | - | **-** | - | **-** |
| Exchange Differences | - | - | - | - | - | **-** | - | **-** |
| Closing gross carrying amount | 417.10 | 7,406.15 | 45.98 | 307.22 | 68.40 | **8,244.85** | - | **8,244.85** |
| Accumulated depreciation<br>Opening Accumulated Depreciation | 17.48 | 2,198.09 | 5.97 | 107.34 | 13.45 | **2,342.33** | - | **2,342.33** |
| Depreciation for the year | 13.38 | 816.18 | 2.93 | 51.13 | 11.59 | **895.21** | - | **895.21** |
| Classified as Investment Property | - | - | - | - | - | **-** | - | **-** |
| Exchange Differences | - | - | - | - | - | **-** | - | **-** |
| Closing accumulated depreciation | 30.86 | 3,014.27 | 8.90 | 158.47 | 25.04 | **3,237.54** | - | **3,237.54** |
| **Net Carrying amount 31 March 2018** | **386.24** | **4,391.88** | **37.08** | **148.75** | **43.36** | **5,007.31** | **-** | **5,007.31** |
| **Net Carrying amount**<br>At 31 March 2017 | 399.62 | 4,710.72 | 14.20 | 177.87 | 30.76 | **5,333.17** | - | **5,333.17** |
| At 31 March 2018 | 386.24 | 4,391.88 | 37.08 | 148.75 | 43.36 | **5,007.31** | - | **5,007.31** |

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

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

**Note 4 - Investment Property**

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Gross caryying amount** | | |
| Opening gross carrying amount / Deemed Cost | **1,431.50** | 1,432.47 |
| Additions | **-** | - |
| Disposal | **-** | (0.97) |
| Closing gross carrying amount | **1,431.50** | 1,431.50 |
| **Accumulated depreciation** | | |
| Opening accumulated depreciation | **35.00** | 18.50 |
| Depreciation charge | **14.82** | 16.50 |
| Closing Accumulated depreciation | **49.82** | 35.00 |
| **Net carrying amount** | **1,381.68** | 1,396.50 |

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

**Note 5 - Other Intangible Assets**

(₹ in Lakhs)

| | Software | Total |
|---|---|---|
| **Year ended 31 March 2018** | | |
| **Gross carrying amount** | | |
| Deemed cost as at 1 April 2017 | 55.09 | 55.09 |
| Additions - Others | - | - |
| Additions - Internally developed | - | - |
| Exchange Differences | - | - |
| **Closing gross carrying amount** | **55.09** | **55.09** |
| **Accumulated depreciation** | | |
| Opening Accumulated Amortisation | 17.02 | 17.02 |
| Amortisation for the year | 8.00 | 8.00 |
| Impairment charge | - | - |
| Exchange Differences | - | - |
| **Closing accumulated depreciation** | **25.02** | **25.02** |
| **Net Carrying amount 31 March 2018** | **30.07** | **30.07** |
| **Net Carrying amount** | | |
| At 31 March 2017 | 38.07 | 38.07 |
| At 31 March 2018 | 30.07 | 30.07 |

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

**Note 6 - Investments**

**A. Non-current investments at amortised cost**

(₹ in Lakhs)

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **i). Unquoted equity shares of JV companies** | | |
| Equity Shares of Joint Venture Companies : | | |
| i) 1,14,37,830 Shares in Discovery Drilling Pte. Ltd of SGD 1 each * | **7,411.97** | 7,411.97 |
| ii) 1,39,83,375 Shares in Virtue Drilling Pte. Ltd of SGD 1 each ** | **11,247.41** | 11,247.41 |
| **ii). Unquoted equity shares of other companies** | | |
| 14 Shares in Internovia Natural Res. FZ LLC of AED 1000 each | **2.37** | 2.37 |
| | **18,661.75** | 18,661.75 |
| **iii). Unquoted equity shares of other entities** | | |
| i) 5 Shares in Taloja CETP Co. Society Ltd of Rs. 100 each | **0.01** | 0.01 |
| **Total - (i)** | **18,661.76** | 18,661.76 |

* Investments in Discovery Drilling Pte. Ltd. pleged with Banks/ Financial Institution against borrowings by Rig Owning Company from whom Rig has been taken on charter hire.

** Investments in Virtue Drilling Pte. Ltd. pleged with Banks/ Financial Institution against borrowings by Virtue Drilling Pte. Ltd.

**B - Current Investments at fair value**

(₹ in Lakhs)

| Particulars | As at 31st March, 2018 | | As at 31st March, 2017 | |
|---|---|---|---|---|
| | No. of units | Amount in Rs. Lacs | No. of units | Amount in Rs. Lakhs |
| **i). Investment in Mutual Funds through FVTPL** | | | | |
| DSP BlackRock FTP - Series 44 - 36M - Growth | - | - | 30,00,000 | 375.24 |
| HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth | - | - | 91,20,176 | 1,183.84 |
| HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth | - | - | 1,50,00,000 | 1,947.15 |
| HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth | - | - | 45,50,708 | 590.99 |
| HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth | - | - | 1,00,00,000 | 1,292.87 |
| **Total - (i)** | | - | | 5,390.09 |
| **ii). Investment in Shares through FVOCI** | | | | |
| 165000 Shares of Monnet Ispat & Energy Limited of Rs. 10 each | | - | | 56.27 |
| 83000 Shares of Monnet Ispat & Energy Limited of Rs. 10 each | | - | | 28.30 |
| 9164842 Shares of Electrosteel Steels Limited of Rs. 10 each | | **219.96** | | 398.67 |
| 7534 Shares of Jindal Steel & Power Limited of Rs. 1 each | | **16.51** | | 9.12 |
| **Total - (ii)** | | **236.47** | | **492.36** |
| **iii). Investment under Portfolio Management** Services at fair value | | | | |
| Religare Credit Investment Trust | | | | |
| **Total - (iii)** | | **73.71** | | 279.10 |
| **Total (i to iii)** | | **310.18** | | **6,161.55** |

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

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

* Religare credit investment trust has been classified as current investment from non-current investments in current year.

(₹ in Lakhs)

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Note 7 - Financial Assets - Loans, Non-current** | | |
| (Unsecured, Considered good unless otherwise stated) | | |
| Loan to Related Parties | **37,684.20** | 36,169.69 |
| Loan to other Parties | **891.44** | 3,652.53 |
| | **38,575.64** | 39,822.22 |

* Includes Loan to Joint Venture Companies, Discovery Drilling Pte. Ltd. & Virtue Drilling Pte. Ltd. are sub-ordinated to bank loan availed by said Joint Venture. These loans were given as part of Project financing.

| | | |
|---|---|---|
| **Note 8 - Other financial assets, Non-current** | | |
| Derivative instrument | **65.20** | 35.43 |
| Security Deposits | **2,195.40** | 1,985.30 |
| Advance Income Tax ( Net ) | **2,540.23** | 1,777.89 |
| | **4,800.83** | 3,798.62 |

* Security deposites are recognised at fair value through FVTPL. The discounting rate taken at 9.5% p.a. for security paid to lessor except SD to Venus Drilling Pte. Ltd. (at 4.40% p.a. i.e. libor plus 3% margin). The discounting period taken as per the terms of contractual agreement.

(₹ in Lakhs)

| Particulars | | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|---|
| **Note 9 - Deferred Tax Assets / Liabilities** | | | |
| **Deferred Tax Liability** | | | |
| Depreciation and Amortization | | **1,330.23** | 1,324.10 |
| Reclassification of FCTRA | | **730.05** | 650.85 |
| Change in fair value of cash flow hedging | | **20.79** | 15.62 |
| Remeasurement of employee benefit obligation | | **56.72** | 37.70 |
| Equity Instrument - Fair Value Gain | | **(50.52)** | 16.43 |
| Mutual Fund - Fair Value Gain | | **-** | 417.14 |
| | (A) | **2,087.27** | 2,461.84 |
| **Deferred Tax Assets** | | | |
| Provision for Doubtful Recoveries | | **-** | 519.12 |
| Provision for Gratuity | | **-** | 2.09 |
| Provision for Leave Encashment | | **17.75** | 22.30 |
| Loss allowance on Debtors & Advances - ECL | | **33.93** | 45.40 |
| Security Deposit - Fair Value Loss | | **0.47** | 70.61 |
| JDIL Employee Welfare trust loan - Fair Value Loss | | **29.76** | 84.08 |
| Unabsorbed Depreciation | | **331.69** | - |
| Unabsorbed Business Losses | | **1,171.75** | - |
| | (B) | **1,585.35** | 743.60 |
| **Net Deferred Tax Liability** | (A-B) | **501.92** | 1,718.24 |
| **Note 10 - Inventories** | | | |
| (At lower of cost or net realisable value) | | | |
| Stores & Spares | | **1,026.96** | 1,347.20 |
| | | **1,026.96** | 1,347.20 |
| **Note 11 - Financial Assets - Trade Receivables, Current** | | | |
| Unsecured, Considered good | | **10,209.95** | 8,648.94 |
| Unsecured, Doubtful | | **-** | 1,500.00 |
| Less: Provision for doubtful recoveries | | **-** | 1,500.00 |
| | | **10,209.95** | 8,648.94 |
| **Note 12 - Cash and Cash Equivalents** | | | |
| Cash in hand | | **5.79** | 3.16 |
| Balances with Scheduled Banks | | | |
| - In Current Accounts | | **0.91** | 4.20 |
| - In Unclaimed Dividend Accounts | | **4.08** | 4.56 |
| - Fixed Deposit Account * | | **217.61** | 214.63 |
| | | **228.39** | 226.55 |
| * Fixed deposits includes ₹163.81 lakhs given as margin money against Bank Guarantee. | | | |
| **Note 13 - Financial Assets - Loans, Current** | | | |
| Loan to Related Parties | | **11,078.90** | 11,020.86 |
| | | **11,078.90** | 11,020.86 |
| **Note 14 - Other Current Assets** | | | |
| Claim ( Loss in hole ) receivables | | **94.97** | 71.99 |
| Advances recoverable in cash or in kind # | | **2,171.33** | 2,152.77 |
| Gratuity Fund | | **25.50** | - |
| Interest receivables | | **2,653.19** | 2,020.29 |
| | | **4,944.99** | 4,245.05 |

# Includes primarily advances to trade creditors, recoverables etc.

Note 15 - Equity Share Capital & Other Reserves

Equity Share Capital

Authorized equity share capital of ₹ 5 each

| | No. of shares | Equity Capital (₹ In Lakhs) |
|---|---|---|
| As at 31st March 2017 | 4,65,00,000 | 2,325.00 |
| Increase during the year | - | - |
| **As at 31st March 2018** | **4,65,00,000** | **2,325.00** |

Issued, Subscribed and Paid Up Captial

(i) Movement in equity share capital

| | No. of shares | Equity Capital (₹ In Lakhs) |
|---|---|---|
| As at 31st March 2017 | 2,89,81,104 | 1,449.06 |
| Issued during the year | - | - |
| **As at 31st March 2018** | **2,89,81,104** | **1,449.06** |

Terms and rights attached to equity shares

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

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

| Particulars | As at 31st March, 2018 | | As at 31st March, 2017 | |
|---|---|---|---|---|
| | % Holding | No. of Shares | % Holding | No. of Shares |
| a) Jindal Global Finance and Investment Ltd | **18.18** | **52,68,148** | 18.76 | 54,38,148 |
| b) Sudha Apparels Ltd | **10.63** | **30,81,000** | 15.22 | 44,11,000 |
| c) Stable Trading Co. Ltd | **10.56** | **30,59,168** | 10.56 | 30,59,168 |
| d) Crispark Vincom Ltd | **14.49** | **41,98,350** | 14.49 | 41,98,350 |

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| Note 16 - Other equity | | |
| 16(a) Reserve and surplus | | |
| Securities Premium Reserve | **29,613.35** | 29,613.35 |
| General Reserve | **24,562.94** | 24,562.94 |
| Retained Earning | **26,917.96** | 28,603.54 |
| **Total reserves and surplus** | **81,094.25** | 82,779.83 |
| **Securities Premium Reserve** | | |
| Opening Balances | **29,613.35** | 29,613.35 |
| Addition during the year | **-** | - |
| Closing Balance | **29,613.35** | 29,613.35 |
| **General Reserve** | | |
| Opening Balances | **24,562.94** | 24,562.94 |
| Addition during the year | **-** | - |
| Closing Balance | **24,562.94** | 24,562.94 |
| **Surplus in Statement of Profit & Loss** | | |
| Opening Balances | **28,603.54** | 27,060.04 |
| Net profit for the period | **(1,547.12)** | 1,696.92 |
| Remeasurement of employment benefit obligation, net of tax | **35.94** | 20.99 |
| Transfer to general reserves | **-** | - |
| Dividends & CD Tax | **(174.40)** | (174.41) |
| **Closing Balance** | **26,917.96** | 28,603.54 |

| | | |
|---|---|---|
| **16(b) Other OCI Reserves** | | |
| Hedging reserve - (net of tax) | **39.28** | 19.81 |
| Foreign currency translation reserve - (net of tax) | **1,379.43** | 1,272.22 |
| Change in fair value of equity instruments (net of tax) | **(95.45)** | 31.04 |
| **Closing Balance** | **1,323.26** | 1,323.07 |
| **Total of other equity (A+B)** | **82,417.51** | 84,102.90 |
| **Note 17 - Other Financial Liabilities, Non-current** | | |
| Gratuity | **-** | - |
| Leave Encashment | **41.73** | 49.91 |
| | **41.73** | 49.91 |
| **Note 18 - Current Borrowings** | | |
| **Secured** | | |
| Loans repayable on demand from Banks | **1,543.55** | 1,982.11 |
| Other bank loan | **-** | 4,750.00 |
| **Unsecured** | | |
| Inter Corporate Loans - JPL | **1,453.94** | - |
| **Inter Corporate Loans - MSL** | **3,310.05** | 1,015.69 |
| | **6,307.54** | 7,747.80 |

* Working capital loans are secured by hypothecation of inventories, book debts and all other current assets and first charge on fixed assets excluding specific charges, ranking pari-passu amoungst working capital lending banks.

| | | |
|---|---|---|
| **Note 19 - Trade Payables** | | |
| Micro , Small & Medium Enterprises | **-** | - |
| Creditors | **2,006.21** | 4,112.13 |
| | **2,006.21** | 4,112.13 |
| **Note 20 - Other Current Liabilities** | | |
| Other Current Liabilties # | **3,519.04** | 1,495.33 |
| Unpaid Dividend * | **4.08** | 4.56 |
| | **3,523.12** | 1,499.89 |

* There is no amount due and outstanding to be credited to Investors Education & Protection Fund.
# Includes statutory dues, advances from customers, security deposits etc.

| | | |
|---|---|---|
| **Note 21 - Provisions** | | |
| Gratuity Payable | **-** | 6.03 |
| Leave Encashment Payable | **9.57** | 14.53 |
| | **9.57** | 20.56 |
| **Note 22 - Revenue From Operations** | | |
| Drilling Services | **14,893.97** | 37,159.70 |
| | **14,893.97** | 37,159.70 |
| **Note 23(a) - Other Income** | | |
| Profit on Sale of Current Investments (Net) | **1,267.30** | 696.91 |
| Rent Received | **33.76** | 56.06 |
| Profit on sale of Fixed Assets | **-** | 39.99 |
| Miscellaneous Income | **460.16** | 19.07 |
| Interest Received | **2,031.48** | 1,729.57 |
| Interest Received-Tax free | **-** | 6.18 |
| Foreign Exchange Fluctuation (Net) | **10.47** | - |
| Bad Debts Written Back | **1,500.00** | - |
| **Fair Value through P&L:** | | |
| Fair value gain on Mutual Fund | **(1,223.00)** | - |
| Loss allowance on trade receivables | **22.34** | - |
| Loss allowance on MOGL Loans | **10.79** | - |
| Unwinding interest income on JDIL Interest Free Loan | **163.80** | 69.25 |
| Unwinding interest income on Security Deposits | **204.09** | - |
| | **4,481.19** | 2,617.03 |

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Note 23(b) - Other Comprehensive Income** | | |
| Change in fair value of hedging | 29.78 | 367.99 |
| Reclassification of Foreign Currency Translation Reserve Account | 163.95 | (610.17) |
| OCI through Equity Instrument | (193.43) | 47.47 |
| Remeasurement of defined benefit liability | 54.96 | 32.10 |
| **Total** | 55.26 | (162.61) |
| **Note 24 - Operating Expenses** | | |
| Rig Hire Charges | 6,296.80 | 21,933.34 |
| Drilling Operation expenses | 1,149.41 | 2,241.72 |
| Stores & Spares Consumed | 2,319.46 | 3,459.93 |
| | 9,765.67 | 27,634.99 |
| **Note 25 - Employee Benefits Expenses** | | |
| Salary, Wages & Other Allowances | 2,530.07 | 4,103.44 |
| Contribution to PF & Other Funds | 79.68 | 78.87 |
| Staff Welfare Expenses | 102.89 | 117.55 |
| | 2,712.64 | 4,299.86 |
| **Note 26 - Finance Costs** | | |
| Interest Charges | 293.22 | 807.65 |
| Unwinding discount on Security Deposit | - | 146.08 |
| | 293.22 | 953.73 |
| **Note 27 - Other Expenses** | | |
| Electricity & water Charges | 24.16 | 54.84 |
| Rent | 232.42 | 270.54 |
| Rates & Taxes | 11.66 | 24.54 |
| Telephone & Communication Expenses | 23.16 | 27.79 |
| Printing & Stationery | 10.88 | 23.96 |
| **Travelling & Conveyance:** | 59.19 | 209.47 |
| Vehicle Upkeep & Maintenance | 60.80 | 67.02 |
| Repair & Maintenace | | |
| -Building | 1.82 | 9.00 |
| -Others | 58.10 | 91.02 |
| Legal & Professional Charges | 524.47 | 733.50 |
| Insurance | 1.23 | 0.79 |
| Fees & Subscription | 32.64 | 58.29 |
| Internal Audit Fees | 3.00 | 3.00 |
| **Auditors' Remuneration :** | | |
| - Audit Fee | 3.40 | 3.40 |
| - Tax Audit Fee | 0.50 | 0.50 |
| - Company Law Matters | 3.05 | 0.94 |
| - Out of Pocket Expenses | - | 0.45 |
| General Exp | 90.72 | 204.38 |
| Corporate Social Responsibilities | 45.00 | 76.00 |
| Advertisement & Business Promotion | 91.64 | 120.65 |
| Tender Fee | 2.53 | 1.99 |
| Bank Charges | 83.71 | 72.56 |
| Foreign Exchange Fluctuation Loss - Net | - | 1,340.20 |
| Loss on sale of Fixed assets | 3.62 | - |
| Claim Paid | 5,841.22 | - |
| Misc Balances Written Off | 1,259.24 | 3.85 |
| **Fair Value through P&L:** | | |
| Loss allowance on MOGL Loan | - | 108.84 |
| Fair value loss on Mutual Funds | - | 65.83 |
| Loss allowance on Debtors - ECL | - | 22.34 |
| **Total** | 8,468.16 | 3,595.69 |

### Note 28: Property, plant & equipment

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

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

### Note 29: Investment Property

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

(₹ In Lakhs)

| Particulars | **Year ended 31st March 2018** | Year ended 31st March 2017 |
|---|---|---|
| Rental Income | **33.76** | 56.06 |
| Direct operating expenses from property that generated rental income | **(6.10)** | (4.20) |
| Direct operating expenses from property that did not generated rental income | **-** | - |
| Profit from investment properties before depreciation | **27.66** | 51.86 |
| Depreciation (As per Companies Act) | **(14.82)** | (16.49) |
| Profit from investment properties | **12.84** | 35.37 |

#### Contractual obligations

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

#### Leasing Arrangement

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

#### Fair value

(₹ In Lakhs)

| Particulars | **Year ended 31st March 2018** | Year ended 31st March 2017 |
|---|---|---|
| Investment properties | **1,638.56** | 1,638.56 |

#### Estimation of fair value

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

### Note 30: Other Intangible assets

Refer to Note 1(c) for useful lives, method of amortisation used. Refer to Note 4 for Gross carrying value, accumulated amortisation and reconciliation.

### Note 31: Provisions, Commitments and Contingent liabilities / assets

(To the extent not provided for):

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

(₹ In Lakhs)

| Particulars | LC/BG (Issue from consortium bank sanction limits under legal/ contractual obligation) {refer note (a) below} | LC/BG (Issued against pledged of FD of ₹ 163.81 Lakhs under legal/ contractual obligation {refer note (a) below} | Corporate Guarantee given to IndusInd Bank on behalf of Discovery Drilling Pte. Ltd. {Refer note (b) below} | Custom Demand {Refer note (c) below} | Refurbishment Expenses of jack Up Rig | Income Tax deamnd Deamand {Refer note (d) below} |
|---|---|---|---|---|---|---|
| As on 31-Mar-17 | 4,178.39 | 1,419.03 | - | 255.03 | 994.63 | 2,493.00 |
| Addition during the period | 1,139.21 | - | 19,484.71 | - | - | 24.33 |
| Reversed during the period | - | 255.66 | - | - | (994.63) | (2,005.12) |
| **As on 31-Mar-18** | **5,317.60** | **1,163.37** | **19,484.71** | **255.03** | **-** | **512.21** |

Note:

a) LC / Bank Guarantee issued by the banks are provided as contingent liability against the contractual / legal performance of the company towards services being rendered to the customer. It is not predictable for the company to estimate the timings of cash outflows in respect of above as no event occurred in the history of the company.

b) Corporate Guarantee issued by the company is provided as contingent liability against the contractual / legal performance of the Discovery Drilling Pte. Ltd. JV Company towards financial obligation to IndusInd Bank. It is not predictable for the company to estimate the timings of cash outflows in respect of above as no event occurred in the history of the company.

c) In the matter of custom demand, an appeal filed by the company and the same is pending at Hon'ble Mumbai Court. The company deposited security amount of ₹ 60 Lakhs against demand with the authority. It is not predictable for the company to estimate the timings of cash outflows in respect of above as it is determinable only on receipt of judgement / decisions pending with various forums / authorities.

d) From the assessment year 2008-09 to 2013-14, are pending before ITAT and for assessment year 2014-15 appeal is pending before CIT (Appeals). It is not predictable for the company to estimate the timings of cash outflows in respect of above as it is determinable only on receipt of judgement / decisions pending with various forums / authorities. The year wise demands details are as under;

(₹ In Lakhs)

| | **2017-2018** | | 2016-2017 | |
|---|---|---|---|---|
| | **CIT (Appeal)** | **ITAT** | CIT ( Appeal) | ITAT |
| Assessment Year 2008-09 | **-** | **55.00** | - | 55.00 |
| Assessment Year 2009-10 | **-** | **66.50** | - | 66.50 |
| Assessment Year 2010-11 | **-** | **77.82** | - | 77.82 |
| Assessment Year 2011-12 | **-** | **92.98** | 1641.12 | - |
| Assessment Year 2012-13 | **-** | **92.56** | 425.46 | - |
| Assessment Year 2013-14 | **-** | **103.02** | 227.10 | - |
| Assessment Year 2014-15 | **24.33** | **-** | - | - |

## Note 32: Employee Benefits

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

### Defined Contribution Plans

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Employer's Contribution to Provident Fund | 7.40 | **7.55** |
| Employer's Contribution to Pension Scheme | 23.51 | **25.42** |

### Defined Benefit Plans

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

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

A) Salary Increases - Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment Risk - If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount Rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Fair value of plan assets at the beginning of the period | 199.40 | 222.92 |
| Difference in opening Fund | - | - |
| Actual return on plan assets | 16.96 | 16.70 |
| Employer contribution | 7.21 | 11.23 |
| Fund Management Charges | - | (0.25) |
| Benefits paid | (0.65) | (35.10) |
| Fair value of plan assets at the end of the period | 222.92 | 215.50 |

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Present value of obligation as at the beginning of the period | 188.00 | **228.94** |
| Acquisition adjustment | - | **-** |
| Interest Cost | 15.04 | **17.17** |
| Service Cost | 38.44 | **30.83** |
| Past Service Cost including curtailment Gains/Losses | - | **3.13** |
| Benefits Paid | (0.65) | **(35.10)** |
| Total Actuarial (Gain)/Loss on Obligation | (11.89) | **(54.98)** |
| Present value of obligation as at the End of the period | 228.94 | **189.99** |

3). Reconciliation of fair value Assets and Obligation

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Present Value of the obligation at end | 228.94 | **189.99** |
| Fair value of plan assets | 222.92 | **215.50** |
| Unfunded Liability/provision in Balance Sheet | (6.02) | **25.51** |

4). Income/Expenses recognised during the year

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Total Service Cost | 38.44 | **33.96** |
| Net Interest Cost | (0.91) | **0.45** |
| Expense recognized in the Income Statement | 37.53 | **34.41** |
| In Other Comprehensive Income | | |
| Actuarial gain / (loss) for the year on PBO | 11.89 | **54.98** |
| Actuarial gain /(loss) for the year on Asset | 1.01 | **(0.02)** |
| Unrecognized actuarial gain/(loss) at the end of the year | 12.90 | **54.96** |

5). Actuarial assumptions

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Retirement Age | 58 | **58** |
| Mortality rates inclusive of provision for disability | 100% IALM ( 2006 – 08 ) | |
| Withdrawal Rate | % | **%** |
| Age up to 30 Years | 3.00 | **3.00** |
| From 31 to 44 Years | 2.00 | **2.00** |
| Above 44 Years | 1.00 | **1.00** |
| Discount Rate | 7.50 | **7.73** |
| Future Salary Increase | 6.00 | **6.00** |
| Method used | Projected unit method | |

6). Expected contribution for the next Annual reporting period

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Service Cost | 44.50 | **37.61** |
| Net Interest Cost | 0.45 | **(1.97)** |
| Expected Expense for the next annual reporting period | 44.95 | **35.64** |

7). Sensitivity Analysis of the defined benefit obligation.

(₹ In Lakhs)

| | | |
|---|---|---|
| a) | **Impact of the change in discount rate** | |
| | Present Value of Obligation at the end of the period | 189.99 |
| a) | Impact due to increase of 0.50% | (9.96) |
| b) | Impact due to decrease of 0.50 % | 10.85 |
| b) | **Impact of the change in salary increase** | |
| | Present Value of Obligation at the end of the period | 189.99 |
| a) | Impact due to increase of 0.50% | 10.33 |
| b) | Impact due to decrease of 0.50 % | (9.56) |

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

8). Maturity Profile of Defined Benefit Obligation

| | Year | Amount (₹ In Lakhs) |
|---|---|---|
| a) | 0 to 1 Year | 19.11 |
| b) | 1 to 2 Year | 2.83 |
| c) | 2 to 3 Year | 2.78 |
| d) | 3 to 4 Year | 2.97 |
| e) | 4 to 5 Year | 3.01 |
| f) | 5 to 6 Year | 2.92 |
| g) | 6 Year onwards | 156.37 |

Other Long Term Benefits

Leave Encashment

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

1). Change in Benefit Obligation

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Present value of obligation as at the beginning of the period | 72.37 | **64.44** |
| Acquisition adjustment | - | **-** |
| Interest Cost | 5.79 | **4.83** |
| Service Cost | 13.96 | **10.72** |
| Past Service Cost including curtailment Gains/Losses | -- | **--** |
| Benefits Paid | (8.48) | **(16.71)** |
| Total Actuarial (Gain)/Loss on Obligation | (19.20) | **(11.98)** |
| Present value of obligation as at the End of the period | 64.44 | **51.30** |

2). Expenses recognised in income statement

(₹ In Lakhs)

| Particulars | Year ended 31st March 2017 | **Year ended 31st March 2018** |
|---|---|---|
| Total Service Cost | 13.96 | **10.72** |
| Net Interest Cost | 5.79 | **4.83** |
| Net actuarial (gain) / loss recognized in the period | (19.20) | **(11.98)** |
| Expense recognized in the Income Statement | 0.55 | **3.57** |

**Note 33: Segment reporting**

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

**Note 34: Related parties disclosures (as per Ind As 24)**

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

| S.No. | Name of Related Parties | Relationship |
|---|---|---|
| 1 | Discovery Drilling Pte. Ltd. | Joint Venture |
| 2 | Virtue Drilling Pte. Ltd. | |
| 3 | Shri Dharam Pal Jindal | Key Managerial Personnel (KMP) |
| 4 | Shri Raghav Jindal | |
| 5 | Shri Hemnat Kumar Khanna | |
| 6 | Shri Pawan Kumar Rustagi | |
| 7 | Shri Rajeev Ranjan | |
| 8 | Shri Radhey Shyam Gupta | |
| 9 | Sigma Infrastructure Pvt Ltd | Other related parties |
| 10 | Maharashtra Seamless Ltd | |
| 11 | Jindal Pipes Ltd | |
| 12 | Jindal Drilling & Industries Limited Employee Gratuity Fund | Post Employee Benefit Plans |

**Shri Hemant Kumar Khanna resigned from the office of Director as well as Whole Time Director on 22nd September, 2017 and Shri Radhey Shyam Gupta appointed as CEO w.e.f. 2nd February, 2018.

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

(₹ In Lakhs)

| | Joint Venture | | K M P's | Other |
|---|---|---|---|---|
| | DDPL | VDPL | | |
| Charter Hire Charges paid /Payable (Net of TDS) | - (19,906.34) | - (-) | - (-) | - (-) |
| Interest Income (Net of TDS) | 877.24 (669.64) | 292.31 (276.11) | - (-) | - (-) |
| Payment to Key Managerial Person's | - (-) | - (-) | 53.15 (164.72) | - (-) |
| Expenses Incurred by the Company for which reimbursement received / receivable | 626.67 (0.12) | - (-) | - (-) | - (-) |
| Technical Support Services | - (-) | - (-) | - (-) | 400.02 (416.55) |
| Sales of Equipment / Spares | 28.46 (-) | - (-) | - (-) | - (-) |
| Sale of Scraps | - (-) | - (-) | - (-) | 35.07 (12.28) |
| Rent Paid | - (-) | - (-) | - (-) | 95.71 (92.19) |
| Rent Received | - (-) | - (-) | - (-) | 23.56 (23.25) |
| Purchase of Material, Services, and others | - (-) | - (-) | - (-) | 9.25 (23.52) |
| Net Loans and advances, Deposits given/ (Returned) | 1,694.42 (-2,393.95) | - (-3,979.97) | - (-) | - (-) |
| Interest receivable – Received | 669.63 (276.99) | 454.33 (62.63) | - (-) | - (-) |
| Financial Guarantees | 19,484.71 (-) | - (-) | - (-) | - (-) |
| Post-Employment Employee Benefit Expenses | - (-) | - (-) | - (-) | 1.63 (8.15) |
| **Balances Outstanding at the Year End:** | | | | |
| Investments | 7,411.97 (7,411.97) | 11,247.41 (11,247.41) | - (-) | - (-) |
| Loans and Advances Given | 28,128.38 (26,295.49) | 9,123.80 (9,076.00) | - (-) | - (-) |
| Interest Receivable (Net of TDS) | 877.24 (669.63) | 292.31 (454.33) | - (-) | - (-) |
| Trade Payables – Charter Hire Charges | - (584.36) | - (-) | - (-) | - (-) |
| Financial Guarantees Given | 19,484.71 (-) | - (-) | - (-) | - (-) |
| Amount Receivable for Expenses | 626.67 (-) | - (-) | - (-) | - (-) |

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

| S. No. | Benefits | FY 2017-18 | FY 2016-17 |
|---|---|---|---|
| 1 | Short term employee benefits | **53.15** | 164.72 |
| 2 | Post-employment benefits | **-** | - |
| 3 | Other long term benefits | **-** | - |
| 4 | Termination benefits | **-** | - |
| 5 | Share based payments | **-** | - |

Note:

i. Previous year figures are in brackets.

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

**Note 35: Derivative Financial Instruments**

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

| Type of Contract | Purpose |
|---|---|
| Forward Contracts | Hedge the future receivables. |

**Foreign Currency Forward Contracts**

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

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

The fair value of foreign currency forward contracts is as under:

(₹ In Lakhs)

| Particulars | As at 31st March, 2018 | | As at 31st March, 2017 | |
|---|---|---|---|---|
| | Asset | Liability | Asset | Liability |
| Foreign Currency Forward Contracts | **65.20** | **-** | 35.43 | - |

Outstanding notional amount for forward contracts is USD 9 Lakhs (Previous year USD 9 Lakhs).

The gain due to fluctuation in foreign currency exchange rates on derivative contract, recognized as Other Comprehensive Income of ₹ 29.78 lakhs (Previous year gain of ₹ 367.99).

**Note 36: Financial reporting of Interest in Joint Ventures**

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

| Name of the Company | Nature of interest | Date of initial Investment | Country of Incorporation | % Ownership Interest | |
|---|---|---|---|---|---|
| | | | | 31.03.2018 | 31.03.2017 |
| Discovery Drilling Pte Ltd. (DDPL) | Equity Investment | 25th April, 2006 | Singapore | 49% | 49% |
| Virtue Drilling Pte Ltd. (VDPL) | Equity Investment | 31st March, 2008 | Singapore | 49% | 49% |

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

(₹ In Lakhs)

| | Discovery Drilling Pte. Ltd. | | Virtue Drilling Pte. Ltd. | | Total | |
|---|---|---|---|---|---|---|
| | 31-Mar-18 | 31-Mar-17 | 31-Mar-18 | 31-Mar-17 | 31-Mar-18 | 31-Mar-17 |
| Current Assets | 200.23 | 4,391.53 | 5,952.86 | 5,628.65 | 6,153.09 | 10,020.18 |
| Non-Current Assets | 73,754.30 | 59,879.26 | 70,393.21 | 73,970.41 | 1,44,147.51 | 1,33,849.67 |
| **Total Assets (A)** | **73,954.53** | **64,270.79** | **76,346.07** | **79,599.06** | **1,50,300.60** | **1,43,869.85** |
| Current Liabilities | 2,774.51 | 2,644.89 | 9,473.17 | 9,455.84 | 12,247.68 | 12,100.73 |
| Non-Current Liabilities | 27,764.29 | 13,132.56 | 5,437.29 | 15,393.81 | 33,201.59 | 28,526.37 |
| **Total Liabilities (B)** | **30,538.80** | **15,777.45** | **14,910.47** | **24,849.65** | **45,449.27** | **40,627.10** |
| **Net Assets (A-B)** | **43,415.73** | **48,493.34** | **61,435.60** | **54,749.41** | **1,04,851.33** | **1,03,242.75** |

Share of Income & Expenses for the period ended 31st March 2018:-

(₹ In Lakhs)

| | Discovery Drilling Pte. Ltd. | | Virtue Drilling Pte. Ltd. | | Total | |
|---|---|---|---|---|---|---|
| | 31-Mar-18 | 31-Mar-17 | 31-Mar-18 | 31-Mar-17 | 31-Mar-18 | 31-Mar-17 |
| Profit for the year (49%) | (5,332.98) | 3,147.52 | 6,426.49 | 3,130.80 | 1,093.50 | 6,278.32 |
| Other Comprehensive income (49%) | - | - | - | - | - | - |

**Note 37: Trade Receivable, Loans & advances & Trade Payable**

(i) An amount of Rs 44.09 lacs is recoverable from ONGC relating Rig PN-3. This matter is under the arbitration. The Management is confident to win the case and considered good for recovery.

(ii) Trade receivable includes a sum of USD 147.72 lakhs (In Indian rupees ₹ 6585.54 lakhs restated on 31-03-2011) as on 31.03.2018, which is outstanding from ONGC Ltd for more than 10 years. Against this company had already made a provision for bad and doubtful debt of ₹ 1500 Lakhs. Till date decision of Hon'ble Bombay High Court is in favour of the company. Against this order ONGC has filed the appeal in Supreme Court which is pending for its decision. The management of company is of view that case would be decided in favour of the company. In view of this, the company has written back the provision of bad debts of ₹ 1500 Lakhs. The other income and trade receivables increased by ₹ 1500 Lakhs due to effect of change in above estimate.

(iii) The Loan and advance includes ₹ 891.44 Lakhs relate to Marine Oil Gas Private Limited (MOGL) in respect of which no realisation could be made. No interest income has been recognised since financial year 2011-12. The Company has initiated legal proceeding for recovery of the same by filing a civil suit in Hon'ble Delhi High Court in September 2013 against this company along with related persons and Ex-Managing Director of the company. However in view of Ind As 113, the company has made a provision of ₹ 98.05 Lakhs under expected credit loss on MOGL loan.

(iv) Loans & Advances includes an interest free loan of ₹ 432.02 lakhs (Previous year ₹ 1048 lakhs), paid to Jindal Drilling & Industries Limited Employees Welfare Trust, which had been formed with the sole objective of employee's welfare. The management is considering the same as good and fully recoverable. The amount of loan is discounted at 9.5% p.a. to arrive at fair value.

(v) Under the arbitration award relating to Noble Edholt Jack up RIG and subsequent out of the court settlement dated 28th February 2018 the company has paid USD 9,10,310 (₹ 5841 Lakhs) as claim paid and USD 36,41,862 (₹ 2,367 Lakhs) against existing liability in the books. Further the company has to written off ₹ 1140 Lakhs which was recoverable from Paragon on account of reimbursement of expenses which could not be recovered under arbitration award and out of the court settlement.

**Note 38: Total foreign exchange earned and used**

(₹ In Lakhs)

| Particulars | **Year ended 31st March 2018** | Year ended 31st March 2017 |
|---|---|---|
| Foreign Exchange earned in terms of actual inflows | **15,485.15** | 37,630.33 |
| Foreign Exchange outgo in terms of actual outflows | **13,817.00** | 22,721.17 |

**Note 39: Details of Loan given, Investment made and Guarantee given as covered u/s 186 (4) of the Companies Act, 2013**

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

**Loans Given**

(₹ In Lakhs)

| S. No. | Name of Person | **31/03/2018** | 31/03/2017 |
|---|---|---|---|
| 1 | Discovery Drilling Pte. Ltd. | **28,128.38** | 26,295.48 |
| 2 | Virtue Drilling Pte. Ltd. | **9,123.80** | 9,076.00 |
| 3 | Internovia Natural Resources FZ LLC | **11,078.90** | 11,020.86 |
| 4 | JDIL Employees Welfare Trust | **518.00** | 1,048.00 |
| 5 | Marine Oil & Gas Pvt. Ltd. | **891.44** | 989.50 |
| 6 | Whitepin Tie- up Ltd | **-** | 999.21 |
| 7 | Flakt Dealcomm Ltd | **-** | 973.59 |
| 8 | Gautam Fin-Invest Pvt Ltd | **-** | 690.23 |
| | **Total** | **49,740.52** | **51,092.87** |

**Investment in Equity Shares**

(₹ In Lakhs)

| S. No. | Name of Person | **31/03/2018** | 31/03/2017 |
|---|---|---|---|
| 1 | Discovery Drilling Pte. Ltd. | **7,411.97** | 7,411.97 |
| 2 | Virtue Drilling Pte. Ltd. | **11,247.41** | 11,247.41 |
| 3 | Internovia Natural Resources FZ LLC | **2.37** | 2.37 |
| 4 | Taloja C. E. T. P. Co.op. Soc. Ltd- Shares | **0.01** | 0.01 |
| 5 | Monnet Ispat & Energy Limited | **-** | 84.57 |
| 6 | Electrosteel Steel Limited | **219.96** | 398.67 |
| 7 | Jindal Steel & Power Limited | **16.51** | 9.12 |
| | **Total** | **18,898.22** | **19,154.11** |

Corporate Guarantee Given

(₹ In Lakhs)

| S. No. | Name of Person | 31/03/2018 | 31/03/2017 |
|---|---|---|---|
| 1 | Discovery Drilling Pte. Ltd. | 19,484.71 | - |
| | Total | 19,484.71 | - |

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

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

The above details are as per Regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Note 40: Income tax expenses**

(₹ In Lakhs)

| Particulars | Year ended 31st March 2018 | Year ended 31st March 2017 |
|---|---|---|
| Current Tax | - | 752.11 |
| Deferred Tax | | |
| - Relating to origination and reversal of temporary differences | - | - |
| - Relating to origination and reversal of temporary differences | (1,235.45) | (79.97) |
| - Re-measurements of post-employment benefit obligations | 19.02 | 11.11 |
| - Change in cash flow hedging | 10.30 | 127.35 |
| - Reclassification of Foreign Currency Translation Reserve Account | 56.74 | (211.17) |
| - Change in fair value of equity instrument | (66.94) | 16.43 |
| Total Deferred Tax | (1,216.33) | (136.25) |

**Effective tax reconciliation**

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2018 | Year ended 31st March 2017 |
|---|---|---|
| Profit Before Tax | (2,782.56) | 2,369.06 |
| Applicable Statutory Enacted Income Tax Rate | 34.608% | 34.608% |
| Computed Tax Expense | - | 819.88 |
| **Increase/(Reduction) in Taxes on Account of** | | |
| Additional Allowances for Tax Purpose | (1,503.44) | - |
| Items not Liable to Tax | (138.79) | (84.75) |
| Tax losses unutilized / Items Taxed at Different Rate | - | (61.41) |
| Tax Expense Relating to Earlier Years (Net) | - | - |
| Others | 406.78 | (1.58) |
| **Income Tax Expense reported in financial statement** | (1,235.45) | 672.14 |

## Note 41: Capital Management

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

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2018 and 31.03.2017. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

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

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2018 | Year ended 31st March 2017 |
|---|---|---|
| Equity Share Capital | **1,449.06** | 1449.06 |
| Reserves and Surplus (including effective portion of cash flow hedge) | **82,417.51** | 84,102.90 |
| Total Equity | **83,866.57** | 85,551.96 |
| Long Term Debt # | **-** | - |
| Debt to Equity Ratio | **0.00** | 0.00 |

# The Company does not have long term debt.

**Note 42: Fair value measurement**

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

(₹ In Lakhs)

| Particulars | As At 31st March, 2018 | | | As At 31st March, 2017 | | |
|---|---|---|---|---|---|---|
| | FVTPL | FVOCI | Amortised Cost | FVTPL | FVOCI | Amortised Cost |
| **Financial Assets** | | | | | | |
| **Non-current** | | | | | | |
| Investments in Equity Shares of JV Companies | - | - | 18,661.76 | - | - | 18,661.76 |
| Loans | 1,323.46 | - | 37,252.18 | 798.21 | - | 39,024.01 |
| Derivative financial instrument | 65.20 | - | - | 35.43 | - | - |
| Security Deposit | 2,195.40 | - | - | 1,985.30 | - | - |
| Other Financial Assets - Non Current | - | - | 2,540.23 | - | - | 1,777.89 |
| **Current** | | | | | | |
| Investments in Mutual Funds | - | - | - | 5,390.09 | - | - |
| Investments in Equity Shares of other companies | - | 236.46 | - | - | 492.36 | - |
| Investments in Religare Credit Investment Trust | - | - | 73.71 | - | - | 279.10 |
| Trade Receivables | - | - | 10,209.95 | - | - | 8,648.94 |
| Cash and Cash Equivalents and Bank Balances | - | - | 228.38 | - | - | 226.55 |
| Loans | - | - | 11,078.90 | - | - | 11,020.86 |
| **Total Financial Assets** | **3,584.06** | **236.46** | **80,045.11** | **8,209.03** | **492.36** | **79,639.11** |
| Financial Liabilites | | | | | | |
| Short term borrowings | - | - | 6,307.53 | - | - | 7,747.80 |
| Trade Payables | - | - | 2,006.21 | - | - | 4,112.13 |
| **Total Financial Liabilities** | **-** | **-** | **8,313.74** | **-** | **-** | **11,859.93** |

**Fair Value Techniques:**

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

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

a). Fair value of cash and short term deposits, trade receivables, trade payables, non-current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.

b) Long term fixed rate and variable rate receivables / borrowings are evaluated by the Company based on parameters such as interest rate, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowings fair value is determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.

c) The fair value of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity and market parameters such as interest rates, foreign exchange rates and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivatives counterparties and believe them to be significant and warranting a credit adjustment.

**Fair Value Hierarchy**

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

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

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

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

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

**Assets and Liabilities Measured at Fair Value (Accounted)**

(₹ In Lakhs)

| Particulars | As at 31 March 2018 | | | | As at 31 March 2017 | | | |
|---|---|---|---|---|---|---|---|---|
| | Level - 1 | Level - 2 | Level - 3 | Total | Level - 1 | Level - 2 | Level - 3 | Total |
| **Financial Assets measured at fair value** | | | | | | | | |
| Mutual Funds' Investments | - | - | - | - | 5,390.09 | - | - | 5,390.09 |
| Equity Shares of Other Companies | 236.46 | - | - | 236.46 | 492.36 | - | - | 492.36 |
| Derivatives designated as hedge | - | 65.20 | - | 65.20 | - | 35.43 | - | 35.43 |
| Loans | - | 1,323.46 | - | 1,323.46 | - | 798.21 | - | 798.21 |
| Security Deposit | - | 2,195.40 | - | 2,195.40 | - | 1,985.30 | - | 1,985.30 |

During the year ended 31.03.2018 and 31.03.2017, there were no transfers between Level 1 and level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements. There is no transaction/balance under level 3.

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2018 and 31.03.2017;

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

**Note 43: Financial Risk Management Objectives and Policies**

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

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

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

**Credit risk**

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

**Credit Risk Management**

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

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

Provision for expected credit loses

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

Expected credit loss for loans, security deposits and investments

| Particulars | | Asset group | Internal credit rating | Estimated gross carrying amount at default | Expected probability of default | ECL | Carrying amount net of impairment provision |
|---|---|---|---|---|---|---|---|
| Loss allowance measured at 12 month expected credit losses | Financial assets for which credit risk has not increased significantly since initial recognition | Investments at amortised cost | VL1 | 18,661.75 | 0% | - | 18,661.75 |
| | | | Total | 18,661.75 | | - | 18,661.75 |
| | | Loans | VL1 | 37,684.20 | 0% | - | 37,684.20 |
| | | | VL 2 | - | 0% | - | - |
| | | | VL 3 | - | 0% | - | - |
| | | | Total | 37,684.20 | | - | 37,684.20 |
| | | Security deposits | VL1 | 2,195.40 | 0% | - | 2,186.04 |
| | | | Total | 2,195.40 | | - | 2,186.04 |

| Particulars | | Asset group | Internal credit rating | Estimated gross carrying amount at default | Expected probability of default | ECL | Carrying amount net of impairment provision |
|---|---|---|---|---|---|---|---|
| Loss allowance measured at life-time expected credit losses | Financial assets for which credit risk has increased significantly and not credit-impaired * | | VL 2 | 989.50 | 9.91% | 98.06 | 891.44 |
| | Financial assets for which credit risk has increased significantly and credit-impaired * | NA | NA | NA | NA | NA | NA |

**Expected credit loss for trade receivables under simplified approach**

| Ageing | Not Due | 0-45 Days past due | 46-90 Days past due | 91-135 Days past due | 136-180 Days past due | Total |
|---|---|---|---|---|---|---|
| Gross Carrying Amount | 9,277.48 | 560.19 | 139.90 | 103.43 | 128.96 | 10,209.95 |
| Expected Credit Loss rate | - | - | - | - | - | - |
| Expected Credit Loss | - | - | - | - | - | - |
| **Carrying Amount of trade receivables** | **9,277.48** | **560.19** | **139.90** | **103.43** | **128.96** | **10,209.95** |

**Liquidity risk**

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

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

**Financing arrangements**

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

(₹ In Lakhs)

| Particulars | **Year ended 31st March 2018** | Year ended 31st March 2017 |
|---|---|---|
| Floating Rate | | |
| - Expiring within one year (Cash Credit Facility) | 456.45 | 17.89 |
| - Expiring beyond one year (Corporate loans) | - | - |

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

**Maturity profile of financial liabilities**

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

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

**For the year ended 31st March 2018**

| Contractual maturities of financial liabilities | Less than 3 months | 3 months to 6 months | 6 months to 1 year | Between 1 and 2 years | Between 2 and 5 years | Total |
|---|---|---|---|---|---|---|
| Borrowings | - | - | 1,543.55 | 4,763.99 | - | 6,307.54 |
| Trade Payables | 2,006.21 | - | - | - | - | 2,006.21 |
| Other Financial Liabilities | 41.73 | - | - | - | - | 41.73 |
| Derivative Liabilities | - | - | - | - | - | - |
| Total | 2,047.94 | - | 1,543.55 | 4,763.99 | - | 8,355.48 |

For the year ended 31st March 2017

| Contractual maturities of financial liabilities | Less than 3 months | 3 months to 6 months | 6 months to 1 year | Between 1 and 2 years | Between 2 and 5 years | Total |
|---|---|---|---|---|---|---|
| Borrowings | 1,015.69 | 4,750.00 | 1,982.11 | - | - | 7,747.80 |
| Trade Payables | 4,112.13 | - | - | - | - | 4,112.13 |
| Other Financial Liabilities | 49.91 | - | - | - | - | 49.91 |
| Derivative Liabilities | - | - | - | - | - | - |
| Total | 5,177.73 | 4,750.00 | 1,982.11 | - | - | 11,909.84 |

Market risk and sensitivity

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivatives financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and liabilities held as at 31.03.2018 and 31.03.2017.

Foreign currency risk exposure

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

| Particulars | 31-Mar-18 | | | | 31-Mar-17 | | | |
|---|---|---|---|---|---|---|---|---|
| | USD | EUR | SGD | AED | USD | EUR | SGD | AED |
| Financial Assets | | | | | | | | |
| Trade receivables | 2,743.49 | - | - | - | 3,701.09 | - | - | - |
| Forward contracts | 65.20 | - | - | - | 35.43 | - | - | - |
| Loans | 48,331.08 | - | - | - | 46,392.34 | - | - | - |
| Interest Receivables | 2,651.39 | - | - | - | 2,013.56 | - | - | - |
| Security Deposit | 1,955.10 | - | - | - | 1,944.86 | - | - | - |
| Investments | - | - | 18,659.38 | 2.37 | - | - | 18,659.38 | 2.37 |
| Reimbursement of Expenses | 857.14 | - | - | - | - | - | - | - |
| **Net exposure to foreign currency risk (assets)** | **56,603.40** | **-** | **18,659.38** | **2.37** | **54,087.28** | **-** | **18,659.38** | **2.37** |
| Trade payables | 1,632.80 | 6.94 | 3.49 | 0.10 | 3,031.22 | - | 1.32 | 0.07 |
| **Net exposure to foreign currency (liabilities)** | **1,632.80** | **6.94** | **3.49** | **0.10** | **3,031.22** | **-** | **1.32** | **0.07** |

Sensitivity

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

Note 44: Earning per share (EPS)

Basic and Diluted EPS

(₹ In Lakhs)

| Particulars | FY 2017-2018 | FY 2016-2017 |
|---|---|---|
| Profit or Loss attributable to ordinary Equity shareholders (₹ In Lakhs) | (1,510.98) | 1,590.59 |
| Equity Share Capital | 1449.06 | 1449.06 |
| Weighted average number of equity shares outstanding (Face value of ₹ 5/- per share) | 289.81 | 289.81 |
| **Earnings Per Share – Basic and Diluted (₹)** | **(5.21)** | **5.49** |

**Note 45: Operating leases**

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

**Note 46: Rounding off**

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

**Note 47: Collaterals**

Inventory, Trade Receivables, Other Financial Assets, Property, Plant and Equipment are pledged/ hypothecated as collateral/security against the borrowings of the company. The investment in Joint Venture companies are pledged as collaterals as per note 6(A)(1).

**Note 48: Miscellaneous**

i) Dues to micro and small enterprises have been determined as per information collected by the management & have been relied upon by the auditors.

ii) In the opinion of the Management and to the best of their knowledge and belief, the value of current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

iii) Previous year's figures have been re-grouped/ re-arranged/ re-classified wherever considered necessary.

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

**Significant accounting policies and notes on financial statement 1-48**

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

# CONSOLIDATED FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**Jindal Drilling & Industries Limited**

### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Jindal Drilling & Industries Limited ('the Venturer Company') and its Joint Venture Companies (collectively referred to as 'the Company' or 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

### Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 Ind AS financial statements are free from material misstatement.

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated financial position of the Group, as at 31 March 2018 and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year then ended.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.

c. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

d. In our opinion, the aforesaid consolidated Ind AS financial statements comply with the accounting standards specified under Section 133 of the Act, read with relevant rules issued thereunder.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2018 from being appointed as a Director of that company in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and

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

   i. the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer note no. 31 to the consolidated Ind AS financial statements;

   ii. the venture Company does not have any material foreseeable losses on long term contracts including derivative contracts. Refer note no.35 in the stand alone financial statement.

   iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India; and

h. Other Matter

The consolidated financial results include the unaudited financial statements/ financial information of two joint ventures, total net profit after tax of Rs. 10.94 lacs and total comprehensive income of Rs. 3.73 lacs for the year ended 31st March 2018, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of profit after tax of Rs. 10,94 Lacs for the year ended 31st March 2018. This financial statements/ financial information are unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these joint ventures, is based solely on such unaudited financial statements/financial information. In our opinion and according to the information and explanations given to us by the Management, this financial statements / financial information are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the financial statements / financial information certified by the Management.

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 matter with respect to our reliance on the financial statement as produced to us by the management.

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

Place : New Delhi
Date : 24th May 2018

**PALLAV VAISH**
Partner
Membership no. : 508751

## Annexure - A to the Auditor's Report

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting of Jindal Drilling & Industries Limited ('the Venturer Company') and its Joint Venture companies which is company incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls over Financial Reporting

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

**Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

Place : New Delhi
Date : 24th May 2018

**PALLAV VAISH**
Partner
Membership no. : 508751

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018

( ₹ in Lakhs)

| Particulars | Note | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non - Current Assets** | | | |
| Property, Plant and Equipment | 3 | 5,007.31 | 5,333.17 |
| Investment Property | 4 | 1,381.68 | 1,396.50 |
| Other Intangible Assets | 5 | 30.07 | 38.07 |
| Equity accounted in JV companies | 6(A)(i) | 1,04,851.33 | 1,03,242.75 |
| Financial Assets | | | |
| i. Investments | 6(A)(ii) | 2.38 | 2.38 |
| ii. Loans | 7 | 38,575.64 | 39,822.22 |
| iii. Other Financial Assets | 8 | 4,800.83 | 3,798.62 |
| Deferred Tax Assets | 9 | 1,206.92 | 743.60 |
| | | 1,55,856.16 | 1,54,377.31 |
| Current Assets | | | |
| Inventories | 10 | 1,026.96 | 1,347.20 |
| Financial Assets: | | | |
| i. Investments | 6(B) | 310.18 | 6,161.55 |
| ii. Trade Receivables | 11 | 10,209.95 | 8,648.94 |
| iii. Cash and Cash Equivalents | 12 | 5.79 | 3.16 |
| iv. Bank balances other than (iii) above | 12 | 222.60 | 223.39 |
| v. Loans | 13 | 11,078.90 | 11,020.86 |
| Other Current Assets | 14 | 4,944.99 | 4,245.05 |
| | | 27,799.37 | 31,650.15 |
| **Total Assets** | | 1,83,655.53 | 1,86,027.46 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity Share Capital | 15 | 1,449.06 | 1,449.06 |
| Other Equity | 16 | 1,66,894.76 | 1,67,528.85 |
| | | 1,68,343.82 | 1,68,977.91 |
| **Liabilities** | | | |
| **Non - Current Liabilities** | | | |
| Financial Liabilities | | | |
| Other Financial Liabilities | 17 | 41.73 | 49.91 |
| Deferred Tax Liabilities | 9 | 3,423.54 | 3,619.26 |
| | | 3,465.27 | 3,669.17 |
| **Current Liabilities** | | | |
| **Financial Liabilities:** | | | |
| i. Borrowings | 18 | 6,307.54 | 7,747.80 |
| ii. Trade Payables | 19 | 2,006.21 | 4,112.13 |
| Other Current Liabilities | 20 | 3,523.12 | 1,499.89 |
| Provisions | 21 | 9.57 | 20.56 |
| | | 11,846.44 | 13,380.38 |
| **Total Equity & Liabilities** | | 1,83,655.53 | 1,86,027.46 |

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

**Significant accounting policies and notes on financial statement** 1-37

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

( ₹ in Lakhs)

| Particulars | Note | Year Ended 31st March 2018 | Year Ended 31st March 2017 |
|---|---|---|---|
| **Continuing Operations** | | | |
| Revenue from operations | 22 | 14,893.97 | 37,159.70 |
| Other Income | 23(a) | 4,481.19 | 2,617.03 |
| **Total Income** | | 19,375.16 | 39,776.73 |
| **Expenses** | | | |
| Operating expenses | 24 | 9,765.67 | 27,634.99 |
| Employee benefits expense | 25 | 2,712.64 | 4,299.86 |
| Finance cost | 26 | 293.22 | 953.73 |
| Depreciation and amortization expense | 3,4,5 | 918.03 | 923.40 |
| Other expenses | 27 | 8,468.16 | 3,595.69 |
| **Total Expenses** | | 22,157.72 | 37,407.67 |
| **Profit before exceptional items and tax** | | (2,782.56) | 2,369.06 |
| Exceptional Items | | - | - |
| **Profit before share of equity accounted in JV companies and tax** | | (2,782.56) | 2,369.06 |
| Share of profit of equity accounted in JV companies (net of tax) | | 1,093.50 | 6,278.32 |
| **Profit before tax** | | (1,689.06) | 8,647.38 |
| **Tax expenses** | | | |
| Current Tax | | - | 752.11 |
| Deferred tax | 9 | (856.42) | (79.97) |
| Total tax expenses | | (856.42) | 672.14 |
| **Profit for the year** | | (832.64) | 7,975.24 |
| **Other Comprehensive Income** | 23(b) | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of post-employment benefit obligations | | 54.96 | 32.10 |
| Income tax relating to these items | | (19.02) | (11.11) |
| | | 35.94 | 20.99 |
| Items that will be reclassified to profit or loss | | | |
| Change in cash flow hedging | | 29.78 | 367.99 |
| Reclassification of Foreign Currency Translation Reserve Account | | 163.95 | (610.17) |
| Change in fair value of equity instrument | | (193.43) | 47.47 |
| Share of OCI of equity accounted investees | | - | - |
| Foreign exchange gain on consolidation | | 515.08 | (2,422.30) |
| Income tax relating to these items | | (178.36) | 905.69 |
| | | 337.02 | (1,711.32) |
| | | 372.96 | (1,690.33) |
| **Total Comprehensive Income for the Year (Comprising profit and other comprehensive income for the year)** | | (459.68) | 6,284.91 |
| Earning per equity share of ₹ 5 each (in ₹) | | | |
| Basic | | (1.59) | 21.69 |
| Diluted | | (1.59) | 21.69 |

The accompanying notes are an integral part of the Financial Statements.
Significant accounting policies and notes on financial statement 1-37

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2018

### A. Equity Share Capital (Subscribed and Paid up)

(₹ in Lakhs)

| Particulars | Note | Equity Capital |
|---|---|---|
| **As at 1st April 2017** | 15 | **1,449.06** |
| Change in equity share capital | | - |
| **As at 31st March 2018** | 15 | **1,449.06** |

### B. Other Equity

(₹ In Lakhs)

| Particulars | Note | Reserves & Surplus | | | Equity Instrument through OCI | Effective portion of Cash Flow Hedging | Foreign Currency translation reserve | Forex Gain on consolidation | Other OCI Items | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Securities Premium Reserve | General Reserve | Retained Earnings | | | | | | |
| Balance as at 1st April 2017 | 16 | 29,613.35 | 24,562.94 | 1,09,840.83 | 31.04 | 19.81 | 1,272.22 | 2,124.11 | 64.55 | 1,67,528.85 |
| Total comprehensive income for the year ended 31st March 2018 | | | | | | | | | | |
| Profit or loss | | - | - | (832.64) | - | - | - | - | - | (832.64) |
| Other comprehensive income | 24(a) | - | - | 35.94 | (126.49) | 19.47 | 107.21 | 336.82 | - | 372.95 |
| Total comprehensive income | | 29,613.35 | 24,562.94 | 1,09,044.13 | (95.45) | 39.28 | 1,379.43 | 2,460.93 | 64.55 | 1,67,069.16 |
| Transferred from retained earnings | | - | - | - | | | | | | - |
| Proposed Dividend & Tax | | - | - | (174.40) | | | | | | (174.40) |
| Balance as at 31st March 2018 | | 29,613.35 | 24,562.94 | 1,08,869.73 | (95.45) | 39.28 | 1,379.43 | 2,460.93 | 64.55 | 1,66,894.76 |

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

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

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in Lakhs)

| | Year Ended 31st March 2018 | Year Ended 31st March 2017 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| Profit before tax | **(1,689.06)** | 8,647.38 |
| **Adjustments for :** | | |
| Depreciation & amortization expenses | **918.03** | 923.40 |
| Gain / (Loss) on foreign currency translation reserve | **163.95** | (610.17) |
| Gain / (Loss) on Cash flow hedge through OCI | **29.78** | 367.99 |
| Remeasurement of employee benefit obligation | **54.96** | 32.10 |
| Interest income | **(2,031.48)** | (1,735.75) |
| Change in fair value of security deposits | **(204.09)** | 146.08 |
| Notional (Gain) / Loss on mutual funds investments | **1,223.00** | 65.83 |
| Notional (Gain) / loss on financial assets | **-** | 131.18 |
| Notional fair value gain on interest free loan & advances | **(163.80)** | (69.25) |
| Finance cost | **293.22** | 953.73 |
| Share of profit of equity accounted investee | **(1,093.50)** | (6,278.32) |
| Loss/(Profit) on Sale of PPE | **-** | (39.99) |
| Profit on Sale of Investments | **(1,267.30)** | (696.91) |
| Exchange Rate Fluctuations | **(10.47)** | 1,340.20 |
| Operating Profit before working capital changes | **(3,776.76)** | 3,177.50 |
| **Adjustments for :** | | |
| Trade and other Receivables | **(2,344.31)** | 1,885.73 |
| Inventories | **320.24** | (144.32) |
| Trade payables & Other liabilities | **(101.86)** | (9,396.09) |
| Cash generated from operations | **(5,902.69)** | (4,477.18) |
| Income Taxes paid - net of refund | **(762.34)** | (1,636.77) |
| **NET CASH FROM OPERATING ACTIVITIES** | **(6,665.03)** | (6,113.95) |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchases of property, plant & equipment | **(700.29)** | (1,035.59) |
| Payments of intangible assets | **-** | (15.81) |
| Proceeds from sale of property, plant & equipment | **130.93** | 371.93 |
| Loans to Joint Venture & Other Companies (net) | **1,410.38** | 3,605.03 |
| Non Current Investment in JV companies & Others | **-** | - |
| Purchase of Current Investments | **-** | (9,860.76) |
| Sale of current investment | **5,702.25** | 13,603.49 |
| Interest income | **2,031.48** | 1,735.75 |
| **NET CASH USED IN INVESTING ACTIVITIES** | **8,574.75** | 8,404.04 |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Net Proceeds from Short Terms borrowings and Cash Credit | **(1,440.26)** | (978.68) |
| Dividend paid | **(144.91)** | (144.91) |
| Tax paid on Dividend | **(29.49)** | (29.50) |
| Finance cost | **(293.22)** | (953.73) |
| **NET CASH USED IN FINANCING ACTIVITIES** | **(1,907.88)** | (2,106.82) |
| NET INCREASE / ( DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C) | **1.84** | 183.27 |
| Opening Balance of Cash and Cash equivalents | **226.55** | 43.28 |
| Closing Balance of Cash and Cash equivalents | **228.39** | 226.55 |
| CHANGE IN CASH AND CASH EQUIVALENTS | **1.84** | 183.27 |

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Reporting entity

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

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

### Note 1: Basis of preparation

i) Compliance with Ind AS

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

ii) Principal of consolidation and equity accounting

Joint Ventures

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

Equity method

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

### Note 2: Other significant accounting policies

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

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

(₹ in Lakhs)

| Particulars | Building | Plant and Equipment | Furniture and Fixtures | Vehicles | Office Equipment | Total - (A) | CWIP (B) | Total (A+B) |
|---|---|---|---|---|---|---|---|---|
| Year ended 31 March 2018 | | | | | | | | |
| Gross carrying amount | | | | | | | | |
| Deemed cost as at 1 April 2017 | 417.10 | 6,908.81 | 20.17 | 285.21 | 44.21 | **7,675.50** | - | **7,675.50** |
| Additions | - | 623.81 | 25.81 | 26.47 | 24.19 | **700.28** | - | **700.28** |
| Disposals | - | (126.47) | - | (4.46) | - | **(130.93)** | - | **(130.93)** |
| Asset transfer from CWIP to building | - | - | - | - | - | **-** | - | **-** |
| Classified as Investment Property | - | - | - | - | - | **-** | - | **-** |
| Exchange Differences | - | - | - | - | - | **-** | - | **-** |
| Closing gross carrying amount | 417.10 | 7,406.15 | 45.98 | 307.22 | 68.40 | **8,244.85** | - | **8,244.85** |
| Accumulated depreciation | | | | | | | | |
| Opening Accumulated Depreciation | 17.48 | 2,198.09 | 5.97 | 107.34 | 13.45 | **2,342.33** | - | **2,342.33** |
| Depreciation for the year | 13.38 | 816.18 | 2.93 | 51.13 | 11.59 | **895.21** | - | **895.21** |
| Classified as Investment Property | - | - | - | - | - | **-** | - | **-** |
| Exchange Differences | - | - | - | - | - | **-** | - | **-** |
| Closing accumulated depreciation | 30.86 | 3,014.27 | 8.90 | 158.47 | 25.04 | **3,237.54** | - | **3,237.54** |
| **Net Carrying amount 31 March 2018** | **386.24** | **4,391.88** | **37.08** | **148.75** | **43.36** | **5,007.31** | **-** | **5,007.31** |
| **Net Carrying amount** | | | | | | | | |
| At 31 March 2017 | 399.62 | 4,710.72 | 14.20 | 177.87 | 30.76 | **5,333.17** | - | **5,333.17** |
| At 31 March 2018 | 386.24 | 4,391.88 | 37.08 | 148.75 | 43.36 | **5,007.31** | - | **5,007.31** |

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

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

**Note 4 - Investment Property**

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Gross caryying amount** | | |
| Opening gross carrying amount / Deemed Cost | **1,431.50** | 1,432.4 |
| Additions | **-** | - |
| Disposal | **-** | (0.97) |
| Closing gross carrying amount | **1,431.50** | 1,431.50 |
| **Accumulated depreciation** | | |
| Opening accumulated depreciation | **35.00** | 18.50 |
| Depreciation charge | **14.82** | 16.50 |
| Closing Accumulated depreciation | **49.82** | 35.00 |
| **Net carrying amount** | **1,381.68** | 1,396.50 |

**Note 5 - Other Intangible Assets**

(₹ in Lakhs)

| | Software | Total |
|---|---|---|
| **Year ended 31 March 2018** | | |
| **Gross carrying amount** | | |
| Deemed cost as at 1 April 2017 | 55.09 | 55.09 |
| Additions - Others | - | - |
| Additions - Internally developed | - | - |
| Exchange Differences | - | - |
| **Closing gross carrying amount** | **55.09** | **55.09** |
| **Accumulated depreciation** | | |
| Opening Accumulated Amortisation | 17.02 | 17.02 |
| Amortisation for the year | 8.00 | 8.00 |
| Impairment charge | - | - |
| Exchange Difference | - | - |
| **Closing accumulated depreciation** | **25.02** | **25.02** |
| **Net Carrying amount 31 March 2018** | **30.07** | **30.07** |
| **Net Carrying amount** | | |
| At 31 March 2017 | 38.07 | 38.07 |
| At 31 March 2018 | 30.07 | 30.07 |

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

**Note 6 - Investments**

(₹ in Lakhs)

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **6(A)(i) Equity accounted investment in JV companies** | | |
| Discovery Drilling Pte. Ltd. (49% holding) | 43,415.73 | 48,493.34 |
| Virtue Drilling Pte. Ltd. (49% holding) | 61,435.60 | 54,749.41 |
| | 1,04,851.33 | 1,03,242.75 |
| **6(A)(ii) Non-current investments at fair value** | | |
| Unquoted equity shares of other companies | | |
| 14 Shares in Internovia Natural Res. FZ LLC of AED 1000 each | 2.37 | 2.37 |
| 5 Shares in Taloja CETP Co. Society Ltd of Rs. 100 each | 0.01 | 0.01 |
| Total | 2.38 | 2.38 |

* Investments in Virtue Drilling Pte. Ltd. pleged with Banks/ Financial Institution against borrowings by Virtue Drilling Pte. Ltd.
* Investments in Discovery Drilling Pte. Ltd. pleged with Banks/ Financial Institution against borrowings by Rig Owning Company from whom Rig has been taken on charter hire.

6(B) - Current Investments at fair value

| Particulars | As at 31st March, 2018 | | As at 31st March, 2017 | |
|---|---|---|---|---|
| | No. of units | Amount in ₹ Lakhs | No. of units | Amount in ₹ Lakhs |
| i). investment in Mutual Funds through FVTPL | | | | |
| DSP BlackRock FTP - Series 44 - 36M - Growth | - | - | 30,00,000 | 375.24 |
| HDFC FMP 369D February 2014 (1) Series 29 - Regular - Growth | - | - | 91,20,176 | 1,183.84 |
| HDFC FMP 369D February 2014 (2) Series 29 - Regular - Growth | - | - | 1,50,00,000 | 1,947.15 |
| HDFC FMP 371D February 2014 (1) Series 29 - Regular - Growth | - | - | 45,50,708 | 590.99 |
| HDFC FMP 434D February 2014 (1) Series 29 - Regular - Growth | - | - | 1,00,00,000 | 1,292.87 |
| Total - (i) | | - | | 5,390.09 |
| ii). Investment in Shares through FVOCI | | | | |
| 165000 Shares of Monnet Ispat & Energy Limited of Rs. 10 each | | - | | 56.27 |
| 83000 Shares of Monnet Ispat & Energy Limited of Rs. 10 each | | - | | 28.30 |
| 9164842 Shares of Electrosteel Steels Limited of Rs. 10 each | | 219.96 | | 398.67 |
| 7534 Shares of Jindal Steel & Power Limited of Rs. 1 each | | 16.51 | | 9.12 |
| Total - (ii) | | 236.47 | | 492.36 |
| iii). Investment under Portfolio Management Services at fair value | | | | |
| Religare Credit Investment Trust | | | | |
| Total - (iii) | | 73.71 | | 279.10 |
| Total (i to iii) | | 310.18 | | 6,161.55 |

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

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

* Religare credit investment trust has been classified as current investment from non-current investments in current year.

(₹ in Lakhs)

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Note 7 - Financial Assets - Loans, Non-current** | | |
| (Unsecured, Considered good unless otherwise stated) | | |
| Loan to Related Parties | 37,684.20 | 36,169.69 |
| Loan to other Parties | 891.44 | 3,652.53 |
| | 38,575.64 | 39,822.22 |

* Includes Loan to Joint Venture Companies, Discovery Drilling Pte. Ltd. & Virtue Drilling Pte. Ltd. are sub-ordinated to bank loan availed by said Joint Venture. These loans were given as part of Project financing.

| | | |
|---|---|---|
| **Note 8 - Other financial assets, Non-current** | | |
| Derivative instrument | 65.20 | 35.43 |
| Security Deposits | 2,195.40 | 1,985.30 |
| Advance Income Tax ( Net ) | 2,540.23 | 1,777.89 |
| | 4,800.83 | 3,798.62 |

*Security deposites are recognised at fair value through FVTPL. The discounting rate taken at 9.5% p.a. for security paid to lessor except SD to Venus Drilling Pte. Ltd. (at 4.40% p.a. i.e. libor plus 3% margin). The discounting period taken as per the terms of contractual agreement.

(₹ in Lakhs)

| Particulars | | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|---|
| **Note 9 - Deferred Tax Assets / Liabilities** | | | |
| **Deferred Tax Liability** | | | |
| Depreciation and Amortization | | **1,330.23** | 1,324.10 |
| Reclassification of FCTRA | | **730.05** | 650.85 |
| Change in fair value of cash flow hedging | | **20.79** | 15.62 |
| Remeasurement of employee benefit obligation | | **56.72** | 37.70 |
| Equity Instrument - Fair Value Gain | | **(50.52)** | 16.43 |
| Share of OCI of equity accounted investees | | **33.85** | 33.26 |
| Foreign exchange gain on consolidation | | **1,302.42** | 1,124.16 |
| Mutual Fund - Fair Value Gain | | **-** | 417.14 |
| | (A) | **3,423.54** | 3,619.26 |
| **Deferred Tax Assets** | | | |
| Provision for Doubtful Recoveries | | **-** | 519.12 |
| Provision for Gratuity | | **-** | 2.09 |
| Provision for Leave Encashment | | **17.75** | 22.30 |
| Loss allowance on Debtors & Advances - ECL | | **33.93** | 45.40 |
| Security Deposit - Fair Value Loss | | **0.47** | 70.61 |
| JDIL Employee Welfare trust loan - Fair Value Loss | | **29.76** | 84.08 |
| Unabsorbed Depreciation | | **331.69** | - |
| Unabsorbed Business Losses | | **793.32** | - |
| | (B) | **1,206.92** | 743.60 |
| **Net Deferred Tax Liability** | (A-B) | **2,216.62** | 2,875.66 |
| **Note 10 - Inventories** | | | |
| (At lower of cost or net realisable value) | | | |
| Stores & Spares | | **1,026.96** | 1,347.20 |
| | | **1,026.96** | 1,347.20 |
| **Note 11 - Financial Assets - Trade Receivables, Current** | | | |
| Unsecured, Considered good | | **10,209.95** | 8,648.94 |
| Unsecured, Doubtful | | **-** | 1,500.00 |
| Less: Provision for doubtful recoveries | | **-** | 1,500.00 |
| | | **10,209.95** | 8,648.94 |
| **Note 12 - Cash and Cash Equivalents** | | | |
| Cash in hand | | **5.79** | 3.16 |
| Balances with Scheduled Banks | | | |
| - In Current Accounts | | **0.91** | 4.20 |
| - In Unclaimed Dividend Accounts | | **4.08** | 4.56 |
| - Fixed Deposit Account * | | **217.61** | 214.63 |
| | | **228.39** | 226.55 |
| * Fixed deposits Includes Rs. 163.81 lakhs given as margin money against Bank Guarantee. | | | |
| **Note 13 - Financial Assets - Loans, Current** | | | |
| Loan to Related Parties | | **11,078.90** | 11,020.86 |
| | | **11,078.90** | 11,020.86 |
| **Note 14 - Other Current Assets** | | | |
| Claim ( Loss in hole ) receivables | | **94.97** | 71.99 |
| Advances recoverable in cash or in kind # | | **2,171.33** | 2,152.77 |
| Gratuity Fund | | **25.50** | - |
| Interest receivables | | **2,653.19** | 2,020.29 |
| | | **4,944.99** | 4,245.05 |

# Includes primarily advances to trade creditors, recoverables etc.

Note 15 - Equity Share Capital & Other Reserves

Equity Share Capital

Authorized equity share capital of Rs. 5 each

| | No. of shares | Equity Capital (₹ In Lakhs) |
|---|---|---|
| As at 31st March 2017 | 4,65,00,000 | 2,325.00 |
| Increase during the year | - | - |
| **As at 31st March 2018** | **4,65,00,000** | **2,325.00** |

Issued, Subscribed and Paid Up Captial

(i) Movement in equity share capital

| | No. of shares | Equity Capital (₹ In Lakhs) |
|---|---|---|
| As at 31st March 2017 | 2,89,81,104 | 1,449.06 |
| Issued during the year | - | - |
| **As at 31st March 2018** | **2,89,81,104** | **1,449.06** |

Terms and rights attached to equity shares

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

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

| | As at 31st March, 2018 | | As at 31st March, 2017 | |
|---|---|---|---|---|
| Particulars | % Holding | No. of Shares | % Holding | No. of Shares |
| a) Jindal Global Finance and Investment Ltd | **18.18** | **52,68,148** | 18.76 | 54,38,148 |
| b) Sudha Apparels Ltd | **10.63** | **30,81,000** | 15.22 | 44,11,000 |
| c) Stable Trading Co. Ltd | **10.56** | **30,59,168** | 10.56 | 30,59,168 |
| d) Crispark Vincom Ltd | **14.49** | **41,98,350** | 14.49 | 41,98,350 |

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| Note 16 - Other equity | | |
| 16(a) Reserve and surplus | | |
| Securities Premium Reserve | **29,613.35** | 29,613.35 |
| General Reserve | **24,562.94** | 24,562.94 |
| Retained Earning | **1,08,869.73** | 1,09,840.83 |
| **Total reserves and surplus** | **1,63,046.02** | 1,64,017.12 |
| **Securities Premium Reserve** | | |
| Opening Balances | **29,613.35** | 29,613.35 |
| Addition during the year | **-** | - |
| Closing Balance | **29,613.35** | 29,613.35 |
| **General Reserve** | | |
| Opening Balances | **24,562.94** | 24,562.94 |
| Addition during the year | **-** | - |
| Closing Balance | **24,562.94** | 24,562.94 |
| **Surplus in Statement of Profit & Loss** | | |
| Opening Balances | **1,09,840.83** | 1,02,019.01 |
| Net profit for the period | **(832.64)** | 7,975.24 |
| Remeasurement of employment benefit obligation, net of tax | **35.94** | 20.99 |
| Transfer to general reserves | **-** | - |
| Dividends & CD Tax | **(174.40)** | (174.41) |
| **Closing Balance** | **1,08,869.73** | 1,09,840.83 |

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **16(b) Other OCI Reserves** | | |
| Hedging reserve - (net of tax) | **39.28** | 19.81 |
| Foreign currency translation reserve - (net of tax) | **1,379.43** | 1,272.22 |
| Change in fair value of equity instruments (net of tax) | **(95.45)** | 31.04 |
| Foreign exchange gain on consolidation, net of tax | **2,460.93** | 2,124.11 |
| Share of OCI of joint ventures, net of tax | **64.55** | 64.55 |
| **Closing Balance** | **3,848.74** | 3,511.73 |
| **Total of other equity (A+B)** | **1,66,894.76** | 1,67,528.85 |
| **Note 17 - Other Financial Liabilities, Non-current** | | |
| Gratuity | **-** | - |
| Leave Encashment | **41.73** | 49.91 |
| | **41.73** | 49.91 |
| **Note 18 - Current Borrowings** | | |
| **Secured** | | |
| Loans repayable on demand from Banks | **1,543.55** | 1,982.11 |
| Other bank loan | **-** | 4,750.00 |
| **Unsecured** | | |
| Inter Corporate Loans - JPL | **1,453.94** | **-** |
| Inter Corporate Loans - MSL | **3,310.05** | 1,015.69 |
| | **6,307.54** | 7,747.80 |

* Working capital loans are secured by hypothecation of inventories, book debts and all other current assets and first charge on fixed assets excluding specific charges, ranking pari-passu amoungst working capital lending banks.

| | | |
|---|---|---|
| **Note 19 - Trade Payables** | | |
| Micro , Small & Medium Enterprises | **-** | - |
| Creditors | **2,006.21** | 4,112.13 |
| | **2,006.21** | 4,112.13 |
| **Note 20 - Other Current Liabilities** | | |
| Other Current Liabilties # | **3,519.04** | 1,495.33 |
| Unpaid Dividend * | **4.08** | 4.56 |
| | **3,523.12** | 1,499.89 |

* There is no amount due and outstanding to be credited to Investors Education & Protection Fund.

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

| | | |
|---|---|---|
| **Note 21 - Provisions** | | |
| Gratuity Payable | **-** | 6.03 |
| Leave Encashment Payable | **9.57** | 14.53 |
| | **9.57** | 20.56 |
| **Note 22 - Revenue From Operations** | | |
| Drilling Services | **14,893.97** | 37,159.70 |
| | **14,893.97** | 37,159.70 |

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Note 23(a) - Other Income** | | |
| Dividend Received | - | - |
| Profit on Sale of Current Investments (Net) | 1,267.30 | 696.91 |
| Rent Received | 33.76 | 56.06 |
| Profit on sale of Fixed Assets | - | 39.99 |
| Miscellaneous Income | 460.16 | 19.07 |
| Interest Received | 2,031.48 | 1,729.57 |
| Interest Received-Tax free | - | 6.18 |
| Foreign Exchange Fluctuation (Net) | 10.47 | - |
| Bad Debts Written Back | 1,500.00 | - |
| **Fair Value through P&L:** | | |
| Fair value gain on Mutual Fund | (1,223.00) | - |
| Loss allowance on trade receivables | 22.34 | - |
| Loss allowance on MOGL Loans | 10.79 | - |
| Unwinding interest income on JDIL Interest Free Loan1 | 163.80 | 69.25 |
| Unwinding interest income on Security Deposits | 204.09 | - |
| | 4,481.19 | 2,617.03 |
| **Note 23(b) - Other Comprehensive Income** | | |
| Change in fair value of hedging | 29.78 | 367.99 |
| Reclassification of Foreign Currency Translation Reserve Account | 163.95 | (610.17) |
| OCI through Equity Instrument | (193.43) | 47.47 |
| Remeasurement of defined benefit liability | 54.96 | 32.10 |
| Fair value gain on equity instrument in JV | 515.08 | (2,422.30) |
| Total | 570.34 | (2,584.91) |
| **Note 24 - Operating Expenses** | | |
| Rig Hire Charges | 6,296.80 | 21,933.34 |
| Drilling Operation expenses # | 1,149.41 | 2,241.72 |
| Stores & Spares Consumed | 2,319.46 | 3,459.93 |
| | 9,765.67 | 27,634.99 |
| **Note 25 - Employee Benefits Expenses** | | |
| Salary, Wages & Other Allowances | 2,530.07 | 4,103.44 |
| Contribution to PF & Other Funds | 79.68 | 78.87 |
| Staff Welfare Expenses | 102.89 | 117.55 |
| | 2,712.64 | 4,299.86 |
| **Note 26 - Finance Costs** | | |
| Interest Charges | 293.22 | 807.65 |
| Unwinding discount on Security Deposit | - | 146.08 |
| | 293.22 | 953.73 |

(₹ in Lakhs)

| | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Note 27 - Other Expenses** | | |
| Electricity & water Charges | **24.16** | 54.84 |
| Rent | **232.42** | 270.54 |
| Rates & Taxes | **11.66** | 24.54 |
| Telephone & Communication Expenses | **23.16** | 27.79 |
| Printing & Stationery | **10.88** | 23.96 |
| **Travelling & Conveyance:** | **59.19** | 209.47 |
| Vehicle Upkeep & Maintenance | **60.80** | 67.02 |
| Repair & Maintenace | | |
| Building | **1.82** | 9.00 |
| Others | **58.10** | 91.02 |
| Legal & Professional Charges | **524.47** | 733.50 |
| Insurance | **1.23** | 0.79 |
| Fees & Subscription | **32.64** | 58.29 |
| Internal Audit Fees | **3.00** | 3.00 |
| **Auditors' Remuneration :** | | |
| - Audit Fee | **3.40** | 3.40 |
| - Tax Audit Fee | **0.50** | 0.50 |
| - Company Law Matters | **3.05** | 0.94 |
| - Out of Pocket Expenses | **-** | 0.45 |
| General Exp | **90.72** | 204.38 |
| Corporate Social Responsibilities | **45.00** | 76.00 |
| Advertisement & Business Promotion | **91.64** | 120.65 |
| Tender Fee | **2.53** | 1.99 |
| Bank Charges | **83.71** | 72.56 |
| Foreign Exchange Fluctuation Loss - Net | **-** | 1,340.20 |
| Loss on sale of Fixed assets | **3.62** | - |
| Claim Paid | **5,841.22** | - |
| Misc Balances Written Off | **1,259.24** | 3.85 |
| **Fair Value through P&L:** | | |
| Loss allowance on MOGL Loan | **-** | 108.84 |
| Fair value loss on Mutual Funds | **-** | 65.83 |
| Loss allowance on Debtors - ECL | **-** | 22.34 |
| **Total** | **8,468.16** | 3,595.69 |

**Note 28: Additional information w.r.t. Interest in Joint Ventures**

**Joint Ventures investment as per equity method – incorporated in Singapore** (₹ in Lakhs)

| Name of the entity in group | Net Assets i.e. Total Assets minus Total Liabilities | | Share in Profit or loss | | Share in other comprehensive income | | Share in Total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| Discovery Drilling Pte. Ltd. | 49% | 43,415.73 | 49% | (5,332.98) | 49% | 0.00 | 49% | (5,332.98) |
| Virtue Drilling Pte. Ltd. | 49% | 61,435.60 | 49% | 6,426.49 | 49% | 0.00 | 49% | 6,426.49 |

**Note 29: Basis of preparation of financial statement of Joint Venture Companies**

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

## Note 30: Income tax expenses

(₹ in Lakhs)

| Particulars | As at 31st March 2018 | As at 31st March 2017 |
|---|---|---|
| **Current Tax** | - | 752.11 |
| **Deferred Tax** | | |
| Relating to origination and reversal of temporary differences | - | - |
| - Relating to origination and reversal of temporary differences | (856.41) | (79.97) |
| - Re-measurements of post-employment benefit obligations | 19.02 | 11.11 |
| - Change in cash flow hedging | 10.30 | 127.35 |
| - Reclassification of Foreign Currency Translation Reserve Account | 56.74 | (211.17) |
| - Change in foreign exchange gain on consolidation | 178.26 | (838.31) |
| - Change in fair value of equity instrument | -66.94 | 16.43 |
| Total Deferred Tax | (659.03) | (974.56) |

## Note 31: Effective tax reconciliation

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2018 | Year ended 31st March 2017 |
|---|---|---|
| Profit Before Tax but after share of profit of JV | (1,689.06) | 8,647.38 |
| Less: Profit of share of JV | 1,093.50 | 6,278.32 |
| Profit before tax and share of profit of JV | (2,782.56) | 2,369.06 |
| Applicable Statutory Enacted Income Tax Rate | 34.608% | 34.608% |
| Computed Tax Expense | - | 819.88 |
| **Increase/(Reduction) in Taxes on Account of** | | |
| Additional Allowances for Tax Purpose | (1,125.00) | - |
| Items not Liable to Tax | (138.79) | (84.75) |
| Tax losses Unutilized / Items Taxed at Different Rate | - | (61.41) |
| Tax Expense Relating to Earlier Years (Net) | - | - |
| Others | 407.38 | (1.58) |
| **Income Tax Expense reported in financial statement** | (856.41) | 672.14 |

## Note 32: Capital Management

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

The group manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2018 and 31.03.2017. There have been no breaches of the financial covenants of any interest bearing loans and borrowings for the reported period.

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

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

(₹ In Lakhs)

| Particulars | Year ended 31st March 2018 | Year ended 31st March 2017 |
|---|---|---|
| Equity Share Capital | 1,449.06 | 1,449.06 |
| Reserves and Surplus (including effective portion of cash flow hedge) | 1,66,894.76 | 1,67,528.85 |
| Total Equity | 1,68,343.82 | 1,68,977.91 |
| Long Term Debt # | - | - |
| Debt to Equity Ratio | 0.00 | 0.00 |

# The group does not have long term debt. Since the company has accounted its investments in joint ventures using equity method.

## Note 33: Fair value measurement

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

(₹ In Lakhs)

| Particulars | As at 31st March, 2018 | | | As at 31st March, 2017 | | |
|---|---|---|---|---|---|---|
| | FVTPL | FVOCI | Amortised Cost | FVTPL | FVOCI | Amortised Cost |
| **Financial Assets** | | | | | | |
| **Non-current** | | | | | | |
| Investments in Equity Shares of JV Companies | - | - | 1,04,851.33 | - | - | 1,03,242.75 |
| Investments in Equity Shares of other Companies | - | - | 2.38 | - | - | 2.38 |
| Loans | 1,323.46 | - | 37,252.18 | 798.21 | - | 39,024.01 |
| Derivative financial instrument | 65.20 | - | - | 35.43 | - | - |
| Security Deposit | 2,195.40 | - | - | 1,985.30 | - | - |
| Other Financial Assets - Non Current | - | - | 2,540.23 | - | - | 1,777.89 |
| **Current** | | | | | | |
| Investments in Mutual Funds | - | - | - | 5,390.09 | - | - |
| Investments in Equity Shares of other companies | - | 236.46 | - | - | 492.36 | - |
| Investment in Bonds | - | - | - | - | - | - |
| Investments in Religare Credit Investment Trust | - | - | 73.71 | - | - | 279.10 |
| Trade Receivables | - | - | 10,209.95 | - | - | 8,648.94 |
| Cash and Cash Equivalents and Bank Balances | - | - | 228.38 | - | - | 226.55 |
| Loans | - | - | 11,078.90 | - | - | 11,020.86 |
| **Total Financial Assets** | 3,584.06 | 236.46 | 1,66,237.07 | 8,209.03 | 492.36 | 1,64,222.48 |
| **Financial Liabilites** | | | | | | |
| Forward Contract Hedge | - | - | - | - | - | - |
| Short term borrowings | - | - | 6,307.53 | - | - | 7,747.80 |
| Trade Payables | - | - | 2,006.21 | - | - | 4,112.13 |
| **Total Financial Liabilities** | - | - | 8,313.74 | - | - | 11,859.93 |

**Fair Value Techniques:**

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

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

a). Fair value of cash and short term deposits, trade receivables, trade payables, non-current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.

b) Long term fixed rate and variable rate receivables / borrowings are evaluated by the Company based on parameters such as interest rate, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowings fair value is determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non- performance for the company is considered to be insignificant in valuation.

c) The fair value of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity and market parameters such as interest rates, foreign exchange rates and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivatives counterparties and believe them to be significant and warranting a credit adjustment.

**Fair Value Hierarchy**

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

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

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

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

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

Assets and Liabilities Measured at Fair Value (Accounted)

(₹ In Lakhs)

| Particulars | As at 31 March 2018 | | | | As at 31 March 2017 | | | |
|---|---|---|---|---|---|---|---|---|
| | Level - 1 | Level - 2 | Level - 3 | Total | Level - 1 | Level - 2 | Level - 3 | Total |
| Financial Assets measured at fair value | | | | | | | | |
| Mutual Funds' Investments | - | - | - | - | 5,390.09 | - | - | 5,390.09 |
| Equity Shares of Other Companies | 236.46 | - | - | 236.46 | 492.36 | - | - | 492.36 |
| Derivatives designated as hedge | - | 65.20 | - | 65.20 | - | 35.43 | - | 35.43 |
| Loans | - | 1,323.46 | - | 1,323.46 | - | 798.21 | - | 798.21 |
| Security Deposit | - | 2,195.40 | - | 2,195.40 | - | 1,985.30 | - | 1,985.30 |

During the year ended 31.03.2018 and 31.03.2017, there were no transfers between Level 1 and level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements. There is no transaction/balance under level 3.

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2018 and 31.03.2017;

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

## Note 34: Earning per share (EPS)

**Basic and Diluted EPS**

(₹ In Lakhs)

| Particulars | 2017-2018 | 2016-2017 |
|---|---|---|
| Profit or Loss attributable to ordinary Equity shareholders | **(459.68)** | 6,284.91 |
| Equity Share Capital | **1,449.06** | 1,449.06 |
| Weighted average number of equity shares outstanding (Face value of Rs. 5/- per share) in lacs | **289.81** | 289.81 |
| Earnings Per Share – Basic and Diluted (Rs.) | **(1.59)** | 21.69 |

## Note 35: Other significant notes on consolidated financial statement

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

**Note 36: Statement pursuant to Section 129 (3) of the Companies Act 2013 read Rule 5 of Companies (Accounts) Rule, 2014**

| S. No. | Particulars | Name of Joint Ventures | |
|---|---|---|---|
| | | Discovery Drilling Pte. Ltd. | Virtue Drilling Pte. Ltd. |
| 1 | Latest Audited Balance Sheet Date | 25th May 2017 | 23rd May 2017 |
| 2 | Share of Joint Ventures held by the company on the year end | | |
| | No. of Shares (In Lakhs) | 114.38 | 139.83 |
| | Amount of Investment ( ₹ in Lakhs) | 7,411.97 | 11,247.41 |
| | Extent of Holding (%) | 49% | 49% |
| 3 | Description of how there is significant influence | Associated by Share holding | Associated by Share holding |
| 4 | Reason why the Joint Ventures are not consolidated | NA | NA |
| 5 | Net worth attributable to Shareholding as per latest audited balance sheet (₹ in Lakhs) | 43,415.73 | 61,435.60 |
| 6 | Profit / (Loss) for the year : | | |
| | Considered in consolidation (₹ in Lakhs) | (5,332.98) | 6,426.49 |
| | Not Considered in consolidation (₹ in Lakhs) | (5,550.65) | 6,688.80 |

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

**Note 37: Miscellaneous**

i) Dues to micro and small enterprises have been determined as per information collected by the management & have been relied upon by the auditors.

ii) In the opinion of the Management and to the best of their knowledge and belief, the value of current assets, loans and advances, if realised in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

iii) Previous year's figures have been re-grouped/ re-arranged/ re-classified wherever considered necessary.

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

**Significant accounting policies and notes on financial statement 1-37**

As per our report of even date

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

**PALLAV VAISH**
**Partner**
**Membership No. 508751**

Place : Gurgaon
Date : 24th May 2018

**For & on Behalf of the Board of Directors**

**D. P. JINDAL**
Chairman
DIN: 00405579

**RAGHAV JINDAL**
Director
DIN: 00405984

**K. K. KHANDELWAL**
Director
DIN: 00455369

**PAWAN KUMAR RUSTAGI**
CFO
PAN: AACPR8012M

**RAJEEV RANJAN**
Company Secretary
FCS 6785

# NOTICE

CIN: L27201MH1983PLC233813
Registered Office: Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road,
Taluka Roha, Distt. Raigad - 402 126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513
E-mail: secretarial@jindaldrilling.in, website: www.jindal.com

## NOTICE

Notice is hereby given that the 34th Annual General Meeting of Jindal Drilling & Industries Limited will be held on Tuesday, the 25th September, 2018 at 2.30 P.M. at Maharashtra Seamless Auditorium, Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402 126, Maharashtra to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as ordinary resolution(s):

   (a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."

   (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon be and are hereby considered and adopted."

2. To declare dividend on equity shares and in this regard to pass the following resolution as an ordinary resolution:

   "RESOLVED THAT dividend of ₹ 0.50 (10%) per Equity Share of ₹ 5 each be and is hereby declared for the financial year ended 31st March, 2018."

3. To appoint a Director in place of Shri Raghav Jindal, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

   "RESOLVED THAT Shri Raghav Jindal (DIN -00405984), who retires by rotation be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the appointment/ continuity of his tenure as Managing Director of the Company"

### SPECIAL BUSINESS

4. To consider and if thought fit, pass the following resolution as a ordinary resolution:

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, consent of members of the Company be and is hereby accorded to the appointment of and payment of remuneration to Shri Raghav Jindal (DIN: 00405984), as Managing Director of the Company, for a period of 5 (Five) years with effect from 13th August, 2018 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Shri Raghav Jindal.

   SALARY

   ₹ 6,25,000/- (Six lakhs twenty five thousand only) per month with such increase as may be decided by the Board of Directors from time to time in the grade of ₹ 6,25,000 – ₹ 25,00,000/- per month.

   **PERQUISITES**

   I. The Managing Director shall be entitled to perquisites and benefits like furnished /non furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self & family, club fees, car with driver for business and personal use, facility of telephone installed at his residence, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

II. The Managing Director shall be entitled to Company's contribution to Provident Fund, Pension Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

OTHER TERMS

1. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
2. The Managing Director shall be entitled to reimbursement of entertainment, travelling and all other expenses incurred in the course of the Company's business. While travelling on Company's business purposes , the Managing Director will be entitled to be accompanied by his wife and the travelling and other incidental expenses incurred by his wife will also be borne/reimbursed by the Company."

5. To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Mr. Krishna Kumar Khandelwal (DIN-00455369) as a Independent Director of the Company, who has attained the age of over 75 years, upto the expiry of his present term as Independent Director i.e. upto 25th September, 2019 on the existing terms and conditions be and is hereby approved."

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause III (B) and Clause III (C) of the Memorandum of Association be and are hereby amended as follows:

i. By substituting the heading of Clause III (B) "Objects Incidental or Ancillary to the attainment of the Main Objects are" with the heading. "Matters which are necessary for furtherance of objects specified in Clause III(A) are:-"

ii. By substituting the existing Clause III (B) 6. with the following new clause III(B) 6.:

"Subject to the provisions of the Companies Act, 2013 and Rules made thereunder and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person, firm, bank, Company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debenture or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present or future, including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulations Act, 1949."

iii. By substituting the existing Clause III (B) 16. with the following new clause III(B) 16.:

"To distribute among the members specie any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company subject to the provisions of the Companies Act, 2013."

iv. By substituting the existing Clause III (B) 23. with the following new clause III(B) 23.:

"Subject to the provisions of the Companies Act, 2013, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition."

v. By deleting the Clause III (C ) OTHER OBJECTS

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

7.. To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause IV of the Memorandum of Association be and is hereby substituted with the following new clause IV :

"The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the approval of members of the company be and is hereby accorded to the adoption of the new set of Articles of Association, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company www.jindal.com, in substitution and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

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

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

10. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

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

**By Order of the Board**

Place : Gurgaon
Dated : 13th August, 2018

**RAJEEV RANJAN**
Company Secretary

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2018 to 18th September, 2018 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2018, if declared, at the ensuing Annual General Meeting. Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 12th September, 2018 and to the Beneficial Holders as per the Beneficiary List as on 12th September, 2018, provided by the NSDL and CDSL. Dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 26th September, 2018.

5. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar & Transfer Agent cannot entertain any request received directly from members for deletion / change of bank details holding shares in electronic form. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.

6. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2009-10 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 26th September, 2017 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

   Details of dividend declared for the financial years 2010-11 onwards are given below:

| Year | Date of Declaration | Dividend (%) | Per share (₹) |
|---|---|---|---|
| 2010-11 | 20.09.2011 | 10 | 0.50 |
| 2011-12 | 28.09.2012 | 10 | 0.50 |
| 2012-13 | 30.09.2013 | 10 | 0.50 |
| 2013-14 | 26.09.2014 | 10 | 0.50 |
| 2014-15 | 28.09.2015 | 10 | 0.50 |
| 2015-16 | 27.09.2016 | 10 | 0.50 |
| 2016-17 | 26.09.2017 | 10 | 0.50 |

   Shareholders who have not yet encashed their dividend warrants are requested in their own interest to claim the outstanding dividend before it falls due for transfer to the aforesaid Fund.

7. National Electronic Clearing Service (NECS) Facility:
   (a) Members holding shares in physical form who wish to avail NECS facility may authorize the Company with their NECS mandate in the prescribed form, which can be downloaded from the Company's website www.jindal.com or can be obtained from the Corporate Office of the Company. Requests for payment of dividend through NECS should be lodged latest by 8th September, 2018 at the Corporate Office of the Company at Plot No. 30 Institutional Sector - 44, Gurgaon – 122002 Haryana.
   (b) Members holding shares in demat form who wish to avail NECS facility, may send mandate in the prescribed form to their respective Depository Participants.
8. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office/Corporate office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
9. Details of the Director seeking appointment/ re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

| **Name** | **Shri Raghav Jindal** | **Shri K.K. Khandelwal** |
|---|---|---|
| **Age** | 38 years | 79 years |
| **Qualifications** | M.Sc. in Management from London School of Economics & Political Science. | M. Com, CAIIB |
| **Expertise in specific functional area** | Industrialist having experience in the field of Business & Management | Veteran Banker having over four decades of experience in finance, banking and administration. He held various senior positions in the Banking sector and last being the Managing Director of State Bank of Hyderabad. |
| **Date of appointment as Director of the Company** | 19.05.1998 | 24.03.2000 |
| **Directorship of other Companies** | 1. Jindal Pipes Ltd.<br>2. Brahma Dev Holding & Trading Ltd.<br>3. Jindal Pipes Finance Ltd. | 1. Toshniwal Travels Pvt. Ltd.<br>2. Quick Portfolio Services Pvt. Ltd.<br>3. Dwarkadhish Promoters Pvt. Ltd.<br>4. Haryana Capfin Ltd. |
| **Chairman/Member of Committees of other Companies** | Member- Audit Committee, Jindal Pipes Ltd. | Member-Audit Committee and Nomination and Remuneration Committee of Haryana Capfin Ltd. |
| **No. of shares held** | 169,776 | Nil |
| **Inter-se relationship with other Directors** | Shri D.P. Jindal (Father) | Nil |

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
11. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished the requisite declarations for their appointment/re-appointment.
12. Relevant documents referred to in the accompanying notice are open for inspection by the members for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
13. As per SEBI Circular dated 8th June, 2018, No transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed after 5th December, 2018 unless the securities are held in the dematerialized form with a depository
14. **Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the Companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.**

## 15. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 34th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting right at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 18th September, 2018.

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, within 48 hours from the conclusion of Annual General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company www.jindal.com and shall simultaneously be communicated to the Stock Exchanges.

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

(i) The remote e-voting period begins on 22nd September, 2018 (9.00 A.M) and ends on 24th September, 2018 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" / Members".

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.<br>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. |
| Dividend Bank Details | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. |
| OR Date of Birth (DOB) | If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Jindal Drilling & Industries Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.

(xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

### Item No.4

The Board of Directors of the Company has appointed Shri Raghav Jindal as Managing Director of the Company for a period of 5 years w.e.f. 13th August, 2018 on the terms and conditions, set out in the resolution.

Shri Raghav Jindal is also Managing Director in Jindal Pipes Ltd.

As per provisions of the Companies Act, 2013 it is necessary to obtain approval of the members for appointment and payment of remuneration to Shri Raghav Jindal as Managing Director of the Company.

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

The Board commends the resolution as set out in Item no. 4 of this Notice for your approval.

### Item No. 5

The Securities and Exchange Board of India (SEBI) vide its notification number SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 has inserted a new sub-clause (1A) in the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st April, 2019, which reads as follows:

1A. No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Krishna Kumar Khandelwal, who was appointed as Independent Director of the Company for a period of five years from the date of 30th Annual General Meeting of the Company held on 26th September, 2014, has attained the age of over seventy five years. Therefore in view of the aforesaid notification it is necessary to pass a special resolution by the Members of the Company to continue his directorship in the Company.

Mr. Krishna Kumar Khandelwal was veteran banker having over four decades of experience in finance, banking and administration. He held various senior positions in the Banking sector and last being the Managing Director of State Bank of Hyderabad.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Krishna Kumar Khandelwal as a Non-Executive Director of the Company. Accordingly, the Board recommends passing of the resolution as set at Item No. 5 of the Notice as a Special Resolution.

Except Mr. Krishna Kumar Khandelwal, none of the Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution.

### Item No. 6

In compliance with provisions of the Companies Act, 2013 it is proposed to modify heading of Clause III (B) to read as 'Matters which are necessary for furtherance of the Objects specified in Clause III(A) and delete the existing 'Clause III (C) - Other Objects' of its Memorandum of Association.

Copy of the Memorandum of Association with proposed alterations has been uploaded on the Company's website www.jindal.com for inspection of the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the date of meeting.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board commends the resolutions as set out at item number 6 in the Notice for your approval.

**Item No. 7**

With the enactment of new Companies Act, 2013, it is considered expedient to alter the Liability Clause of Memorandum of Association of the Company in order to be in conformity with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Act, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Item No. 8**

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956. Upon enactment of the Companies Act, 2013 (the Act), various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013.

It is therefore considered desirable to adopt a new set of Articles of Association of the Company in substitution of and to the exclusion of the existing Articles of Association.

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the new AOA to replace the existing AOA and accordingly the approval of the members is being sought for the adoption of the new Articles.

The proposed draft Articles of Association has been uploaded on the Company's website www.jindal.com for perusal by the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the date of meeting.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolutions as set out in item No. 8 of this Notice for approval of members.

**Item No. 9**

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Discovery Drilling Pte. Ltd., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, as placed before it.

The particulars of transaction are as under-

a. Name of the Related Party – Discovery Drilling Pte. Ltd; Singapore.

b. Name of the Director or Key Managerial Personnel, who is related, if any – As mentioned below.

c. Nature of relationship- Discovery Drilling Pte. Ltd., Singapore is a Joint Venture Company.

d. Nature, material terms, monetary value and particulars of transactions-

   i) Short term loan of USD 6.90 million provided to Discovery Drilling Pte. Ltd., Singapore to meet their short term working capital requirements.

   ii) Corporate Guarantee of Euro 24.3 million issued by the Company in favour of IndusInd Bank Ltd. on behalf of Discovery Drilling Pte. Ltd. as partial security for the term loan facility of Euro 40.50 million extended by IndusInd Bank Ltd. to Discovery Drilling Pte. Ltd.

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

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

Board commends passing of the resolution at Item No.9 of the Notice by the members.

**Item No. 10**

During the year ended 31st March, 2016, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with Jindal Pipes Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transaction are as under-

a. Name of the Related Party- Jindal Pipes Limited.

b. Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.

c. Nature of relationship- Jindal Pipes Limited is a Related Party.

d. Nature, material terms, monetary value and particulars of transactions-

   i. Technical service Income of USD 620,500 for providing technical support.

   ii. Transaction of Loans with Jindal Pipes Ltd. amounting to Rs. 5130 Lakhs (approx.)

   iii. Rental Income, sale of spare parts and other transactions amounting to Rs. 696 Lakhs (approx..)

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

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

Board commends passing of the resolution at Item No. 10 of the Notice by the members.

**By Order of the Board**

Place : Gurgaon
Dated : 13th August, 2018

**RAJEEV RANJAN**
Company Secretary

# JINDAL DRILLING & INDUSTRIES LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road,
Taluka-Roha, Distt. Raigad - 402 126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513,
E-mail: secretarial@jindaldrilling.in, website: www.jindal.com
CIN: L27201MH1983PLC233813

## PROXY FORM

(Pursuant to Section 105 (6) of the Comapnies 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 No. / DP ID and Client ID: .....

I/We, being the member(s) of..... shares of Jindal Drilling & Industries Limited, hereby appoint :

1) Name : .....E-mail id .....

Address: .....

Signature :....., or failing him/her

2) Name : .....E-mail id .....

Address: .....

Signature :....., or failing him/her

3) Name : .....E-mail id .....

Address: .....

Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Tuesday, 25th September, 2018 at 2.30 P.M. at Maharashtra Seamless Auditorium, Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below :

* I/we wish my/our above Proxy (ies) to vote in the manner as indicated in the box below :-

| Resolutions | | For | Against |
|---|---|---|---|
| 1. | To consider and adopt :<br>a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon; and<br>b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon; | | |
| 2. | Declaration of Dividend on Equity Shares. | | |
| 3. | Re-appointment of Shri Raghav Jindal who retires by rotation. | | |
| 4. | Appointment of Shri Raghav Jindal as Managing Director of the Company | | |
| 5. | Continuation of appointment of Shri K. K. Khandelwal | | |

| Resolutions | | For | Against |
|---|---|---|---|
| 6. | Amendment to Clause III(B) and Clause III(C) of Objects Clause of the Memorandum of Association | | |
| 7. | Amendment to Clause IV - Liability Clause of the Memorandum of Association | | |
| 8. | Adoption to new set of of the Articles of Associations | | |
| 9. | Approval of related party transaction(s) with Discovery Drilling Pte. Ltd. | | |
| 10. | Approval of related party transaction(s) with Jindal Pipes Ltd. | | |

Signed this ……. day of ……. 2018

Affix a Revenue Stamp

Signature of shareholder

..... Signature of first proxy holder

..... Signature of second proxy holder

..... Signature of third proxy holder

*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes :

(1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

(2) A Proxy need not be a member of the Company.

(3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

(4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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CIN: L27201MH1983PLC233813

**Attendance slip for the 34th Annual General Meeting**

( to be hand over at the registration counter)

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company on Tuesday, 25th September, 2018 at 2:30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, N H 17, B K G Road, Taluka Roha, Distt Raigad - 402126 Maharashtra

**NAME (S) AND ADDRESS OF THE MEMBER(S)** _____

_____

_____

Folio No./DP ID* No. and Client ID* No. _____

Number of shares _____

Please ✓ in the Box

☐ Member ☐ Proxy

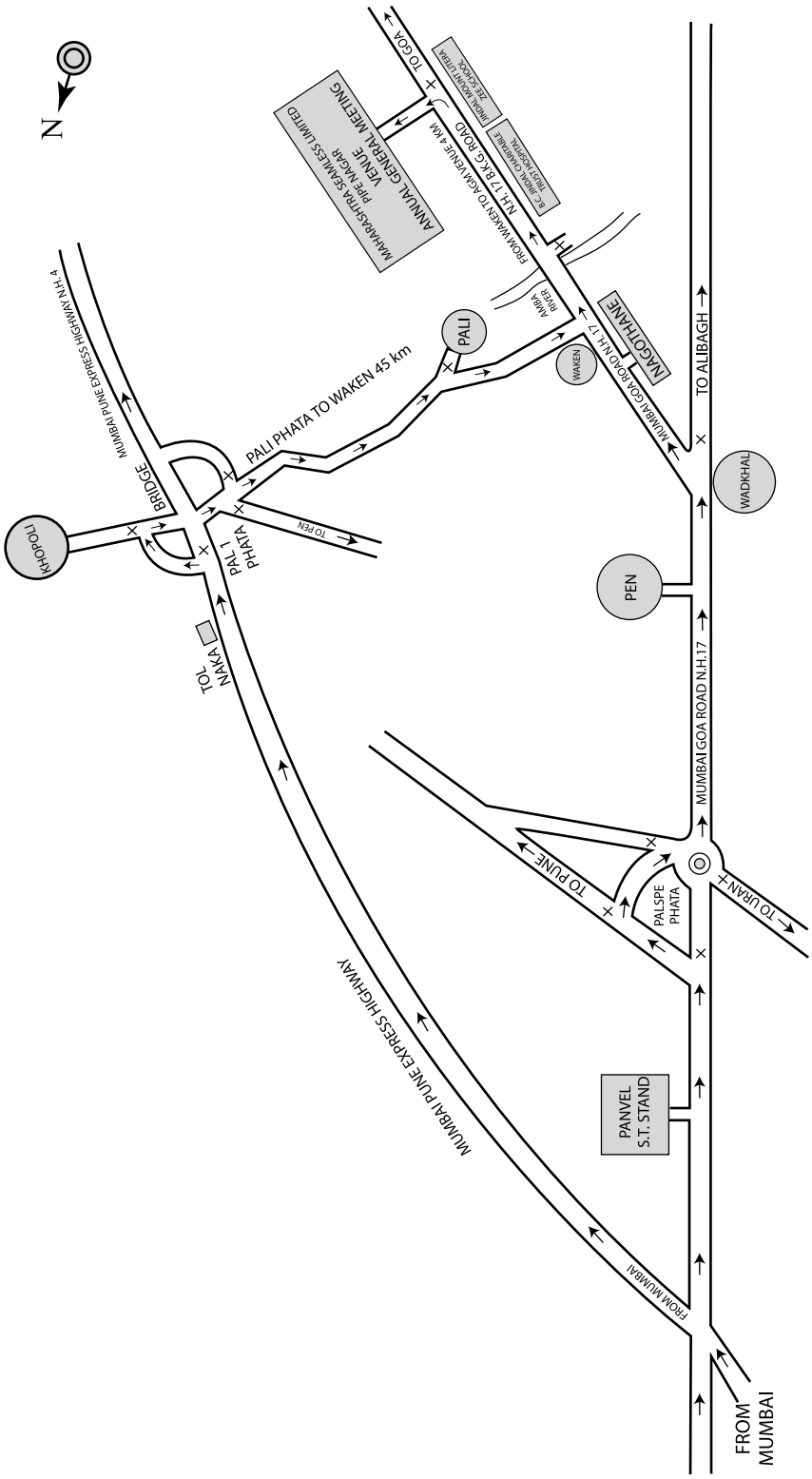
| _____ | _____ | _____ |
|---|---|---|
| **First / Sole Holder/Proxy** | **Second Holder / Proxy** | **Third Holder / Proxy** |

**NOTES :**

i. Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.

ii. Duplicate Attendance Slip will not be issued at the venue.
*Applicable only in case of investors holding shares in Electronic Form.

Route Map for Annual General Meeting Venue



JINDAL
DRILLING & INDUSTRIES LIMITED

## JINDAL DRILLING & INDUSTRIES LIMITED


**Registered Office:**
Pipe Nagar, Village Sukeli, NH 17, BKG Road,
Taluka Roha, Distt. Raigad- 402 126, Maharashtra, INDIA
Tel.: +91 219 4238 511/ 12/ 16
Fax. +91 219 423 8513

**Corporate Office:**
Plot No. 30, Institutional Sector-44, Gurgaon-122 002, Haryana, INDIA
Tel.: +91 124 2574325 / 26. 4624000
Fax. +91 124 2574327

**Mumbai Office:**
3rd Floor, Keshava Building, Bandra Kurla Complex, Bandra (East)
Mumbai- 400 051, Maharashtra, INDIA
Tel.: +91 22 26592888 / 89
Fax.+91 22 26592630

**www. jindal.com**


IADC MEMBER

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

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