



GOL OFFSHORE LIMITED
(formerly known as **GREAT OFFSHORE LIMITED**)
(CIN No. L11200MH2005PLC154793)

Date: December 8, 2016

National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, Block G, Bandra Kurla Complex Bandra (E), Mumbai – 400 051 NSE Symbol: GTOFFSHORE	BSE Limited Phiroze Jeejeebhoy Towers, 14 th Floor, Dalal Street, Mumbai – 400 001 BSE Code: 532786
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Dear Sir/ Madam,

Sub: Outcome of the meeting of the Board of Directors held on December 8, 2016

In continuation of our letter dated November 22, 2016 and pursuant to Regulations 33 and 52 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Unaudited standalone financial results of the Company for the quarter and half year ended September 30, 2016, as approved by the Board of Directors at its meeting held on December 8, 2016 along with copy of the Limited Review Report as submitted by the Joint Statutory Auditors of the Company.

The meeting of the Board of Directors of the Company commenced at 2:00 P. M. and concluded at 7.15 P. M.

You are requested to notify your constituents accordingly.

Thanking you.

Yours faithfully
For **GOL Offshore Limited**

Varika Rastogi

Varika Rastogi
Company Secretary & Chief Compliance Officer



End: as above

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GOL OFFSHORE LIMITED				
Regd. Office.: Energy House, 81, Dr. D. N. Road, Mumbai - 400 001.				
STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2016				
				(INR in Lakhs)
Standalone			Standalone	
Quarter Ended on 30-Sept-16 (Unaudited)	Quarter Ended on 30-June-16 (Unaudited)	Quarter Ended on 30-Sept-15 (Unaudited)		
6,019	13,014	23,203	1	Income from operations
32	-	-	2	Profit/ (Loss) on sale of vessels
-	-	-	3	Other operating income
6,051	13,014	23,203	4	Total Income (1+2+3)
			5	Expenditure
8	74	(435)	(a)	Changes in inventories of spares & stores
2,735	3,846	4,962	(b)	Employee benefit expenses
392	459	1,721	(c)	Repairs & Maintenance fleet & rigs
969	3,696	6,064	(d)	Engineering project expenses
3,011	3,009	3,679	(e)	Depreciation, amortisation and impairment
5,663	8,019	8,496	(f)	Other expenses
12,778	19,103	24,487	(g)	Total
(6,727)	(6,089)	(1,284)	6	Profit / (Loss) before Other income, Finance costs and Exceptional Items (4-5)
4,342	2,627	3,476	7	Other Income
(2,385)	(3,462)	2,192	8	Profit / (Loss) before Finance costs and Exceptional Items (6+7)
3,063	4,983	5,184	9	Finance costs
(5,448)	(8,445)	(2,992)	10	Profit / (Loss) after Finance costs but before Exceptional Items (8-9)
18,600	-	-	11	Exceptional Items (Refer Note No. 1 (b))
(24,048)	(8,445)	(2,992)	12	Profit/(Loss) from Ordinary Activities before Tax (10-11)
			13	Tax Expenses
31	(12)	53		Current (net of reversal)
(132)	(143)	(189)		Deferred
(23,947)	(8,290)	(2,856)	14	Profit/(Loss) from Ordinary Activities after Tax (12-13)
-	-	-	15	Extraordinary Items
(23,947)	(8,290)	(2,856)	16	Net Profit / (Loss) for the period (14-15)
133			17	Other Comprehensive income (net of Tax)
(23,814)	(8,290)	(2,856)	18	Total Comprehensive Income (after tax) for the period (16+17)
7,887	3,724	3,724	19	Paid up equity share capital
				(face value INR 10 per share)
			20 (A)	Earning Per Share (EPS) before Extraordinary items
				(not annualised)
(43.60)	(22.26)	(7.67)		Basic & Diluted (INR)
			20 (B)	Earning Per Share (EPS) after Extraordinary items
				(not annualised)
(43.60)	(22.26)	(7.67)		Basic and Diluted (INR)

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Regd. Office.: Energy House, 81, Dr. D. N. Road, Mumbai - 400 001.

Statement of Assets & Liabilities as at September 30, 2016

(INR In Lakhs)

Particulars	Standalone
	As at September 30, 2016
	Unaudited
A ASSETS	
(1) Non-current assets	
(a) Property, Plant and Equipment	61,364
(b) Capital work-in-progress	87,646
(c) Financial Assets	
(i) Investments	25,826
(ii) Loans	33,640
(iii) Others	911
(d) Other non-current assets	1,067
(e) Income Tax Assets	4,999
	215,453
(2) Current assets	
(a) Inventories	4,417
(b) Financial Assets	
(i) Trade receivables	12,988
(ii) Cash and Bank Balances	1,226
(iii) Bank balances other than (ii) above	100
(iv) Loans	17
(v) Others	7,465
(c) Asset held for sale	14,219
(d) Other current assets	3,138
	43,570
Total Assets	259,023
B EQUITY AND LIABILITIES	
(1) Equity	
(a) Equity Share capital	7,887
(b) Other Equity	(5,644)
	2,243
(2) LIABILITIES	
(I) Non-current liabilities	
(a) Financial Liabilities	
(i) Borrowings	91,240
(ii) Other financial liabilities	30,008
(b) Provisions	230
(c) Deferred tax liabilities (Net)	1,146
	122,624
(II) Current liabilities:	
(a) Financial Liabilities	
(i) Borrowings	4,181
(ii) Trade payables	23,632
(iii) Other financial liabilities	98,102
(b) Other current liabilities	3,666
(c) Provisions	1,391
(d) Current Tax Liabilities	3,184
	134,156
Total Equity and Liabilities	259,023





NOTES:

1 Indian Accounting Standard (Ind AS) Implementation:

The Company has adopted Indian Accounting Standards (Ind-AS) prescribed under Section 133 of Companies Act, 2013, read with relevant rules issued thereunder. The date of transition of the Ind-AS is April 1, 2015 and accordingly, these unaudited financial results have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 "Interim Financial Reporting", SEBI's circular dated July 5, 2016 and other accounting principles generally accepted in India, except to the extent detailed below.

(a) There is a possibility that these quarterly and half yearly financial results may require adjustment before constituting the final Ind AS financial statements as of and for the year ending March 31, 2017 due to changes in financial reporting requirements arising from the new or revised standards or interpretations issued by MCA or changes in the use of one or more optional exemptions from full retrospective application as permitted under Ind AS 101.

(b) Adjustments required to be carried out in respect of subsidiaries arising from the implementation of Ind AS in the respective companies will be done at the financial year end, since, none of the subsidiaries are required to prepare quarterly/half year results.

In respect of investment in subsidiaries and dues from them, certain provisions were made as at March 31, 2016. During the quarter, the company has re-estimated this provision and has recognized an additional provision of INR 18,600 lakhs in respect of one of the subsidiaries. In respect of dues from another subsidiary, other advances and trade receivables, assessment will be carried out and the impact if any, will be given in the financial statements for the year ended March 31, 2017.

(c) The management of the company had estimated the provision for impairment loss in respect of vessels/assets under construction as at March 31, 2016 and accordingly provision were made as of that date.

No additional assessment in respect of such vessels have been carried out for the period ended September 30, 2016. Assessment will be carried out and the impact if any, will be given in the financial statements for the year ended March 31, 2017.

(d) The vessels which have been sold, pursuant to the order of the Honourable High Court, subsequent to the quarter end have been reclassified as assets held for sale and provision for the loss arising on such reclassification has been recognized in these results. No provision/reclassification has been made/ carried out in respect of other vessels, which include some of them not earning income. Assessment will be carried out and the impact if any, will be given in the financial statements for the year ended March 31, 2017.

2 The auditors of the company have carried out a Limited Review of the financial results for the quarter and half year ended September 30, 2016. The Ind AS compliant corresponding figures of the corresponding quarter and half year ended September 30, 2015 and the opening balances as of April 1, 2016, considered for statement of Assets & Liabilities, have not been subjected to a limited review or an audit. However, the management has exercised due diligence to ensure that such financial results provide a true and fair view of the Company's affairs.

3 Reconciliation of Net Profit / (Loss) as previously reported , on account of transition from previous Indian GAAP (i.e. based on accounting standards notified under the Companies (Accounting Standards) Rules , 2006) to Ind AS for the quarter and six months ended 30 September 2015 :

Net Profit / (Loss) reconciliation	(INR in Lakhs)	
	Quarter ended Sept 30, 2015	Half Year ended Sept 30, 2015
Net Profit / (Loss) after tax reported under previous Indian GAAP	(2,061)	(2,584)
Effect of Provision on Interest Income & Commission Income	(2,077)	(3,832)
Effect of Discontinue of Hedge as per Ind AS 109	1,068	2,842
Effect of Interest recognition as per Ind AS 109	150	298
Effect of Recognition of commission on guarantee as per Ind AS 109	64	128
Net Profit / (Loss) after tax as per Ind AS	(2,856)	(3,148)

4 The Auditors' report on financial statements for the year ended March 31, 2016 contains an observation in respect of one subsidiary, on which management wants to explain as below:-

As on September 30, 2016, the company has investment in the equity / redeemable preference shares of its wholly owned subsidiary company M/s KEI - RSOS Maritime Limited amounting to INR 21,258 lakhs, receivables of INR 4,922 lakhs and also a loan outstanding amounting to INR 1,927 lakhs. The company has also issued a corporate guarantee to Indian Bank amounting to INR 14,168 lakhs against which outstanding facilities as on September 30, 2016 amounts to INR 2,908 lakhs. The management is confident of turning around the company as it has obtained new contracts and is expected to improve utilization of it's own vessels with optimisation of expenses to earn cash profits in the future.

The management believes that the said investment being strategic and long term in nature with a long term outlook, no provision is considered necessary for depletion, if any, in value of investment, receivables, loans and advances given by the company.



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5 In respect of Loans, invoked Corporate guarantees and dues including instances where recovery through sale of assets/enforcement of security/ winding up proceedings have been initiated, the Company is making all efforts for early settlement by taking various steps including: i) more aggressive employment of its vessels & resources ii) release of vessels detained iii) disposal of some assets, iv) settlement of significant current dues and restoration of initial repayment terms and v) alternate funding arrangements. Some of its arrear dues could not be settled during the quarter in spite of these efforts. The company continues to negotiate with creditors for settlement, improved commercial terms and better credit facility and is in process of arranging additional funding to improve the liquidity position. The company is evaluating and exploring various courses of action for raising funds for Company's operations.

During the quarter, the Company has made preferential allotment of 41,632,313 Equity shares (as per Strategic Debt Restructuring scheme of RBI regulations, on conversion of loan into equity) of equity shares of INR 10 each at a premium of INR 33.81 per share, thereby converting debt of INR 18,239 Lakhs into equity resulting in, aggregate shareholding of the lenders becoming 52.78 % of the post issue share capital of the company. The requisite approval for listing of these shares from both the stock exchanges i.e. BSE & NSE were obtained on October 25/26, 2016. This has reduced the debt burden on the company to that extent and consequent interest liability for the future.

Based on various developments including SDR by lenders resulting in lenders having majority stake, the management is of the view that the company will carry on its business in the normal course even under difficult market conditions without significant impact on the safety and operations, and hopes to improve its performance towards end of this financial year on the basis of existing order book, monetization of the various assets and previous track record. Hence these accounts have been prepared on going concern assumption which is considered appropriate.

6 The Company had adopted principles set out in AS-30 Financial Instruments: Recognition and Measurement issued by ICAI in respect of Hedge Reserve Policy. Accordingly, the unrealised exchange gain/ loss on revaluation of its foreign currency borrowings and derivative instruments not yet due considered as the hedge instruments were recognized in the hedge reserve account.

Consequent to adoption of Ind AS such hedge reserve have been adjusted to Retained earnings as contemplated in Ind AS 109 read with Ind AS 101.

7 The Company is mainly engaged in offshore business and there is no separate reportable segment as per Ind AS 108.

8 Previous year/ period figures have been regrouped or recast wherever necessary, to conform to current year/ period's classification.

Mumbai
8th December, 2016

For GOL Offshore Limited


R.C. Kapoor
Chairman

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LIMITED REVIEW REPORT

To
The Board of Directors,
GOL Offshore Limited,
Energy House, 81, D.N Road,
Mumbai – 400 001, Maharashtra

- 1) We have reviewed the standalone unaudited financial results ("the statement") of **M/s. GOL Offshore Limited** for the quarter and half year ended September 30, 2016, attached herewith, being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. Attention is drawn to the fact that the figures for the corresponding quarter ended and half year ended September 30, 2015 including the reconciliation of net loss for the corresponding quarter and half year under IND AS vis-à-vis under previous GAAP, as well as the opening balances as of April 1, 2016, considered for the statement of Assets & Liabilities, as reported in these financial results have been approved by company's Board of Directors but have not been subjected to our review. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors of GOL Offshore Limited. Our responsibility is to issue a report on these financial results based on our review.
- 2) We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatements.
- 3) **Basis for Qualified Conclusion:**
 - a. The Audit report on the Financial Statements of the Company for the year ended March 31, 2016 contains a qualification in respect of investments made by the Company in equity/redeemable preference shares, loans, advances and receivables aggregating to INR 28,107 lakhs in its wholly owned subsidiary KEI-RSOS Maritime Limited (INR 29,297 Lakhs as at March 31, 2016). The Company has also issued corporate guarantee to a Bank amounting to INR 14,168 Lacs (as at March 31, 2016 was INR 14,168 Lacs) against which borrowing from bank outstanding on September 30, 2016 is INR 2,908 Lacs (INR 3,329 Lacs as at March 31, 2016). As per the latest available audited financial statements of KEI-RSOS Maritime Limited, its net worth has fully eroded and the cash flows are under stress as some of their assets are not earning and no impairment test has been carried out for making provision, if any required. There are disputed debtors and claims against that company which are subject matter of arbitration proceedings for which no provision is made in the accounts of that company. The company has not made any provision for the diminution in the value of investments, loans and trade receivables, possible liability that may arise due to devolvement of corporate guarantee mentioned above and is continuing to recognize income from services rendered to them. Had the provision been made, the net loss for the period would become higher at INR 43,465 Lacs and the shareholder's funds would have been reduced by INR 28.107 Lacs.



- b. As stated in Note No 1 of the financial results, the Company is in the process of completing the exercise of ascertaining and accounting the impacts, if any, consequent to transition to Indian Accounting standards issued under Companies (Indian Accounting Standards) Rules 2015 for accounting of expected credit loss in respect of financial assets and provision for impairment of the vessels/assets under construction and vessels under operation including classification of these items. Hence the provision, if any, that may be required in addition to those already made cannot be ascertained.
- 4) Based on our review conducted as above, *except for the effects of the matter described in the basis for qualified conclusion in paragraph 3(b), the impact of which cannot be ascertained and in para 3(a), nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results, prepared in accordance with the applicable Indian Accounting Standards prescribed under Section 133 of the companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.*
- 5) Without qualifying our review report, we reiterate our emphasis of matter contained in our report dated May 30, 2016 on the financial statements of the company for the year ended March 31, 2016 as under:

We draw attention to Note: 5 of the financial results regarding going concern assumption inspite of the continuing default in repayment of recalled loans and corporate guarantees invoked/ recovery and winding up proceedings initiated (including by sale of assets by court supervised auction) for reasons stated therein including issue of shares pursuant to SDR scheme.

The current liabilities are in excess of current assets by INR 90,586 Lakhs as at September 30, 2016 (INR 99,014 Lacs as at March 31, 2016). The appropriateness of going concern assumption, classification of borrowings/assets given as security is dependent on the actions proposed to be taken by management as detailed in the said note.

For VARMA & VARMA

Chartered Accountants
FRN 004532S



R KESAVADAS

Partner
M No.23862

Place: Mumbai

Date: December 8, 2016



For MOTILAL & ASSOCIATES

Chartered Accountants
FRN 106584W



MOTILAL JAIN
Partner
M No. 036811