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CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Members of M/s SICAL ADAMS OFFSHORE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s SICAL ADAMS OFFSHORE LIMITED ("the Company"), which comprise the Balance sheet as at 31st March 2016 and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 there under.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

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- (f) In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations impacting its financial position as on 31st March 2016.
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For CNGSN & ASSOCIATES LLP Chartered Accountants F.R.No.004915S

Place: Chennai

Dated: 02/05/2016

N GANGADARAN

Partner Memb.No.011205

CNGSN & ASSOCIATES CHARTERED ACCOUNTANTS

Annexure to the auditor's report

Referred to in Paragraph 1 of Report on Other Legal and Regulatory Requirements of our Report of even date

- i. The company did not hold any fixed asset at the beginning or at the end of the reporting period. Accordingly, clause (i)(a),(i)(b) and (i)(c) of paragraph 3 of Companies (Auditors Report) Order 2016 are not applicable.
- ii. The Company does not hold any inventory as on the reporting date. Accordingly, para 3(ii) of Companies (Auditors Report) Order 2016 is not applicable.
- iii. The company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act. Accordingly, clause (iii)(a) ,(iii)(b) and (iii)(c) of paragraph 3 of Companies (Auditors Report) Order 2016 are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans, investments, guarantees and security.
- v. In our opinion and according to the information and explanations given to us the company has not accepted any deposits. Accordingly clause v of paragraph 3 of Companies (Auditors Report) Order 2016 is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act 2013.

vii.

- a) According to the records of the Company and information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months.
- b) According to the information and explanation given to us, there are no dues of sales tax, income tax, excise duty, customs duty, wealth tax, service tax and cess, which have not been deposited on account of any dispute.
- viii. The company has not borrowed from financial institution, banks, Government and has also not issued debentures. Accordingly, clause viii of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.



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- ix. The company has not raised money by way of initial public offer/further public offer and has also not taken any term loans during the Financial Year. Accordingly, clause ix of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi. In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause xii of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- xiii. In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, clause xiv of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- In our opinion and according to the information and explanations given to us, the XV. Company has not entered into any non - cash transactions with directors or persons connected with the Directors. Accordingly, clause xv of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause xvi of Para 3 of Companies (Auditors Report) Order 2016 is not applicable.

For CNGSN & ASSOCIATES LLP

Chartered Accountants

F.R.No.004915S

GANGADARAN Partner

Memb.No.011205

Place: Chennai Dated: 02/05/2016

Sical Adams Offshore Ltd Balance Sheet as at 31st Mar'2016

	Particulars	Note No.	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
ī	Equity and Liabilities			
	Shareholders' funds :			
1	Share Capital	2	5,00,000	5,00,000
	Reserves & Suplus	3	46,068	46,068
	Non-current liabilities			
	Long term borrowings	4	6,896	6,896
	Current Liabilities			
	Other current liabilities	5	38,433	32,708
	Trade Payables	6	5,618	5,618
	Total		5,97,015	5,91,290
11	Assets			
	Non-current assets			
	Fixed Assets		0.4.400	70 707
1	Capital Work-in-progress	_	84,492	78,767
	Long Term Loans & Advances	7	6,907	6,907
	Current assets			
	Cash and cash equivalents	8	5,05,616	5,05,616
	Total		5,97,015	5,91,290
	See accompanying notes forming part of the financial statements			

In terms of our report attached. This is the Balance Sheet referred to in our report of even date For and on behalf of

MIS CHGSN & ASSOCIATES

Chartered Accountants

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CN GANGADARAN

Partner

Membership No

FR No 004915S

Place: Chennai Date: May 2, 2016 Sumith Kamath Di

Director

T. Subramanian

Director

Place: Bangalore Date: May 2, 2016

Sical Adams Offshore Ltd Cash Flow For The Year Ended 31st Mar'16

	As on 31.03.2016	As on 31-03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) before tax and ordinary activities	-	
Operating profit before working capital changes	-	_
Current liabilities	5,725	-
Trade payables	- 1	-
Net cash from Operating Activities	5,725	<u>-</u> ,
B. CASH FLOW FROM INVESTING ACTIVITIES	5,725	-
Purchase of Fixed Assets(CWIP)	(5,725)	-
Net cash from investing activities	(5,725)	-
C.CASH FLOW FROM FINANCING ACTIVITIES	-	-
Net Increase / (Decrease) in cash and cash equivalent(A+B+C)	-	-
Cash and Cash Equivalent as at 31 Mar'15	5,05,616	5,05,616
Cash and Cash Equivalent as at 31 Mar'16	5,05,616	5,05,616

For and on behalf of

M/S CNGSN & ASSOCIATES
Chartered Accountages OCIA72

CN GANGADĂRAN Partner \bigvee

Membership No

004915S FR No

Place: Chennai Date: May 2, 2016 Sunit R.Kan

Sumith Kamath

Director

T. Subramanian

Director

Place: Bangalore Date: May 2, 2016

Sical Adams Offshore Limited.

Note: 1

Significant Accounting Policies & Notes to accounts

A. BACKGROUND

Sical Adams Offshore Limited was incorporated on 20 th of September 2012 with an object to carry on the business of operation and maintenance of offshore supply vessels / platform supply vessels by carrying men and material between base and offshore installations ,as well as between offshore installations where such facilities are available for the business carried on by any governmental agency ,company ,firm or person(s) either separately or in association with any person firm or organization.

B. Significant Accounting Policies

1 Accounting Convention

prepared in accordance with Generally Accepted The financial statements are Accounting Principles in India (Indian GAAP) under the historical cost convention on accrual basis.

Fixed Assets, Capital Work in Progress & Depreciation

Fixed assets are stated at cost.

Capital Work in Progress represents the amount spent up to the Balance sheet date for the assets not put into use for operation.

No Depreciation has been charged during the period ending 31st March 2016 since no asset is put to use.

3 Impairment of Assets

The Company recognizes impairment of all assets other than the assets which are specifically excluded under Accounting Standard-28 on Impairment of Assets issued by The Institute of Chartered Accountants of India after comparing the asset's recoverable value with its carrying amount in the books. In case the carrying amount exceeds recoverable value, impairment Losses are provided for. Accordingly, no impairment loss has been provided during the year.

Revenue Recognition

No revenue is recognized during the year since the company is yet to commence its commercial operation.

Provisions and Contingencies

A provision is recognized when the company has present obligation as a result of of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

Taxes on Income 6

Provision for current Income Tax is made on current tax rate based on assessable

income computed under Income Tax Act 1961.

Sical Adams Offshore Ltd 2 SHARE CAPITAL

	Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
1	Authorised Capital	5,00,000	5,00,000
	(50,000 shares of Rs. 10/- Each)		
11	Issued, subscribed and fully paid up capital (50,000 shares of Rs. 10/- Each)		
	Opening Balance Issued during the year	5,00,000	5,00,000
	Cancelled during the year Closing Balance	5,00,000	5,00,000
	Total	5,00,000	5,00,000

Share Holding Pattern

Share notuning rattern		
Company Name	% of Share	No of Shares
Sical Logistics Ltd	100	50,000

3 RESERVE AND SURPLUS

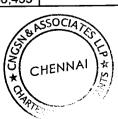
Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
Profit & Loss Account Opening Addition during the year Closing Balance	46,068 - 46,068	46,068 46,068
Total	46,068	46,068

4 LONG TERM BORROWINGS

Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
Other loans and advances - Sical Logistics Ltd	6,896	6,896
Total	6,896	6,896

5 OTHER CURRENT LIABILITIES

Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
a)Provison for Taxation b)Outstanding Liabilities	23,000 15,433	23,000 9,708
Total	38,433	32,708



6 TRADE PAYABLES

Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
Sundry Creditors	5,618	5,618
Total	5,618	5,618

7 LONG TERM LOANS & ADVANCES

Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
a. TDS certificate Receivable	6,907	6,907
Total	6,907	6,907

8 CASH AND CASH EQUIVALENTS

Particulars	As on 31-03-2016 Amount in Rs.	As on 31-03-2015 Amount in Rs.
a. Balancs with banks	5,05,616	5,05,616
Total	5,05,616	5,05,616



(C) NOTES ON ACCOUNTS

- 1. There are no claims against the company.
- 2. Auditors' Remuneration

In INR

Particulars	2015-16	2014-15
Audit Fees	5000	5000
Service Tax on Audit Fees	725	618

3. **Related Party Disclosures**: The following are the significant disclosures in accordance with Accounting Standard – 18 – Related Party Disclosures issued by the Institute of Chartered Accountants of India:

a) List of Related parties:

Name of the party	Nature of relationship	
Sical Logistics Limited	Holding Company	

b) Transactions with Related Parties:

For the year ended March 31, 2016

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-or the year ended	March 31. ZU!	11317		
Nature of transaction	Holding Company	Company having significant influence	Fellow Step Subsidiary	Key Manage- ment Personnel
Loans and Advances	(6896)	<u>-</u> (-)	- (-)	- (-)
Balance at the end of the year (31.03.2016)	6896 (-)	- (-)	- (-)	- (-)

Note: Previous year figures are in bracket.

4. Segment Reporting

The Company was incorporated for operating in offshore segment and primarily in India. Hence, there are no reportable business and geographical segments as required under AS 17.

5. Disclosure requirements of quantitative details are not applicable to the company as it is in a service industry.

For CNGSN & ASSOCIATES LLT

Chartered Accountants

CN GANGADARA

Partn'er

Membership No 112

FR No

004915S

Sumith Kamath, Director

T. Subramanian, Director

Place : Chennai

Date: 02 May 2015

Place : Bangalore

Date: 02 May 2016