



# ENERGISING THE FUTURE

Asian Oilfield Services Limited Annual Report 2014-15

## Disclaimer

We have exercised utmost care in the preparation of this report. It contains forecasts and/or information relating to forecasts. Forecasts are based on facts, expectations, and / or past figures. As with all forward-looking statements, forecasts are connected with known and unknown uncertainties, which may mean the actual result deviate significantly from the forecast. Forecasts prepared by the third parties, or data or evaluations used by third parties and mentioned in this communication, may be inappropriate, incomplete, or falsified. We cannot assess whether information in this report has been taken from third parties, or these provide the basis of our own evaluations, such use is made known in this report. As a result of the above-mentioned circumstances, we can provide no warranty regarding the correctness, completeness, and up-to-date nature of information taken, and declared as being taken, from third parties, as well as for forward-looking statements, irrespective of whether these derive from third parties or ourselves. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

*This report at times uses the numeratives "Lacs" and "Crores", the equivalents of which are as follows:*

*1 Lac = One hundred thousand (100,000), 10 Lacs = One million (1,000,000) and 1 Crore = Ten million (10,000,000)*

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Being a part of one of the six core industries of the country comes with its fair share of responsibilities – especially when the nation-wide resource utilization turns out to be far below the actual potential. In such circumstances, it becomes imperative to grow out of the traditional modus operandi, bring about a shift in strategies and set new benchmarks for performance, quality and results.

**This is exactly what has been on our minds.**

Hence restructuring for efficiency, opening up new geographies for growth, restricting efforts on bad business and rekindling collaboration with Industry and association is the new mantra

In other words, we are not only reaffirming the stature and importance of the oil and gas industry in the future of our economy.



We are energising the future itself.



## KNOW US

**Asian Oilfield Services Limited, with its subsidiaries, is a focused geophysical company providing a range of onshore Seismic and Drilling Services. With more than two decades of experience, we are among the country's leading service providers of 2D and 3D Seismic Services including acquisition, imaging, interpretation and field evaluation.**

AOSL provides oil and gas companies with high-quality solutions in the acquisition, processing and interpretation of seismic data. We offer a complete range of seismic services in all of the key hydrocarbon regions of India, South East Asia and Middle East. With our ambition to emerge as a global seismic service player, we have set up two wholly owned subsidiaries in Dubai and Singapore: Asian Oilfield & Energy Services DMCC and AOSL Petroleum Pte Limited, respectively.

We were the first Indian company in our industry space to introduce Wireless Seismic technology with data acquisition in real time, two years back. Our expertise and excellence is recognised by many of the world's leading oil and gas companies.

<h1>VISION</h1>	<p>Asian Oilfield Services Limited aims to be recognised and respected for the quality of its products, efficiency of its operations, world standard QHSE, customer satisfaction and goodwill generated from its services. Our Company, employees and shareholders prosper by gaining the loyalty of customers and consequently increasing market share. Our objective is to maximise the return to our stakeholders, building sustainability, predictability and continuing into our business model.</p>		
<p><b>Trust:</b> We shall conduct our business with customers, stakeholders and employees with integrity, honesty and transparency</p>	<p><b>Performance:</b> We shall strive to deliver our services efficiently and competitively by employing a highly motivated workforce, assets of the highest standards, state-of-the-art technology and by implementing the best processes and systems in the industry, while maintaining the highest standards of safety</p>	<p><b>Quality:</b> We shall constantly implement industry best practices while shunning poor ones and keep incorporating the latest technologies to improve the quality of our products and services</p>	
<h1>CORE VALUES</h1>		<p><b>Teamwork:</b> We will share ideas, resources and talents and help each other in delivering performance</p>	
10	20	30	40

Rs. 1,410 Mn

Revenues for 2014-15

Rs. (270) Mn

PAT for 2014-15

Rs. 10.38 Mn

EBIDTA for 2014-15

Rs. 0.38 Mn

Contribution to  
exchequer in 2014-15

# EXCELLENCE ACROSS GEOGRAPHIES

Asian Oilfield is today on course to emerge as a global oilfield services company. With successful operations in complex and challenging environments, we are charting new territories worldwide, especially in West and SE Asia, besides India in the coming months. With a continued focus on frontier regions, we offer our clients significant experience in unlocking the value of their reservoir and assets to maximise their return on investments.



## Existing markets

- Indonesia
- Iraq
- India



## Potential markets

- Egypt
- North and East Africa
- Myanmar
- Malaysia



## Offices

- Gurgaon, India
- Dubai, UAE
- Erbil, Kurdistan
- Singapore



# ASIAN OILFIELD AND THE INDIA OPPORTUNITY

The Oil & Gas sector is one of the six core industries of the country. The opportunity for Oil & Gas sector in the country is huge, considering the under utilisation of resources and increasing demand for Oil & Gas.





The gap between supply and demand is increasing. Huge volumes of basins still remain under explored. The Government has announced a forward looking exploration policy under which vast tracks of unexplored on shore basins will also now be imaged using seismic techniques. A large volume of tenders is being published by the National Oil Companies and the demand for seismic crews is at an all-time high.

**Asian Oilfield Services is positioned favorably to obtain a substantial amount of market share which would allow us to grow our top line and profitability in the coming three years.**

**5.7**

Thousand million barrels of proven oil reserves in India at the end of 2014

**0.3%**

Share of proven oil reserves in India of the global oil reserves at the end of 2014

**4.3%**

India's share of total world oil consumption in 2014

**1%**

India's share of total world oil production in 2014

**2/3rd**

Of over 3 million square kms of 26 sedimentary basins remain unexplored

**\$112 billion**

India's Import bill of crude oil in the 2014-15

**>0.75**

Tonnes of per capita oil consumption by India by the end of 2014

**1 MBPD**

Expected domestic oil output in India by FY16

**188.23**

Million tonnes of crude oil import expected in 2015-16

*(Source: BP Statistical review, 2015, Ministry of Oil and Gases, Ministry of Petroleum Planning and Analysis Cell)*

# GROUP CEO STATEMENT

An interview with  
**Mr. Rahul Talwar,**  
Group CEO

**Q** Another year with disappointing numbers. What reasons would you ascribe for this performance?

**A** Going into the year 2014-15, we witnessed deteriorating demand and utilisation in seismic industry on the back of substantial decline in oil prices. The increase in oil supply and corresponding market instability had a cascading effect on budgets allocated for seismic exploration by the Oil & Gas companies.

As I had mentioned last year, we are in the process of transformation, whereby we have started restructuring and balancing our operating geography and service offerings. A part of the transformation has been visible in the current fiscal itself, producing the intangible results that we had targeted.

There has been a huge increase in visibility, credibility and acceptance of our Company among the global oil majors. This will translate into tangible business results in the years ahead. While our reputation as a world class service provider has been enhanced, unforeseen unrest due to extremist activity and softening of the oil prices led to the oil industry cancelling most of the tenders in 2014-15. This has led to a drop in revenue, profitability and utilization efficiencies.

Keeping in mind the current market volatility, I would like to inform our shareholders that the current financials reflect the weak market sentiment. It does not reflect our inability or inefficiency in any manner. In fact, we demonstrated our competitive strengths in the projects we did this year, which will, in turn, help us navigate with ease in the coming year.

**Q** You mentioned about transformation. Could you please shed some more light on it?

**A** For nearly two decades AOSL was largely a Company focused on seismic exploration opportunities in India. Today, as a professionally managed organisation with a focused approach and clear strategic goals, we are ideally positioned to achieve our vision of emerging as a leading regional seismic exploration company, serving the needs of India, West Africa, North Africa and South East Asia.

To achieve this we have made some fundamental shifts in our modus operandi. We evolved from being a seismic data acquisition company to covering the entire value chain – from data acquisition, imaging to interpretation. We expanded beyond the national boundaries to work on projects in challenging foreign countries. We stopped bidding for projects where value-proposition and profitability was lacking. From being an asset-heavy company, we de-stressed our balance sheet by a large extent, and adopted an asset-

light model. These transformation initiatives began three years ago, and continue even today as we move along.

**Q** What about your team? What is the extent of re-structuring, if any, done from the people perspective?

**A** Well, it was done to a large extent. We made some significant changes to the senior management team. We recruited best of industry professionals from a global workforce to create a professional organisation. We added experienced managers and professionals to our field team. We also increased the footprints into North Africa and Far-East.

**Q** You mentioned about covering the entire value-chain. What are the technology innovations introduced to back your decision?

**A** We realised land seismic exploration in India was still lagging behind in terms of QHSE standards, technology usage and timelines for project deliveries. We will be the first Indian company to introduce Wireless Realtime Seismic technology in India. In 2014-15, we showcased our technological prowess on a project in Kurdistan, Iraq. We set a new world record by using the advanced RT System 2 Wireless Seismic Services, deploying 13,000 channels with active patch of 6,400 channels. By achieving this feat and completing the project in just seven months, inspite of war like conditions, we enhanced our reputation among the global Oil & Gas companies.

**Q** Could you explain in what terms your reputation has enhanced?

**A** We were shortlisted and prequalified by ENI S.p.A (global oil and gas major) for their future seismic exploration projects. In regards to this, they started the audit of our organisation and operations in 2014-15, which we expect to be successfully completed by early 2015-16. We also signed a strategic MoU with Geokinetics, USA (among the world's largest seismic exploration companies) for leveraging their technical expertise for future seismic exploration projects in India. This partnership adds to both our competitive advantage and bidding for projects in the coming fiscal, thereby translating into substantial revenues.

**Q** What are your priorities in coming year, given the opportunities and challenges you have highlighted?

**A** We shall continue to focus on rightsizing operations and streamlining costs as much as possible. Given our shift in business strategy, we shall only look for projects that translate into profitability and bring significant value to our organisation. With the advanced technology in place, we are already recognised as a trusted player, bringing value to our customers.

Although we expect 2015-16 to be a difficult year in light of the current market volatility, we have already secured significant order book value (more than the revenues of 2014-15) that should help us manoeuvre through this period. In the longer term, we continue to see AOSL emerging as the market leader in 2D, source and niche 3D seismic services.

**Q** What would your message be for the stakeholders?

**A** The future, inspite of a subdued Oil prices, looks very bright. Government of India has announced a very aggressive exploration plan with a budget of over USD 1 Billion. This has led to a surge in demand in India and hopefully the prices will stabilize in the coming months.

Your Company has a record back log and all the assets are completely utilized until end of financial year 2014-15. We have been active by bidding on upcoming projects and hopefully will be able to show growth both in revenue and bottom line. Your Company is also focusing on quality, with the aim of achieving operational excellence.

I greatly appreciate the contributions of our employees and Board of Directors, the confidence our customers show by looking to us as a trusted partner for their business. I also deeply appreciate the patience of our investors through the ups and downs of our industry. Rest assured that AOSL will never lose its focus on delivering best-in-class returns and value for all of our stakeholders in the coming fiscal.

0.010

0.005

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# SAFETY AND INTEGRITY

Health and safety is an integral part of any industry, but particularly so in the Oil & Gas sector and its allied services. At AOSL, we are committed to drive our business with reliable and proficient seismic production services - safely and efficiently.



At AOSL we are guided by our commitment to Quality, Health, Safety and Environment in our operations. Even in challenging operating environment(s), we demonstrate effective Quality, Health, Safety and Environment (QHSE) controls. We endeavour to have the best QHSE performance, driven by our ambition of zero injury to people, minimal harm to the environment and improved operational performance and quality.

The Company is certified by BUREAU VERITAS to the ISO 9001:2008 standard.

#### Creating new benchmarks

Oil Search Iraq Limited, an oil and gas exploration and development subsidiary of OIL SEARCH LTD., contracted us to conduct a seismic survey of 636 sq. Km in rugged terrain of the Taza Block in Kurdistan, Iraq. We used advanced technology, which helped us deliver significant HSE benefits during the entire operation. We provided a safe and healthy work environment of global standards for our team in addition to improving operational performance and quality. With this, we showcased our ability and expertise in conducting operations in the most difficult terrains, thereby gaining credibility and accolades among the global oil & gas exploration companies.

#### QHSE benchmarks at Kurdistan project

1.12  
Million

Man Hours of work  
without any injury  
or loss time

524,000  
kms

driven without any  
QHSE incident

0.010

0.005

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# DIFFERENTIATING TECHNOLOGY

At AOSL, we have introduced revolutionary new technology in the region's seismic landscape that provides our clients a far better and substantially more reliable image of earth's subsurface. We believe, and having started proving, that our access to and use of such cutting-edge technology will help us and our clients acquire data optimally, in a time bound and more cost effective manner than presently prevalent.



Oil & Gas companies are now looking at possibilities of exploration in difficult and complex environments – like transition zones, jungles and hilly terrain among others. These circumstances present a major challenge - the task of helping our clients efficiently find recoverable oil and gas reserves to help them enhance the recovery rates in such difficult terrains.

At AOSL, we realised the age-old techniques used in imaging oil fields not only caused delay in discovering oil, but also had significant risks involved for human safety and environment. We were the first Indian company in our industry space to introduce the use of Wireless Seismic RT-2 wireless technology services in oil field exploration. This technology usage has become an industry benchmark for the highest-quality information we bring to our clients.

#### **A new world record**

We demonstrated the use of Wireless Seismic RT 2 technology in our seismic acquisition survey in Kurdistan. With the use of this technology, we not only completed the survey of 636 sq. Km in record time of seven months, but also set a record by deploying 13,000 channels with an active recording patch of 6,400 channels. The wireless technology enabled real-time QC and noise monitoring with precision, despite several noise challenges in and around the survey area. The elimination of cables also reduced interference, allowing the local habitat to get back their daily activities at site in a short time.

#### **Technology benchmarks at Kurdistan project**

**13,000**

Channels deployed  
across the survey  
area

**6,400**

Channels patched  
with active  
recording

0.010

0.005

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# STRATEGIC COLLABORATION

Achieving the next-level of growth largely depends on how effectively we translate our knowledge into high-performance, field-ready technologies. We at AOSL, pursue new operational benchmarks through collaboration with other leading industry players who are as passionate as AOSL.





Our commitment towards achieving operational excellence was visible in our recent collaboration with Geokinetics, USA – one of the largest independent international land and shallow water geophysical service companies in the world. Their expertise in seismic data acquisition, advanced processing and interpretation services makes them an industry leader.

AOSL and Geokinetics have entered into a Memorandum of Understanding (MoU) whereby both the parties shall look for new project opportunities in India. The synergy works as an advantage for both the companies. It allows AOSL to leverage Geokinetics' expertise, solutions base and technology. Geokinetics, in turn gets the opportunity to enter the Indian market in collaboration with an Indian seismic company that understands the needs and complexities of working in India, but which also has now demonstrated its capabilities of working to international expectations and global standards.

#### Ready for level-next

Since 2012, we took conscious steps towards transforming AOSL into an industry leading seismic company. We re-balanced our portfolio of activities, sought projects which would provide us maximum benefits in terms of visibility and credibility and started to de-stress our balance sheet by moving towards an asset-light model. Our partnership with Geokinetics aligns to our future growth plans, strengthening our competitive advantages in the Indian seismic landscape. Bidding for acquisition and imaging projects together, we expect to successfully complete high-end complex, but potentially highly profitable projects in the coming fiscal.

#### Partnership with value

**20+ years**

Experience of Geokinetics in oil field seismic imaging and data processing

**6,000+**

Square miles of area worked till date by Geokinetics

# MANAGEMENT DISCUSSION & ANALYSIS

## Economy Review

### Global economy

While the economy is progressing towards recovery, uncertainties and volatilities remain across several key regions. Globally growth remained moderate at 3.4% in 2014-15, similar to last year. The economic recovery of United States was stronger than expected, as compared to economic performance of other countries. Those economies which focused on prudent cost structure resulted in sustained economic growth. Countries like Japan and Eurozone continued to struggle being trapped by uncertainties and weak consumption. The economic growth of China also consolidated with the country being forced to rebalance with increased exports. Overall the global economic growth stabilised and is expected to remain positive in the coming year as well at the time of writing this report.

### Global GDP (%)

GDP Growth Rate (%)	2013	2014	2015 Projections
World Output	3.4	3.4	3.5
Advanced Economies	1.4	1.8	2.4
United States	2.2	2.4	3.1
Eurozone	(0.5)	0.9	1.5
Japan	1.6	(0.1)	1.0
United Kingdom	1.7	2.6	2.7
Other Advanced Economies*	2.2	2.8	2.8
Emerging and Developing Economies	5.0	4.6	4.3
China	7.8	7.4	6.8

\*Excludes G7 (Canada, Germany, Italy, Japan, United Kingdom and United States) and Euro area countries. (Source: International Monetary Fund, 2015)

### Indian economy

India saw a new government taking over at the centre. This change has led to an optimism on reforms which are likely to put the Indian economy back into a high growth trajectory. The macro-economic prospects have further strengthened to position the country into a consistent growth phase in the coming years. With the recently

launched new statistical method of GDP calculation, the revised GDP for the year 2014-15 stood at 7.4%.

The rise in economic growth was driven by several factors. Being a crude oil dependent country, the fall in crude prices augured well for current account deficit levels. The steady improvement in industrial landscape, stable growth in services sector and resilience in the

agriculture sector helped push the growth matrices further. Declining current account deficit and subdued inflationary rate have also played a key role in pushing the country's economic growth in the year under review. With the government expected to push aggressively the reforms proposed, the country is expected to reach higher growth levels in the near short-term.

## Industry overview

### Global energy sector

The consumption level of fuels (for all types) increased in 2014, except for nuclear energy. The production of all fuels also increased (except coal) for the year under review. For oil and natural gas, global consumption growth was weaker than production. The data suggest that global CO<sub>2</sub> emissions from energy grew at their slowest rate since 1998, other than in the immediate aftermath of the financial crisis.

Emerging economies accounted for all of the net growth in energy consumption, as they have on average over the past decade. The Chinese consumption of fuel was slowest since 1998, and consumption in EU fell to its lowest level since 1985.

Global primary energy consumption increased by just 0.9% in 2014, a marked deceleration over 2013 (+2.3%) and well below the 10-year average of 2.1%. Growth in 2014 slowed for every fuel other than nuclear power, which was also the only fuel to grow at an above-average rate. Growth was significantly below the 10-year average for Asia Pacific, Europe & Eurasia, and South & Central America. Oil remained the world's leading fuel, with 32.6% of global energy consumption. It continued to lose ground on its market

share for the fifteenth consecutive year.

China (+2.6%) and India (+7.1%) recorded the largest national increments to global energy consumption. Overall the emerging economies continue playing a key role in growth of global energy. OECD consumption fell by 0.9%, which was a larger fall than the recent historical average. A second consecutive year of robust US growth (+1.2%) was more than offset by declines in energy consumption in the EU (-3.9%) and Japan (-3.0%). The fall in EU energy consumption was the second-largest percentage decline on record (exceeded only in the aftermath of the financial crisis in 2009). (Source: Centre for Energy Economics Research and Policy, BP Statistical Review of World Energy, June 2015)

# 32.6%

Share of oil total global energy consumption in 2014 – largest among various fuels.

### Oil

Crude oil prices remained firm in early 2014 in the face of continued large supply disruptions, but fell in the later part of the year due to strong non-

OPEC production. This was further affected with weaker consumption growth (relative to 2013) across several countries. Due to robust production of oil by US, the crude oil prices have continued their downward trajectory in 2015 as well.

### Production and consumption

Global oil production growth was more than double that of global consumption, rising by 2.1 million b/d or 2.3%. Production outside OPEC grew by 2.1 million b/d, the largest increase in our dataset. The US (+1.6 million b/d) recorded the largest growth in the world, becoming the first country ever to increase production by at least 1 million b/d for three consecutive years, and taking over from Saudi Arabia as the world's largest oil producer.

Global oil consumption grew by 0.8 million barrels per day (b/d), or 0.8% – a little below its recent historical average and significantly weaker than the increase of 1.4 million b/d seen in 2013. Countries outside the OECD once again accounted for all of the net growth in global consumption. Chinese consumption growth was below average but still recorded the largest increment to global oil consumption; Japan recorded the largest decline with Japanese oil consumption falling to its lowest level since 1971.

## Production snapshot

Country	Net increase / (decrease) in production in 2014 over 2013
China	3,90,000 b/d
Japan	(2,20,000 b/d)
US	10,60,000 b/d
Canada	3,10,000 b/d
Brazil	2,30,000 b/d
Libya	(4,90,000 b/d)
Angola	(90,000 b/d)
Saudi Arabia	1,10,000 b/d
Iran	90,000 b/d

## Oil production

(Thousands barrels daily)

GDP Growth Rate (%)	2011	2012	2013	2014	Change in 2014 over 2013
North America	14316	15555	16921	18721	10.5%
South & Central America	7379	7317	7335	7613	3.9%
Europe and Eurasia	17385	17119	17155	171981	0.2%
Middle East	28088	28502	28198	28555	1.1%
Africa	8524	9275	8684	8263	(5.0)%
World	83890	86150	86579	88673	2.3%
India	916	906	906	895	(1.3)%

(Source: Centre for Energy Economics Research and Policy, BP Statistical Review of World Energy, June 2015)

## Oil consumption

(Thousands barrels daily)

GDP Growth Rate (%)	2011	2012	2013	2014	Change in 2014 over 2013
North America	23330	22926	23364	23347	(0.1)%
South & Central America	6454	6599	6913	7125	2.7%
Europe and Eurasia	19007	18551	18450	18252	(1.2)%
Middle East	7985	8296	8450	8706	2.8%
Africa	3390	3561	3650	3800	4.2%
World	88974	89846	91243	92086	0.8%
India	1567	1599	1615	1641	1.0%

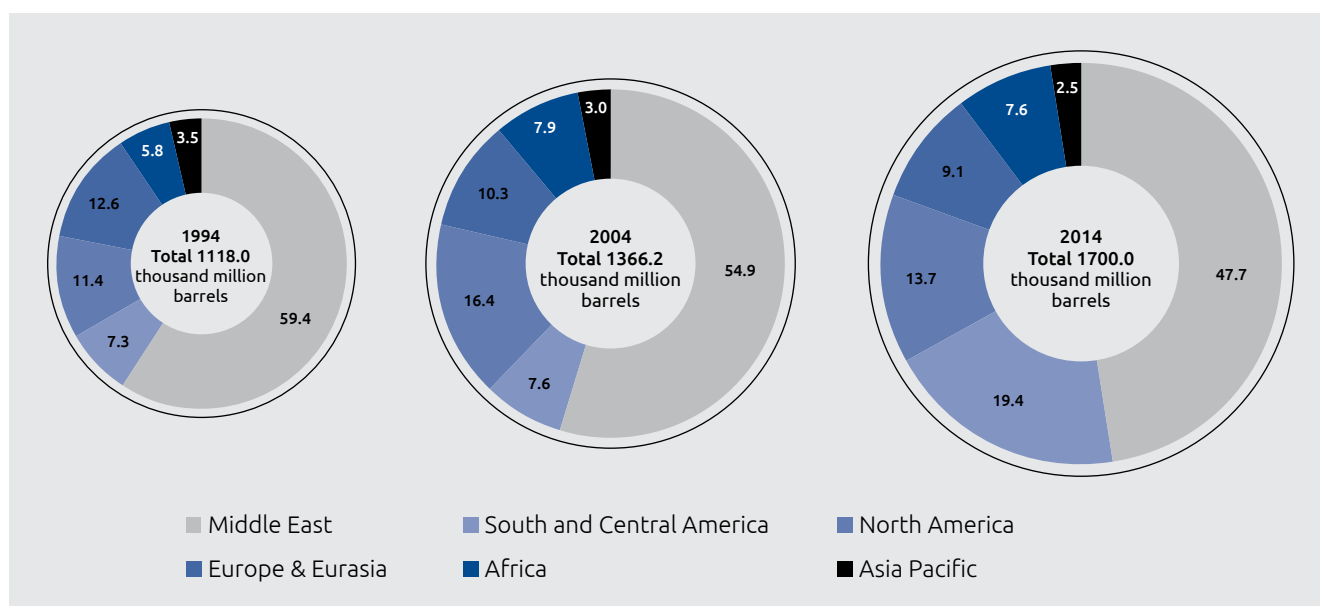
(Source: Centre for Energy Economics Research and Policy, BP Statistical Review of World Energy, June 2015)

### Refining and trade

Global crude runs rose by 1.1 million b/d (+1.4%) in 2014 – the highest growth since 2010 and more than double the 10-year average. Strong growth in the US, China and the Middle East outweighed declines in Europe and OECD Asia Pacific. Refinery runs in the US rose by 530,000 b/d, the largest increase since 1986. Global refining capacity expanded by an above average 1.3 million b/d, led by additions in China and the Middle East, with Middle Eastern capacity expanding by a record 740,000 b/d. Global refinery utilization remained at 79.6%, its lowest rate since 1987.

Global trade of crude oil and refined products in 2014 grew by a below average 0.9%, or 490,000 b/d. Import growth was driven by China and other emerging economies, while US net imports declined. China replaced the US as the world’s largest net oil importer in 2013. (Source: Centre for Energy Economics Research and Policy, BP Statistical Review of World Energy, June 2015)

### Distribution of proved oil reserves in 1994, 2004 and 2014



### Natural gas

Global natural gas production grew by 1.6%, below its 10-year average of 2.5%. Growth was below average in all regions except North America. EU production fell sharply (-9.8%) to its lowest level since 1971. The US (+6.1%) recorded the world’s largest increase, accounting for 77% of net

global growth. The largest volumetric declines were seen in Russia (-4.3%) and the Netherlands (-18.7%).

World natural gas consumption grew by just 0.4%, well below the 10-year average of 2.4%. Growth was below average in both the OECD and emerging economies, with consumption in the EU (-11.6%) experiencing its largest

volumetric and percentage declines on record. The Europe & Eurasia region (-4.8%) had the five largest volumetric declines in the world in Germany, Italy, Ukraine, France and the UK. The US (+2.9%), China (+8.6%) and Iran (+6.8%) recorded the largest growth increments. Globally, natural gas accounted for 23.7% of primary energy consumption.

## India energy sector

India's primary energy mix is dominated by fossil fuels. Coal accounts for a 54.5% share, followed by oil and natural gas with another 29.5% and 7.8%, respectively. Although India is one of the world's largest consumers of oil and gas, the country's per capita oil and gas consumption is low as compared to that in other economies. This indicates the low availability and affordability of energy, particularly of natural gas.

The oil and gas sector is one of the six core industries in India. It is of strategic importance and plays a pivotal role in influencing decisions across other important spheres of the economy. To cater to the increasing demand,

the Government of India has adopted several policies, including allowing 100 per cent foreign direct investment (FDI) in many segments of the sector, such as natural gas, petroleum products, and refineries, among others. The government's participation has made the oil and gas sector in the country a better target of investment.

Backed by new oil fields, domestic oil output is anticipated to grow to 1 MBPD by FY16. With India developing gas-fired power stations, consumption is up more than 160 per cent since 1995. Gas consumption is likely to expand at a CAGR of 21 per cent during FY08–17.

In order to ensure energy security

in the country, strategic crude oil underground storage reserves of 5.33 MMT are being set up by Indian Strategic Petroleum Reserves Limited (ISPRL) at Visakhapatnam, Padur and Mangalore. An amount of Rs. 2,400 crore has been provided under the Plan head in 2014-15 (RE) for filling crude oil in the caverns.

An amount of Rs. 72,589 crore is proposed to be allocated in 2015-16 as Plan capital expenditure by oil and gas Central public sector enterprises from the internal and extra budgetary resources (IEBR) of the companies for projects for exploration and production, refining & marketing, petrochemicals and engineering.

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## Estimates for 12th Plan (2012-17)

GDP Growth Rate (%)	2012-13 (Actual)	2013-14 (Actual)	2014-15 (Actual)	2015-16 (E)	2016-17 (E)
Crude oil production (in MMT)	37862	37788	44762	42546	41156
Natural gas production (in MMSCM)	40679	35407	47169	50815	63876

(Source: Ministry of Petroleum and Natural Gas, 2014)

## Seismic sector

Historically, the health of the seismic segment has been a reliable indicator of the future health of the entire upstream oil and gas sector. The recent drop in oil prices also correlate to the drop in seismic activities and budgets for seismic activities by oil and gas companies. Increasing exploration activities owing to the efforts of oil and gas companies to locate new oil and gas reserves is expected to drive the global seismic survey market during the period of 2014-17.

By 2040, the world's power-generating capacity mix will have transformed from today's system composed of two-thirds fossil fuels to one with 56% from zero emission energy sources. Renewables will command just under 60% of the 9,786GW of new generating capacity installed over the next 25 years, and two thirds of the \$12.2 trillion of investment. (Source: New Energy Outlook, Bloomberg, 2015)

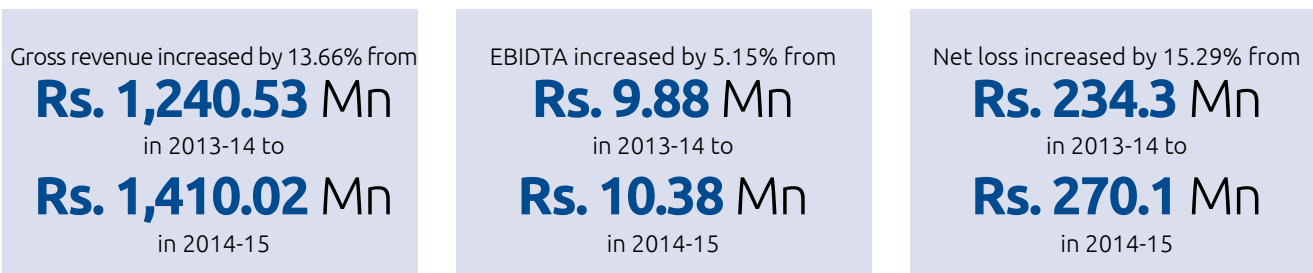
Seismic survey is the primary tool of exploration companies. A seismic survey is conducted by creating a

shock wave on the surface of the ground along a predetermined path using an energy source. Seismic waves are created using vibrating plates and explosive. The waves are reflected back to the surface due to the density variation between the rocks. The speed and strength of the waves indicate the geological features. Land, transition zone and marine are the primary environments for seismic survey. The land environment covers almost every type of terrain such as desert, forest, mountains and arctic.

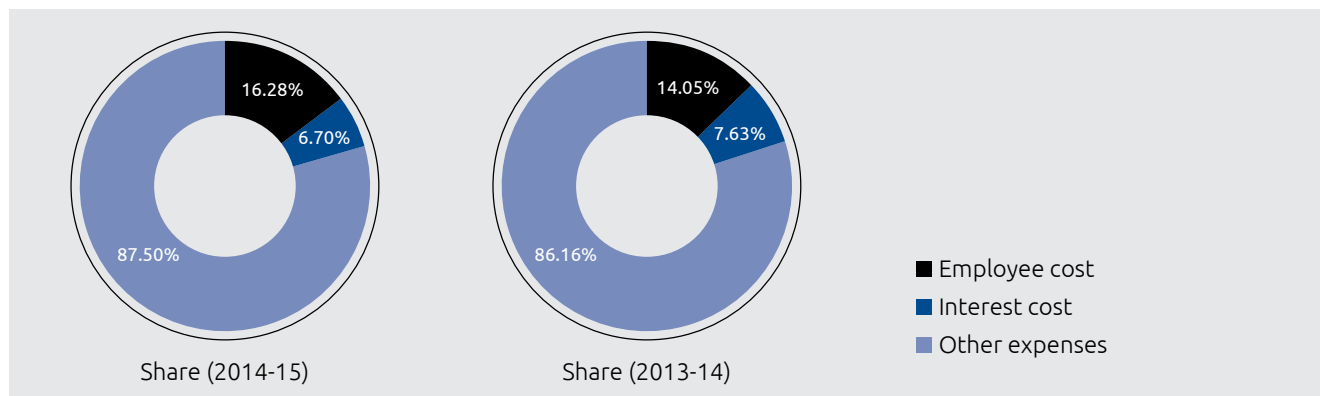
The global seismic survey market can be segmented on the basis of technology into 2D survey, 3D survey and 4D survey. In a 2D survey, both the sound source and the sound detectors are move along a straight line. In a 3D survey, the sound detectors are spread out over an area and the sound source is moved from location to location throughout the area. In a 4D survey, the process of 3D survey is repeated at two or more time intervals.

## Company overview

### Brief analysis of financial statements



### Key components as a percentage of gross revenue



### Revenue

The Company recorded an increase in its revenues by 13.66% from Rs. 1,240.53 million in 2013-14 to Rs. 1,410.02 million in 2014-15. This was attributed by subdued market sentiments across the oilfield service industry in previous year.

### Expenditure

The Company's total employee cost increased 31.73% from Rs. 174.29

million in 2013-14 to Rs. 229.59 million in 2014-15. This was due to enhanced additional recruitment in manpower across various operational verticals in the organization.

### Margins

The Company's EBIDTA margin stood at 0.74% in 2014-15 declining from 0.80% in 2013-14, led by increased in operational expenses as navigated across difficult times, preparing for future course of action.

### Capital employed

The Company's capital employed fell 14.31% from Rs. 1,011.76 million as on 31st March, 2014 to Rs. 866.97 million as on 31st March, 2015.

### Borrowed funds

The Company's external borrowing increased from Rs. 361.68 million as on 31st March, 2014 to Rs. 495.05 million as on 31st March, 2015. The Company's debt-equity ratio strengthened from

0.56 in 2013-14 to 1.33 in 2014-15, due to an increase in borrowings of Rs. 133.36 million of unsecured loans.

**Fixed assets:** Gross block decreased from Rs. 1,249.33 million as on 31st March, 2014 to Rs. 1,061.35 million as on 31st March, 2015. The Company provided depreciation for the year 2014-15 at Rs. 181.08 million against Rs. 141.45 million in 2013-14.

### Working capital

The Company's working capital outlay decreased 16.68 % from Rs. 260.44 million as on 31st March, 2014 to Rs. 217.00 million as on 31st March 2015, owing to advances and security deposits. Working capital as a proportion of total capital employed was (25.03) % as on 31st March, 2015 compared with (25.74) % as on 31st March, 2014.

	2014-15	2013-14
Current ratio	0.67	0.64

### Intellectual capital

We recognise that our human capital drives the Company's customer-driven business model. Therefore, we continuously strive to attract and retain the best talent. Apart from having a robust performance management system, we strive to create an inspiring

and rewarding work environment. Our employees' skills are constantly upgraded through a variety of training programmes and internal opportunities which increase work based knowledge and efficiencies.

### Risk management

Risks form an integral part of any business. It is defined as uncertainties with the possibilities of having a material impact on performance and future prospects of the Company.

At AOSL, we identify and assess the risks associated with our business and accordingly coordinate optimum resource application to minimise its impact and maximise returns thereon. We have developed a well-defined, integrated risk management framework wherein we understand each risk, evaluate its possible impact on our business and adapt an appropriate action plan to mitigate them.

### Industry risk

*Risk definition:* A possible downturn in the oil and gas exploration industry could lead to reduced demand for seismic activities and result in low profitability.

*Risk mitigation:* A well-defined oil and gas exploration policy is expected to drive the demand for seismic activities

in the country. Backed by positive reforms, India as a country is expected to emerge as a leading oil producer in the coming years. This would be backed by major investments in domestic oil exploration and identifying new oil fields.

### Geographic risk

*Risk definition:* Limited focus on specific geographies could result into limited growth of the organisation.

*Risk mitigation:* We have already proven our capabilities across the most difficult and challenging terrains of the country, with successful project completions. In addition, we have also established ourselves as a global seismic service company with completion of our Kurdistan project in a challenging war-zone environment. This has not only helped us gain trust and establish our excellence, but also get enlisted and empaneled with several global oil exploration companies for their upcoming projects. We are now on course to execute projects not only in pan-India but across several countries in the world in the near short-term.

### Environment risk

*Risk definition:* Being in the business of seismic data acquisition, there arises a concern to sustainability of the area we operate and comply with the existing



regulatory norms.

*Risk mitigation:* At AOSL, we remain committed to protect the environment and comply with all the norms. We are recognised supporting member of International Association of Geophysical Contractors (IAGC) and comply with all the prescribed guidelines. We were also recognised successfully by Bureau Veritas and certified as ISO 9001:2008 organisation for seismic services.

### **Technology risk**

*Risk definition:* Inability to evolve and adapt with modern technologies could result in loss of business and affect financial sustainability.

*Risk mitigation:* We realise the growing

challenges in seismic services and the need to adapt to modern technologies. We recently tied up a strategic agreement with Geokinetics, Canada, a leading seismic service company to leverage their technological competences. This would help us emerge as a leading on-shore seismic services company, not only in India, but in the world as well.

### **Internal control systems**

We have established a proper system of internal controls and procedures that are compatible with the size of our operations and business. Our statutory and internal auditors regularly conduct audits of our operations,

establishments, with a view to ensure that these systems are properly adhered to. The Audit Committee reviews the reports of the Internal Auditors and monitors the effectiveness and operational efficiency of these internal control systems. The Audit Committee gives valuable suggestions from time to time for improvement of the Company's business processes, systems and internal controls. The annual internal audit plans are prepared by Internal Auditors in consultation with the Audit Committee and the audit is conducted in accordance with this plan.

# BOARD'S REPORT

To the Members,

Your Directors are pleased to present the 22<sup>nd</sup> Annual Report and the Company's audited financial statement for the financial year ended 31<sup>st</sup> March, 2015.

## FINANCIAL RESULTS :

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2015 is summarised below:

(Rupees in Lacs)

Particulars	Consolidated		Standalone	
	2014-15	2013-14	2014-15	2013-14
Total Revenue	14,738.16	12,529.85	834.33	2661.43
Profit/(Loss) before Interest, Depreciation and Tax	103.88	98.79	(425.52)	(922.87)
Operating Profit/(Loss) before Depreciation and Interest	(2,361.76)	(1,662.66)	(1731.9)	(2562.41)
Depreciation	1,810.89	1,414.54	608.98	777.46
Profit/(Loss) before interest, tax and exceptional items	(1,707.01)	(1,315.75)	(1034.5)	(1700.33)
Interest	945.25	946.99	596.69	721.58
Profit/(Loss) before tax and exceptional items	(2,652.26)	(2,262.74)	(1631.19)	(2421.90)
Exceptional items	44.92	78.23	44.92	78.23
Tax expenses	3.90	1.81	0	0
Profit/(Net Loss) after tax and exceptional items for the period from continuing operations	(2,701.08)	(2,342.78)	(1676.11)	(2500.12)

\*Denomination conversion disclaimer: Rs. 10 Lacs is equal to 1 million

## DIVIDEND :

In view of loss incurred, the Board regrets its inability to recommend payment of dividend to the shareholders.

## TRANSFER TO RESERVES :

The Company does not propose to transfer any sum to the General Reserve in view of loss.

## COMPANY'S PERFORMANCE :

On consolidated basis, total revenue from operations for the financial year 2014-15 stood at Rs. 14,083.30 Lacs which

was higher by 15.60% over last year (Rs. 12,182.94 Lacs in 2013-14). However, Overall operational expenses for the year rose to Rs. 16,445.17 Lacs, against Rs. 13,845.60 Lacs in the previous year resulting Operating Loss of Rs. 2,361.87 Lacs, against Rs. 1,662.66 Lacs in the previous year. Net Loss (excluding exceptional item) for the year stood at Rs. 2,701.08 Lacs was higher by 15.29 % over Rs. 2,342.78 Lacs of loss, in the previous year.

On standalone basis, revenue from operations for the financial year 2014-15 stood at Rs. 136.93 Lacs was lower

by 92.39 % over last year (Rs. 1,799.34 Lacs in 2013-14) whereas Overall operational expenses for the year rose to Rs. 1,868.83 Lacs, against Rs. 4,361.76 Lacs in the previous year resulting Operating Loss was Rs. 1,731.90 Lacs, against Rs. 2,562.41 Lacs in the previous year. Net Loss (excluding exceptional item) for the year at Rs. 1,676.11 Lacs which was lower by 32.96 % over Rs. 2,500.13 Lacs, of loss, in the previous year.

During the year the Company has been active in Tendering activity followed the course the oil companies were taking with regards to new exploration activities. The Company continued to show an active interest in possible work in India, Africa, Myanmar and Malaysia. In the coming year, the focus will continue to remain on delivering excellence to its Clients, through its projects in the Indian subcontinent as well as in Africa, Middle East and S.E. Asia.

In line with the vision of becoming a technology solutions leader in the MENA region, Company has signed a MOU with Geokinetics, this will allow your Company to provide technologically differentiated offerings to the customer, while addressing his needs. *(Denomination conversion disclaimer: Rs. 10 Lacs is equal to 1 million)*

## CONSOLIDATED FINANCIAL STATEMENT AND SUBSIDIARY COMPANIES :

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21, the audited consolidated financial statement is provided in the Annual Report.

### Subsidiary Companies :

The Company has 2 subsidiaries as on 31<sup>st</sup> March, 2015. There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of business of the subsidiaries.

The Consolidated Financial Results reflect the operations of the two subsidiaries viz. Asian Oilfield & Energy Services DMCC and AOSL Petroleum Pte.Ltd. The process of closure of Asian Offshore Pvt. Ltd., the wholly-owned subsidiary, which was not in operation, was completed during the year under review.

## PERFORMANCE OF SUBSIDIARIES :

### Asian Oilfield & Energy Services DMCC, Dubai

During the year, net sales of Asian Oilfield & Energy Services DMCC increased from Rs. 85 Crores in the previous year to Rs. 139.46 Crores during the year 2014-15. However, it generated Net Loss of Rs. 9.23 Crores, against Net Profit of Rs. 6.31 Crores in the previous year.

Asian Oilfield & Energy Services DMCC has been exploring opportunities in select countries in the MEA Region, which would have huge opportunities in the field of Oil and Gas exploration.

### AOSL Petroleum Pte.Ltd.

During the year AOSL Petroleum Pte. Ltd. registered no income against income of Rs. 19.10 Crores in the previous year causing Net Loss of Rs.1.17 Crores, against net Loss of Rs. 2.24 Crores in the previous year.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is annexed as **Annexure A**. Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are kept at the Registered Office of the Company and are available on the website of the Company.

## DIRECTORS' RESPONSIBILITY STATEMENT :

Your Directors state that:

- a. in the preparation of annual accounts for the year ended 31<sup>st</sup> March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March, 2015 and of the loss of the Company for the year ended on that date;

- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a 'going concern' basis ;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

During the year under review, following changes occurred in the position of Directors/ KMPs of the Company :

- Mr. Rahul Talwar ceased to be a Whole time Director with effect from 12<sup>th</sup> August, 2014, however he continues to function as a Director of the Company & Group CEO.
- Mr. Ashwin Madhav Khandke, who was appointed as an Additional Director with effect from 12<sup>th</sup> August, 2014 and was appointed as Whole time Director for a period of 3 (three) years from 12<sup>th</sup> August, 2014, subject to the approval of the Shareholders and Central Government.
- Ms. Sapna Kalantri was appointed as an Additional Director with effect from 23<sup>rd</sup> March, 2015 and pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds office upto the ensuing Annual General Meeting. The Company has received a notice along with the requisite deposit from a member of the Company proposing the candidature of Ms. Sapna Kalantri for her appointment as Director of the Company, liable to retire by rotation.
- Pursuant to the provisions of Section 149 of the Act, which came into effect from 1<sup>st</sup> April, 2014, Mr. Naresh Chandra Sharma, Mr. Ajit Kapadia, Mr. Rabi Narayan Bastia were appointed as Independent Directors at the Annual General Meeting of the Company held on 18<sup>th</sup> September, 2014. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. They have submitted a declaration that each of them, meets the criteria of

independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Directors during the year.

- Mr. Gautam Gode and Mr. Vikram Agarwal retire by rotation and being eligible have offered themselves for re-appointment.

During the year, the Non-executive Directors of the Company had no pecuniary relationship or transactions with the Company.

- During the year, Mr. Tarun Pal resigned on 15<sup>th</sup> January, 2015, as the Chief Financial Officer (CFO) and in his place, Mr. Sandeep Bhatia, has been appointed as CFO of the Company, effective from 21<sup>st</sup> May, 2015.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS :**

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the Directors' report.

## **BOARD EVALUATION :**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, 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 the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of Non-independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-executive Directors. The same was discussed in the Board Meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and Individual Directors was also discussed.

### **NUMBER OF MEETINGS OF THE BOARD :**

Five meetings of the Board were held during the year on 26<sup>th</sup> May, 2014, 12<sup>th</sup> August, 2014, 18<sup>th</sup> September, 2014, 12<sup>th</sup> November, 2014 and 13<sup>th</sup> February, 2015. For details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this report.

### **AUDIT COMMITTEE :**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorization and approval procedures. The Company has M/s. S.P. Chopra & Co. the Firm of Chartered Accountants as an Internal Auditor which carries out audits throughout the year. The Statutory Auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

### **MANAGEMENT DISCUSSION AND ANALYSIS :**

The management discussion and analysis report on the operations of the Company as required under the listing agreement with stock exchange (BSE Ltd.) has been given separately and forms part of this report.

### **RISK MANAGEMENT :**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Clause 49 of the Listing Agreement. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this program, each Functional Unit addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The major risks forming part Risk Management process are linked to the audit.

The Audit Committee of the Board of the Company has been entrusted with the task to frame, implement and monitor the risk management plan for the Company and it is responsible for reviewing the risk management plan and ensuring its effectiveness with an additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS :**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report. Please refer to Note 23 to the standalone financial statement.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Agreement. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under Clause 49 of the Listing Agreement.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its

review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://www.asianoilfield.com>

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure B** to the Board's report.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR) :**

The Company has constituted a Corporate Social Responsibility (CSR) Committee by the Board of Directors of the Company at its meeting held on 12<sup>th</sup> August, 2014 in accordance with Section 135 of the Companies Act, 2013.

For the Company, Social Responsibility is a key element of accountability and it will continue to strive in its behaviour and actions to surpass the levels of minimum statutory compliance. The Company believes in the sustainable growth and prosperity of its stake holders and views its responsibilities not only as business responsibilities but as Ethical and Social as well.

The Company's commitment to excellence in Health and Safety is embedded in the Company's core values. The Company has a stringent policy of 'safety for all', which drives all employees to continuously break new ground in safety management for the benefit of people, property, environment and the communities where we operate on sites.

The Company respects human rights, values its employees and the communities that it interfaces with. The Company is aware of the environmental impact of its operations and it continually strives to reduce such impact by investing in technologies and solutions for economic growth. The CSR policy of the Company is placed on the website of the Company [www.asianoilfield.com](http://www.asianoilfield.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf) (web link: <http://www.asianoilfield.com/pdfs/Corporate%20Social%20Responsibility%20Policy.pdf>). In view of its non applicabilities the Company has not taken any initiative on CSR.

### **SAFETY, ENVIRONMENT AND HEALTH :**

The Company considers safety, environment and health as the management responsibility. Regular employee training programmes are in place throughout the Company on Safety, Environment and Health.

### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE :**

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint of sexual harassment during the financial year 2014-15.

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY :**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS :**

No significant material orders have been passed by the Regulators or Courts or Tribunals during the year under review which would impact the going concern status of the Company and its future operations.

### **DISCLOSURE REQUIREMENTS:**

As per Clause 49 of the listing agreement entered into with the stock exchange, corporate governance report with Practising Company Secretary's certificate thereon and management discussion and analysis are attached, which form part of this report.

Details of the familiarization program of the Independent Directors are available on the website of the Company (URL: <http://www.asianoilfield.com/pdfs/Familiarisation%20Program%20for%20Independent%20Directors.pdf>).

Policy for determining material subsidiaries of the Company is available on the website of the Company (URL: <http://asianoilfield.com/investor-relations/corporate-governance.html>).

Policy on dealing with related party transactions is available on the website of the Company

(URL:<http://asianoilfield.com/pdfs/Related%20Party%20Transaction%20Policy.pdf>)

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the revised Clause 49 of the Listing Agreement with stock exchange (URL: [http://asianoilfield.com/pdfs/Whistleblower\\_policy.pdf](http://asianoilfield.com/pdfs/Whistleblower_policy.pdf)).

## HUMAN RESOURCES :

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees across various locations.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

## DEPOSITS FROM PUBLIC :

The Company has not accepted any deposits neither from public nor from member 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. There was no unpaid/unclaimed deposits as at 31st March, 2015.

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

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are

- a. Conservation of Energy : Not Applicable
- b. Technology Absorption : NIL
- c. Foreign exchange earning & outgo: Details thereof are provided hereunder

(Amount in Rs.)

Sr. No.	Particulars	2014-15	2013-14
<b>a.</b>	<b>Foreign Exchange Earnings</b>		
	Seismic Survey and other related Charges	Nil	Nil
	Interest on loan to Subsidiary	36,545,901	39,719,909
<b>b.</b>	<b>Foreign Exchange outgo towards</b>		
	Travelling expenses	2,370,436	3,720,550
	Capital goods	Nil	10,256,727
	Revenue Payment	Nil	226,824

## PARTICULARS OF EMPLOYEES AND REMUNERATION :

The information required under Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure-C forming part of the Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Shareholders including the aforesaid Annexure.

None of the employees listed in the said Annexure is related to any Director of the Company.

## AUDITORS AND AUDITORS' REPORT :

### (1) Statutory Auditors:

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, Deloitte Haskins & Sells, Chartered Accountants, who were appointed as statutory auditors of

the Company from the conclusion of the 21<sup>st</sup> Annual General Meeting (AGM) of the Company held on 18<sup>th</sup> September, 2014 till the conclusion of the 25<sup>th</sup> AGM to be held in the year 2018, subject to ratification of their appointment at every AGM, showed their unwillingness to be reappointed as the Auditors of the Company.

The Company has received a Special Notice under the provisions of Section 140(4)(i) read with Section 115 of the Companies Act, 2013 from a Member proposing the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants, as the Statutory Auditors in place of M/s. Deloitte Haskins & Sells, the retiring Auditors.

The Company has received a letter from M/s. Walker Chandio & Co LLP, the Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment.

The Board recommends the resolution, for your approval.

- A) The existing Auditors in their Report to the members, have given one qualified opinion in their Report reading as under;

“The Company’s trade receivables, short term loans & advances and long term loans & advances as at 31<sup>st</sup> March, 2015 include Rs. 313.53 Lacs, Rs. 993.99 Lacs and Rs. 95.70 Lacs respectively, which are due for a period exceeding one year. Based on the information and explanations given to us, we are of the opinion that these are doubtful of recovery whereas the management is of the view that these are recoverable. We are unable to comment on the recoverability of these trade receivables, short term loans & advances and long term loans & advances as at 31<sup>st</sup> March, 2015 and on their consequent impact on the loss for the year ended 31<sup>st</sup> March, 2015, on the balances of the trade receivables, short term loans & advances, long term loans & advances and shareholder’s funds as at 31<sup>st</sup> March, 2015”.

In response thereto, your Board of Directors wishes to state that the Management of your Company is doing

regular efforts to recover the money and in view of the response being received, these amount of dues appear to be recoverable.

## **(2) Secretarial Auditors :**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Jayesh Vyas & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2015. The Secretarial Audit Report is annexed as **Annexure D**.

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors.

## **SHARE CAPITAL :**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2015 was Rs. 22.32 Crores.

During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company. As on 31<sup>st</sup> March, 2015, none of the Directors of the Company hold shares of the Company.

## **EXTRACT OF ANNUAL RETURN :**

As provided under Section 92(3) of the Act, the extract of Annual Return is given in **Annexure E** in the prescribed Form MGT-9, which forms part of this report.

## **ACKNOWLEDGEMENT :**

The Board places on record its deep appreciation for the continued support received from various clients, vendors and suppliers and technical partners, Bankers, Government Authorities, Employees at all levels and Stakeholders, infurthering the interest of the Company.

**On behalf of the Board of Directors**

**Naresh Chandra Sharma**  
Chairman

Gurgaon, August 11, 2015



# Annexure - A to the Directors' Report

## FORM AOC.1

### Statement containing salient features of the financial statement of subsidiaries/ associate companies / joint ventures

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of  
Companies (Accounts) Rules, 2014]

### Part "A": Subsidiaries

Sr. No.	Particulars	Name of the Subsidiary		
		Asian Oilfield & Energy Services DMCC	AOSL Petroleum Pte. Ltd.	Asian Offshore Pvt. Ltd. *
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Reporting Currency US\$ Exchange rate US\$ = INR 62.5910	Reporting Currency US\$ Exchange rate US\$ = INR 62.5910	NA
3.	Share capital	\$ 1,000,000	\$ 735	Rs. 1 Lacs
4.	Reserves & surplus	\$ (477,286)	\$ (864,479)	Rs. (1) Lacs
5.	Total assets	\$ 16,630,933	\$ 661,881	NA
6.	Total Liabilities	\$ 13,161,691	\$ 1,525,625	NA
7.	Investments	NA	NA	NA
8.	Turnover	\$ 22,807,898	NA	Rs. 2.32 Lacs
9.	Profit before taxation	\$ (1,504,118)	\$ (192,140)	Rs. 1.98 Lacs
10.	Provision for taxation	NA	NA	NA
11.	Profit after taxation	\$ (1,504,118)	\$ (192,140)	Rs. 1.98 Lacs
12.	Proposed Dividend	NA	NA	NA
13.	% of shareholding	100%	100%	100%

#### Notes :

- Reporting period of the above subsidiaries is the same as that of the Company.
- Investments exclude investments in subsidiaries.
- Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on 31<sup>st</sup> March, 2015.

\* The process of closure of Asian Offshore Pvt. Ltd. , the wholly-owned subsidiary, which was not in operation was completed during the year under review.

# Annexure - B to the Directors' Report

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contract or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
None*							

\* During the financial year 2014-15, no contract or arrangement or transaction was entered into by the Company with the related parties which is not at arm's length basis.

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
None**					

\*\* During the year under review, no material transactions, contracts or arrangements (as defined under the listing agreement or which were above the threshold limits mentioned under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014) were entered with the related parties by the Company. For details on related party transactions, members may refer to the notes to the standalone financial statement.

For and On behalf of the Board of Directors

Naresh Chandra Sharma  
Chairman

Gurgaon, August 11, 2015

## Annexure - C to the Directors' Report

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- a. **The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year :**

	Ratio to median Remuneration
<b>Non-executive Directors*</b>	
Mr. Naresh Chandra Sharma	--
Mr. Ajit Kapadia	--
Mr. Rabi Narayan Bastia	--
Mr. Gautam Gode	--
Mr. Sanjay Bhargava	--
Mr. Vikram Agarwal	--
Mr. Avinash Manchanda	--
Mr. Rahul Talwar (w.e.f. August 12, 2014)	--
Ms. Sapna Kalantri (w.e.f. March 23, 2015)	--
<b>Executive Directors</b>	--
Mr. Rahul Talwar (upto August 12, 2014)	35 : 1
Mr. Ashwin Madhav Khandke (w.e.f. August 12, 2014)	18 : 1

\* Sitting fees are paid to Non-executive Directors and Independent Directors, hence no ratio is worked out.

- b. **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year :** NIL, There was no increase in remuneration of KMP during the FY 2014-15
- c. **The percentage increase in the median remuneration of employees in the financial year :** NIL, There was no increase in the median remuneration of employees during the FY 2014-15.
- d. **The number of permanent employees on the rolls of Company :** 73
- e. **The explanation on the relationship between average increase in remuneration and Company performance :** NA, since there was no increase in the remuneration hence explanation is not given.
- f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company :**  
In view of losses, Remuneration of KMP is not comparable.
- g. **Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year :**

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014	% Change
Market Capitalisation (Rs. In Lacs)	6,954.06	15,504.33	(-)122.95%
Price Earnings Ratio	(-) 4.15	(-) 5.00	17.10%

- h. Percentage increase / decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer : 211%**
- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :** There were no such employees who are not Directors but recieved remuneration in excess of highest paid Director during FY 2014-15.
- j. Comparison of each remuneration of the key managerial personnel against the performance of the Company :**  
In view of losses, Remuneration of KMP is not comparable.
- k. The key parameters for any variable component of remuneration availed by the Directors :**  
None, There is no variable component of remuneration availed by the Directors
- l. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year : NA**
- m. Affirmation that the remuneration is as per the remuneration policy of the Company :**  
The Company affirms remuneration is as per the remuneration policy of the Company.

# Annexure - D to the Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

[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,  
**Asian Oilfield Services Limited**

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

Based on our verification of the Asian Oilfield Services Limited'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 authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Asian Oilfield Services Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the applicable provisions of :

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- vi. Other laws applicable to the Company as per the representations made by the Management.

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

- i. Secretarial Standards of the Institute of Company Secretaries of India with respect to board and General meetings are yet to be specified under the Act by the Institute.
- ii. The Listing Agreement entered into by the Company with BSE Limited.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above to the extent applicable.

We further report that:

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

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were 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.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Jayesh Vyas & Associates**  
Practicing Company Secretaries

Date : August 11, 2015  
Place : Vadodara

**Jayesh Vyas**  
Proprietor  
F.C.S. : 5072 C.P. : 1790

This Report is to be read with our letter of even date which is annexed as Annexure -1 and forms an integral part of this report.

To,  
The Members,  
**Asian Oilfield Services Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we 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. Our examination was limited to the verification of procedure 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.

**For Jayesh Vyas & Associates**  
Practicing Company Secretaries

Date : August 11, 2015  
Place : Vadodara

**Jayesh Vyas**  
Proprietor  
F.C.S. : 5072 C.P. : 1790

# Annexure - E to the Directors' Report

Form No.MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015

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

### I. REGISTRATION AND OTHER DETAILS:

CIN	L23200HR1992PLC052501
Registration date	09-03-1992
Name of the Company	Asian Oilfield Services Ltd.
Category / Sub-Category of the Company	Company having Share Capital
Address of the registered office and contact details	703, 7th Floor, Tower A, Iris Tech Park, Sohna Road, Sector 48, Gurgaon, Haryana -122018 Tel.No. : 91 0124 4256145 Fax .No. : 91 01246606406 Email : secretarial@asianoilfield.com Website : asianoilfield.com
Whether listed company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. B-102 & 103, Shangrila Complex, 1st Floor, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020, Gujarat. Tel.No. : 91 0265 2356573 / 2356794 Fax .No. : 91 0265 2356791 Email : vadodara@linkintime.co.in Website :www.linkintime.co.in

### 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	% to total turnover of the company
1	Oil and gas field service	112	100

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

Sl. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1.	AOSL Petroleum Pte. Ltd.	Not applicable	Subsidiary	100	2(87)
2.	Asian Oilfield & Energy Services DMCC	Not applicable	Subsidiary	100	2(87)



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

### (i) Category-wise Shareholding :

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share(1)	
<b>A. PROMOTERS</b>									
<b>(1) INDIAN</b>									
a) Individual/ HUF	--	--	--	--	--	--	--	--	--
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corporate	5000	--	5000	0.02	5000	--	5000	0.02	--
e) Banks/FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub total (A)(1)</b>	<b>5000</b>	<b>--</b>	<b>5000</b>	<b>0.02</b>	<b>5000</b>	<b>--</b>	<b>5000</b>	<b>0.02</b>	<b>--</b>
<b>(2) FOREIGN</b>									
a) NRI-individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	12572600	--	12572600	56.32	12572600	--	12572600	56.32	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub Total (A)(2)	12572600	--	12572600	56.32	12572600	--	12572600	56.32	--
<b>Total Shareholding of Promoter (A)= (A)(1) + (A)(2)</b>	<b>12577600</b>	<b>--</b>	<b>12577600</b>	<b>56.34</b>	<b>12577600</b>	<b>--</b>	<b>12577600</b>	<b>56.34</b>	<b>--</b>
<b>B) Public Shareholding</b>									
1) Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt (s)	--	--	--	--	--	--	--	--	--
e) Venture Cap.Fund	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	896509	--	896509	4.02	280000	--	280000	1.25	-2.77
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub- total (B) (1)</b>	<b>896509</b>	<b>--</b>	<b>896509</b>	<b>4.02</b>	<b>280000</b>	<b>--</b>	<b>280000</b>	<b>1.25</b>	<b>-2.77</b>
<b>2) Non Institutions</b>									
a) Bodies Corporate	1611196	8400	1619596	7.25	1190975	8400	1199375	5.37	-1.88
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lac	3238441	777075	4015516	17.98	3766637	753475	4520112	20.25	2.27
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lac	2898031	--	2898031	12.98	3521197	--	3521197	15.77	2.79
c) Others (specify)									
i) Clearing Members	190348	--	190348	0.85	82619	--	82619	0.37	-0.48
ii) NRI	119444	7400	126844	0.57	136141	7400	143541	0.64	0.07
<b>Sub Total (B)(2)</b>	<b>8057460</b>	<b>792875</b>	<b>8850335</b>	<b>39.64</b>	<b>8697569</b>	<b>769275</b>	<b>9466844</b>	<b>42.41</b>	<b>2.77</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>8953969</b>	<b>792875</b>	<b>9746844</b>	<b>43.66</b>	<b>8977569</b>	<b>769275</b>	<b>9746844</b>	<b>43.66</b>	<b>--</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Grand Total (A+B+C)</b>	<b>21555169</b>	<b>769275</b>	<b>22324444</b>	<b>100.00</b>	<b>21555169</b>	<b>769275</b>	<b>22324444</b>	<b>100.00</b>	<b>--</b>

**(ii) Shareholding of Promoters :**

Sl. No.	Category of Shareholder	Share Holding at the Beginning of the year			Share Holding at the end of the Year			% change 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.	Samara Capital Partners Fund I Ltd.	12572600	56.32	15.60	12572600	56.32	15.60	0
2.	Global Coal and Mining Pvt. Ltd. (PAC)	5000	0.02	0	5000	0.02	0	0
<b>TOTAL</b>		<b>125776600</b>	<b>56.34</b>	<b>15.60</b>	<b>125776600</b>	<b>56.34</b>	<b>15.60</b>	<b>0</b>

**(iii) Change in Promoter's Shareholding:**

Sl. No.	Name of Share Holder	Share Holding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of Equity Shares	% of Total Shares of the Company	No. of Equity Shares	% of Total Shares of the Company
1.	At the beginning of the year	There is no change in Promoter's Shareholding during 01-04-2014 to 31-03-2015			
2.	Date wise / increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease				
3.	At the end of the year				

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

Sl. No.	For Each of the Top 10 Shareholders *	Share Holding at the Beginning of the year		Cumulative Shareholding end of the year 31-03-2015	
		No. of Equity Shares	% of Total Shares of the Company	No. of Equity Shares	% of Total Shares of the Company
1.	Manju Gupta	528000	2.37	528000	2.37
2.	Religare Finvest Ltd.	521925	2.34	523550	2.35
3.	Narinder Pal Gupta	520000	2.33	520000	2.33
4.	Albula Investment Fund Ltd.	350000	1.57	0	0
5.	Elara India Opportunities Fund Limited	280000	1.25	280000	1.25
6.	New edge Group A/C Malabar India Fund Limited	266509	1.19	0	0
7.	Yogesh Shashi kumar Savadekar	257161	1.15	257161	1.15
8.	Alchemist Capital Limited	250000	1.12	74985	0.34
9.	Ajay Upadhyaya	160000	0.72	140000	0.63
10.	Pasha Finance Pvt. Ltd.	100000	0.45	100000	0.45
11.	Ramji Bhimshi Nagda	95990	0.43	109490	0.49
12.	Murugesh Shantaveeraya Hiremath	90200	0.40	76969	0.34
13.	Renuka Jayan Nair	0	0	115599	0.52

\* The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated.

**(v) Shareholding of Directors and Key managerial Personnel :**

None of the Director or Key Managerial Personnel holds any shares in the Company.

**V. Indebtedness :**

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

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	36,18,83,126	874	36,18,84,000
ii) Interest Due but not Paid	-	4,33,55,523	-	4,33,55,523
iii) Interest Accrued but not due	-	-	-	-
<b>Total i + ii + iii</b>		<b>405,238,649</b>	<b>874</b>	<b>405,239,523</b>
<b>Change in indebtedness during the financial year</b>				
i) Addition	-	45,596,386	-	45,596,386
ii) Reduction	-	(150,746,107)	-	(150,746,107)
<b>Net Change</b>		<b>(105,149,721)</b>	<b>-</b>	<b>(105,149,721)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	225,778,820	874	225,779,694
ii) Interest Due but Not Paid	-	74,310,108	-	74,310,108
iii) Interest Accrued but not due	-	-	-	-
<b>Total i + ii + iii</b>	<b>-</b>	<b>300,088,928</b>	<b>874</b>	<b>300,089,802</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Names of MD / WTD / Manager		Total Amount (Rs.in Lacs)
		Mr. Ashwin Khandke, Wholetime Director (w.e.f. 12-08-14)	Mr. Rahul Talwar, Wholetime Director (upto 12-08-14)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 39,95,473	Rs.43,55,581	Rs. 83,51,054
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
5	- As % of profit	--	--	--
	- others	--	--	--
6	Others	--	--	--
	<b>Total (A)</b>	<b>39,95,473</b>	<b>Rs.43,55,581</b>	<b>Rs. 83,51,054</b>
	<b>Ceiling as per the Act</b>	<b>39,95,473</b>	<b>Rs.43,55,581</b>	<b>Rs. 83,51,054</b>

## B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, please specify	Total Amount (Amount in Rs.)
1.	<b>Independent Directors</b>				
	Mr. N.C. Sharma	150,000	--	--	150,000
	Mr. Ajit Kapadia	150,000	--	--	150,000
	Mr. Rabi Narayan Bastia	110,000	--	--	110,000
	<b>Total (1)</b>	<b>410,000</b>	--	--	<b>410,000</b>
2.	<b>Other Non- Executive Directors</b>				
	Mr. Avinash Chandra Manchanda	80,000	--	--	80,000
	Mr. Gautam Gode	--	--	--	--
	Mr. Sanjay Bhargava	--	--	--	--
	Mr. Vikram Agarwal	--	--	--	--
	Mr. Sapna Kalantri	--	--	--	--
	Mr. Rahul Talwar (w.e.f. 12-08-14)	--	--	--	--
	<b>Total (2)</b>	<b>80,000</b>	--	--	<b>80,000</b>
	<b>Total (1+2)</b>	<b>490,000</b>			<b>490,000</b>

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

( Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Tarun Pal, CFO (upto 15-01-2015)	Company Secretary	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,56,579	9,23,862	45,80,441
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	Others	--	--	--
5.	Others	--	--	--
	<b>Total (A)</b>	<b>36,56,579</b>	<b>9,23,862</b>	<b>45,80,441</b>

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

There were no penalties / punishment / compounding were inflicted upon the Company or its Director in respect of offences, if any for the year ending 31<sup>st</sup> March, 2015.

# REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE), the report containing the details of Corporate Governance systems and processes at Asian Oilfield Services Limited is as under:

*"Business must harness the power of ethics which is assuming a new level of importance and power."*

## Ashwin Madhav Khandke

Wholetime Director

### I. Statement on Company's philosophy on Code of Governance.

Asian Oilfield Services Limited's philosophy on Corporate Governance envisages working towards high levels of transparency, accountability, consistent value systems, delegation, across all facets of its operations leading to sharply focused and operationally efficient growth.

### II. Board of Directors

- i. As on 31<sup>st</sup> March, 2015, the Company has Ten Directors with one Wholetime Director, three Non Executive Promoter Directors, three Non Executive Independent Directors and three Non Executive Professional Director. The composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the BSE Limited with Non-Executive Chairman and two other Non Executive Independent Directors on the Board.
- ii. None of the Directorson the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding committee positions in other public companies as on 31<sup>st</sup> March, 2015 have been made by the Directors. None of the Directors are related to each other.
- iii. Independent Directors are Non-executive Directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchange. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.
- iv. The names and categories of the Directors on the board, their attendance at board meetings held during the year and the number of Directorships and committee chairmanships / memberships held by them in other public Companies as on 31<sup>st</sup> March, 2015 are given herein below. Other Directorships do not include Directorships of private limited companies, Section 8 companies and of Companies incorporated outside India. Chairmanships / memberships of Board Committees shall include only Audit Committee and Stakeholders' Relationship Committee.

Name of Directors	Category of Directors	No. of Board Meeting Attended during 2014-15	Attendance at the last A.G.M	No. of Directorship in other domestic public companies	No. of Committee Chairmanship / Membership in other Companies	
					Chairman	Member
Naresh Chandra Sharma (Chairman) DIN 00054922	Independent Non Executive	5	Yes	4	1	3
Avinash Manchanda DIN00159501	Non-Independent, Non-Executive	5	Yes	---	---	---
Gautam Gode DIN01709758	Promoter, Non Executive	2	Yes	---	---	---
Ajit Kapadia DIN00065081	Independent Non-Executive	5	Yes	3	1	1
Sanjay Bhargava DIN03412222	Promoter, Non-Executive	5	Yes	---	---	---
Rabi Narayan Bastia DIN05233577	Non-Executive Independent	3	Yes	---	---	---
Rahul Talwar* (Group CEO ) DIN05293359	Non-Independent, Non-Executive	5	Yes	---	---	---
Ashwin Madhav Khandke** (Wholetime Director) DIN 06954601	Executive Non-Independent	3	Yes	---	---	---
Vikram Agarwal DIN 03038370	Promoter Non-Executive	4	Yes	1	---	---
Sapna Kalantri*** DIN 05233577	Non Executive	N.A.	N.A.	N.A.	N.A.	N.A.

\* ceased to be a Whole time Director with effect from 12<sup>th</sup> August, 2014, however he continues to function as a Director of the Company

\*\* appointed as an Additional Director & Wholetime Director with effect from 12<sup>th</sup> August, 2014.

\*\*\* appointed as an Additional Director w.e.f. 23<sup>rd</sup> March, 2015

- v. Five Board Meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held:

26<sup>th</sup> May, 2014; 12<sup>th</sup> August, 2014; 18<sup>th</sup> September, 2014; 12<sup>th</sup> November, 2014 and 13<sup>th</sup> February, 2015.

The necessary quorum was present for all the meetings.

- vi. During the year 2014-15, information as mentioned in Annexure X to Clause 49 of the Listing Agreements has been placed before the board for its consideration.
- vii. The terms and conditions of appointment of the independent Directors are disclosed on the website of the Company.
- viii. During the year a separate meeting of the independent Directors was held inter-alia to review the performance of Non-independent Directors and the board as a whole.
- ix. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

### III. Committees of the Board

#### A. Audit committee

- i. The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement entered into with the stock exchange read with Section 177 of the Act.
- ii. The terms of reference of the audit committee are broadly as under:
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
  - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
  - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
    - ▶ Matters required to be included in the Director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act

- ▶ Changes, if any, in accounting policies and practices and reasons for the same Major accounting entries involving estimates based on the exercise of judgment by management
- ▶ Significant adjustments made in the financial statements arising out of audit findings
- ▶ Compliance with listing and other legal requirements relating to financial statements
- ▶ Disclosure of any related party transactions
- ▶ Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - Establish a vigil mechanism for Directors and employees to report genuine concerns in such manner as may be prescribed;
  - To review the functioning of whistle blower mechanism.
  - Approval of appointment of CFO;
  - The audit committee may call for the comments of the auditors about internal control systems,
  - the scope of audit, including the observations of the auditors and review of financial statement
  - before their submission to the board and may also discuss any related issues with the internal
  - and statutory auditors and the management of the Company;
  - Carrying out any other function as is mentioned in the terms of reference of the Audit committee;
- Oversee financial reporting controls and process for material subsidiaries;
  - Oversee compliance with legal and regulatory requirements including the ASIAN Code of Conduct (“AOSLCoC”) for the company and its material subsidiaries;
  - To mandatorily review the following information:
    - ▶ Management discussion and analysis of financial condition and results of operations;
    - ▶ Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - ▶ Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - ▶ Internal audit reports relating to internal control weaknesses; and
    - ▶ The appointment, removal and terms of remuneration of the chief internal auditor.
- iii. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee.
- iv. The previous Annual General Meeting (AGM) of the Company was held on 18<sup>th</sup> September, 2014 and was attended by Mr. Naresh Chandra Sharma, Chairman of the audit committee.
- v. The composition of the audit committee and the details of meetings attended by its members are given below:

Name	Category of Director	Number of Meetings during the year 2014-15	
		Held	Attended
Mr. Naresh Chandra Sharma	Chairman, Independent, Non-Executive	4	4
Mr. Ajit Kapadia	Independent, Non-Executive	4	4
Mr. Gautam Gode	Promoter Director, Non-Executive	4	1
Mr. Rabi Narayan Bastia	Independent, Non-Executive	4	2



vi. Four audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

26<sup>th</sup> May, 2014; 12<sup>th</sup> August, 2014; 12<sup>th</sup> November, 2014 and 13<sup>th</sup> February, 2015.

The necessary quorum was present for all the meetings.

## B. Nomination and remuneration committee

i. The Company has a duly constituted Nomination and Remuneration committee of Directors which was earlier known as Remuneration/ Compensation Committee.

ii. The broad terms of reference of the nomination and Remuneration Committee are as under:

- Recommend to the board the set up and composition of the board and its committees including the “formulation of the criteria for determining qualifications, positive attributes and independence of a Director”. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of Directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).

iii. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the year 2014-15	
		Held	Attended
Mr. Ajit Kapadia	Chairman, Independent, Non-Executive	3	3
Mr. Naresh Chandra Sharma	Independent, Non-Executive	3	3
Mr. Rabi Narayan Bastia	Independent, Non-Executive	3	2

- Carry out evaluation of every Director’s performance and support the board and Independent Directors in evaluation of the performance of the board, its committees and Individual Directors. This shall include “formulation of criteria for evaluation of Independent Directors and the board”.
- Recommend to the board the remuneration policy for Directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the board the remuneration payable to the Directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization programs for Directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
- Provide guidelines for remuneration of Directors on material subsidiaries.
- Recommend to the board on voting pattern for appointment and remuneration of Directors on the boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

vi. Details of sitting fees for the year ended 31<sup>st</sup> March, 2015:

**a. Non-Executive Directors :**

<b>Names of Non-Executive Directors</b>	<b>Sitting Fees (Rs.)</b>
Mr. Naresh Chandra Sharma	1,50,000
Mr. Avinash Chandra Manchanda	80,000
Mr. Ajit Kapadia	1,50,000
Mr. Rabi Narayan Bastia	1,10,000
Mr. Rahul Talwar*	--
Mr. Gautam Gode	--
Mr. Sanjay Bhargava	--
Mr. Vikram Agarwal	--
Ms. Sapna Kalantri**	N.A.

\* Resigned as Wholetime Director of the Company w.e.f. 12<sup>th</sup> August, 2014

\*\* Appointed as an Additional Director with effect from 23<sup>rd</sup> March, 2015

**b. Wholetime Director :**

<b>Name of Director and period of appointment</b>	<b>Salary (Rs. Lacs)</b>	<b>Benefits perquisites and allowances (Rs. Lacs )</b>	<b>Stock Options</b>
Mr. Rahul Talwar Wholetime Director & CEO (upto 12 <sup>th</sup> August, 2014)	43.55	Nil	Nil
Mr. Ashwin Madhav Khandke Additional and Wholetime Director (w.e.f. 12 <sup>th</sup> August, 2014 for a period of 3 years)	39.95	Nil	Nil

The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available for the Managing Director and Executive Director.

Services of the Wholetime Director may be terminated by either party, giving the other party one months' notice or the Company paying one months' salary in lieu thereof. There is no separate provision for payment of severance fees.

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

i. The Company had a Shareholders / Investors Grievance Committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, change of address etc.

ii. The Committee oversees the performance of the Secretarial Department and the working of M/s. Link Intime India Pvt. Ltd., the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of services to the investors.

iii. The Committee set forth the policies relating to and to oversee the implementation of the Code of Conduct for Prevention of Insider Trading and to review the concerns received under the Asian Code of Conduct.

iv. The nomenclature of the said committee was changed to Stakeholders' Relationship Committee in the light of provisions of the Act and revised clause 49 of the Listing Agreement.

v. One meeting of the Stakeholders' Relationship Committee was held during the year on 26<sup>th</sup> May, 2014.

- vi. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meetings during the year 2014-15	
		Held	Attended
Mr. Naresh Chandra Sharma	Chairman, Independent, Non-Executive	1	1
Mr. Ajit Kapadia	Independent, Non-Executive	1	1
Mr. Rabi Narayan Bastia	Independent, Non-Executive	1	--

- vii. Name, designation and address of Compliance Officer:

Ms. Kanika Bhutani  
 Company Secretary  
 703-704, IRIS Tech Park, 7th Floor, Tower-A,  
 Sector-48, Sohna Road, Gurgaon-122 018  
 Haryana, India  
 Tel. No.: 91 124 4256145  
 Fax No.: 91 1246606440  
 Email : secretarial@asianoilfield.com

- viii. Details of investor complaints received and redressed during the year 2014-15 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
NIL	1	1	NIL

No request for transfer or dematerialization of shares was pending as on 31<sup>st</sup> March, 2015.

#### D. Other committees

- i. Corporate social responsibility (CSR) committee  
 CSR committee of Directors as required under Section 135 of the Act was constituted on 12<sup>th</sup> August, 2014, comprising of Mr. Naresh Chandra Sharma (Independent, Non-Executive) Chairman, Mr. Ajit Kapadia (Independent, Non-Executive), Mr. Rabi Bastia (Independent, Non-Executive) and Mr. Vikram Agarwal (Non-Independent, Non-Executive, Promoter Director).

The broad terms of reference of CSR committee is as follows:

- Formulate and recommend to the board, a corporate social responsibility (CSR) policy;
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR policy of the Company from time to time;

No meeting of the CSR Committee was held during the financial year 2014-15.

The CSR policy of the Company is placed on the website of the Company [www.asianoilfield.com](http://www.asianoilfield.com).

#### IV. Subsidiary Companies

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the board of Directors of the Company.

The Company does not have any material non-listed Indian subsidiary companies.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link <http://asianoilfield.com/investor-relations/corporate-governance.html>

## V. General body meetings

### a) Particulars of AGM / EGM for the last three years:

The details of the last three Annual / Extraordinary General Meetings are as follows :

AGM for the financial year ended	Day, Date & Time of AGM	Place of AGM	Special Resolutions Passed
31-3-2014	Thursday, 18-09-2014 at 10.00 a.m.	Conference Hall, Lemon Tree premier, Leisure Valley, 48, Sector 29, City Center, Gurgaon, 122002, Haryana	1) Approval of borrowing limits of the Company. 2) Creation of Charge on the assets of the Company. 3) Make any loans or investments and to give any guarantees or to provide security. 4) Appointment of Mr. Ashwin Madhav Khandke as a Director and Whole Time Director of the Company.
31-3-2013	Wednesday, 18-09-2013 at 9.30 a.m.	Dr. I. G. Patel Seminar Hall, Faculty of Social Work of M.S.University, Opp. Fatehgunj Post Office, Fatehgunj, Vadodara -390002.	None
31-3-2012	Tuesday, 14-08- 2012 at 11.00 a.m.	Dr. I. G. Patel Seminar Hall, Faculty of Social Work of M.S.University, Opp. Fatehgunj Post Office, Fatehgunj, Vadodara -390002.	Appointment and payment of remuneration to Mr. Rahul Talwar, as the Whole time Director of the Company.

Day, Date & Time of EGM	Place of EGM	Special Resolutions Passed
Wednesday, 29-05-2013 at 10.00 a.m.	Conference Hall, Lemon Tree premier, Leisure Valley, 48, Sector 29, City Center, Gurgaon, 122002, Haryana.	Alteration of Articles of Association

### b) Postal Ballot :

During the year under report, the Company had conducted two postal ballots for passing of special resolutions, as per the details given below.

- i) The members of the Company have approved alteration in Object Clause of the Memorandum of Association by passing a Special Resolution through postal ballot on 3<sup>rd</sup> September, 2014.

Mr. Jayesh Vyas, Practicing Company Secretary was appointed as Scrutinizer to conduct the Postal ballot process in fair and transparent manner.

#### Postal Ballot Voting Pattern :

Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of results
	No. of votes	%	No. of votes	%	
Alteration in Object Clause of the Memorandum of Association	1,25,88,863	99.99	133	0.01	3 <sup>rd</sup> September, 2014

The special resolution set out in the postal ballot notice was passed by the shareholders.

- ii) The members of the Company have approved Adoption of New set of Memorandum of Association, Adoption of New set of Articles of Association and Payment of remuneration to Mr. Ashwin Madhav Khandke, the Wholetime Director, subject to the approval of Central Government by passing a Special Resolution through postal ballot on 29th December, 2014.

Mr. Jayesh Vyas, Practicing Company Secretary was appointed as Scrutinizer to conduct the Postal ballot process in fair and transparent manner.

**Postal Ballot Voting Pattern :**

Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of results
	No. of votes	%	No. of votes	%	
Adoption of New Set of Memorandum of Association of the Company.	55,83,209	100	--	--	29 <sup>th</sup> December, 2014
Adoption of New Set of Articles of Association of the Company	55,83,209	100	--	--	29 <sup>th</sup> December, 2014
Payment of remuneration to Mr.Ashwin Madhav Khandke, the Wholetime Director, subject to the approval of Central Government	55,78,271	99.91	4,938	0.09	29 <sup>th</sup> December, 2014

All the special resolutions set out in the notice calling the postal ballot were passed by the shareholders.

There is no proposal to pass any special resolution through postal ballot at the ensuing Annual General Meeting.

**Procedure of Postal Ballot :**

The notice containing the proposed resolutions and explanatory statement thereto is sent to the registered addresses of all the shareholders of the Company along with a postal ballot form and a postage pre-paid envelope containing the address of the scrutinizer appointed by the Board for carrying out the ballot process.

The e-voting facility is provided by the Company to all shareholders which enable them to cast their vote electronically. The Company has entered into agreement with National Securities Depository Limited (NSDL) for providing the e-voting facility to its shareholders. During the year, the Company has availed e-voting facility from NSDL. Under e-voting facility, the shareholders are provided with an electronic platform to participate and vote on the proposed resolutions of the Company. The e-voting window remains open for a period of thirty days whereby the shareholders can vote on the resolution using their login credentials. The step-wise process and manner for e-voting is provided in the postal ballot form and also

the email which is sent to shareholders along with the postal ballot notice. The scrutinizer submits his report to the Chairman/ Director or person authorized by the Board within seven days of the last date of receipt of postal ballot forms, who on the basis of the report announces the results.

**VI. Disclosures**

**i. Related Party transactions :**

All material transactions entered into with related parties as defined under the Act and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link <http://asianoilfield.com/pdfs/Related%20Party%20Transaction%20Policy.pdf>

- ii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India or any statutory authority, on any matter related

to capital markets, during the last three years 2012-13, 2013-14 and 2014-15 respectively: NIL

- iii. The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link [http://asianoilfield.com/pdfs/Whistleblower\\_policy.pdf](http://asianoilfield.com/pdfs/Whistleblower_policy.pdf)

**iv. Code of Conduct :**

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The said code of conduct is posted on Company's website [www.asianoilfield.com](http://www.asianoilfield.com). The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended 31<sup>st</sup> March, 2015. The Annual Report of the Company contains a Certificate by the Wholetime Director / CFO in terms of Clause 49 of the listing agreement based on the compliance declarations received from Independent

Directors, Non-Executive Directors and Senior Management.

**v. Reconciliation of Share Capital Audit:**

A qualified practicing Company Secretary carries out a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**VII. Means of Communication :**

The quarterly, half-yearly and annual results of the Company are normally published in Business Standard, English and Hindi newspapers, having wide circulation. The financial results are also displayed on the Company's website viz. [www.asianoilfield.com](http://www.asianoilfield.com) and posted on the BSE Corporate Compliance & Listing Centre (the Listing Centre). Official news releases and presentations made to Institutional Investors and Analysts are posted on the Company's website.

## VIII. General shareholder information

**i. Annual General Meeting date, time and venue:**

Monday, 28<sup>th</sup> September, 2015 at 10.00 a.m. at Conference Hall of Hotel lemon Tree Premier, Leisure Valley, 48, Sector 29, Gurgaon, 122002, Haryana

As required under Clause 49(VIII)(E)(1) of the Listing Agreement entered into with the stock exchange, particulars of Directors seeking appointment / re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM to be held on 28<sup>th</sup> September, 2015.

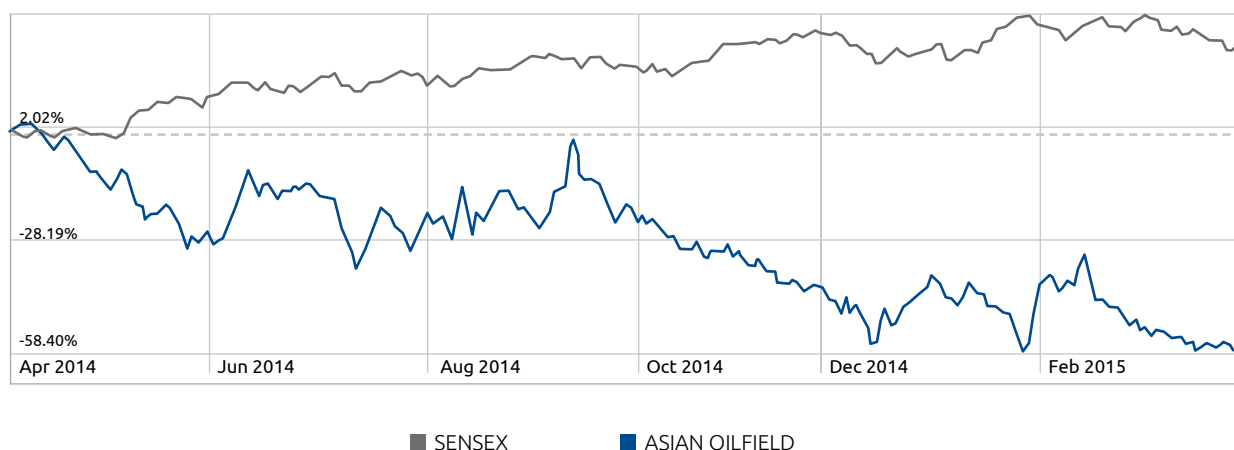
- ii. Financial Calendar** : April to March
- iii. Date of book closure** : 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive)
- iv. Dividend payment date** : Not applicable
- v. Listing on Stock Exchange** : BSE Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
The Company has paid the listing fees to these Stock Exchange for the year 2014-15.
- vi. Stock Code on BSE Ltd.** : 530355
- vii. ISIN Code in NSDL and CDSL for Equity Shares** : INE276G01015
- viii. Corporate identity number (CIN) of the Company** : L23200HR1992PLC052501

**ix. Market price data:**

High, low (based on daily closing prices) and number of equity shares traded during each month in the year 2014-15 on BSE:

Months	High Price (INR)	Low Price (INR)	No. of Shares traded
April 2014	75.45	62.75	3,359
May 2014	65.00	46.75	3,373
June 2014	67.80	47.95	2,932
July 2014	61.95	44.35	2,765
August 2014	62.40	50.00	3,582
September 2014	74.40	52.65	7,145
October 2014	57.00	47.00	2,304
November 2014	52.00	40.60	2,193
December 2014	50.75	30.00	4,093
January 2015	46.00	28.50	4,469
February 2015	49.00	34.20	5,038
March 2015	35.05	29.30	2,062

**xi. Performance of the share price of the Company in comparison to the BSE Sensex:**



**xii. Registrar and Share Transfer Agent :**

Link Intime India Pvt. Ltd.  
 102 & 103, Shangrila Complex, 1st Floor,  
 Opp. HDFC Bank, Near Radhakrishna Char Rasta,  
 Akota, Vadodara – 390 020  
 Phone No. 0265 – 2356573, 2356794  
 Fax No. : 0265-2226216  
 E-mail: vadodara@linkintime.co.in  
 Website : www.linkintime.co.in

**xiii. Share transfer system :**

96.55 % of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Link Intime India Pvt. Ltd. at the above mentioned address. Transfer of shares in physical form is normally processed within fifteen days from the date of receipt, if the documents are complete in all respects.

**xiv. Shareholding as on 31<sup>st</sup> March, 2015:**

a. Distribution of equity shareholding as on 31<sup>st</sup> March, 2015 :

No. of Shares	No. of Share holders	Percentage to shareholders	Total No. of Shares	Percentage to Capital
Up to - 500	7202	80.15	1451328	6.50
501 - 1000	852	9.48	704845	3.16
1001 - 2000	350	3.89	543702	2.44
2001 - 3000	165	1.84	427542	1.92
3001 - 4000	65	0.72	231159	1.04
4001 - 5000	90	1.00	427177	1.91
5001 - 10000	147	1.64	1065556	4.77
10001 and above	115	1.28	17473135	78.27
<b>Total</b>	<b>8986</b>	<b>100.00</b>	<b>2,23,24,444</b>	<b>100.00</b>

b. Categories of equity shareholders as on 31<sup>st</sup> March, 2015 :

Category	No. of Shares	% of Total Capital
<b>A. Promoters Holding</b>		
a. Indian Promoters (PAC)	5,000	0.02
b. Foreign Promoter	12572600	56.32
<b>B. Non Promoters Holding</b>		
a. Foreign Institutional Investors	280000	1.25
b. Bodies Corporate	1199375	5.38
c. Indian Public	8041309	36.02
d. Clearing Members	82619	0.37
e. Non Residents Indians	143541	0.64
<b>Total</b>	<b>2,23,24,444</b>	<b>100</b>

c. Dematerialization of shares and liquidity :

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Percentage of shares held in physical and dematerialized form as on 31<sup>st</sup> March, 2015 :

Sr.No.	Electronic / Physical	Mode of Holding %
1.	NSDL	87.53
2.	CDSL	9.02
3.	Physical	3.45
	<b>Total</b>	<b>100.00</b>

d. The Company has not issued any GDRs / ADRs or any convertible instrument.

e. Plant locations: The Company has no plants.



f. Address for Correspondence

**Link Intime India Pvt. Ltd.**

102 & 103, Shangrila Complex,  
1st Floor, Opp. HDFC Bank  
Near Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020  
Phone No. 0265 – 2356573, 2356794  
Fax No. 0265 – 2356791  
E-mail : vadodara@linkintime.co.in

**Secretarial Dept.**

Asian Oilfield Services Ltd.  
703, 7<sup>th</sup> Floor, Tower-A,  
Iris Tech Park, Sohna Road,  
Gurgaon, Haryana - 122018  
Phone No. 124-6606416  
Fax No. 124-6606406  
Email : secretarial@asianoilfield.com

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## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Wholetime Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended 31<sup>st</sup> March, 2015, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Gurgaon,  
August 11, 2015

**Ashwin Madhav Khandke**  
Wholetime Director

## CERTIFICATION OF WHOLETIME DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH BSE LTD.

The Board of Directors

**Asian Oilfield Services Limited**

Gurgaon

### **We hereby certify that:**

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief;
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Asian Oilfield Services Limited**

Gurgaon  
August 11, 2015

**Sandeep Bhatia**  
CFO

**Ashwin Madhav Khandke**  
Wholetime Director

## COMPLIANCE CERTIFICATE

We have examined the compliance of conditions of Corporate Governance by ASIAN OILFIELD SERVICES LIMITED (“the Company”), for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company entered into with the Stock Exchange.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For Jayesh Vyas & Associates**  
Practicing Company Secretaries

Date : August 11, 2015  
Place : Baroda

**Jayesh Vyas**  
Proprietor  
F.C.S. : 5072 C.P. : 1790

To,  
Link Intime India Pvt. Limited  
Unit: Asian Oilfield Services Limited  
102 & 103, Shangrila Complex  
1st Floor, Opp. HDFC Bank,  
Near Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020

### Updation of Shareholder Information

I / We request you to record the following information against my / our Folio No.:

#### General Information :

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN / Registration No.: *	
(applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

#### Bank Details :

IFSC :	
(11 digit)	
MICR:	
(9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / beneficiary account.

Place : \_\_\_\_\_

Date : Signature of Sole / First holder

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# STANDALONE FINANCIAL STATEMENTS

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# Independent Auditor's Report

To the Members of  
**Asian Oilfield Services Limited**

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

We have audited the accompanying standalone financial statements of ASIAN OILFIELD SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

## **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 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 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 standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. 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 qualified audit opinion on the standalone financial statements.

## **Basis for Qualified Opinion**

The Company's trade receivables, short term loans & advances and long term loans & advances as at 31st March, 2015 include Rs. 313.53 Lacs, Rs. 993.99 Lacs and Rs. 95.70 Lacs respectively, which are due for a period exceeding one year. Based on the information and explanations given to us, we are of the opinion that these are doubtful of recovery whereas the management is of the view that these are recoverable. We are unable to comment on the recoverability of these trade receivables, short term loans & advances and long term loans & advances as at 31st March, 2015 and on their consequent impact on the loss for the year ended 31st March, 2015, on the balances of the trade receivables, short term loans & advances, long term loans & advances and shareholder's funds as at 31st March, 2015.

## **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

### **Emphasis of Matter**

We draw attention to note 20 to the financial statements regarding managerial remuneration of Rs. 83.30 Lacs paid by the Company to their whole time director which exceeds the limits as per the provisions of Schedule V of the Companies' Act, 2013, without the approval of the Central Government, by Rs. 41.31 lacs. The Company is in the process of obtaining the required approval of the Central Government, as at the date of the financial statements.

Our opinion is not modified in respect of this matter.

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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 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. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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. The matter described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs above, in our opinion, may have an adverse effect on the functioning of the Company.
  - f. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
  - h. 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 has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 23 to the financial statements
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117364W)

**Gaurav J Shah**  
Partner  
(Membership No. 35701)

Place: Mumbai  
Date: May 30, 2015

# Annexure to the Independent Auditors' Report

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

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories:
  - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services and during the course of our audit, we have not observed any major weaknesses in such internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and there were no unclaimed deposits at the year end.
- (vi) To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records for the Company's class of business.
- (vii) According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, and Sales Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues applicable to it with the appropriate authorities, except for some delays which have been paid along with interest.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.



- (c) There are no statutory dues, which have not been deposited as on 31st March, 2015 on account of disputes.
- (d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
- (viii) The accumulated losses of the Company as at the end of the financial year are more than fifty percent of its net worth and the Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institution. The Company has not issued any debentures.
- (x) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans during the year.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117364W)

Place: Mumbai  
Date: May 30, 2015

**Gaurav J Shah**  
Partner  
(Membership No. 35701)

# Balance Sheet

as at March 31, 2015

(Amount in Rs)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	223,244,440	223,244,440
(b) Reserves and surplus	4	244,336,302	415,630,145
		467,580,742	638,874,585
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	-	778,988
(b) Long-term provisions	6	702,687	1,107,708
		702,687	1,886,696
<b>3 Current liabilities</b>			
(a) Short-term borrowings	7	225,000,000	425,678,093
(b) Trade payables	8	27,592,365	58,962,106
(c) Other current liabilities	9	78,565,894	50,562,576
(d) Short-term provisions	10	2,368,668	2,422,699
		333,526,927	537,625,474
<b>Total</b>		<b>801,810,356</b>	<b>1,178,386,755</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11	182,953,637	247,842,135
(ii) Intangible assets		1,163,754	1,026,065
(iii) Intangible assets under development		1,232,280	1,232,280
		185,349,671	250,100,480
(b) Non-current investments	12	62,153,872	3,157,059
(c) Long-term loans and advances	13	22,625,867	22,650,867
		270,129,410	275,908,406
<b>2 Current assets</b>			
(a) Inventories (Stores and spares)		38,077,106	39,150,006
(b) Trade receivables	14	51,402,504	121,153,755
(c) Cash and cash equivalents	15	65,997,346	60,692,042
(d) Short-term loans and advances	16	361,253,177	646,252,188
(e) Other current assets	17	14,950,813	35,230,358
		531,680,946	902,478,349
<b>Total</b>		<b>801,810,356</b>	<b>1,178,386,755</b>
See accompanying notes forming part of the financial statements	23		

In terms of our report attached  
For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

**Gaurav J Shah**  
Partner  
Membership No.35701

Place : Mumbai  
Date : May 30, 2015

For and on behalf of the Board

**N C Sharma**  
Chairman

**Kanika Bhutani**  
Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Ashwin Madhav Khandke**  
Whole Time Director

**Sandeep Bhatia**  
Chief Financial Officer

## Statement of Profit and Loss for the year ended March 31, 2015

(Amount in Rs)

Particulars	Note No.	Year ended March 31, 2015	Year ended March 31, 2014
<b>A CONTINUING OPERATIONS</b>			
I. Revenue from operations (Gross)	18	15,385,426	202,174,053
Less : Service Tax		1,692,452	22,239,866
Net Revenue from operations		<b>13,692,974</b>	<b>179,934,187</b>
II. Other income	19	69,740,024	86,209,389
<b>III. Total Revenue (I + II)</b>		<b>83,432,998</b>	<b>266,143,576</b>
IV. Expenses:			
Employee benefits expense	20	59,881,122	87,068,943
Finance costs	21	59,668,719	72,157,666
Depreciation and amortization expense	11	60,897,802	77,745,890
Other expenses	22	66,104,334	271,360,716
<b>Total expenses</b>		<b>246,551,977</b>	<b>508,333,215</b>
<b>V. Loss before exceptional and extraordinary items and tax (III-IV)</b>		<b>(163,118,979)</b>	<b>(242,189,639)</b>
VI. Exceptional items		4,492,143	7,823,192
VII. Loss before extraordinary items and tax (V- VI)		(167,611,122)	(250,012,831)
<b>VIII. Loss before tax (VII)</b>		<b>(167,611,122)</b>	<b>(250,012,831)</b>
<b>IX. Tax expense / (benefit):</b>			
(1) Deferred tax		-	-
(2) Income Tax - Earlier Year		-	-
<b>X Loss for the period</b>		<b>(167,611,122)</b>	<b>(250,012,831)</b>
<b>XI. Earnings per share (of Rs 10/- each):</b>			
(a) Basic		(7.51)	(13.88)
(b) Diluted		(7.51)	(13.88)
See accompanying notes forming part of the financial statements	23		

In terms of our report attached  
For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

For and on behalf of the Board

**Gaurav J Shah**  
Partner  
Membership No.35701

**N C Sharma**  
Chairman

**Ashwin Madhav Khandke**  
Whole Time Director

Place : Mumbai  
Date : May 30, 2015

**Kanika Bhutani**  
Company Secretary

**Sandeep Bhatia**  
Chief Financial Officer

Place : Mumbai  
Date : May 29, 2015

# Cash Flow Statement

for the year ended March 31, 2015

(Amount in Rs)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014	
<b>A. CASH FLOW ARISING FROM OPERATING ACTIVITIES</b>				
Net Profit/ (Loss) before Tax as per Profit & Loss Account		(167,611,122)		(249,943,861)
Adjusted for:				
Finance costs	59,668,719		72,157,665	
Liabilities/Provision no longer required written back	(4,478,702)		-	
Bad trade and other receivables, loans and advances written off	2,084,278		-	
Dividend received	-		(870,693)	
Profit on disposal of assets (net)	(111,661)		(12,125,909)	
Depreciation and amortization expense	60,897,802		77,745,890	
Interest income	(41,473,869)		(48,337,754)	
Unrealised (Gain)/Loss due to Foreign Exchange Fluctuation	5,231,041		(13,778,557)	
Provision for Doubtful debts, loans and advances	4,189,668		7,948,192	
		86,007,276		82,738,834
<b>Operating Profit before Working Capital Changes</b>		<b>(81,603,845)</b>		<b>(167,205,027)</b>
Adjusted for:				
Inventories	1,072,900		10,637,578	
Trade Receivables	67,941,401		71,067,213	
Loans and advances and Other current assets	4,486,592		173,216,528	
Trade Payables, Current liabilities & Other Provisions	(29,104,959)		(91,789,602)	
		44,395,934		163,131,717
<b>Cash Generated from Operations</b>		<b>(37,207,911)</b>		<b>(4,073,310)</b>
Taxes paid (net of refunds)		(1,222,843)		(7,570,518)
<b>Net cash flows from / (used in) operating activities</b>		<b>(38,430,754)</b>		<b>(11,643,828)</b>
<b>B. CASH FLOW ARISING FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets		(643,254)		(33,414,830)
Proceeds from the sale of assets		925,201		71,647,993
Change in Payables for Capital Goods		-		(22,839,840)
Sale of investments		-		59,478,674
Investment in Subsidiary		(58,996,813)		-
Loan to Subsidiaries		288,788,439		(495,193,248)
Margin Money Deposited		(8,548,980)		85,518,402
Dividend Income received		-		870,693
Interest Income received		45,043,098		45,204,255
<b>Net cash flows from / (used in) investing activities</b>		<b>266,567,691</b>		<b>(288,727,901)</b>

## Cash Flow Statement for the year ended March 31, 2015

(Amount in Rs)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014	
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES</b>				
Proceeds from Share Capital		-		150,500,000
Proceeds from Borrowings		-		335,000,000
Repayment of Borrowings		(201,782,571)		(182,190,215)
Interest and finance charges paid		(29,599,892)		(34,060,426)
Net cash flow from / (used in) financing activities		(231,382,463)		269,249,359
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>(3,245,526)</b>		<b>(31,122,370)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>		<b>7,946,687</b>		<b>39,069,057</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		1,849		-
<b>Closing Balance of Cash and Cash Equivalents</b>		<b>4,703,010</b>		<b>7,946,687</b>
<b>Notes :</b>				
(i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in AS-3 on "Cash Flow Statement".				
(ii) Cash & Cash Equivalents comprise of:				
		As at 31-Mar-2015		As at 31-Mar-2014
Cash on Hand		88,267		294,206
Balances with Scheduled Banks				
- on current accounts		4,604,743		7,642,481
- on fixed deposit accounts		10,000		10,000
		<b>4,703,010</b>		<b>7,946,687</b>

In terms of our report attached  
For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

**Gaurav J Shah**  
Partner  
Membership No.35701

Place : Mumbai  
Date : May 30, 2015

For and on behalf of the Board

**N C Sharma**  
Chairman

**Kanika Bhutani**  
Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Ashwin Madhav Khandke**  
Whole Time Director

**Sandeep Bhatia**  
Chief Financial Officer

# Notes forming part of the financial statements

## 1 Corporate Information

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Asian Oilfield Services Limited (the "Company") is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 and is listed on the Bombay Stock Exchange (BSE). The Company is a reservoir imaging company, offering a suite of geophysical services specializing in land and well seismic services. The portfolio of services include 2D and 3D seismic data acquisition, processing and interpretation, topographic survey, continuous core drilling for mineral and CBM exploration, wire-line logging and directional core drilling to target shallow horizons. In addition to the core services the Company also provides specialized high technology services to oil and gas companies for targeted applications. The Company possesses an experience of working in difficult terrains while respecting local socio-economic realities and environment. The Company has expanded its activities through its foreign subsidiaries to cater to the international markets. The Registered Office of the Company is located at 703, IRIS Tech Park, Tower-A, Sector-48, Sohna Road, Gurgaon-122018 (Haryana).

## 2 Significant Accounting Policies

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### A. Accounting Convention

The financial statements have been prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation as more fully described in Note 2 D. Based on the nature of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of asset and liabilities.

### B. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize.

### C. Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately.

#### Capital work-in-progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

## Notes forming part of the financial statements

### 2 Significant Accounting Policies (Contd...)

#### D. Depreciation and amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on addition to / deduction from assets during the year is provided on pro-data basis.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Sl No.	Category of Asset	Useful Life as per Schedule II of Companies Act, 2013	Useful Life as per Management Estimates	Explanations
1	Portable Drilling Rigs used for shot-hole drilling under seismic data acquisition.	8 Years	10 Years	Based on the usage of these rigs in the current operation, management has estimated the useful life of 10 years
2	Ground Electronics including Geophones, Recording Channels and other related equipment's.	8 Years	6 Years	Based on the major customer's specifications and requirement for usage of these electronics and internal technical test and maintenance program, management has estimated useful life of 6 years for these equipment's.
3	Survey & Communication equipment which includes Radios, GPS, Garmin etc.	8 Years	10 Years	Based on the technical specification, calibration and technical test done recently, useful life of these assets is estimated for 10 years.
4	Invertor, Batteries and other related equipment's.	8 Years	1 / 2 Years	Based on the usage of these equipment and manufacturer warranty conditions management has estimated the useful life of 1/2 years

Intangible assets are amortised over their estimated useful life on straight line method. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

#### E. Intangible Assets and Amortization

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

#### F. Inventories

Inventories of stores and consumables are stated at lower of cost and net realizable value. Inventories of mining business, being used/usable more than a period of 1 year is charged as consumption over its consumption/usage period on a pro-data basis. Mining inventory is estimated to be consumed /usable over 36 months from the procurement of such inventory. Cost is determined considering the cost of purchase and other costs incurred for acquisition and on the basis of first in first out method (FIFO).

#### G. Cash Flow

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statement and presents the cash flows by operating, investing and financing activities of the Company. Cash and cash equivalents

# Notes forming part of the financial statements

## 2 | Significant Accounting Policies (Contd...)

presented in the Cash Flow Statement consists of Cash which comprises cash in hand and demand deposits with banks; Cash equivalents comprises of short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### H. Foreign Currency Transactions

- i) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of transaction.
- ii) Monetary items denominated in foreign currencies at year end are restated at year end rates. In case of monetary items, which are covered by forward exchange contracts, the difference between the transactions rate and rate on the date of contract is recognized as exchange difference and the premium paid on forwards contracts is recognized over the life of the contract.
- iii) Non-monetary foreign currency items are carried at cost.
- iv) Exchange difference arising either on settlement or on translation of monetary items other than those mentioned above is recognized in the Statement of Profit and Loss.

### I. Investments

Investments are classified into current and long term investments. Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Long-term investments are stated at cost and any decline, other than temporary, in the value of long term investments is charged to Statement of Profit and Loss. Current investments are stated at lower of cost and market value determined on an individual investment basis. However, provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

### J. Employee Stock Option Scheme

In accordance with the Securities and Exchange Board of India guidelines, the excess of the market price of the shares, at the date of grant of option under the employee stock option scheme, over the exercise price is treated as employee compensation and the same is amortised over the vesting period of the stock options.

### K. Employee Benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

#### i. Defined contribution plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### ii. Defined benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to contributions.

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.



# Notes forming part of the financial statements

## 2 Significant Accounting Policies (Contd...)

The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

### iii. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

### iv. Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled, if any.

## L. CENVAT Credit

CENVAT Credit availed on capital goods are reduced from the cost of capital goods. CENVAT claimed on service is reduced from the cost of such services. The unutilized CENVAT balance is shown as asset in loans and advances.

## M. Revenue Recognition

### a. Services

Revenue from services is recognised in the period in which services are rendered on percentage completion method.

### b. Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

### c. Dividend

Revenue is recognised when the right to receive dividend is established by the balance sheet date.

## N. Taxes on Income

Tax expense comprises of current income tax, deferred income tax charge/ (credit) for the year.

### Current Tax:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Provision for taxation is based on assessable income of the Company as determined under the provisions of the Income Tax Act, 1961. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction and the Company intends to settle the asset and liability on a net basis.

### Deferred Tax:

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is

# Notes forming part of the financial statements

## 2 | Significant Accounting Policies (Contd...)

measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

### O. Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Other borrowing costs are recognized as expense in the year in which they are incurred.

### P. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

### Q. Provisions, Contingent liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result 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.

Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

## Notes forming part of the financial statements

### 3 Share Capital

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number	(Rs.)	Number	(Rs.)
<b>Authorised</b>				
Equity Shares of Rs 10 each	50,000,000	500,000,000	500,000,000	500,000,000
<b>Issued</b>				
Equity Shares of Rs 10 each	22,324,444	223,244,440	22,324,444	223,244,440
<b>Subscribed &amp; fully Paid up</b>				
Equity Shares of Rs 10 each	22,324,444	223,244,440	22,324,444	223,244,440
<b>Total</b>	<b>22,324,444</b>	<b>223,244,440</b>	<b>22,324,444</b>	<b>223,244,440</b>

#### i. Reconciliation of Shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares	
	Number	(Rs.)
Shares outstanding at the beginning of the year	22,324,444	10
Shares Issued during the year	-	10
Shares bought back during the year	-	-
Shares outstanding at the end of the year	22,324,444	10

#### ii. Terms & Rights attached to each class of shares

“The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.”

#### iii. Shareholder holding more than 5% shares in the Company :

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Share</b>				
Samara Capital Partners Fund I Ltd.	12,572,600	56.32%	12,572,600	56.32%

#### iv. As at 31st March, 2015 5,77,683 shares (as at 31st March, 2014 5,77,683 shares) of Rs. 10 each were reserved for issuance towards outstanding employee stock options granted.

The ESOS compensation committee of the company at their meeting held on 7th December 2010 has granted 5, 77,683 stock options to the eligible employees (38), under the Employees Stock Option Scheme-2010 (ESOS-2010) at the exercise price of Rs. 55.70 per option, being the latest available price on the stock exchange prior to the date of grant, out of which 5 employees are continuing in the Company, having an option of exercising grant of 103,630 shares. The vesting of the option granted would be graded over a period of four years i.e. on 15th December 2012, 1st October 2013, 1st October 2013, 1st October 2014, with the exercise period being 2 years from the date of vesting. The company has applied the intrinsic value method for accounting of such options.

## Notes forming part of the financial statements

### 4 Reserves & Surplus

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>a. Capital Reserves</b>		
Opening Balance	44,578,226	44,578,226
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	44,578,226	44,578,226
<b>b. Securities Premium Account</b>		
Opening Balance	670,694,704	590,194,704
Add : Securities premium credited on Share issue	-	80,500,000
Closing Balance	670,694,704	670,694,704
<b>c. Surplus/(Deficit) in Statement of Profit &amp; Loss</b>		
Opening balance	(299,642,785)	(49,629,954)
(+) Net Loss For the current year	(167,611,122)	(250,012,831)
(-) Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer Note 11)	3,682,721	-
Closing Balance	(470,936,628)	(299,642,785)
<b>Total</b>	<b>244,336,302</b>	<b>415,630,145</b>

### 5 Long Term Borrowings

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
Long term maturities of finance lease obligations		
- Secured	-	778,988
<b>Total</b>	<b>-</b>	<b>778,988</b>

#### Notes:

- Vehicle Loan from HDFC Bank was taken during FY 2012-13 and carries interest of 12% per annum, maturing on 15/12/2015. The loan is repayable in 35 monthly installments from the date of loan. Vehicle loan is secured by way of hypothecation of vehicle acquired out of the loan.
- Vehicle Loan from OASIS was taken during FY 2012-13 and carries interest of 16.40% per annum, maturing on 15/10/2015. The loan is repayable in 35 monthly installments from the date of loan. Vehicle loan is secured by way of hypothecation of vehicle acquired out of the loan.

## Notes forming part of the financial statements

### 6 Long Term Provisions

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits		
Leave Encashment (Refer Note 23.7)	702,687	1,107,708
<b>Total</b>	<b>702,687</b>	<b>1,107,708</b>

### 7 Short Term borrowings

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Loans repayable on demand</b>		
(a) From banks		
Secured	-	65,678,093
(b) From other parties		
Unsecured	225,000,000	360,000,000
<b>Total</b>	<b>225,000,000</b>	<b>425,678,093</b>

#### Notes:

1. Cash Credit from Banks is secured by hypothecation of all chargeable current assets of the company and pledge of Term Deposits. Cash Credit is repayable on demand and carries rate of interest of 17% per annum
2. Unsecured ICD of Rs 11.5 Crores from Global Coal & Mining Pvt Ltd carries rate of interest of 16.00% per annum repayable on demand.
3. Unsecured ICD of Rs 11 Crores from Thriveni Earthmovers Pvt Ltd repayable on demand and carries rate of interest of 15.00% per annum

### 8 Trade Payables

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
Due to		
- Micro Enterprises & Small Enterprises	-	-
- Others	27,592,363	58,962,106
<b>Total</b>	<b>27,592,363</b>	<b>58,962,106</b>

**Notes:** No dues outstanding to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

## Notes forming part of the financial statements

### 9 Other Current Liabilities

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
(a) Current maturities of finance lease obligations	778,818	1,104,308
(b) Interest accrued and due on borrowings		
- Term Loan	4,904	12,333
- Others	74,305,206	44,228,950
(c) Other payables		
TDS Payable	2,354,174	2,009,470
Service Tax Payable	159,778	1,533,799
PF Payable	197,431	43,210
ESI Payable	15,425	-
Professional Tax Payable	800	2,618
Outstanding severance pay	749,357	1,627,888
<b>Total</b>	<b>78,565,894</b>	<b>50,562,576</b>

### 10 Short Term Provisions

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>Provision for employee benefits</b>		
Bonus & Ex gratia	2,347,990	2,385,850
Gratuity (Funded) (Refer Note 23.7)	-	-
Leave Encashment (unfunded) (Refer Note 23.7)	20,678	36,849
<b>Total</b>	<b>2,368,668</b>	<b>2,422,699</b>

# Notes forming part of the financial statements

## 11 Fixed Assets

Description	(Amount in Rs)											
	As at 1-Apr-14	Addition	Deductions	As at 31-Mar-15	As at 1-Apr-14	Adjustments	For the period	Transition adjustment recorded against Surplus balance in Statement of Profit and Loss	As at 31-Mar-15	As at 31-Mar-15	As at 31-Mar-14	
<b>(i) Tangible Assets</b>												
Freehold Land	794,750	-	-	794,750	-	-	-	-	-	794,750	794,750	-
Building	2,274,959	-	-	2,274,959	918,242	177,680	177,680	-	1,095,921	1,179,038	1,356,717	-
Oilfield Equipment	328,023,122	-	638,559	327,384,563	138,487,155	35,021,021	295,334	1,031,081	174,243,924	153,140,639	189,535,967	-
Furniture & Fixture	2,203,790	-	-	2,203,790	1,457,417	119,529	-	23,316	1,600,262	603,528	746,373	-
Office Equipments	2,719,010	-	76,307	2,642,703	511,832	875,580	76,307	380,765	1,691,870	950,833	2,207,178	-
Computer	238,221,805	180,548	154,403	238,247,950	195,968,708	22,029,216	-	2,137,398	220,135,322	18,112,628	42,253,096	-
Vehicles	16,004,483	-	559,174	15,445,309	5,326,840	2,437,837	246,823	-	7,517,854	7,927,455	10,677,643	-
Vessels	327,147	-	-	327,147	56,737	25,645	-	-	82,382	244,765	270,410	-
<b>Total</b>	<b>590,569,066</b>	<b>180,548</b>	<b>1,428,443</b>	<b>589,321,171</b>	<b>342,726,932</b>	<b>60,686,508</b>	<b>618,464</b>	<b>3,572,560</b>	<b>406,367,535</b>	<b>182,953,636</b>	<b>247,842,133</b>	<b>-</b>
<b>(ii) Intangible Assets</b> (not internally generated)												
Computer Software	10,710,194	462,704	154,649	11,018,249	9,684,129	211,293	151,088	110,161	9,854,494	1,163,755	1,026,065	-
<b>Total</b>	<b>10,710,194</b>	<b>462,704</b>	<b>154,649</b>	<b>11,018,249</b>	<b>9,684,129</b>	<b>211,293</b>	<b>151,088</b>	<b>110,161</b>	<b>9,854,494</b>	<b>1,163,755</b>	<b>1,026,065</b>	<b>-</b>
<b>Grand Total</b>	<b>601,279,260</b>	<b>643,252</b>	<b>1,583,092</b>	<b>600,339,420</b>	<b>352,411,061</b>	<b>60,897,801</b>	<b>769,552</b>	<b>3,682,721</b>	<b>416,222,029</b>	<b>184,117,390</b>	<b>248,868,198</b>	<b>-</b>
Previous year	657,476,643	68,115,953	124,313,337	601,279,259	339,456,426	77,745,890	64,791,255	-	352,411,061	248,868,198	318,020,217	-

# Notes forming part of the financial statements

## 11 Fixed Assets

Description	(Amount in Rs)									
	As at 1-Apr-13	Addition	Deductions	As at 31-Mar-14	As at 1-Apr-13	Adjustments	For the period	Transition adjustment recorded against Surplus balance in Statement of Profit and Loss	As at 31-Mar-14	As at 31-Mar-13
<b>(i) Tangible Assets</b>										
Freehold Land	794,750			794,750	-		-		-	794,750
Building	2,274,959			2,274,959	741,660		176,582		918,242	1,533,299
Oilfield Equipment	321,695,817	65,050,367	58,723,062	328,023,122	119,153,257	17,369,216	36,703,115		138,487,156	202,542,560
Furniture & Fixture	2,016,728	187,062	-	2,203,790	1,384,707		72,710		1,457,417	632,021
Office Equipments	2,468,810	335,579	85,379	2,719,010	400,632	7,898	119,098		511,832	2,068,178
Computer	299,587,301	2,243,601	63,609,098	238,221,804	205,071,539	46,791,329	37,688,498		195,968,708	94,515,762
Vehicles	17,900,281	-	1,895,798	16,004,483	4,297,479	622,812	1,652,173		5,326,840	13,602,802
Vessels	327,147	-	-	327,147	33,607		23,130		56,737	293,540
<b>Total</b>	<b>647,065,793</b>	<b>67,816,609</b>	<b>124,313,337</b>	<b>590,569,065</b>	<b>331,082,881</b>	<b>64,791,255</b>	<b>76,435,306</b>	<b>-</b>	<b>342,726,932</b>	<b>315,982,912</b>
<b>(ii) Intangible Assets</b> (not internally generated)										
Computer Software	10,410,850	299,344	-	10,710,194	8,373,545		1,310,584		9,684,129	2,037,305
<b>Total</b>	<b>10,410,850</b>	<b>299,344</b>	<b>-</b>	<b>10,710,194</b>	<b>8,373,545</b>	<b>-</b>	<b>1,310,584</b>	<b>-</b>	<b>9,684,129</b>	<b>2,037,305</b>
<b>Grand Total</b>	<b>657,476,643</b>	<b>68,115,953</b>	<b>124,313,337</b>	<b>601,279,259</b>	<b>339,456,426</b>	<b>64,791,255</b>	<b>77,745,890</b>	<b>-</b>	<b>352,411,061</b>	<b>318,020,217</b>
Previous year	663,340,806	59,083,736	64,947,899	657,476,643	272,287,058	20,966,118	88,135,486	-	339,456,426	391,053,748



## Notes forming part of the financial statements

### 12 Non Current Investments

(Amount in Rs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Trade Investments (At cost)		
Investment in Equity instruments	62,153,872	3,157,059
<b>Total</b>	<b>62,153,872</b>	<b>3,157,059</b>

#### A. Details of Trade Investments

Sr. No.	Name of the Body Corporate	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (INR)	
		2015	2014			2015	2014	2015	2014
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
	<b>Investment in Equity Instruments of Subsidiaries</b>								
1	AOSL Petroleum Pte Ltd.	1,000	1,000	Unquoted	Fully Paid up	100%	100%	31,059	31,059
2	Asian Offshore Private Limited	10,000	10,000	Unquoted	Fully Paid up	100%	100%	100,000	100,000
3	Asian Oilfield & Energy Services DMCC	3,675	200	Unquoted	Fully Paid up	100%	100%	62,022,813	3,026,000
	<b>Total</b>							<b>62,153,872</b>	<b>3,157,059</b>

### 13 Long Term Loans & Advances

(Amount in Rs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
<b>a. Security Deposits</b>		
Unsecured, considered good	22,625,867	22,650,867
Doubtful	900,000	900,000
Less: Provision for doubtful deposits	(900,000)	(900,000)
	22,625,867	22,650,867
<b>b. Inter - Corporate Loan</b>		
Unsecured, considered good		
Doubtful	69,807,577	69,807,577
Less: Provision for Doubtful Inter - Corporate Loan	(69,807,577)	(69,807,577)
	-	-
<b>Total</b>	<b>22,625,867</b>	<b>22,650,867</b>

## Notes forming part of the financial statements

### 14 Trade Receivables

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
Trade receivables outstanding for a period less than six months from the date they were due for payment		
Unsecured, considered good	5,467,044	70,543,225
	5,467,044	70,543,225
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	45,935,459	48,557,830
Unsecured, considered doubtful	16,314,740	34,681,020
Less: Provision for doubtful trade receivables	16,314,740	32,628,322
	45,935,459	50,610,528
<b>Total</b>	<b>51,402,504</b>	<b>121,153,753</b>

### 15 Cash & Cash equivalents

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>Cash &amp; Cash Equivalents</b>		
Cash on hand	88,267	294,206
Balances with banks		
- in Current Account	4,604,743	7,642,481
- in Deposit Account	10,000	10,000
- in earmarked accounts		
Balances held as margin money	61,294,336	52,745,356
<b>Total</b>	<b>65,997,346</b>	<b>60,692,043</b>

**Notes:** Balance with banks include deposits with remaining maturity of more than 12 months from the balance sheet date.

## Notes forming part of the financial statements

### 16 Short Term Loans & Advances

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
a. Loans and advances to related parties		
Unsecured, considered good	262,866,149	556,810,043
	262,866,149	556,810,043
b. Other loans and advances		
a. Deposits	656,484	764,484
b. Prepaid Expenses	2,415,693	4,327,455
c. Employee Advances		
Unsecured, considered good	1,069,462	1,413,674
Doubtful	77,000	77,000
Less: Provision for Doubtful Advances	(77,000)	(77,000)
	1,069,462	1,413,674
d. Advance to suppliers		
Unsecured, considered good	36,115,507	29,039,242
Doubtful	2,796,965	-
Less: Provision for Doubtful Advances	(2,796,965)	-
	36,115,507	29,039,242
e. Income Tax receivable	50,502,438	49,279,595
f. Service Tax receivable	7,627,444	4,617,695
	98,387,028	89,442,145
<b>Total</b>	<b>361,253,177</b>	<b>646,252,188</b>

### 17 Other Current assets

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
Interest Accrued on Deposits	14,950,813	19,275,895
Accrued Service Income	-	15,954,463
<b>Total</b>	<b>14,950,813</b>	<b>35,230,358</b>

## Notes forming part of the financial statements

### 18 Revenue from Operations

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Sale of services - Seismic Survey & Mining Related (Gross)	15,385,426	202,174,053
Less: Service Tax	1,692,452	22,239,866
<b>Total</b>	<b>13,692,974</b>	<b>179,934,187</b>

### 19 Other Income

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Interest Income	41,473,869	48,337,754
Dividend Income from current investments	-	870,693
Rental Income	-	359,157
Net gain on foreign currency transactions (other than considered as finance cost)	18,318,778	19,841,412
Miscellaneous Income	5,357,014	4,674,464
Liabilities/Provision no longer required written back	4,478,702	-
Profit on disposal of Asset	111,661	12,125,909
<b>Total</b>	<b>69,740,024</b>	<b>86,209,389</b>

#### Notes:

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
(i) Interest Income comprises :		
Interest on Loan to Subsidiary	36,545,901	39,719,909
Interest on Bank Deposits	4,927,968	8,617,845
<b>Total</b>	<b>41,473,869</b>	<b>48,337,754</b>

### 20 Employee Benefit Expenses

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Salaries, Exgratia and Bonus	48,800,291	66,670,559
Contribution to Provident Fund and Other Funds	1,191,415	1,640,143
Staff Welfare Expenses	1,558,762	6,738,057
Remuneration to Directors	8,330,654	12,020,184
<b>Total</b>	<b>59,881,122</b>	<b>87,068,943</b>

## Notes forming part of the financial statements

### 21 Finance Cost

(Amount in Rs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
(a) Interest expense		
- Borrowings	5,498,204	18,401,969
- Others	50,698,184	48,104,112
- Interest on delayed payments of statutory dues	1,042,684	2,908,577
(b) Bank Charges	2,429,646	2,743,007
<b>Total</b>	<b>59,668,719</b>	<b>72,157,666</b>

#### Notes:

(Amount in Rs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Other interest expense comprises interest on-		
Inter-corporate deposits	50,585,989	48,104,112
Others	112,195	-
<b>Total</b>	<b>50,698,184</b>	<b>48,104,112</b>

### 22 Other Expenses

(Amount in Rs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Operating Expenses		
Sub-contract Charges	11,883,456	145,814,170
Stores and Consumables Consumed	1,108,987	21,349,809
Machinery Hire Charges	-	2,432,923
Vehicle Hire Charges	116,438	3,242,365
Fuel Expenses Rig	-	4,217,620
Crop Compensation	-	1,442,620
Labour Charges	57,446	12,159,725
Camp Rental Charges	-	542,730
Other Operational Expenses	4,126	3,993,651

## Notes forming part of the financial statements

### 22 Other Expenses (Contd...)

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Administration & Other Expenses		
Business Promotion Expenses	55,440	2,001,872
Rent	11,208,031	9,284,142
Rates & Taxes	188,970	419,026
Travelling and Conveyance	10,936,533	17,820,840
Printing and Stationery	718,636	1,392,717
Tender Fees	197,250	67,956
Advertisement	131,476	89,072
Membership and Subscription Charges	481,552	549,155
Postage and Courier Expenses	359,866	488,173
Freight Expenses	1,230,338	6,751,506
Telephone and Internet Expenses	2,606,162	3,453,831
Insurance	1,926,034	3,773,751
Power and Fuel	616,771	508,782
Security Expenses	510,291	607,958
Office Expenses	529,160	344,936
Auditor's Remuneration	863,774	945,161
Legal and Professional Charges	12,552,640	15,261,703
Provision for Doubtful Trade Receivables	-	125,000
Bad trade and other receivables, loans and advances written off	1,781,804	391,558
Directors Sitting Fees	570,000	493,000
Repairs and Maintenance		
- Building	2,855,762	2,435,974
- Plant and Machinery	271,667	3,609,873
- Others	619,384	986,786
Donation	5,650	4,500
Prior Period Expenses	75,541	-
Service Tax Penalty	1,183,318	-
Miscellaneous Expenses	457,831	4,357,831
<b>Total</b>	<b>66,104,334</b>	<b>271,360,716</b>

#### Notes:

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
(i) Payments to the auditors comprises :		
To Statutory Auditors		
- For audit	850,000	925,000
- For taxation and other matters	387,500	370,000
- Reimbursement of expenses	13,774	20,161
<b>Total</b>	<b>1,251,274</b>	<b>1,315,161</b>

## Notes forming part of the financial statements

### 23 Additional Information

#### 1. Contingent Liabilities

Particulars	(Amount in Rs)	
	March 31, 2015	March 31, 2014
Towards Guarantees issued by bank	329,937,078	15,380,000
Demand for Income Tax contested by the Company	30,638,593	30,072,513

Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

#### 2. Disclosure as per Clause 32 of the Listing Agreement with the Stock Exchange

Loans and advances in the nature of loans given to subsidiaries, associates, firms / companies in which directors are interested:

Particulars	Relationship	(Amount in Rs)	
		Amount outstanding as on 31st March, 2015	Maximum balance outstanding during the year
Asian Oilfield and Energy Services DMCC	Subsidiary	1,84,425,973	507,955,685
Asian Offshore Private Limited	Subsidiary	Nil	330,609
AOSL Petroleum Pte. Ltd.	Subsidiary	95,298,617	102,121,817

#### 3. Dues of Micro, Small & Medium Enterprises

The Company has not received any intimation from the suppliers regarding their status under the Micro Small and Medium Enterprises Act, 2006 and hence disclosure, if any, relating to amounts unpaid as at the yearend together with interest paid / payable as required under the said Act, have not been given.

#### 4. Information in respect of related parties

During the year, the Company entered into transactions with related parties. List of related parties along with nature and volume of transactions and balance at 31st March 2015 are presented below:

- a) Holding : Samara Capital Partners Fund I Ltd
- b) Subsidiary : AOSL Petroleum Pte Ltd  
: Asian Oilfield & Energy Services DMCC  
: Asian Offshore Private Limited
- c) Key Management Personnel : Mr. Ashwin Madhav Khandke -Whole Time Director  
: Mr Sandeep Bhatia - CFO  
: Ms Kanika Bhutani – Company Secretary

#### Transactions with Related Parties

The details of transactions with the related parties as defined in the Accounting Standard AS-18 Related Party transactions notified under the Companies Act, 2013 are given below:

Sl. No.	Nature of Relation/ Nature of Transaction	(Amount in Rs)	
		2014-15	2013-14
A	<b>Holding Company -</b>		
	<i>Samara Capital Partners' Fund (I) Limited</i>	Nil	150,500,000
	Preferential allotment of shares (PY 70 Lacs Equity Shares @ Rs. 21.50 per share)	500,000	Nil
	Advance received	500,000	Nil
	Advance repaid		

# Notes forming part of the financial statements

## 23 Additional Information (Contd...)

		(Amount in Rs)	
Sl. No.	Nature of Relation/ Nature of Transaction	2014-15	2013-14
<b>B</b>	<b>Subsidiary -</b>		
	1. <i>AOSL Petroleum PTE LTD.</i>	Nil	13,635,500
	Loan to Subsidiary	Nil	10,126,519
	Reimbursement of expense/ other advance	7,559,084	7,489,198
	Interest on loan advanced		
	2. <i>Asian Oilfield &amp; Energy Services DMCC</i>	58,996,813	
	Investment in equity shares	Nil	Nil
	Loan to Subsidiary	288,788,439	482,543,500
	Repayment of above loan	24,056,050	14,861,600
	Reimbursement of expense/other advance	575,544	34,965,171
	Sale of Equipment	28,986,819	76,060,246
	Interest on loan advanced	361,440,000	32,230,554
	Issue of Guarantee		Nil
	3. <i>Asian Offshore Private Limited</i>	Nil	Nil
	Investment in equity shares	63,964	43,450
	Reimbursement of expense/other advance		
<b>C</b>	<b>Balances with Related Parties -</b>		
	1. <i>Subsidiary - AOSL Petroleum Pte Ltd.</i>		
	Investment in equity shares	31,059	31,059
	Unsecured Loan	85,874,578	82,456,926
	Other Advances	3,369,318	19,581,735
	Interest receivable	6,054,721	8,328,642
	2. <i>Subsidiary - Asian Oilfield &amp; Energy Services DMCC</i>		
	Investment in equity shares	62,022,813	3,026,000
	Unsecured Loan	176,991,571	474,353,117
	Other Advances	4,849,224	32,584,045
	Interest receivable	2,585,188	7,076,141
	Guarantee	307,646,451	Nil
	3. <i>Subsidiary - Asian Offshore Private Limited</i>		
	Investment in equity shares	100,000	100,000
	Other Advances	Nil	281,645
<b>D</b>	<b>Remuneration to key managerial person and relative of key Managerial person</b>		
	Managing Director/Whole Time Director		
	Salaries	83,30,654	11,660,824
	Contribution to provident fund and other funds	20,400	9,360
		<b>83,510,054</b>	<b>11,670,184</b>
	<b>Company Secretary</b>		
	Salaries	907,362	848,305
	Contribution to provident fund and other funds	16,500	9,360
		<b>923,862</b>	<b>857,665</b>
	<b>Chief Financial Officer</b>		
	Salaries	36,45,469	39,87,931
	Contribution to provident fund and other funds	11,110	80,880
		<b>3,656,579</b>	<b>4,068,811</b>

(The above figures do not include provision for leave encashment)



## Notes forming part of the financial statements

### 23 | Additional Information (Contd...)

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#### 5. Segment Reporting

In accordance with Accounting Standard 17 "Segment Reporting" as prescribed under Companies (Accounts) Rules, 2014, the Company has determined its business segment as Seismic data acquisition and its related services. Since there are no other business segments in which the Company operates, there are no other primary reportable segments, therefore, the segment revenue, segment results, segment assets, segment liabilities, total cost incurred to acquire segment assets, depreciation charge are all as is reflected in the financial statements.

#### 6. Leases

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over.

#### 7. Employee Benefits

##### a) Defined Contribution Plan

The Company makes Provident Fund and contributions to defined contribution retirement benefit plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Provident Fund scheme additionally requires the Company to guarantee payment of interest at rates notified by the Central Government from time to time, for which shortfall has been provided for as at the Balance Sheet date.

The Company recognized Rs 11,91,415 (March 31, 2014: Rs 16,40,143) for provident fund contributions in the profit and loss account. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

##### b) Defined Benefit Plans

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date.

## Notes forming part of the financial statements

### 23 Additional Information (Contd...)

The following table sets out the funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at March 31, 2015.

(Amount in Rs)

Sl. No.	Particulars	Gratuity	
		2014-15	2013-14
<b>I</b>	<b>Expense recognized in Profit &amp; Loss Account</b>		
	a. Current Service Cost	483,033	515,407
	b. Interest Cost	112,305	135,659
	c. Expected return on plan assets	(206,813)	(266,505)
	d. Actuarial (Gain)/Loss	(258,446)	1,029,978
	e. Addl. Charge/(write-back) on account of change in policy		
	f. Net expense recognized in Profit & Loss Account	130,079	1,414,539
<b>II</b>	<b>Changes in obligation during the year</b>		
	a. Obligation as at the beginning of the year	1,403,813	1,507,317
	b. Current service cost	483,033	515,407
	c. Interest Cost	112,305	135,659
	d. Actuarial (Gain)/Loss	(258,446)	1,029,978
	e. Benefits paid	(56,741)	(1,784,548)
	f. PV of obligation as at the end of the year	1,683,964	1,403,813
<b>III</b>	<b>Changes in Plan Assets during the year</b>		
	a. Fair value of plan assets as at the beginning of the year	3,185,582	4,046,829
	b. Expected return on plan assets	206,813	266,505
	c. Actuarial (Gain)/Loss	-	-
	d. Contributions	44,027	656,796
	e. Benefits paid	(56,741)	(1,784,548)
	f. Fair value of plan assets as at the end of the year	3,379,681	3,185,582
<b>IV</b>	<b>Net Assets/ Liabilities recognized in the Balance sheet</b>		
	a. PV of obligation as at the end of the year	1,683,964	1,403,813
	b. Fair value of plan assets as at end of the year	3,379,681	3,185,582
	c. Net Liabilities/(Assets) recognized in the Balance sheet at year end	(1,695,717)	(1,781,769)
<b>V</b>	<b>Principal Actuarial Assumptions</b>		
	a. Discount rate (per annum) (Refer Note-a)	8.00%	9.00%
	b. Expected return on plan assets (Per annum) (Refer Note-b)	9.10%	9.10%
	c. Expected increase in salary costs (per annum (Refer Note-c)	5.00%	5.00%

#### Notes:

- Discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
- As the investment is with the Insurance Company, list of investment is not available, so expected return is assumed to be available on risk free investment like PPF.
- The estimate of future salary increases take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- 100% of plan assets are invested in group gratuity scheme offered by LIC of India.

## Notes forming part of the financial statements

### 23 Additional Information (Contd...)

#### 8. Deferred Income Tax

Components of Deferred Tax Assets/ (Liability)

Particulars	(Amount in Rs)	
	March 31, 2015	March 31, 2014
Depreciation	(73,27,596)	(18,926,965)
Deferred Tax Assets		
- Employee benefits	(132,209)	(12,027)
- Provision for doubtful debts	5,855,579	10,916,206
- Unabsorbed Depreciation (restricted to the extent of deferred tax liability on depreciation on account of virtual certainty)	1,604,224	8,022,786
	<b>Nil</b>	<b>Nil</b>

#### 9. Earnings Per Share

Particulars	2014-15	2013-14
Net Profit/ (Loss) after tax for the year	(167,611,120)	(250,012,831)
Number of Equity Shares outstanding as at year end	22,324,444	22,324,444
Nominal value of Equity Share (in Rs.)	10	10
Weighted average number of Equity Shares	22,324,444	18,009,332
Basic and Diluted Earnings/ (Loss) Per Shares (in Rs.)	(7.51)	(13.88)

#### 10. Stores & Consumables Consumed

Particulars	(Amount in Rs)			
	2014-15	%	2013-14	%
Imported	Nil	0%	226,824	1.06%
Indigenous	819,421	100%	21,180,592	98.94%
<b>Total</b>	<b>819,421</b>	<b>100%</b>	<b>21,407,416</b>	<b>100%</b>

#### 11. Value of imports during the year (CIF basis)

Particulars	(Amount in Rs)	
	2014-15	2013-14
Capital Goods	Nil	10,256,727
Stores and spares consumable	Nil	226,824

#### 12. Expenditure in foreign currency during the year (on payment basis)

Particulars	(Amount in Rs)	
	2014-15	2013-14
Travelling Expenses	2,370,436	3,720,550

#### 13. Earnings in foreign currency

Particulars	(Amount in Rs)	
	2014-15	2013-14
Interest Income	36,545,901	39,719,909

# Notes forming part of the financial statements

## 23 Additional Information (Contd...)

### 14. Derivative Instruments

There are no foreign currency exposures that are covered by derivative instruments as on 31.03.2015 (Previous year: Rs Nil). Details of foreign currency exposures that are not hedged by any derivative instruments or otherwise are as under:

(Amount in Rs)

Particulars	Currency	Amount in foreign currency		Equivalent amount in Indian currency	
		2014-15	2013-14	2014-15	2013-14
Receivables	US Dollar	131,306	937,608	8,218,541	53,748,517
Payables	US Dollar	Nil	21,271	Nil	1,278,400
Advances	US Dollar	4,349,378	9,533,668	272,231,035	592,038,892

### 15. Current asset, loans and advances

In opinion of the Board of Directors the current assets, loans and advances have a value realization in the ordinary course of business at least equal to the amount at which they are stated and provision for all known liabilities has been made. As a matter of prudence, Company has made provision of Rs.44.92 Lacs in the current year (Previous year: Rs 78.23 Lacs) towards doubtful recovery of debt, which has been reflected as Exceptional Items in the Statement of Profit and Loss.

16. The previous year figures have been accordingly regrouped/re-classified to conform to the current year's classification.

For and on behalf of the Board

**N C Sharma**  
Chairman

**Ashwin Madhav Khandke**  
Whole Time Director

**Kanika Bhutani**  
Company Secretary

**Sandeep Bhatia**  
Chief Financial Officer

Place : Mumbai  
Date : May 29, 2015

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# SUBSIDIARY FINANCIAL STATEMENTS

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# Manager's report of Asian Oilfield & Energy Services DMCC.

The manager of the company has pleasure in presenting this report along with the financial statements of Asian Oilfield & Energy Services DMCC, Dubai Multi Commodities Centre, Dubai (U.A.E.) for the year ended 31st March 2015.

## Legal status & shareholder

Asian Oilfield & Energy Services DMCC is registered as a company with limited liability with Dubai Multi Commodities Centre Authority in the emirate of Dubai (U.A.E.) under service license no. DMCC-32446 & having registration no. DMCC3462.

The company has a branch in Kurdistan region, Iraq under the name of Asian Oilfield & Energy Services DMCC and registered with respective Ministry of Trade and Industry under license/registration no. 17005.

M/s Asian Oilfield Services Limited, a public limited company registered under certificate of incorporation no. 04-17254 and company identification no. L23200HR1992PLC052501 with Registrar of companies, National Capital Territory of Delhi, Haryana, India is the sole shareholder of the company as at the reporting date holding share capital of AED 3,675,000/- (3,675 shares of AED 1,000/- each, equivalent to USD 1,000,000/-). The registered address of M/s Asian Oilfield Services Limited is 703, 7th floor, Tower – A, IRIS Tech Park, Sohna Road, Sector 48, Gurgaon, Haryana – 122018, India.

During the year under review, vide amendment to the Memorandum of Association registered with Dubai Multi Commodities Centre Authority dated 27th November 2014, the company has increased its authorized and paid up share capital from AED 200,000/- to AED 3,675,000/- by creation & issuance of additional 3,475 shares of AED 1,000/- each to the sole existing shareholder.

## Operations of the company:

The company is licensed to carry on the activity of providing services in oil and gas industry and was principally engaged in same activity during the year under review.

The financial highlights of the company are as below:

Particulars	Amount in U.S. Dollars (USD)	
	2014-15	2013-14
Revenue	22,807,898/-	14,053,078/-
Gross profit	584,321/-	3,778,948/-
Net (loss)/profit before tax	(1,504,118/-)	1,047,509/-
Net (loss)/profit	(1,510,493/-)	1,044,174/-
Total liabilities	13,161,691/-	9,420,198/-
Equity & shareholder's funds	3,469,242/-	9,624,589/-

## Results & dividend:

Net (loss) for the year amounted to USD 1,510,493/- (previous year earned net profit of USD 1,044,174/-).

The company's current liabilities (USD 8,436,915/-) exceed current assets (USD 2,466,070/-) and the company has accumulated losses as at the reporting date which raises doubt about the company's ability to continue as a going concern. The company has evaluated its estimated revenue being orders pipelined, tendered and awarded and its relating cost & profitability on future projects and its fund flow requirements and estimates that the liability obligations would be taken care. The company thus does not anticipate any liquidity problem and the shareholder would provide or arrange necessary financial support as and when required. Hence the financial statements have been prepared on a going concern basis.

The company has not declared any dividend due to accumulated losses.

**Management's responsibilities & acknowledgements:**

We confirm that management of the company is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards for Small & Medium-sized Entities (IFRS for SMEs), UAE Commercial Companies Law no. 8 of 1984 (as amended), implementing DMCC Company Regulations 2003 and applicable provisions of Memorandum & Articles of Association of the company.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

The company's management further states that there are no material uncertainties which would make the going concern assumption inappropriate.

**Events occurring after the reporting date:**

There were no significant events occurring after the reporting date that would materially affect the working or the financial statements of the company.

**Auditors:**

The company's auditor, M/s Kothari Auditors and Accountants, Dubai (U.A.E.) are retiring at the end of the annual general meeting of the shareholder and being eligible have expressed their willingness to be re-appointed. A resolution to re-appoint them for the year 2015-16 and to fix their remuneration would be put up before the shareholder at the annual general meeting.

For **Asian Oilfield & Energy Services DMCC**

**Pradeep Devraj Vaswani**

Manager

May 14, 2015

Dubai, United Arab Emirates

# Independent auditor's reports

To the shareholder of

**Asian oilfield & Energy Services DMCC**  
**Dubai multi commodities center, Dubai (U.A.E)**

## **Report on the financial statement:**

We have audited the accompanying financial statements of Asian Oilfield & energy services DMCC, Dubai multi commodities center, Dubai (U.A.E) ('the company') for the financial year ended 31st March 2015 comprising of statement of financial position as at 31st March 2015, related statements of comprehensive income, changes in equity & shareholder's fund and cash flow for the year then ended as set out on pages 5 to 8 and read along with notes and schedules to the financial statements on pages 9 to 23

## **Managements's responsibility for the financial statements:**

Management of the company is responsible for the preparation and fair presentation of these financial statements in accordance with international financial reporting standards for Small & Medium-sized Entities (IFRS for SMEs), UAE commercial company law no.8 of 1984 (as amended), implementing DMCC company Regulation 2003 and applicable provision of Memorandum & Articles of Association of the company.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in circumstances.

## **Auditor's responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with international standards on Auditing. Those standards require that we comply with ethical requirements, plan and perform the audit to obtain reasonable assurance whether financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on auditor's judgements, including the assessments of the risk and material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in circumstances, but not for the purpose of expressing an opinion on effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of financial statements.

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

## **Opinion:**

In our opinion, the financial statements present fairly, in all material respects, the financial position of Asian Oilfield & Energy Services DMCC, Dubai Multi Commodities Centre, Dubai (U.A.E) as at 31 March 2015, its financial performance, changes in equity & shareholder's funds and cash flow for the year then ended and were prepared, in accordance with international financial reporting standards for small and medium-sized Entities (IFRS for SMEs) applied on a consistent basis.



**Emphasis of matter:**

Without qualifying our opinion, we would like to draw your attention to the following:

- Physical verification of the property plant and equipments amounting to USD 14,149,121/- and USD 15742/- could not be carried out as these were lying in a warehouse at project side office at Gas Qalaga factory street, old Kalar, Sulaymaniyah, Kurdistan Republic of Iraq and guest house at Baharan city, Sulaymaniyah, Kurdistan, Republic of Iraq respectively. We have relied on a letter of confirmation received from an independent law firm, M/s Alwakeel regarding physical existence & valuation of said assets.
- The company's current liabilities (USD 8,436,915/-) exceed current assets (USD 2,466,070/-) and the company has accumulated losses as at the reporting date which may affect the company's ability to continue as a going concern. However, the company does not anticipate any liquidity problem and the shareholder would provide or arrange necessary financial support as and when required. Hence the financial statements have been prepared on a going concern basis.
- Tax liability on profits generated on projects in Iraq is considered on basis of tax-certificate from company's tax consultant in Iraq M/s. Razan Samaan Touza Auditing & Consultancy and we do not provide any assurance on adequacy or otherwise of tax liability in Iraq.

**Report on the other matter**

We confirm that, in our opinion:

- We have obtained all the information & explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit
- Proper books of account have been maintained by the company as far as appears from our examination of those books,
- Financial statements and the contents of the manager's reports are in agreement with the books of account, and
- to the best of our knowledge and belief, that there are no violations of the provisions of the U.A.E commercial companies Law no. 8 of 1984 (as amended), implementing DMCC Company Regulation 2003 and applicable provisions of the Memorandum & Articles of Association of the company that would affect materially the working or the financial statements of the company.

**Kothari Vipul R**

Ministry of economy Registration No. 159

Kothari Auditors & Accountants

May 14, 2015

Dubai, United Arab Emirates

# Statement of financial position as at March 31, 2015

Amount in U.S. Dollars (USD)

Particulars	Note No.	31.03.2015	31.03.2014
<b>Assets:</b>			
<b>Current assets</b>			
Cash & bank balances	5	197,741	509,954
Deposits, prepayments & advances	6	376,800	1,057,877
Loans & advances to others	7	0	589,360
Accounts receivables	8	750,104	20,000
Insurance claim receivable	9	1,141,425	0
Inventories	10	0	51,105
		2,466,070	2,228,296
<b>Non-current assets</b>			
Capital work-in-progress	11	0	1,338,838
Property, plant & equipment	Sch-1	14,164,863	15,477,653
		14,164,863	16,816,491
<b>Total assets employed</b>		<b>16,630,933</b>	<b>19,044,787</b>
<b>Liabilities, equity &amp; shareholder's funds:</b>			
<b>Current liabilities</b>			
Borrowings from banks & financial institutions	12	2,200,000	0
Accounts payable		1,193,284	1,008,106
Amounts due to related party	13	998,040	846,604
Payable to suppliers of property, plant & equipment	14	3,254,744	6,466,487
Provisions, accruals & other liabilities	15	790,847	1,099,001
		8,436,915	9,420,198
<b>Non-current liabilities</b>			
Borrowings from banks & financial institutions	12	2,724,776	0
Amounts due to related party	13	2,000,000	0
		4,724,776	0
Total liabilities		13,161,691	9,420,198
<b>Equity &amp; shareholder's funds</b>			
Share capital	16	1,000,000	54,422
Reserves & surplus	17	(477,286)	1,033,207
Equity		522,714	1,087,629
Loan from shareholder	Sch-2	2,869,059	8,008,674
Shareholder's current account	Sch-3	77,469	528,286
Equity & shareholder's funds		3,469,242	9,624,589
<b>Total liabilities, equity &amp; shareholder's funds</b>		<b>16,630,933</b>	<b>19,044,787</b>

The attached note nos. 1 to 28 & schedule nos. 1 to 3 form an integral part of these financial statements.

Auditor's report is on page nos. 3 & 4. The shareholder has approved and authorised the manager for the issuance of these financial statements on May 14, 2015.

For **Asian Oilfield & Energy Services DMCC**

**Pradeep Devraj Vaswani**  
Manager

## Statement of comprehensive income for the year ended March 31, 2015

Amount in U.S. Dollars (USD)

Particulars	Note No.	01.04.2014 to 31.03.2015	01.04.2013 to 31.03.2014
Revenue	18	22,807,898	14,053,078
Direct costs	19	(22,223,577)	(10,274,130)
Gross profit		584,321	3,778,948
Other income	20	646,194	248,931
Marketing costs	21	(335,035)	(1,047,520)
Administrative costs	22	(1,249,282)	(1,040,140)
Finance costs	23	(1,114,735)	(849,135)
Other expenses	24	(35,581)	(43,575)
<b>Net (loss)/profit before tax</b>		<b>(1,504,118)</b>	<b>1,047,509</b>
Tax expense	25	(6,375)	(3,335)
<b>Net (loss)/profit</b>		<b>(1,510,493)</b>	<b>1,044,174</b>

The attached note nos. 1 to 28 & schedule nos. 1 to 3 form an integral part of these financial statements.

Auditor's report is on page nos. 3 & 4. The shareholder has approved and authorised the manager for the issuance of these financial statements on May 14, 2015.

For **Asian Oilfield & Energy Services DMCC**

**Pradeep Devraj Vaswani**  
Manager

# Statement of changes in equity & shareholder's funds

for the year ended March 31, 2015

Amount in U.S. Dollars (USD)

Particulars	Share capital	Retained earnings/ Accumulated (losses)	Loan from shareholder	Shareholder's current account	Total
As at 31.03.2013	54,422	(10,967)	10,913	13,938	68,306
Net profit	0	1,044,174	0	0	1,044,174
Net movements	0	0	7,997,761	514,348	8,512,109
<b>As at 31.03.2014</b>	<b>54,422</b>	<b>1,033,207</b>	<b>8,008,674</b>	<b>528,286</b>	<b>9,624,589</b>
As at 31.03.2014	54,422	1,033,207	8,008,674	528,286	9,624,589
Net (loss)	0	(1,510,493)	0	0	(1,510,493)
Net movements	945,578	0	(5,139,615)	(450,817)	(4,644,854)
<b>As at 31.03.2015</b>	<b>1,000,000</b>	<b>(477,286)</b>	<b>2,869,059</b>	<b>77,469</b>	<b>3,469,242</b>

The attached note nos. 1 to 28 & schedule nos. 1 to 3 form an integral part of these financial statements.

Auditor's report is on page nos. 3 & 4. The shareholder has approved and authorised the manager for the issuance of these financial statements on May 14, 2015.

## Statement of cash flows for the year ended March 31, 2015

Particulars	Note No.	Amount in U.S. Dollars (USD)	
		01.04.2014 to 31.03.2015	01.04.2013 to 31.03.2014
<b>Cash flow from operating activities:</b>			
Net (loss)/profit		(1,510,493)	1,044,174
Adjustments for:			
Interest income		0	(20,638)
Depreciation on property, plant & equipment		1,987,468	905,484
Impairment of accounts receivables		11,510	0
Finance costs		1,114,735	849,135
(Gain)/loss on disposal of property, plant & equipment		(373,702)	37,253
<b>Cash generated from operations</b>		<b>1,229,518</b>	<b>2,815,408</b>
<b>Net changes in operating assets &amp; liabilities:</b>			
Decrease(increase) in deposits, prepayments & advances		681,077	(1,046,162)
(Increase) in accounts receivables		(741,614)	(20,000)
(Increase) in insurance claim receivable		(1,141,425)	0
Decrease(increase) in inventories		51,105	(51,105)
Increase in accounts payable		185,178	1,008,106
(Decrease)increase in provisions, accruals & other liabilities		(308,154)	1,097,913
<b>Net cash (used in)/generated from operations</b>		<b>(44,315)</b>	<b>3,804,160</b>
<b>Cash flow from investing activities:</b>			
Decrease(increase) in loans & advances to others		589,360	(589,360)
Decrease in amounts due from related parties		0	46,775
(Addition) to property, plant & equipment		(431,993)	(16,870,031)
Sale of property, plant & equipment		1,469,855	449,641
(Decrease)increase in payable to suppliers of property, plant & equipment		(3,211,743)	6,466,487
(Increase) in capital work-in-progress		0	(1,338,838)
Interest income		0	20,638
<b>Net cash (used in) investing</b>		<b>(1,584,521)</b>	<b>(11,814,688)</b>
<b>Cash flow from financing activities:</b>			
Increase in bank overdraft		4,924,776	0
Increase in amounts due to related party		2,151,436	846,604
Increase in share capital		945,578	0
(Decrease)increase in loan from shareholder		(5,139,615)	7,997,761
(Decrease)increase in shareholder's current account		(450,817)	514,348
(Outflow) of finance costs		(1,114,735)	(849,135)
<b>Net cash generated from financing</b>		<b>1,316,623</b>	<b>8,509,578</b>
(Deficit)/surplus for the year		(312,213)	499,050
Cash & cash equivalents at beginning of year		509,954	10,904
Cash & cash equivalents at end of year	5	197,741	509,954
Non-cash transactions	26		

The attached note nos. 1 to 28 & schedule nos. 1 to 3 form an integral part of these financial statements.

Auditor's report is on page nos. 3 & 4. The shareholder has approved and authorised the manager for the issuance of these financial statements on May 14, 2015.

# Notes to the financial statements for the year ended March 31, 2015

## 1 Status and activity

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- 1.1 Asian Oilfield & Energy Services DMCC is registered as a company with limited liability with Dubai Multi Commodities Centre Authority in the emirate of Dubai (U.A.E.) under service license no. DMCC-32446 & having registration no. DMCC3462.
- 1.2 The company has established a branch in Kurdistan region, Iraq under the name of Asian Oilfield & Energy Services DMCC and registered with Ministry of Trade and Industry under license/registration no. 17005.
- 1.3 M/s Asian Oilfield Services Limited, a public limited company registered under certificate of incorporation no. 04-17254 and company identification no. L23200HR1992PLC052501 with Registrar of companies, National Capital Territory of Delhi, Haryana, India is the sole shareholder of the company as at the reporting date holding share capital of AED 3,675,000/- (3,675 shares of AED 1,000/- each, equivalent to USD 1,000,000/-). The registered address of M/s Asian Oilfield Services Limited is 703, 7th floor, Tower – A, IRIS Tech Park, Sohna Road, Sector 48, Gurgaon, Haryana – 122018, India.
- 1.4 During the year under review, vide amendment to the Memorandum of Association registered with Dubai Multi Commodities Centre Authority dated 27th November 2014, the company has increased its authorized and paid up share capital from AED 200,000/- to AED 3,675,000/- by creation & issuance of additional 3,475 shares of AED 1,000/- each to the sole existing shareholder.
- 1.5 The principal place of business is Unit no. 2H-08-71, Floor no. 8, Building no. 2, Plot no. 550-554 J&G, DMCC, Dubai (U.A.E.).
- 1.6 The company is licensed to carry on the activity of providing services in oil and gas industry and was principally engaged in same activity during the year under review.

## 2 Basis of preparation

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### 2.1 Statement of compliance:

These financial statements have been prepared in accordance with the International Financial Reporting Standards for Small & Medium-sized Entities (IFRS for SMEs) issued by International Accounting Standards Board (IASB).

### 2.2 Basis of measurement:

These financial statements have been prepared under going concern assumption and historical cost convention.

The company's current liabilities (USD 8,436,915/-) exceed current assets (USD 2,466,070/-) and the company has accumulated losses as at the reporting date which raises significant doubt about the company's ability to continue as a going concern. However, the company does not anticipate any liquidity problem and the shareholder would provide or arrange necessary financial support as and when required. Hence the financial statements have been prepared on a going concern basis.

### 2.3 Basis of accounting & coverage:

The company follows the accrual basis of accounting except for statement of cash flows which is presented on cash basis. Under accrual basis, transactions and events are recognized as and when they occur and are recorded in the financial statements for the period to which they relate to.

The financial statements enclosed cover the period 1st April 2014 to 31st March 2015. Previous year financial statements are for the period 1st April 2013 to 31st March 2014 and have been regrouped wherever necessary.

### 2.4 Functional & presentation currency:

The financial statements are presented in United States Dollars (USD), which is also the company's functional currency. All financial information presented in USD has been rounded off to the nearest US Dollar.

## Notes to the financial statements for the year ended March 31, 2015

### 2 Basis of preparation (Contd...)

#### 2.5 Use of estimates & judgments:

The preparation of combined financial statements in conformity with IFRS for SMEs requires management to make estimates, judgments and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses.

Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future period affected & same are mentioned under respective accounting policy note.

The following accounting estimates and management judgments have been considered, which are material in nature, in preparation of financial statements.

- **Useful lives of property, plant & equipment:**

The company follows the group accounting policy for determining the useful lives, salvage value and thus the depreciation rates of the items of property, plant & equipments. The company reviews the estimated lives and salvage value on the periodic basis (as per group accounting policies) and depreciation charge would be adjusted when the management believes that they differ from previous estimates.

- **Impairment of accounts receivables**

Accounts receivables are subjected to recoverability test on a periodical basis when collection of full amount is no longer probable. Accounts receivable balances which are individually significant, are verified for ageing, subsequent receipts & balance confirmations. Accounts receivable balances which are individually not material, are assessed collectively & estimated reserve for impairment of accounts receivables is created if same is outstanding for beyond normal credit terms & doubtful.

- **Obsolescence of inventories:**

Inventories are subjected to ageing & obsolescence test on a periodical basis by management on damaged, obsolete and slow moving inventories. These reviews require judgments and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories. Management estimates that no reserve for obsolescence is required against inventories to cover for doubtful losses, if any.

- **Revenue recognition:**

Revenue is recognised based on stage of completion of work done, measured in terms of square kilometers of area covered for 2D & 3D seismic survey. Same is determined by the company and approved by the customer.

The company does not follow the percentage of completion method to recognize revenue wherein recognition of contract revenue is to the same extent as the proportion of total cost incurred bears to the total estimated cost of project. The company's management evaluates that, due to the nature of business, stage of completion cannot be determined with a level of certainty and hence the company recognizes revenue based on achieving certain milestones as per the contract entered into with the client.

- **Tax expense:**

The company's tax consultants in Iraq had computed the tax liability arising out of project executed in Kurdistan, Iraq. The same was paid & as per said consultant the company has no further liability towards any tax upto year ending 31st March 2015.

# Notes to the financial statements for the year ended March 31, 2015

## 3 Summary of significant accounting policies

The following accounting policies have been consistently applied by the management in preparation of the financial statements except where stated here under:

### 3.1 Inventories:

Inventories are carried at lower of cost and net realizable value (estimated selling price less cost to complete and selling expenses). Cost includes cost of inventory, including applicable cost to bring the inventory to the present condition, valued at 'first-in-first-out' method.

Any excess of carrying amount, over the net realizable value is charged immediately as impairment loss through combined statement of comprehensive income. Inventory items, which are slow moving or obsolete are assessed and provision for obsolescence is created based on their ageing and sale ability.

### 3.2 Property, plant & equipment:

Property, plant & equipment are carried at their cost of acquisition including any incidental expenses related to acquisition or installation, less accumulated depreciation and accumulated impairment loss. Depreciation has been provided on straight line method over the estimated useful lives, as determined by the management.

Property, plant & equipment are, at the reporting date, subject to impairment. Where any indication of impairment exists, the carrying amount is written down to its recoverable amount.

The management's estimate of useful life of various assets is as follows:

Machinery & tools	106 months
Office equipment	74 – 190 months
Vehicles	126 months

### 3.3 Financial instruments:

The company recognizes a financial instrument (being a financial asset or financial liability) only when the company becomes a part of the contractual provisions of the instrument.

Accounting policy relevant to each type of financial instrument is as follows:

#### - Cash & cash equivalents:

Cash & cash equivalents for the purpose of cash flow statement comprise of cash on hand, balances with banks in current accounts and bank overdraft. In statement of financial position, the bank overdraft is shown within bank borrowings under current liabilities.

#### - Accounts receivables:

Accounts receivables if any, are amounts due from customers towards providing services in the ordinary course of business. Accounts receivables are recognized initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment of accounts receivables. A provision for impairment of accounts receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to original terms of the accounts receivables.

#### - Accounts payable:

Accounts payable represent obligations towards purchase of goods in the ordinary course of business. Same is free of interest & payable at the end of credit period granted by the suppliers. Accounts payables are recognized initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method.

#### - Other financial assets:

Other financial assets are recognised initially at fair value/transaction value and subsequently measured at amortised cost using the effective interest method less impairment. However, all other financial assets have a value on realization in the ordinary course of the company's business, which is at least equal to the amount at which they are stated in the statement of financial position.



## Notes to the financial statements for the year ended March 31, 2015

### 3 Summary of significant accounting policies (Contd...)

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#### - Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value/transaction value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

#### 3.4 Impairment:

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset. All impairment losses are recognized in the statement of comprehensive income.

A non-financial asset is assessed for impairment (its recoverable amount being less than its carrying amount) and impairment loss is immediately recognized in the statement of comprehensive income.

#### 3.5 Leases:

Leases are classified as finance lease, when substantially all the risk and reward of ownership are transferred to lessee. All other leases are operating lease.

#### - Operating lease:

Lease payments under operating lease are recognised as an expense in the statement of comprehensive income on a straight line basis over the lease term. Generally the company's operating leases are for annual duration and hence company is not exposed to any operating lease obligations.

#### 3.6 Employee benefits:

Employee benefits, if any, have been provided for in accordance with the contractual terms with the employees, but are however subject to minimum of UAE Labour Law requirements. The accrual relating to annual leave and leave passage is disclosed as a current liability, while the provision relating to end of service benefits is disclosed as a non-current liability.

#### 3.7 Provisions & contingencies:

Provisions are recognised when the company has a legal or constructive obligation as a result of past events and it is probable that an outflow of economic benefits would be required to settle these obligations and a reliable estimate of the same can be made.

A disclosure of contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When likelihood of outflow is remote, no provision or disclosure is made.

#### 3.8 Revenue recognition:

Revenue is recognized when it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. Revenue is measured at fair value of consideration received or receivable, excluding discounts, rebates and duties.

Revenue includes the invoiced value of services provided during the year less discounts, if any and customer claim towards delay in completion of work. Revenue also includes claim from customer towards expenses incurred on abandoned project or part of the project, which is agreed by the customer, the amount is determined and recovery is certain. Service income is recognized when the service is imparted and the right to receive is established.

Revenue is derived from providing 2D & 3D seismic survey (including data capturing and installing vibrator points) and is recognised based on the stage of completion.

#### 3.9 Expenditure:

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities. Expenses are presented in the statement of comprehensive income, classified according to the function of expense.

# Notes to the financial statements for the year ended March 31, 2015

## 3 Summary of significant accounting policies (Contd...)

### 3.10 Foreign currency transactions:

- Transactions in foreign currency, if any, are converted into functional currency at prevailing exchange rate on the date such transactions are entered into.
- Monetary assets and liabilities denominated in foreign currencies are translated into functional currency at the exchange rates prevailing at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies which are stated at historical cost or fair value, are translated into functional currency at the rates prevailing on the date of transaction or the determination of fair value respectively.
- Resultant loss or gain has been recognized in the statement of comprehensive income, in the year in which such assets are realized or liabilities are discharged.

## 4 Other significant disclosures

### 4.1 Related party transactions:

The company enters into transactions with another company and person that fall within the definition of a related party as per the International Financial Reporting Standards for Small and Medium-sized Entities (IFRS for SMEs).

The management & shareholder considers that the terms of trade with such related parties are based on commercial terms & conditions agreed upon with them by the management.

Related parties with whom the company had transactions during the year under review comprises of the shareholder, key management personnel & group companies as stated hereunder:

Name of related parties	Control	Relationship
Asian Oilfield Services Limited, India	Shareholder	Parent company
Samara Capital Partners Fund Limited, Mauritius	Common control	Group company
AOSL Petroleum Pte. Ltd, Singapore	Common control	Group company
Mr. Pradeep Devraj Vaswani	Manager	Key management personnel
Mr. Rahul Talwar	Director	Key management personnel

During the year under review, following transactions were entered into with related parties:

Nature of transaction	Amount in U.S. Dollars (USD)	
	2014-15	2013-14
<b>Other transaction:</b>		
- Property, plant & equipment purchased from shareholder	9,576/-	1,243,913/-
- Reimbursement of expenses incurred by shareholder	396,167/-	577,532/-
- Interest on amounts due to group company	Nil/-	20,638/-
- Interest on loan from shareholder	475,385/-	522,232/-
- Interest on loan from related party	151,436/-	199,361/-
<b>Compensation to key management personnel:</b>		
- Manager's remuneration and benefits	102,000/-	102,000/-
- Director's remuneration and benefits	210,626/-	Nil/-

## Notes to the financial statements for the year ended March 31, 2015

### 4 Other significant disclosures (Contd...)

#### Amounts due to related party:

Amounts due to related party is bearing interest at 10.00% p.a. (previous period 10.00% p.a.).

#### Loan from shareholder:

Loan from shareholder is long term in nature, without any fixed repayment schedule and is bearing interest at 9.00% p.a. (previous period 9.00% p.a.).

#### Shareholder's current account:

Balance in shareholder's current account represents amount invested by the shareholder over & above its contribution to the share capital. Said balance is long term in nature and is free of interest.

### 4.2 Financial, capital risk management & fair value information:

#### 4.2.1 Credit, liquidity & market rate risk:

##### Credit risk:

Credit risk is the risk of financial loss to the company if a customer or counter-party to a financial instrument fails to meet its contractual obligations.

Out of the total balance in bank of USD 194,407/- (previous year USD 508,578/-), an amount equivalent to USD 115,997/- (previous year USD 481,652/-) is lying in Turkiye Is Bankasi A.S.'s Erbil - Iraq branch.

The exposure to credit risk on trade receivables and amounts due from related parties is monitored on an ongoing basis by the management and these are considered recoverable by the company's management. However 100% of total accounts receivables were outstanding from 1 customer only (previous year 100% from 1 customer) and hence the company has concentration of accounts receivables and consequent risk to that extent.

##### Liquidity risk:

Liquidity risk is the risk that the company will not be able to meet its financial obligations as and when it falls due. The group's assets are not sufficient to cover its financial obligations.

The company's current liabilities (USD 8,436,915/-) exceed current assets (USD 2,466,070/-) and the company has accumulated losses as at the reporting date which raises significant doubt about the company's ability to continue as a going concern. However, the company does not anticipate any liquidity problem and the shareholder would provide or arrange necessary financial support as and when required. Hence the financial statements have been prepared on a going concern basis.

The table below summarises the maturity profile of the company's financial liabilities on contractual undiscounted payments.

	Amount in U.S. Dollars (USD)			
	Less than 6 months	6 months to 1 year	1 year to 5 years	Total
<b>As on 31st March 2015</b>				
Borrowings from banks & financial institutions	1,100,000	1,100,000	2,724,776	4,924,776
Accounts payable	1,193,284	-	-	1,193,284
Payable to suppliers of property, plant & equipment	3,254,744	-	-	3,254,744
Amounts due to related party	350,797	647,243	2,000,000	2,998,040
Provisions, accrual & other liabilities	790,847	-	-	790,847
<b>Total</b>	<b>6,689,672</b>	<b>1,747,243</b>	<b>4,724,776</b>	<b>13,161,691</b>

# Notes to the financial statements for the year ended March 31, 2015

## 4 Other significant disclosures (Contd...)

Amount in U.S. Dollars (USD)				
	Less than 6 months	6 months to 1 year	1 year to 5 years	Total
<b>As on 31st March 2014</b>				
Accounts payable	1,008,106	-	-	1,008,106
Payable to suppliers of property, plant & equipment	3,666,487	2,800,000	-	6,466,487
Amounts due to related party	199,361	647,243	-	846,604
Provisions, accrual & other liabilities	1,099,001	-	-	1,099,001
<b>Total</b>	<b>5,972,955</b>	<b>3,447,243</b>	<b>-</b>	<b>9,420,198</b>

### Market risk:

Market risk is the risk that changes in market prices, such as investment prices, interest rates and currency rates will affect the company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on risk.

#### - Interest rate risk:

Interest rate risk is the risk of variability in profit due to change in interest rates on interest bearing assets and interest bearing liabilities.

Bank overdraft carries interest @ EIBOR + 3% (previous year Nil).

Interest @ 9.00% and 10.00% p.a. (previous year @ 9.00% and 10.00% p.a.) are payable on loan from shareholder and amount due to related party respectively.

#### - Currency risk:

Currency risk faced by the company is minimal as there are minimal foreign currency transactions. Most of the monetary assets and liabilities are denominated in United States Dollar (USD) only.

### Other risks:

#### - Revenue risk:

97.58 % of revenue was generated from 1 customer (previous year 99.15% to 1 customer) and hence the company has concentration of revenue & consequent risk to that extent.

### 4.2.2 Capital management:

The company's policy is to maintain a strong capital base so as to maintain lender and creditor confidence and to sustain future development of the business. The company is not subject to externally imposed capital restrictions.

### 4.2.3 Fair value information:

Fair value represents the amount at which an asset could be exchanged or a liability settled in an arm's length transaction, between willing & knowledgeable parties. In respect of all the company's financial assets viz cash & bank balances, receivables, advances, deposits, accrued income and liabilities viz dues to banks, payables, accruals and other non-current liabilities, in the opinion of the management, the book value approximates to their carrying value.

## Notes to the financial statements for the year ended March 31, 2015

Particulars	Amount in U.S. Dollars (USD)	
	31.03.2015	31.03.2014
<b>5 Cash &amp; bank balances/Cash &amp; cash equivalents:</b>		
Cash on hand	3,334	1,376
Balance with banks in current accounts	194,407	508,578
	<b>197,741</b>	<b>509,954</b>
Bank overdraft from Mashreq Bank is to finance working capital and capital expenditure needs and is not used for company's daily cash management and is not part of cash & cash equivalents.		
<b>6 Deposits, prepayments &amp; advances:</b>		
Deposits	3,699	273
Prepayments	50,585	147,437
Advance to key management personnel	269,538	654,688
Loans & advances to staff	41,511	26,826
Accrued service income	0	228,653
Other current assets	11,467	0
	<b>376,800</b>	<b>1,057,877</b>
Advance to key management personnel is free of interest. Accrued service income represented project milestone completed but not invoiced to the customer as at reporting date.		
<b>7 Loans &amp; advances to others:</b>		
Advance to suppliers of property, plant & equipment	0	200,000
Advance to others	0	389,360
	<b>0</b>	<b>589,360</b>
Loans & advances to others were free of interest.		
<b>8 Accounts receivables:</b>		
Trade receivables	750,104	20,000
	750,104	20,000
Age-wise analysis of accounts receivables is as follows:		
Outstanding for less than 3 months	750,104	20,000
	750,104	20,000
Geographical analysis of accounts receivables is as follows:		
Due from Iraq	750,104	20,000
	750,104	20,000
Movement in reserve for impairment of accounts receivables is as follows:		
Balance at the beginning of the year	0	0
Provided for the year	11,510	0
(Utilised) during the year	(11,510)	0
<b>Balance at the end of the year</b>	<b>0</b>	<b>0</b>

The company's exposure to credit risk relating to accounts receivables is mentioned in note no. 4.2.1.

## Notes to the financial statements for the year ended March 31, 2015

Amount in U.S. Dollars (USD)

Particulars	31.03.2015	31.03.2014
<b>9 Insurance claim receivable:</b>		
Insurance claim receivable	1,141,425	0
	<b>1,141,425</b>	<b>0</b>

Insurance claim receivable represents claim receivable from insurance company towards claim for theft of operational equipment from client site & few damaged during execution of project in Taza PSC block, Kurdistan, Republic of Iraq.

<b>10 Inventories:</b>		
Consumables	0	51,105
	<b>0</b>	<b>51,105</b>

Inventories comprised of geo phone elements, adaptors, screw fit connector, etc. had been physically verified by the management and management certified that same were net of loss arising out of obsolescence, if any.

<b>11 Capital work-in-progress:</b>		
Opening balance	1,338,838	0
Incurred during the year	0	1,338,838
Amount capitalised during the year	(1,338,838)	0
	<b>0</b>	<b>1,338,838</b>

Capital work-in-progress represented property, plant and equipments in transit & not put to use as at previous reporting date. The same were capitalised to property, plant & equipment upon receipt & subsequent to being put to use.

<b>12 Borrowings from banks &amp; financial institutions:</b>		
Bank overdraft	4,924,776	0
	4,924,776	0
Due within one year	2,200,000	0
Due after one year	2,724,776	0
	<b>4,924,776</b>	<b>0</b>

Bank overdraft from Mashreq Bank is secured against standby letter of credit issued by The Ratnakar Bank Limited, Mumbai, India on behalf of Asian Oilfield Services Limited, India.

<b>13 Amounts due to related party:</b>		
Due to group company	2,998,040	846,604
	2,998,040	846,604
Due within one year	998,040	846,604
Due after one year	2,000,000	0
	<b>2,998,040</b>	<b>846,604</b>

Amounts due to related party is bearing interest at 10.00% p.a. (previous year 10.00% p.a.).

## Notes to the financial statements for the year ended March 31, 2015

Particulars	Amount in U.S. Dollars (USD)	
	31.03.2015	31.03.2014
<b>14 Payable to suppliers of property, plant &amp; equipment:</b>		
Payable to suppliers of property, plant & equipment	3,254,744	6,466,487
	<b>3,254,744</b>	<b>6,466,487</b>
Payable to supplier of property, plant & equipments includes 81,376/- (previous year 506,376/-) payable to a related party.		
<b>15 Provisions, accruals &amp; other liabilities:</b>		
Accrued expenses	252,735	958,531
Accrued staff salaries & benefits	118,112	140,470
Other liabilities	420,000	0
	<b>790,847</b>	<b>1,099,001</b>
<b>16 Share capital:</b>		
Share capital	1,000,000	54,422
	<b>1,000,000</b>	<b>54,422</b>
Share capital comprises of 3,675 fully paid up equity shares of AED 1,000/- each, equivalent to USD 1,000,000/- (previous year 200 fully paid up equity shares of AED 1,000/- each, equivalent to USD 54,422/-).		
<b>17 Reserves &amp; surplus:</b>		
Accumulated (losses)/Retained earnings	(477,286)	1,033,207
	<b>(477,286)</b>	<b>1,033,207</b>

Particulars	Amount in U.S. Dollars (USD)	
	01.04.2014 to 31.03.2015	01.04.2013 to 31.03.2014
<b>18 Revenue:</b>		
Project revenue	16,985,300	14,053,078
Other project revenue	5,822,598	0
	<b>22,807,898</b>	<b>14,053,078</b>

## Notes to the financial statements for the year ended March 31, 2015

Particulars	Amount in U.S. Dollars (USD)	
	01.04.2014 to 31.03.2015	01.04.2013 to 31.03.2014
<b>19 Direct costs:</b>		
Inventories at the beginning of the year	51,105	0
Salaries, wages & other benefits	7,554,368	3,964,251
Hire charges	2,921,173	153,328
Transportation charges	3,495,592	1,534,136
Mobilisation cost	693,643	7,765
Utilities charges	767,882	183,759
Consultancy expense	1,688,181	2,334,679
Repairs & maintenance	216,005	100,262
Consumables tools	85,869	440,333
Overseas travelling expenses	309,708	325,244
Insurance expenses	298,928	74,386
Other direct expenses	2,218,243	339,766
Depreciation on property, plant & equipment	1,922,880	867,326
Inventories at the end of the year	0	(51,105)
	<b>22,223,577</b>	<b>10,274,130</b>
<b>20 Other income:</b>		
Interest income on due from related party	0	20,638
Gain on disposal of property, plant & equipment	373,702	0
Reversal of earlier year provision	272,492	0
Other miscellaneous income	0	228,293
	<b>646,194</b>	<b>248,931</b>
<b>21 Marketing costs:</b>		
Advertisement & business promotion expenses	100,019	1,012,734
Overseas travelling expenses	223,506	32,875
Other sales & marketing expenses	0	1,911
Impairment of accounts receivables	11,510	0
	<b>335,035</b>	<b>1,047,520</b>
<b>22 Administrative costs:</b>		
Office rent	38,112	54,356
Salaries & other staff related benefits	489,292	230,921
Manager's remuneration & benefits	312,626	102,000
Communication expenses	57,564	38,345
Fees & charges	49,669	132,639
Insurance expenses	11,126	101,614
Travelling & conveyance expenses	100,238	253,790
Office & other expenses	117,260	73,129
Consultancy expenses	8,807	15,188
Depreciation on property, plant & equipment	64,588	38,158
	<b>1,249,282</b>	<b>1,040,140</b>



## Notes to the financial statements for the year ended March 31, 2015

Particulars	Amount in U.S. Dollars (USD)	
	01.04.2014 to 31.03.2015	01.04.2013 to 31.03.2014
<b>23 Finance costs:</b>		
Bank charges	309,615	45,104
Bank interest	178,299	0
Interest on loan from shareholder	475,385	522,232
Interest on loan from related party	151,436	199,361
Other financial expenses	0	82,438
	<b>1,114,735</b>	<b>849,135</b>
<b>24 Other expenses:</b>		
Foreign exchange loss - net	35,581	6,322
Loss on disposal of property, plant & equipment	0	37,253
	<b>35,581</b>	<b>43,575</b>
<b>25 Tax expense:</b>		
Tax expense	6,375	3,335
	<b>6,375</b>	<b>3,335</b>
Tax expense represents tax computed and paid for projects executed in Kurdistan, Iraq.		
<b>26 Non-cash transactions:</b>		
Addition to property, plant & equipment	1,338,838	0
(Decrease) in capital work-in-progress	(1,338,838)	0
	<b>0</b>	<b>0</b>

### 27 Contingent liabilities:

Except for ongoing business commitments against which the company expects no losses, there were no liabilities of contingent nature or on capital accounts outstanding as at reporting date.

### 28 Events occurring after the reporting date:

There were no significant events occurring after the reporting date that would materially affect the working or the financial statements of the company.

## Notes to the financial statements for the year ended March 31, 2015

### Schedule 1 - Property, plant & equipment:

Amount in U.S. Dollars (USD)

Particulars	Machinery & tools	Office equipment	Vehicles	Total
<b>Cost:</b>				
As at 31.03.2014	16,019,936	351,933	0	16,371,869
Additions	1,571,724	59,746	139,361	1,770,831
Disposals	(1,221,608)	0	0	(1,221,608)
As at 31.03.2015	16,370,052	411,679	139,361	16,921,092
<b>Accumulated depreciation:</b>				
As at 31.03.2014	856,058	38,158	0	894,216
For the year	1,916,025	64,588	6,855	1,987,468
On disposals	(125,455)	0	0	(125,455)
As at 31.03.2015	2,646,628	102,746	6,855	2,756,229
<b>Net value - 31.03.2015</b>	<b>13,723,424</b>	<b>308,933</b>	<b>132,506</b>	<b>14,164,863</b>
<b>Net value - 31.03.2014</b>	<b>15,163,878</b>	<b>313,775</b>	<b>0</b>	<b>15,477,653</b>

Disposal represents loss of operational equipments by theft at client site & few damaged amounting to 918,213/- during execution of project in Gas Qalaga factory street, Old Kalar, Sulaymaniyah, Kurdistan, Republic of Iraq.

Property, plant & equipment amounting to 14,149,121/- (previous year 15,477,653/-) & USD 15,742/- (previous year Nil/-) are lying in warehouse at project site office at Gas Qalaga factory street, Old Kalar, Sulaymaniyah, Kurdistan, Republic of Iraq and guest house at Baharan City, Sulaymaniyah, Kurdistan, Republic of Iraq respectively.

## Notes to the financial statements for the year ended March 31, 2015

### Schedule 2 - Loan from shareholder:

Particulars	Amount in U.S. Dollars (USD)	
	Asian Oilfield Services Limited	Total
As at 31.03.2013	10,913	10,913
Received during the year	7,746,413	7,746,413
(Repaid) during the year	(270,884)	(270,884)
Interest on loan account	522,232	522,232
<b>As at 31.03.2014</b>	<b>8,008,674</b>	<b>8,008,674</b>
As at 31.03.2014	8,008,674	8,008,674
(Repaid) during the year	(5,615,000)	(5,615,000)
Interest on loan account	475,385	475,385
<b>As at 31.03.2015</b>	<b>2,869,059</b>	<b>2,869,059</b>

Loan from shareholder is long term in nature, without any fixed repayment schedule and is bearing interest at 9.00% p.a (previous year 9.00% p.a.).

### Schedule 3 - Shareholder's current account:

Particulars	Amount in U.S. Dollars (USD)	
	Asian Oilfield Services Limited	Total
As at 31.03.2013	13,938	13,938
Net movements	514,348	514,348
<b>As at 31.03.2014</b>	<b>528,286</b>	<b>528,286</b>
As at 31.03.2014	528,286	528,286
Net movements	(450,817)	(450,817)
<b>As at 31.03.2015</b>	<b>77,469</b>	<b>77,469</b>

Balance in shareholder's current account represents amount invested by the shareholder over and above its contribution to the share capital. Said balance is long term in nature and is free of interest.

# Directors Report for AOSL Petroleum Pte Ltd

The Directors have pleasure in presenting their report to the members together with the audited financial statements of the Company for the financial year ended 31 March 2015.

## 1. Directors

The Directors of the Company in office at the date of this report are:

Rahul Talwar

Ng Puay Chye (Huang Peicai)

## 2. Arrangements to Enable Directors to Acquire Shares and Debentures

Neither at the end of the financial year nor at any time during that year did there subsist any arrangement whose object is to enable the directors to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate.

## 3. Directors Interests In Shares And Debentures

No director holding office at the end of the financial year had an interest in shares or debentures of the company as recorded in the register of directors' shareholdings.

## 4. Directors Receipts and Entitlement to Contractual Benefits

Since the beginning of the financial year, no director has received or become entitled to receive a benefit which is required to be disclosed under section 201(8) of the Singapore Companies Act, by reason of a contract made by the company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

## 5. Option To Take Up Unissued Shares

During the financial year, no option to take up unissued shares of the company was granted.

## 6. Options Exercised

During the financial year, there were no shares of the Company issued by virtue of the exercise of an option to take up unissued shares.

## 7. Unissued Shares Under Option

At the end of the financial year, there were no unissued shares of the company under option.

## 8. Independent Auditors

M/s. S. Renganathan & Co., has expressed their willingness to accept re-appointment as auditors.

On behalf of the Directors

Rahul Talwar

Ng Puay Chye (Huang Peicai)

Singapore

Date: 18 May 2015

## Statement by Directors for the financial year ended 31 March 2015

In the opinion of the Board of Directors of the Company,

- (i) the financial statements which comprise the balance sheet as at 31st March 2015, statement of comprehensive income, statement of changes in equity and cash flow statement of the Company for the financial year then ended, and summary of significant accounting policies and other explanatory notes are drawn up so as to give a true and fair view of the state of affairs of the Company as at 31st March 2015 and of the results, changes in equity and cash flows of the Company for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

On behalf of the Directors

Rahul Talwar

Ng Puay Chye (Huang Peicai)

Singapore

Date: 18 May 2015

# Independent Auditor's Report

To The Members of  
**AOSL Petroleum Pte Ltd**

## **Report on the Financial Statements**

We have audited the accompanying financial statements of AOSL PETROLEUM PTE LTD which comprise the balance sheet as at 31 March 2015, and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## **Management's responsibility for the financial statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

## **Auditors' responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, 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.

## **Opinion**

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards, and so as to give a true and fair view of the state of affairs of the Company as at 31st March 2015 and of the results, changes in equity and cash flows of the Company for the year ended on that date; and

**Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records, required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

The financial statements for the financial year ended 31st March 2014 were audited by another firm of auditors who expressed a qualified opinion on their audit report dated 25th May 2014 that they did not observe the counting of inventory US\$171,273 as at 31st March 2013 and were unable to independently satisfy themselves on how the inventory were expensed during the year ended 31st March 2014.

**Emphasis of Matter**

Without qualifying our opinion, we draw attention to Note 14 to the financial statements. The Company's total liabilities exceeded its total assets by US\$ 863,744 (2014: US\$ 671,604). The appropriateness of the going concern assumption on which the financial statements of the Company are prepared is dependent on the continued financial support from its holding company. The holding company has agreed to continue providing financial support to the company and not recall the amount until such time when the company is financially solvent and if required additional funds will be made available to the company in order for the company to meet its liabilities as and when they fall due.

In forming our opinion, we have considered the adequacy of the disclosures of the above matter in the financial statements.

**S. Renganathan & Co.**

Public Accountants &  
Chartered Accountants, Singapore

Singapore

Date: 18/05/2015

## Balance Sheet as at March 31, 2015

Particulars	Notes	US\$	
		2015	2014
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and Cash Equivalent	3	5,413	34,857
Other Receivables	4	634,411	1,175,561
		639,824	1,210,418
<b>Non-Current Assets</b>			
Plant and Equipment	5	22,057	25,566
<b>Total Assets</b>		<b>661,881</b>	<b>1,235,984</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade Payables	6	3,060	13,500
Other Payables	7	1,522,565	1,894,088
<b>Total Liabilities</b>		<b>1,525,625</b>	<b>1,907,588</b>
<b>NET (LIABILITIES)</b>		<b>(863,744)</b>	<b>(671,604)</b>
<b>EQUITY</b>			
Share Capital	8	735	735
Accumulated (Losses)		(864,479)	(672,339)
<b>Total Shareholders Equity</b>		<b>(863,744)</b>	<b>(671,604)</b>

The annexed accounting policies and explanatory notes form an integral part of the financial statements.



## Statement of comprehensive income for the financial year ended March 31, 2015

US\$

Particulars	Notes	2015	2014
Revenue	2k	-	3,157,834
Less: Cost of service		-	(2,626,975)
Gross Profit		-	530,859
Other Operating Income	9	1,431	58,144
Administrative Expenses		(68,287)	(779,472)
Operating Expenses		-	-
(Loss) from the operations	10	(66,856)	(190,469)
Financial Cost		(125,284)	(181,708)
(Loss) before Tax		(192,140)	(372,177)
Taxation	11	-	241
<b>(Loss)after Tax</b>		<b>(192,140)</b>	<b>(371,936)</b>
Other Comprehensive Income (Net of Tax)		-	-
<b>Total Comprehensive (Loss)</b>		<b>(192,140)</b>	<b>(371,936)</b>

The annexed accounting policies and explanatory notes form an integral part of the financial statements.

## Statement of Changes in Equity for the financial year ended March 31, 2015

US\$

Particulars	Share capital	Accumulated (Losses)	Total
Balance at 31 March 2013	735	(300,403)	(299,668)
Total Comprehensive (Loss) for the year	-	(371,936)	(371,936)
<b>Balance at 31 March 2014</b>	<b>735</b>	<b>(672,339)</b>	<b>(671,604)</b>
Total Comprehensive (Loss) for the year	-	(192,140)	(192,140)
<b>Balance at 31 March 2015</b>	<b>735</b>	<b>(864,479)</b>	<b>(863,744)</b>

The annexed accounting policies and explanatory notes form an integral part of the financial statements.

## Cash Flows Statement for the financial year ended March 31, 2015

US\$

Particulars	2015	2014
Cash Flow From Operating Activities		
(Loss)before taxation	(192,140)	(372,177)
Adjustments for:-		
Depreciation of Plant and Equipment	3,509	154,219
	(188,631)	(217,958)
Trade Receivables	-	343,085
Other Receivables	541,150	(1,141,451)
Trade Payables	(10,440)	(284,835)
Other Payables	(371,523)	(183,712)
Inventories	-	171,273
Cash generated from operations	159,187	(1,095,640)
Income Tax Refund / paid	-	-
<b>Net cash inflow from operating activities</b>	<b>(29,444)</b>	<b>(1,313,598)</b>
<b>Cash Flows From Investing Activities</b>		
Purchase of Plant & Equipment	-	(272,020)
Proceeds from sale of fixed assets	-	1,540,118
<b>Net cash outflow from investing activities</b>	<b>-</b>	<b>1,268,098</b>
<b>Cash Flows From financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net cash outflow from financing activities</b>	<b>-</b>	<b>-</b>
Net (decrease) in cash and cash equivalents held	(29,444)	(45,500)
Cash and Cash Equivalents at the beginning of the year	34,857	80,357
<b>Cash and Cash Equivalents at the end of the year</b>	<b>5,413</b>	<b>34,857</b>

## Notes to the financial statements for the financial year ended March 31, 2015

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

### 1 Corporate Information

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The Company (Registration Number: 200814431W) is incorporated in Singapore with its registered and the administration office at 192 Waterloo Street, #05-01 Skyline Building, Singapore 187966.

#### **Holding Company**

The Company is now a subsidiary of Asian Oilfield Services Ltd, incorporated in India which is also the company's ultimate holding company.

The financial statements are presented in United States dollars which is the also the Company's functional currency.

The principal activities of the company are that of oil and gas exploration and investment holding.

There has been no significant change in the nature of this activity during the financial year.

The financial statements of the Company for the year ended March 31, 2015 were authorized for issue by the Board of Directors on.

### 2 Significant Accounting Policies

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#### **a. Accounting Convention**

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS") as issued by the Singapore Accounting Standards Council as well as all related interpretations to FRS ("INT FRS") and the Companies Act, Cap 50. The financial statements are prepared under the historical cost convention except where a FRS requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements.

#### **b. Basis of Preparation**

The preparation of financial statements in conformity with FRS requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reporting amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgments in the process of applying the Company's accounting policies. The areas requiring management's most difficult, subjective or complex judgments, or areas where estimates and assumptions are significant to the financial statements are disclosed.

#### **c. Adoption of New and Revised Standards**

In the current financial year, the company has adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") that are relevant to its operations and effective for annual years beginning on or after April 1, 2014. The adoption of these new / revised FRSs and INT FRSs does not result in changes to the company's and company's accounting policies and has no material effect on the amounts reported for the current or prior years.

# Notes to the financial statements for the financial year ended March 31, 2015

## 2 Significant Accounting Policies (Contd...)

### d. FRS issued but not yet effective

The following new or amended FRS and INT FRS issued in 2014 that are not yet effective but may be early adopted for the current financial year:

Reference	Description	Effective date for periods beginning on or after
FRS 110	Consolidated Financial Statements	1.1.2014
FRS 111	Joint Arrangements	1.1.2014
Amendments to FRS 27	Separate Financial Statements	1.1.2014
Amendments to FRS 28	Investments in Associates and Joint Ventures	1.1.2014
Amendments to FRS 32	Financial Instruments: Presentation	1.1.2014
Amendments to FRS 36	Impairment of Assets	1.1.2014
Amendments to FRS 39	Financial Instruments: Recognition and Measurement	1.1.2014
INT FRS 121	Levies	1.1.2014

The directors do not anticipate that the adoption of the above FRS in future periods will have a material impact on the financial statements of the Company in the period of their initial adoption.

### e. Plant and Equipment

These are stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to working condition for its intended use. Expenditure for additions, improvements and renewals are capitalized and expenditure for maintenance and repairs are charged to the income and expenditure statement. When assets are sold or retired, their cost and accumulated depreciation are removed from the financial statements and any gain or loss resulting from their disposal is included in the income and expenditure statement.

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost or valuation of assets, over their estimated useful lives, using the straight-line method, on the following bases:

Plant & Machinery

Office Equipment      25 % to 33%

Furniture & fittings    10%

Fully depreciated assets still in use are retained in the financial statements.

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

### f. Impairment of non-financial assets

Plant and equipment are reviewed for impairment whenever there is any indication that these assets may be impaired. If the recoverable amount of the asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the income statement. An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of accumulated depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in the income statement.

## Notes to the financial statements for the financial year ended March 31, 2015

### 2 Significant Accounting Policies (Contd...)

#### g. Financial Assets

*Initial recognition and measurement:*

A financial asset is recognised on the balance sheet when, and only when, the entity becomes a party to the contractual provisions of the instrument. The initial recognition of financial assets is at fair value normally represented by the transaction price. The transaction price for financial asset not classified at fair value through income statement includes the transaction costs that are directly attributable to the acquisition or issue of the financial asset. Transaction costs incurred on the acquisition or issue of financial assets classified at fair value through profit and loss are expensed immediately. The transactions are recorded at the trade date.

*Subsequent measurement:*

Subsequent measurement based on the classification of the financial assets in one of the following four categories under FRS 39 is as follows:

1. Financial assets at fair value through profit and loss: As at year end date, there were no financial assets classified in this category.
2. Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets that are for sale immediately or in the near term are not classified in this category.

These assets are carried at amortised costs using the effective interest method (except that short-duration receivables with no stated interest rate are normally measured at original invoice amount unless the effect of imputing interest would be significant) minus any reduction (directly or through the use of an allowance account) for impairment or uncollectibility. Impairment charges are provided only when there is objective evidence that an impairment loss has been incurred as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Losses expected as a result of future events, no matter how likely, are not recognised. For impairment, the carrying amount of the asset is reduced through use of an allowance account. The amount of the loss is recognised in the income statement. The trade and other receivables are classified in this category.

3. Held-to-maturity financial assets: As at year end date, there were no financial assets classified in this category.
4. Available for sale financial assets: As at year end date, there were no financial assets classified in this category.

*Derecognition of financial assets:*

Irrespective of the legal form of the transactions performed, financial assets are derecognised when they pass the "substance over form" based de-recognition test prescribed by FRS 39 relating to the transfer of risks and rewards of ownership and the transfer of control.

#### h. Financial Liabilities

*Initial recognition and measurement:*

A financial liability is recognised on the balance sheet when, and only when, the entity becomes a party to the contractual provisions of the instrument. The initial recognition of financial liability is at fair value normally represented by the transaction price. The transaction price for financial liability not classified at fair value through income statement includes the transaction costs that are directly attributable to the acquisition or issue of the financial liability. Transaction costs incurred on the acquisition or issue of financial liability classified at fair value through profit and loss are expensed immediately. The transactions are recorded at the trade date. Financial liabilities including bank and other borrowings are classified as current liabilities unless there is an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

# Notes to the financial statements for the financial year ended March 31, 2015

## 2 Significant Accounting Policies (Contd...)

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### *Subsequent measurement:*

Subsequent measurement based on the classification of the financial liabilities in one of the following two categories under FRS 39 is as follows:

1. Liabilities at fair value through profit and loss: As at year end date, there were no financial liabilities classified in this category.
2. Other financial liabilities: All liabilities, which have not been classified as in the previous category fall into this residual category. These liabilities are carried at amortised cost using the effective interest method. Trade and other payables and borrowing are classified in this category. Items classified within current trade and other payables are not usually re-measured, as the obligation is usually known with a high degree of certainty and settlement is short-term.

### *Derecognition of financial liabilities:*

Irrespective of the legal form of the transactions performed, financial liabilities are derecognised when they pass the "substance over form" based derecognition test prescribed by FRS 39 relating to the transfer of risks and rewards of ownership and the transfer of control.

#### **i. Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### **j. Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be easily measured. Revenue is measured at the fair value of the consideration received or receivable for the services rendered in the ordinary course of the Company's activities.

#### **k. Share Capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds. Where the Company reacquires its own equity instruments as treasury shares, the consideration paid, including any directly attributable incremental cost is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders and no gain or loss is recognized in the income statement.

#### **l. Employee compensation**

##### *(a) Defined contribution plans*

The Company's contributions to defined contribution plans are recognised as employee compensation expense when the contributions are due, unless they can be capitalised as an asset.

##### *(b) Employee leave entitlement*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

## Notes to the financial statements for the financial year ended March 31, 2015

### 2 Significant Accounting Policies (Contd...)

#### m. Fair Value of Financial Assets and Financial Liabilities

The carrying amount of financial assets and liabilities with a maturity of less than one year is assumed to approximate their fair values. The Company does not anticipate that the carrying amounts recorded at balance sheet date would be significantly different from the values that would eventually be received or settled.

#### n. Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the profit and loss statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Company's liability for current tax is calculated using tax rates (and tax laws) that have been enacted.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset realized based on the tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off Current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquiree's interest in the net fair value of the acquired identifiable assets, liabilities and contingent liabilities over cost.

#### o. Functional Currency

The functional currency is the United States Dollar as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in United States dollars at the rate of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair

# Notes to the financial statements for the financial year ended March 31, 2015

## 2 Significant Accounting Policies (Contd...)

value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognized directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognized directly in equity.

### p. Cash and Cash Equivalents

Cash and cash equivalents include bank and cash balances and on demand deposits.

### q. Critical accounting estimates, assumptions and judgments

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical assumptions used and accounting estimates in applying accounting policies:

#### i) Depreciation of plant and equipment

Plant and equipment are depreciated on a straight-line basis over their estimated useful lives. Management estimates the useful lives of plant and equipment to be within 3 – 4 years. The carrying amount of the company's plant and equipment as at 31 March 2015 is US\$ 22,057 (2014: US\$ 25,566). Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

#### ii) Income tax

Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income tax. There are also claims for which the ultimate tax determination is uncertain during the ordinary course of business. The company recognizes liabilities for expected tax issues based on estimates of whether additional taxes will be due. When the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

### r. Related Parties

A related party is defined as follows:

- a) A person or a close member of that person's family is related to the Group and Company if that person:
  - (i) has control or joint control over the Company;
  - (ii) has significant influence over the Company; or
  - (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.
- b) An entity is related to the Group and the Company if any of the following conditions applies:
  - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) both entities are joint ventures of the same third party.
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).



## Notes to the financial statements for the financial year ended March 31, 2015

### 3 Cash and Cash Equivalent

Particulars	US\$	
	2015	2014
Cash in Hand	311	330
Cash at Bank	5,102	34,527
	<b>5,413</b>	<b>34,857</b>

The carrying values of these Cash and Cash Equivalents approximate their fair values and are denominated in United States dollars.

### 4 Other Receivables

Particulars	US\$	
	2015	2014
Deposit	3,330	3,330
Amount due from Non-Related parties	549,704	663,696
Amount due from Related parties	81,377	506,376
Prepayments	-	2,159
	<b>634,411</b>	<b>1,175,561</b>

The amount due from related parties are interest free, unsecured and receivable on demand.

The carrying values of these other receivables approximate their fair values and are denominated in United States dollars.

### 5 Plant and Equipment- 2015

	US\$				
	Plant & Machinery	Furniture & Fittings	Office Equipments	Recording Equipment	Total
<b>Cost</b>					
As at 01/04/2014	23,333	668	5,627	-	29,628
Additions	-	-	-	-	-
As at 31/03/2015	23,333	668	5,627	-	29,628
<b>Depreciation</b>					
As at 01/04/2014	2,608	65	1,389	-	4,062
Charge for the year	2,642	33	834	-	3,509
As at 31/03/2015	5,250	98	2,223	-	7,571
<b>Net Book Value</b>					
As at 31/03/2015	18,083	570	3,404	-	22,057

## Notes to the financial statements for the financial year ended March 31, 2015

### Plant and Equipment- 2014

US\$

	Plant & Machinery	Furniture & Fittings	Office Equipments	Recording Equipment	Total
<b>Cost</b>					
As at 01/04/2013	1,237,547	668	4,175	206,115	1,448,505
Additions	270,568	-	1,452	-	272,020
Disposals	(1,484,782)	-	-	(206,115)	(1,690,897)
As at 31/03/2014	23,333	668	5,627	-	29,628
<b>Depreciation</b>					
As at 01/04/2013	-	32	590	-	622
Charge for the year	153,387	33	799	-	154,219
Disposals	(150,779)	-	-	-	(150,779)
As at 31/03/2014	2,608	65	1,389	-	4,062
<b>Net Book Value</b>					
As at 31/03/2014	20,725	603	4,238	-	25,566

### 6 Trade Payables

US\$

Particulars	2015	2014
Accrued expenses	3,060	13,500

The carrying values of these trade payables approximate their fair values and are denominated in United States dollars.

### 7 Other Payables

US\$

Particulars	2015	2014
Amount due to holding Company	1,522,565	1,894,088

Amount due to holding company is interest free, unsecured and repayable on demand.

The carrying values of these other payables approximate their fair values and are denominated in United States dollars.

### 8 Share Capital

Particulars	2015		2014	
	No of Shares	Issued Share Capital (US\$)	No of Shares	Issued Share Capital (US\$)
Balance at 1st April	1,000	735	1,000	735
<b>Balance at 31st March</b>	<b>1,000</b>	<b>735</b>	<b>1,000</b>	<b>735</b>

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

## Notes to the financial statements for the financial year ended March 31, 2015

### 9 Other Operating Income This is stated after charging/(crediting):

Particulars	US\$	
	2015	2014
Exchange gain	1,431	58,144

### 10 Net Income from Operations This is stated after charging/(crediting):

Particulars	US\$	
	2015	2014
Bank Charges	1,807	38,246
Depreciation	3,509	154,219
Interest Expenses	123,477	143,462

### 11 Income Tax

Particulars	US\$	
	2015	2014
Income Tax - Current Year	-	-
- Income Tax - Current Year	-	241
	-	<b>241</b>

The income tax expenses varied from the amount of income tax expense determined by applying the Singapore income tax rate to profit before income tax as a result of the following differences:

Particulars	US\$	
	2015	2014
Accounting (Loss)	(192,140)	(372,177)
Tax at the applicable tax rate of 17%	(32,664)	(63,270)
Tax effect of non-deductible expense	32,664	(9,351)
Prior year income tax (over) / underprovision	-	241
Tax effect of Deferred tax asset not provided	-	(72,621)
	-	-

The Company has tax loss carry forwards of US\$ 557,694(2014: US\$ 557,694) and timing differences available for offsetting against future taxable income.

The realisation of the future income tax benefits from tax loss carry forwards and timing difference is available for an unlimited future year only if the company derives future assessable income of a nature and of sufficient amount to enable the benefit of the deductions for the loss to be realized and the company continues to comply with the conditions for deductibility imposed by the law including the retention of majority shareholders as defined. To the extent that tax benefits are utilized in the future from offsetting the tax loss carry forwards in respect of timing differences, provisions for deferred tax will be required for such timing differences.

# Notes to the financial statements for the financial year ended March 31, 2015

## 12 Employees Compensation

Particulars	US\$	
	2015	2014
Staff salaries	45,977	198,324
Employers' contribution to CPF	1,512	5,990

## 13 Financial Risk Management Policies

The Board of directors reviews and agrees policies and procedures for managing credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk and fair values of the assets and liabilities of the Company. Each of these risks are summarized below:

### Interest Rate Risk

The Company has no significant interest rate risk.

### Foreign Exchange Risk

The company's foreign exchange risk results mainly from transactions denominated in foreign currencies arising from normal trading from sales or purchases. The currency giving rise to these risks are primarily the United States dollars.

### Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligations. The company's exposure to credit risk arises mainly from trade and other receivables. For other financial assets, company minimises credit risk by dealing exclusively with high credit rating counterparties.

The company trade only with recognised and creditworthy third parties. Trade receivable balances are monitored on an ongoing basis. Cash and bank balances are placed within banks which are regulated.

As at balance sheet date, the carrying amount of trade and other receivables and cash at bank represent the company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

### Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages its liquidity risk by ensuring the availability of funding through an adequate amount of committed credit facilities from financial institutions and financial support from its holding company.

*Analysis of financial instruments by remaining contractual maturities:*

The table below summaries the maturity profile of the Company's financial assets and liabilities at the end of the year based on contractual undiscounted repayment obligations:

### Liquidity Risk

Particulars	31/03/2015			31/03/2014		
	One year or less	Two to Five years	Total	One year or less	Two to Five years	Total
<b>Financial Assets</b>						
Other Receivables	-	634,411	634,411	1,173,402	-	1,173,402
Cash & Short-term	5,413	-	5,413	34,857	-	34,857
Total undiscounted financial assets	5,413	634,411	639,824	1,208,259	-	1,208,259
<b>Financial Liabilities</b>						
Trade & Other Payables	(3,060)	(1,522,565)	(1,525,625)	(13,500)	(1,894,088)	(1,907,588)
Total undiscounted financial liabilities	(3,060)	(1,522,565)	(1,525,625)	(13,500)	(1,894,088)	(1,907,588)
<b>Total net undiscounted financial (liabilities)</b>	<b>2,353</b>	<b>(888,154)</b>	<b>(885,801)</b>	<b>1,194,759</b>	<b>(1,894,088)</b>	<b>(699,329)</b>

## Notes to the financial statements for the financial year ended March 31, 2015

### Estimation of fair values

The notional amounts of financial assets and financial liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents and trade and other payables) are assumed to approximate their fair values because of the short period to maturity.

### Capital Management

The Company policy is to maintain as adequate capital base so as to maintain shareholder, creditor and market confidence and to sustain future development of the business.

The Board of Directors monitors the return of capital, which the Company defines as netoperating income divided by total shareholders' equity. The Company funds its operations and growth through a mix of equity and debts. This includes the maintenance of adequate lines of credit, where necessary, and assessing the need to raise additional equity where required. No changes were made in the objectives, policies or processes during the period ended 31March 2015 and 31March 2014.

### Capital Management

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables less cash and cash equivalents. Total capital is calculated as equity plus net debt.

Particulars	2015	2014
Net debt	1,520,212	1,872,731
Total Equity	(863,744)	(671,604)
Total Capital	656,468	1,201,127
<b>Gearing Ratio</b>	-	-

## 14 Going Concern

As at balance sheet date, the total liabilities exceeded its total assets by US\$863,744 (2014: US\$ 671,604). The financial statements have been prepared on a going concern basis based on the letter of support from the holding company that financial support will continue to be available and not recall the balance until such time when the company is financially solvent and if required additional funds will be made available to the company in order for the company to meet its liabilities as and when they fall due.

The annexed detailed profit and loss account does not form part of the audited statutory accounts and therefore it is not covered by the auditors' report.

## Income and Expenditure Account for the financial year ended March 31, 2015

Particulars	US\$
<b>Income</b>	-
ADD: Exchange Gain	1,431
<b>Less: Expenses</b>	
Audit Fees	4,337
Bank Charges	1,807
Conveyance	64
Provident Fund	1,512
Depreciation	3,509
Interest Expense	123,477
Notice Pay	4,915
Office Maintenance	117
Printing & Stationery	37
Postage and Courier	3,354
Professional Charges	2,270
Rent Expenses	2,443
Salary	41,062
Secretarial Charges	1,726
Telephone Expenses	398
Travelling Expenses	2,088
Visa Charges	455
<b>Total Expenses</b>	<b>(193,571)</b>
<b>(Loss) for the year</b>	<b>(192,140)</b>

# Independent Auditor's Report on Consolidated Financials

To the Members of  
**Asian Oilfield Services Limited**

## **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of ASIAN OILFIELD SERVICES LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

The Holding Company's Board of Directors is responsible for the preparation of these consolidated 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 and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial control system over financial reporting in place and the operating effectiveness of such controls. 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 financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

### **Basis for Qualified Opinion**

The Group's trade receivables, short term loans & advances and long term loans & advances as at 31st March, 2015 include Rs. 313.53 Lacs, Rs. 135.24 Lacs and Rs. 95.70 Lacs respectively, which are due for a period exceeding one year. Based on the information and explanations given to us, we are of the opinion that these are doubtful of recovery whereas the management is of the view that these are recoverable. We are unable to comment on the recoverability of these trade receivables, short term loans & advances and long term loans & advances as at 31st March, 2015 and on their consequent impact on the loss for the year ended 31st March, 2015, on the balances of the trade receivables, short term loans & advances, long term loans & advances and shareholder's funds as at 31st March, 2015.

### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

### **Emphasis of Matter**

- (a) We draw attention to note 20 to the consolidated financial statements regarding managerial remuneration of Rs. 274.46 Lacs paid by the Company to their whole time director which exceeds the limits as per the provisions of Schedule V of the Companies' Act, 2013, without the approval of the Central Government, by Rs. 41.31 Lacs. The Company is in the process of obtaining the required approval of the Central Government, as at the date of the consolidated financial statements.
- (b) Physical verification of property, plant and equipment amounting to Rs. 8,736.37 Lacs and Rs. 9.85 Lacs could not be carried out by the auditors of Asian Oilfield & Energy Services DMCC as these were lying in the warehouse at project site office at Gas Qalaga factory street, Old Kalar, Sulaymaniyah, Kurdistan, Republic of Iraq and guest house at Bahrain city, Sulaymaniyah, Kurdistan, Republic of Iraq respectively. The other auditors of Asian Oilfield & Energy Services DMCC have relied upon a letter of confirmation received from an independent law firm, M/s. Alwakeel regarding physical existence and valuation of said assets.
- (c) Tax liability of Asian Oilfield & Energy Services DMCC on profits generated on projects in Iraq has been considered on the basis of tax certificate from tax consultant in Iraq, M/s Razan Samaan Touza Auditing and Consultancy and the auditors of Asian Oilfield & Energy Services DMCC could not provide any assurance on the adequacy or otherwise of such tax liability.

Our opinion is not modified in respect of this matter.

### **Other Matters**

We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 106.51 crores as at 31st March, 2015, total revenues of Rs. 143.21 crores and net cash outflows amounting to Rs. 45.69 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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

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

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and the subsidiary company incorporated in India, 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, to the extent applicable, that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. The matter described in the Basis for Qualified Opinion paragraph and Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
  - f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the report of the other statutory auditor of its subsidiary company incorporated in India, none of the directors of the Holding Company and its subsidiary company incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
  - h. 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the group – Refer note 23 to the consolidated financial statements
    - ii. The Group doesn't have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117364W)

**Gaurav J Shah**  
Partner  
(Membership No. 35701)

Place: Mumbai  
Date: May 30, 2015

# Annexure to the Independent Auditors' Report on the Consolidated Financial Statements

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

Our reporting on the Order includes the Holding Company and one subsidiary company, incorporated in India, to which the Order is applicable. The subsidiary company has been audited by other auditors and our report in respect of this entity is based solely on the report of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

Having regard to the nature of the aforesaid subsidiary company's business / activities / results, clauses (i), (ii), (iii), (v), (vi), (viii), (ix), (x) and (xi) of the Order are not applicable to the said subsidiary company.

- (i) In respect of the fixed assets of the Holding Company:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of inventories of the Holding Company:
  - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Holding Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Holding Company and subsidiary company incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchases of inventory and fixed assets and for the sale of goods and services and during the course of our and other auditor's audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) According to the information and explanations given to us, the Holding Company has not accepted any deposit during the year and there were no unclaimed deposits at the year end.
- (vi) To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records for the Holding Company's class of business.

- (vii) According to the information and explanations given to us in respect of statutory dues the Holding Company and Subsidiary Company incorporated in India:
- (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues applicable to the respective entities with the appropriate authorities, except for some delays which have been paid along with interest.
  - (b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
  - (c) There are no statutory dues, which have not been deposited as on 31st March, 2015 on account of disputes.
  - (d) There are no amounts that are due to be transferred by the respective entities to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
- (viii) The accumulated losses of the Holding Company as at the end of the financial year are more than fifty percent of its net worth and the Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Holding Company has not defaulted in repayment of dues to banks and financial institution. The Holding Company has not issued any debentures.
- (x) According to the information and explanations given to us, the Holding Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the Holding Company has not obtained any term loans during the year.
- (xii) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company and its subsidiary company incorporated in India and no material fraud on the Holding Company and its subsidiary incorporated in India has been noticed or reported during the year.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 117364W)

**Gaurav J Shah**  
Partner

(Membership No. 35701)

Place: Mumbai  
Date: May 30, 2015

# Consolidated Balance Sheet as at March 31, 2015

(Amount in Rs)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	223,244,440	223,244,440
(b) Reserves and surplus	4	148,677,011	426,830,953
		371,921,451	650,075,393
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	5	295,727,496	778,988
(b) Other Long term liabilities	6	198,623,637	359,799,048
(c) Long-term provisions	7	702,687	1,107,708
		495,053,820	361,685,744
<b>3 Current liabilities</b>			
(a) Short-term borrowings	8	225,000,000	464,577,268
(b) Trade payables	9	125,476,225	184,727,295
(c) Other current liabilities	10	305,229,861	62,659,517
(d) Short-term provisions	11	2,368,668	2,422,699
		658,074,755	714,386,779
<b>Total</b>		<b>1,525,050,026</b>	<b>1,726,147,915</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	12	1,049,901,294	1,159,163,373
(ii) Intangible assets		10,218,911	8,475,315
(iii) Capital work-in-progress		(0)	80,463,894
(iv) Intangible assets under development		1,232,280	1,232,280
		1,061,352,485	1,249,334,862
(b) Long-term loans and advances	13	22,625,867	22,867,407
		1,083,978,352	1,272,202,268
<b>2 Current assets</b>			
(a) Inventories (Stores and spares)		38,077,106	42,221,406
(b) Trade receivables	14	195,982,663	109,796,307
(c) Cash and cash equivalents	15	78,715,327	93,548,397
(d) Short-term loans and advances	16	121,985,757	174,812,099
(e) Other current assets	17	6,310,822	33,567,438
		441,071,675	453,945,647
<b>Total</b>		<b>1,525,050,026</b>	<b>1,726,147,915</b>
See accompanying notes forming part of the financial statements	23		

In terms of our report attached  
For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

**Gaurav J Shah**  
Partner  
Membership No.35701

Place : Mumbai  
Date : May 30, 2015

For and on behalf of the Board

**N C Sharma**  
Chairman

**Kanika Bhutani**  
Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Ashwin Madhav Khandke**  
Whole Time Director

**Sandeep Bhatia**  
Chief Financial Officer

## Consolidated Statement of Profit and Loss for the year ended March 31, 2015

(Amount in Rs)

Particulars	Note No.	Year ended March 31, 2015	Year ended March 31, 2014
<b>I Revenue from operations (Gross)</b>	18	1,410,022,251	1,240,533,401
Less : Service Tax		1,692,452	22,239,866
Net Revenue from operations		<b>1,408,329,799</b>	<b>1,218,293,536</b>
<b>II. Other income</b>	19	65,485,868	34,691,096
<b>III. Total Revenue (I + II)</b>		<b>1,473,815,667</b>	<b>1,252,984,632</b>
<b>IV. Expenses:</b>			
Employee benefits expense	20	229,595,037	174,290,772
Finance costs	21	94,525,181	94,699,154
Depreciation and amortization expense	12	181,089,031	141,454,471
Other expenses	22	1,233,832,680	1,068,814,322
<b>Total expenses</b>		<b>1,739,041,928</b>	<b>1,479,258,720</b>
<b>V. Loss before exceptional and extraordinary items and tax (III-IV)</b>		<b>(265,226,261)</b>	<b>(226,274,088)</b>
<b>VI. Exceptional items</b>		4,492,143	7,823,192
<b>VII. Profit before tax (V- VI)</b>		<b>(269,718,403)</b>	<b>(234,097,280)</b>
<b>VIII. Tax expense:</b>			
(1) Current tax		389,813	191,173
(2) Deferred tax		-	(10,060)
(3) Income Tax - Earlier Year		-	-
<b>IX Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>(270,108,216)</b>	<b>(234,278,393)</b>
<b>X Earnings per equity share</b>			
(a) Basic		(12.10)	(13.01)
(b) Diluted		(12.10)	(13.01)
See accompanying notes forming part of the financial statements	23		

In terms of our report attached  
For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

**Gaurav J Shah**  
Partner  
Membership No.35701

Place : Mumbai  
Date : May 30, 2015

For and on behalf of the Board

**N C Sharma**  
Chairman

**Kanika Bhutani**  
Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Ashwin Madhav Khandke**  
Whole Time Director

**Sandeep Bhatia**  
Chief Financial Officer

# Cash Flow Statement

for the year ended March 31, 2015

(Amount in Rs)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014	
<b>A. CASH FLOW ARISING FROM OPERATING ACTIVITIES</b>				
<b>Net Profit/ (Loss) before Tax as per Profit &amp; Loss Account</b>		(269,718,403)		(234,028,309)
Adjusted for:				
Finance costs	94,525,181		94,699,154	
Liabilities/Provision no longer required written back	(21,140,798)		-	
Bad trade and other receivables, loans and advances written off	2,788,081		-	
Dividend received	-		(870,693)	
Profit on disposal of assets (net)	(2,499,616)		5,350,693	
Depreciation and amortization expense	181,089,031		141,454,471	
Interest income	(4,927,968)		(8,617,844)	
Unrealised Gain due to Foreign Exchange Fluctuation	2,352,781		(506,783)	
Provision for Doubtful debts, loans and advances	4,189,669		7,948,192	
		256,376,360		239,457,190
<b>Operating Profit before Working Capital Changes</b>		<b>(13,342,042)</b>		<b>5,428,881</b>
Adjusted for:				
Inventories	4,144,300		16,881,597	
Sundry debtors	(107,676,287)		36,718,599	
Loans and advances	42,645,070		(64,454,294)	
Other Current Assets	29,696,457		148,279,939	
Trade Payables	(55,245,009)		29,052,869	
Other Current Liabilities	26,193,815		(11,459,410)	
Provisions	(459,052)		460,228	
		(60,700,706)		155,479,528
<b>Cash Generated from Operations</b>		<b>(74,042,748)</b>		<b>160,908,409</b>
Taxes paid (net of refunds)		(1,612,656)		(7,761,691)
<b>Net Cash Used in Operating Activities</b>		<b>(75,655,403)</b>		<b>153,146,718</b>
<b>B. CASH FLOW ARISING FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets		(27,616,856)		(1,083,247,325)
Proceeds from the sale of Asset		71,428,420		124,260,118
Change in Payables for Capital Goods		(161,175,410)		338,150,771
Sale of investments		(0)		59,478,674
Margin Money Deposited		(8,548,980)		85,518,402
Dividend Income received		-		870,693
Interest Income received		1,622,529		20,889,259
<b>Net Cash used in Investing Activities</b>		<b>(124,290,298)</b>		<b>(454,079,408)</b>

## Cash Flow Statement for the year ended March 31, 2015

(Amount in Rs)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014	
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES</b>				
Proceeds from Share Capital		-		150,500,000
Proceeds from Borrowings		500,726,400		515,299,400
Repayment of Borrowings		(269,683,353)		(323,590,440)
Interest and finance charges paid		(54,481,245)		(44,620,359)
Net Cash Flow from Financing Activities		176,561,802		297,588,601
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>(23,383,898)</b>		<b>(3,344,089)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>		<b>40,803,040</b>		<b>44,147,130</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		1,849		-
<b>Closing Balance of Cash and Cash Equivalents</b>		<b>17,420,991</b>		<b>40,803,040</b>
<b>Notes :</b>				
Notes :				
(i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in AS-3 on "Cash Flow Statement".				
(ii) Cash & Cash Equivalents comprise of:				
		<b>As at</b>		<b>As at</b>
		<b>31-Mar-2015</b>		<b>31-Mar-2014</b>
Cash on Hand		318,843		496,712
Balances with Scheduled Banks				
- on current accounts		17,092,148		40,296,328
- on fixed deposit accounts		10,000		10,000
		<b>17,420,991</b>		<b>40,803,040</b>

In terms of our report attached  
For **DELOITTE HASKINS & SELLS**  
Chartered Accountants

**Gaurav J Shah**  
Partner  
Membership No.35701  
Place : Mumbai  
Date : May 30, 2015

For and on behalf of the Board

**N C Sharma**  
Chairman

**Kanika Bhutani**  
Company Secretary

Place : Mumbai  
Date : May 29, 2015

**Ashwin Madhav Khandke**  
Whole Time Director

**Sandeep Bhatia**  
Chief Financial Officer

# Notes forming part of the Consolidated financial statements

## 1 Corporate Information

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**Asian Oilfield Services Limited** (the “Company”) is a Public Limited Company domiciled in India and incorporated under the provision of the Companies Act, 1956 and is listed on the Bombay Stock Exchange (BSE). The Company is a reservoir imaging company, offering a suite of geophysical services specializing in land and well seismic services. The portfolio of services include 2D and 3D seismic data acquisition, processing and interpretation, topographic survey, continuous core drilling for mineral and CBM exploration, wire-line logging and directional core drilling to target shallow horizons. In addition to the core services the Company also provides specialized high technology services to oil and gas companies for targeted applications. The Company possesses an experience of working in difficult terrains while respecting local socio-economic realities and environment. The Company has expanded its activities through its foreign subsidiaries to cater to the international markets. The Registered Office of the Company is located at 703, IRIS Tech Park, Tower-A, Sector-48, Sohna Road, Gurgaon-122018 (Haryana).

**AOSL Petroleum Pte Ltd** is incorporated in republic of Singapore and is the wholly owned subsidiary of Asian Oilfield Services Limited. The company is engaged in providing geophysical, drilling and well services to its customers. The Registered Office of the Company is located at 192 Waterloo Street #05-04 Skyline Building, Singapore.

**Asian Offshore Private Limited** is a Private Limited Company domiciled in India and incorporated under the provision of the Companies Act, 1956 is wholly owned subsidiary of Asian Oilfield Services Limited. The company is engaged in providing geophysical, drilling and well services to its customers. The Registered Office of the Company is located at IRIS Tech Park Sector-48 Sohna Road Gurgaon- India.

In absence of any operation in the company since its incorporation, the board has decided to de-register the wholly owned subsidiary, Asian Offshore Pvt. Ltd. keeping in view the non-utility and absence of future prospects of said subsidiary. The management does not consider the entity to be a going concern and accordingly, the financial statements of the Company have been prepared on realizable value basis.

**Asian Oilfield & Energy Services DMCC** is incorporated in Dubai Multi Commodities Centre in Dubai (UAE). The company is engaged in providing geophysical, drilling and well services to its customers. This company is currently operating in Kurdistan (Iraq).The Registered Office of the Company is located at Unit No. 2H-08-71, Floor No.8, Building No.2, Plot No.550-554, J&G, DMCC, and Dubai (UAE).

## 2 Significant Accounting Policies

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### A. Principles of Consolidation

The financial statements of the Company and its subsidiaries (herein after referred to as “the Group”) have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealized profits or losses, if any, have been fully eliminated in accordance with Accounting Standard (AS) 21 – “Consolidated Financial Statements”.

In case of foreign subsidiary, being non-integral foreign operations, revenue items are consolidated at the average foreign exchange rate prevailing during the year. All assets and liabilities of the subsidiary company are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized as the foreign currency translation reserve.

### B. Accounting Convention

The financial statements have been prepared on accrual basis under the historical cost convention in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified



# Notes forming part of the Consolidated financial statements

## 2 | Significant Accounting Policies (Contd...)

under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation as more fully described in Note 2 D. Based on the nature of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of asset and liabilities.

### C. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize.

### D. Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

#### Capital work-in-progress:

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### E. Depreciation and amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on addition to / deduction from assets during the year is provided on pro-rata basis.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes,

# Notes forming part of the Consolidated financial statements

## 2 Significant Accounting Policies (Contd...)

manufacturers warranties and maintenance support, etc.:

Sl No.	Category of Asset	Useful Life as per Schedule II of Companies Act, 2013	Useful Life as per Management Estimates	Explanations
1	Portable Drilling Rigs used for shot-hole drilling under seismic data acquisition.	8 Years	10 Years	Based on the usage of these rigs in the current operation, management has estimated the useful life of 10 years
2	Ground Electronics including Geophones, Recording Channels and other related equipment's.	8 Years	6 Years	Based on the major customer's specifications and requirement for usage of these electronics and internal technical test and maintenance program, management has estimated useful life of 6 years for these equipment's.
3	Survey & Communication equipment which includes Radios, GPS, Garmin etc.	8 Years	10 Years	Based on the technical specification, calibration and technical test done recently, useful life of these assets is estimated for 10 years.
4	Invertor, Batteries and other related equipment's.	8 Years	1 / 2 Years	Based on the usage of these equipment and manufacturer warranty conditions management has estimated the useful life of 1/2 years

Intangible assets are amortized over their estimated useful life on straight line method. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

### F. Intangible Assets and Amortization

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

### G. Inventories

Inventories of stores and consumables are stated at lower of cost and net realisable value. Inventories of mining business, being used/usable more than a period of 1 year is charged as consumption over its consumption/usage period on a pro-rata basis. Mining inventory is estimated to be consumed /usable over 36 months from the procurement of such inventory. Cost is determined considering the cost of purchase and other costs incurred for acquisition and on the basis of first in first out method (FIFO).

### H. Cash Flow

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statement and presents the cash flows by operating, investing and financing activities of the Company. Cash and cash equivalents presented in the Cash Flow Statement consists of Cash which comprises cash in hand and demand deposits with banks; Cash equivalents comprises of short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### I. Foreign Currency Transactions

i) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing at the time of transaction.

# Notes forming part of the Consolidated financial statements

## 2 Significant Accounting Policies (Contd...)

- ii) Monetary items denominated in foreign currencies at year end are restated at year end rates. In case of monetary items, which are covered by forward exchange contracts, the difference between the transactions rate and rate on the date of contract is recognized as exchange difference and the premium paid on forwards contracts is recognized over the life of the contract.
- iii) Non-monetary foreign currency items are carried at cost.
- iv) Exchange difference arising either on settlement or on translation of monetary items other than those mentioned above is recognized in the Statement of Profit and Loss.

### J. Investments

Investments are classified into current and long term investments. Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Long-term investments are stated at cost and any decline, other than temporary, in the value of long term investments is charged to Statement of Profit and Loss. Current investments are stated at lower of cost and market value determined on an individual investment basis. However, provision for diminution in the value is made to recognize a decline other than temporary in the value of the investments.

### K. Employee Stock Option Scheme

In accordance with the Securities and Exchange Board of India guidelines, the excess of the market price of the shares, at the date of grant of option under the employee stock option scheme, over the exercise price is treated as employee compensation and the same is amortized over the vesting period of the stock options.

### L. Employee Benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

#### i. Defined contribution plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

#### ii. Defined benefit plans

Contributions to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered services entitling them to contributions.

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

#### iii. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

# Notes forming part of the Consolidated financial statements

## 2 | Significant Accounting Policies (Contd...)

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The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

#### iv. Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled, if any.

#### M. CENVAT Credit

CENVAT Credit availed on capital goods are reduced from the cost of capital goods. CENVAT claimed on service is reduced from the cost of such services. The unutilized CENVAT balance is shown as asset in loans and advances.

#### N. Revenue Recognition

##### a. Services

Revenue from services is recognised in the period in which services are rendered on percentage completion method.

##### b. Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

##### c. Dividend

Revenue is recognised when the right to receive dividend is established by the balance sheet date.

#### O. Taxes on Income

Tax expense comprises of current income tax, deferred income tax charge/ (credit) for the year.

##### Current Tax:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Provision for taxation is based on assessable income of the Company as determined under the provisions of the Income Tax Act, 1961. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction and the Company intends to settle the asset and liability on a net basis.

##### Deferred Tax:

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability.

## Notes forming part of the Consolidated financial statements

### 2 Significant Accounting Policies (Contd...)

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#### P. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying asset are capitalized as part of the cost of such asset up to the commencement of commercial operation. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognized as expense in the year in which they are incurred.

#### Q. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

#### R. Provisions, Contingent liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result 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.

Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

# Notes forming part of the Consolidated financial statements

## 3 | Share Capital

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number	(Rs.)	Number	(Rs.)
<b>Authorised</b>				
Equity Shares of Rs 10 each	50,000,000	500,000,000	500,000,000	500,000,000
<b>Issued</b>				
Equity Shares of Rs 10 each	22,324,444	223,244,440	22,324,444	223,244,440
<b>Subscribed &amp; fully Paid up</b>				
Equity Shares of Rs 10 each	22,324,444	223,244,440	22,324,444	223,244,440
<b>Total</b>	<b>22,324,444</b>	<b>223,244,440</b>	<b>22,324,444</b>	<b>223,244,440</b>

### i. Reconciliation of Shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares	
	Number	(Rs.)
Shares outstanding at the beginning of the year	22,324,444	10
Shares Issued during the year	-	10
Shares bought back during the year	-	-
Shares outstanding at the end of the year	22,324,444	10

### ii. Terms & Rights attached to each class of shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

### iii. Shareholder holding more than 5% shares in the Company :

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Share</b>				
Samara Capital Partners Fund I Ltd.	12,572,600	56.32%	12,572,600	56.32%

### iv. As at 31st March, 2015 5,77,683 shares (as at 31st March, 2014 5,77,683 shares) of Rs. 10 each were reserved for issuance towards outstanding employee stock options granted.

The ESOS compensation committee of the company at their meeting held on 7th December 2010 has granted 5, 77,683 stock options to the eligible employees (38), under the Employees Stock Option Scheme-2010 (ESOS-2010) at the exercise price of Rs. 55.70 per option, being the latest available price on the stock exchange prior to the date of grant, out of which 5 employees are continuing in the Company, having an option of exercising grant of 103,630 shares. The vesting of the option granted would be graded over a period of four years i.e. on 15th December 2012, 1st October 2013, 1st October 2013, 1st October 2014, with the exercise period being 2 years from the date of vesting. The company has applied the intrinsic value method for accounting of such options.

## Notes forming part of the Consolidated financial statements

### 4 Reserves & Surplus

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>a. Capital Reserves</b>		
Opening Balance	44,578,226	44,578,226
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	44,578,226	44,578,226
<b>b. Securities Premium Account</b>		
Opening Balance	670,694,704	590,194,704
Add : Securities premium credited on Share issue	-	80,500,000
Less : Premium Utilised	-	-
Closing Balance	670,694,704	670,694,704
<b>c. Foreign Currency Translation Reserve</b>		
Arising on consolidation during the year	8,495,401	12,858,406
<b>d. Surplus/(Deficit) in Statement of Profit &amp; Loss</b>		
Opening balance	(301,300,383)	(67,021,991)
(+) Net Loss For the current year	(270,108,216)	(234,278,393)
(-) Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (Refer Note 12)	3,682,721	-
Closing Balance	(575,091,320)	(301,300,383)
<b>Total</b>	<b>148,677,011</b>	<b>426,830,953</b>

### 5 Long Term Borrowings

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
Long term maturities of finance lease obligations		
- Secured	-	778,988
Term loans		
(a) From banks		
Secured	170,545,896	-
(b) From other parties		
Unsecured	125,181,600	-
<b>Total</b>	<b>295,727,496</b>	<b>778,988</b>

#### Notes:

- Vehicle Loan from HDFC Bank was taken during FY 2012-13 and carries interest of 12% per annum, maturing on 15/12/2015. The loan is repayable in 35 monthly installment from the date of loan. Vehicle loan is secured by way of hypothecation of vehicle acquired out of the loan.
- Vehicle Loan from OAS was taken during FY 2012-13 and carries interest of 16.40% per annum, maturing on 15/10/2015. The loan is repayable in 35 monthly installment from the date of loan. Vehicle loan is secured by way of hypothecation of vehicle acquired out of the loan.

## Notes forming part of the Consolidated financial statements

### 6 Other Long Term Liabilities

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
Trade Payables	198,623,637	359,799,048
<b>Total</b>	<b>198,623,637</b>	<b>359,799,048</b>

### 7 Long Term Provisions

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>Provision for employee benefits</b>		
Leave Encashment (Refer Note 23.7)	702,687	1,107,708
<b>Total</b>	<b>702,687</b>	<b>1,107,708</b>

### 8 Short Term borrowings

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>Loans repayable on demand</b>		
(a) From banks		
Secured	-	65,678,093
(b) From other parties		
Unsecured	225,000,000	398,899,175
<b>Total</b>	<b>225,000,000</b>	<b>464,577,268</b>

#### Notes:

- Cash Credit from Banks is secured by hypothecation of all chargeable current assets of the company and pledge of Term Deposits. Cash Credit is repayable on demand and carries rate of interest of 17% per annum.
- Unsecured ICD of Rs 11.5 Crores from Global Coal & Mining Pvt Ltd carries rate of interest of 16.00% per annum repayable on demand.
- Unsecured ICD of Rs 11 Crores from Thriveni Earthmovers Pvt Ltd repayable on demand and carries rate of interest of 15.00% per annum.

### 9 Trade Payables

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
Due to		
- Micro Enterprises & Small Enterprises	-	-
- Others	125,476,225	184,727,295
<b>Total</b>	<b>125,476,225</b>	<b>184,727,295</b>

**Notes:** No dues outstanding to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.



## Notes forming part of the Consolidated financial statements

### 10 | Other Current Liabilities

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
(a) Current maturities of long-term debt	178,211,217	-
(b) Current maturities of finance lease obligations	778,818	1,104,308
(c) Interest accrued and due on borrowings		
- Term Loan	21,956,665	-
- Finance Lease	4,904	12,333
- Others	74,305,206	56,210,506
"(d) Other payables - "		
TDS Payable	2,354,174	2,012,470
Service Tax Payable	159,778	1,533,799
PF Payable	197,431	43,210
ESI Payable	15,425	-
Professional Tax Payable	800	2,618
Advance from Customer	26,288,136	-
Outstanding severance pay	9,57,307	17,40,272
<b>Total</b>	<b>305,229,861</b>	<b>62,659,517</b>

### 11 | Short Term Provisions

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>Provision for employee benefits</b>		
Bonus & Ex gratia	2,347,990	2,385,850
Gratuity (Funded) (Refer Note 23.7)	-	-
Leave Encashment (unfunded) (Refer Note 23.7)	20,678	36,849
<b>Total</b>	<b>2,368,668</b>	<b>2,422,699</b>

# Notes forming part of the Consolidated financial statements

## 12 | Fixed Assets

(Amount in Rs)

Description	As at 1-Apr-14	Addition	Disposal/ Write-down	Foreign Exchange Adjustment	As at 31-Mar-15	Sale or adjustments	Retained Earning Adjust	For the period	As at 31-Mar-15	As at 31-Mar-15	As at 31-Mar-14
<b>(i) Tangible Assets</b>											
Freehold Land	794,750	-	-	-	794,750	-	-	-	-	794,750	794,750
Building	2,274,959	-	-	-	2,274,959	918,242	-	177,680	1,095,922	1,179,037	1,356,717
Oilfield Equipment	1,273,895,030	97,989,152	76,525,076	37,307,650	1,332,666,757	201,534,097	1,031,081	153,526,455	348,179,450	984,487,307	1,072,360,933
Furniture & Fixture	2,243,754	-	-	1,502	2,245,256	1,461,140	23,316	121,594	1,606,051	639,205	782,614
Office Equipments	3,711,244	95,156	76,307	39,983	3,770,076	539,403	380,765	945,995	1,789,855	1,980,220	3,171,841
Computer	314,203,540	501,952	-	443,433	315,148,924	244,455,073	2,137,398	24,201,555	270,794,026	44,354,898	69,748,466
Vehicles	16,004,483	8,722,716	559,174	-	24,168,025	5,326,840	-	2,866,897	7,946,914	16,221,111	10,677,643
Vessels	327,147	-	-	-	327,147	56,737	-	25,645	82,382	244,765	270,410
<b>TOTAL</b>	<b>1,613,454,907</b>	<b>107,308,976</b>	<b>77,160,557</b>	<b>37,792,568</b>	<b>1,681,395,894</b>	<b>454,291,533</b>	<b>3,572,560</b>	<b>181,865,821</b>	<b>631,494,600</b>	<b>1,049,901,294</b>	<b>1,159,163,374</b>
<b>(ii) Intangible Assets</b>											
Computer Software	18,745,237	3,609,540	154,649	308,754	22,508,882	10,269,922	110,161	2,060,976	12,289,971	10,218,911	8,475,315
<b>Total</b>	<b>18,745,237</b>	<b>3,609,540</b>	<b>154,649</b>	<b>308,754</b>	<b>22,508,882</b>	<b>10,269,922</b>	<b>110,161</b>	<b>2,060,976</b>	<b>12,289,971</b>	<b>10,218,911</b>	<b>8,475,315</b>
<b>Grand Total</b>	<b>1,632,200,144</b>	<b>110,918,516</b>	<b>77,315,206</b>	<b>38,101,323</b>	<b>1,703,904,776</b>	<b>464,561,455</b>	<b>3,682,721</b>	<b>183,926,798</b>	<b>643,784,571</b>	<b>1,060,120,205</b>	<b>1,167,638,689</b>
Previous year	723,398,784	1,036,631,230	133,930,304	6,100,434	1,632,200,144	339,490,255	-	140,616,918	464,561,455	1,167,638,689	383,908,529

# Notes forming part of the Consolidated financial statements

## 12 Fixed Assets

Description	(Amount in Rs)											
	As at 1-Apr-13	Addition	Disposal/ Write-down	Foreign Exchange Adjustment	As at 31-Mar-14	As at 1-Apr-13	Sale or adjustments	Retained Earning Adjust	For the period	As at 31-Mar-14	As at 31-Mar-14	As at 31-Mar-13
	a	b	c	d	e[a+b+c+d]	f	g	h	i	j[f+g+h+i]	k[e-j]	l[a-f]
<b>(i) Tangible Assets</b>												
Freehold Land	794,750			-	794,750	-				-	794,750	794,750
Building	2,274,959			-	2,274,959	741,660			176,582	918,242	1,356,717	1,533,299
Oilfield Equipment	387,354,551	1,012,327,276	131,863,127	6,076,330	1,273,895,030	119,153,257	14,850,011		97,230,852	201,534,097	1,072,360,933	268,201,294
Furniture & Fixture	2,053,060	187,062	-	3,632	2,243,754	1,386,447			74,693	1,461,140	782,614	666,613
Office Equipments	2,516,292	1,275,660	85,379	4,671	3,711,244	403,623	7,898		143,678	539,403	3,171,841	2,112,669
Computer	299,766,894	14,506,845	86,000	15,801	314,203,540	205,100,637	64,997		39,419,434	244,455,073	69,748,466	94,666,257
Vehicles	17,900,281	-	1,895,798	-	16,004,483	4,297,479	622,812		1,652,173	5,326,840	10,677,643	13,602,802
Vessels	327,147	-	-	-	327,147	33,607			23,130	56,737	270,410	293,540
<b>TOTAL</b>	<b>712,987,934</b>	<b>1,028,296,843</b>	<b>133,930,304</b>	<b>6,100,434</b>	<b>1,613,454,907</b>	<b>331,116,710</b>	<b>15,545,718</b>	<b>-</b>	<b>138,720,541</b>	<b>454,291,533</b>	<b>1,159,163,374</b>	<b>381,871,224</b>
<b>(ii) Intangible Assets</b>												
Computer Software	10,410,850	8,334,387	-	-	18,745,237	8,373,545	-		1,896,377	10,269,922	8,475,315	2,037,305
<b>Total</b>	<b>10,410,850</b>	<b>8,334,387</b>	<b>-</b>	<b>-</b>	<b>18,745,237</b>	<b>8,373,545</b>	<b>-</b>	<b>-</b>	<b>1,896,377</b>	<b>10,269,922</b>	<b>8,475,315</b>	<b>2,037,305</b>
<b>Grand Total</b>	<b>723,398,784</b>	<b>1,036,631,230</b>	<b>133,930,304</b>	<b>6,100,434</b>	<b>1,632,200,144</b>	<b>339,490,255</b>	<b>15,545,718</b>	<b>-</b>	<b>140,616,918</b>	<b>464,561,455</b>	<b>1,167,638,689</b>	<b>383,908,529</b>
Previous year	663,340,806	125,005,877	64,947,899	-	723,398,784	272,287,058	20,966,118	-	88,169,315	339,490,255	383,908,529	391,053,748

## Notes forming part of the Consolidated financial statements

### 13 Long Term Loans & Advances

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>a. Security Deposits</b>		
Unsecured, considered good	22,625,867	22,867,407
Doubtful	900,000	900,000
Less: Provision for doubtful deposits	(900,000)	(900,000)
	22,625,867	22,867,407
<b>b. Inter - Corporate Loan</b>		
Doubtful	69,807,577	69,807,577
Less: Provision for Doubtful Inter - Corporate Loan	(69,807,577)	(69,807,577)
	-	-
<b>Total</b>	<b>22,625,867</b>	<b>22,867,407</b>

### 14 Trade Receivables

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
Trade receivables outstanding for a period less than six months from the date they were due for payment		
- Unsecured, considered good	119,474,989	78,709,390
	119,474,989	78,709,390
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	76,507,673	29,034,219
Unsecured, considered doubtful	16,314,740	34,681,020
Less: Provision for doubtful trade receivables	16,314,740	32,628,322
	76,507,673	31,086,917
<b>Total</b>	<b>195,982,663</b>	<b>109,796,307</b>

### 15 Cash & Cash equivalents

Particulars	(Amount in Rs)	
	As at March 31, 2015	As at March 31, 2014
<b>Cash &amp; Cash Equivalents</b>		
Cash on hand	318,843	496,712
Balances with banks		
- in Current Account	17,092,148	40,296,329
- in Deposit Account	10,000	10,000
- in earmarked accounts		
Balances held as margin money	61,294,336	52,745,356
<b>Total</b>	<b>78,715,327</b>	<b>93,548,397</b>

**Notes:** Balance with banks include deposits with remaining maturity of more than 12 months from the balance sheet date.

## Notes forming part of the Consolidated financial statements

### 16 Short Term Loans & Advances

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>a. Other loans and advances</b>		
Deposits	1,096,465	764,484
Prepaid Expenses	5,390,274	13,323,135
Employee Advances		
Unsecured, considered good	20,533,252	42,372,654
Doubtful	77,000	77,000
Less: Provision for Doubtful Advances	(77,000)	(77,000)
	20,533,252	42,372,654
Advance to suppliers		
Unsecured, considered good	36,835,885	64,454,536
Doubtful	2,796,965	-
Less: Provision for Doubtful Advances	(2,796,965)	-
	36,835,885	64,454,536
Income Tax receivable	50,502,438	49,279,595
Service Tax receivable	7,627,444	4,617,695
<b>Total</b>	<b>121,985,757</b>	<b>174,812,099</b>

### 17 Other Current assets

(Amount in Rs)

Particulars	As at March 31, 2015	As at March 31, 2014
Interest Accrued on Deposits	6,310,822	3,870,981
Accrued Service Income	-	29,696,457
<b>Total</b>	<b>6,310,822</b>	<b>33,567,438</b>

### 18 Revenue from Operations

(Amount in Rs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Sale of services - Seismic Survey & Mining Related (Gross)	1,410,022,251	1,240,533,401
Less: Service Tax	1,692,452	22,239,866
<b>Total</b>	<b>1,408,329,799</b>	<b>1,218,293,536</b>

## Notes forming part of the Consolidated financial statements

### 19 Other Income

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Interest Income	4,927,968	8,617,844
Dividend Income from current investments	-	870,693
Rental Income	-	359,157
Net gain on foreign currency transactions (other than considered as finance cost)	16,230,586	9,769,515
Miscellaneous Income	20,686,900	15,073,887
Liabilities/Provision no longer required written back	21,140,798	-
Profit on disposal of Asset	2,499,616	-
<b>Total</b>	<b>65,485,868</b>	<b>34,691,096</b>

### 20 Employee Benefit Expenses

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Salaries, Exgratia and Bonus	194,140,595	146,014,332
Contribution to Provident Fund and Other Funds	1,283,869	1,640,143
Staff Welfare Expenses	6,723,745	8,443,842
Remuneration to Directors	27,446,827	18,192,455
<b>Total</b>	<b>229,595,037</b>	<b>174,290,772</b>

### 21 Finance Cost

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
(a) Interest expense		
- Borrowings	16,400,698	18,401,969
- Others	59,958,056	65,770,988
- Interest on delayed payments of statutory dues	1,046,692	2,918,657
(b) Bank Charges	17,119,734	7,607,540
<b>Total</b>	<b>94,525,181</b>	<b>94,699,154</b>

#### Notes:

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Other interest expense comprises interest on-		
Inter-corporate deposits	59,845,861	65,770,988
Others	112,195	-
<b>Total</b>	<b>59,958,056</b>	<b>65,770,988</b>

## Notes forming part of the Consolidated financial statements

### 22 | Other Expenses

(Amount in Rs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
<b>Operating Expenses</b>		
Sub-contract Charges	21,618,625	235,584,869
Stores and Consumables Consumed	40,397,910	50,631,608
Camp Establishment & Maintainance	47,622,836	11,482,838
Machinery Hire Charges	143,171,422	10,263,698
Vehicle Hire Charges	246,527,036	113,246,360
Fuel Expenses Machinery	32,085,264	20,163,193
Repairs - Machinery	13,279,554	8,188,921
Crop Compensation	35,649	12,422,544
Labour Charges	73,157,983	93,664,074
Camp Charges	138,287,159	40,445,792
Camp Catering Charges	112,847,727	61,389,022
Other Operational Expenses	217,771,739	182,138,842
Administration & Other Expenses		
Business Promotion Expenses	5,405,420	73,561,005
Rent	18,582,818	14,970,370
Rates & Taxes	188,970	457,956
Travelling and Conveyance	47,744,728	56,165,014
Loss on sale of Asset	-	5,350,693
Printing and Stationery	1,279,554	2,186,776
Advertisement	897,343	827,995
Freight, Telephone and Postage Expenses	14,895,674	15,497,902
Insurance	22,671,400	16,557,294
Power and Fuel	752,943	1,805,493
Auditor's Remuneration	1,614,735	1,713,902
Legal and Professionals Charges	19,249,330	27,942,744
Provision for Doubtful Trade Receivables	-	125,000
Bad trade and other receivables, loans and advances written off	2,253,348	391,558
Directors Sitting Fees	570,000	493,000
Repairs and Maintenance		
- Building	3,727,009	1,359,148
- Others	1,305,729	1,772,660
Donation	5,650	14,947
Service Tax Penalty	1,183,318	-
Prior Period Expenses	75,541	-
Miscellaneous Expenses	4,626,266	7,999,103
<b>Total</b>	<b>1,233,832,680</b>	<b>1,068,814,322</b>

## Notes forming part of the Consolidated financial statements

### 22 Other Expenses (Contd...)

Notes:

Particulars	(Amount in Rs)	
	Year ended March 31, 2015	Year ended March 31, 2014
(i) Payments to the auditors comprises :		
To Statutory Auditors		
- For audit	850,000	925,000
- For taxation and other matters	387,500	370,000
- Reimbursement of expenses	13,774	20,161
To Component Auditors		
- For audit	750,961	768,741
<b>Total</b>	<b>2,002,235</b>	<b>2,083,902</b>

### 23 Additional Information

#### 1. The following subsidiaries are considered in the consolidated financial statements

Sl. No.	Name of Company	Country of Incorporation	Ownership Interest
1.	AOSL Petroleum Pte Ltd	Singapore	100%
2.	Asian Offshore Pvt. Ltd.	India	100%
3.	Asian Oilfield & Energy Services DMCC	Dubai, UAE	100%

#### 2. The proportion of Income, Expenditure, Assets and Liabilities of Subsidiaries as percentage of Consolidated Financial Statements.

Name of the Entity	Net Assets		Share in Profit or loss	
	% of Consolidated Net Assets	Amount (in Lacs)	%of Consolidated Profit or Loss	Amount (in Lacs)
(1)	(2)	(3)	(4)	(5)
<b>Parent Company</b>				
Asian Oilfield Services Limited	33.80%	1257.02	77.40%	(2,090.58)
<b>Subsidiary Company</b>				
<b>Indian</b>				
Asian Offshore Private Limited	0.00%	0.00	0.01%	(0.34)
<b>Foreign</b>				
AOSL Petroleum Pte Ltd	9.72%	361.43	1.55%	(41.99)
Asian Oilfield & Energy Services DMCC	56.48%	2,100.77	21.04%	(568.18)
<b>Total</b>	<b>100.00%</b>	<b>3,719.21</b>	<b>100.00%</b>	<b>(2,701.08)</b>



## Notes forming part of the Consolidated financial statements

### 23 Additional Information (Contd...)

#### 3. Contingent Liabilities

Particulars	(Amount in Rs)	
	March 31, 2015	March 31, 2014
Towards Guarantees issued by bank	329,937,078	15,380,000
Demand for Income Tax contested by the Company	30,638,593	30,072,513

Future cash outflows in respect of the above matters are determinable only on receipt of judgments/ decisions pending at various forums/ authorities.

#### 4. Information in respect of related parties

During the year, the Company entered into transactions with related parties. List of related parties along with nature and volume of transaction and balance at 31st March 2015 are presented below:

- a) Holding : Samara Capital Partners Fund I Ltd
- c) Key Management Personnel : Mr. Ashwin Madhav Khandke – Whole Time Director  
: Mr Rahul Talwar – Director and Group CEO  
: Mr Sandeep Bhatia - CFO  
: Ms Kanika Bhutani – Company Secretary

#### Transactions with Related Parties

The details of transactions with the related parties as defined in the Accounting Standard AS-18 Related Party transactions notified under the Companies Act, 2013 are given below:

Sl. No.	Nature of Relation/ Nature of Transaction	(Amount in Rs)	
		2014-15	2013-14
<b>A</b>	<b>Holding Company -</b>		
	<i>Samara Capital Partners' Fund (I) Limited</i>		
	Preferential allotment of shares (PY 70 Lacs Equity Shares @ Rs. 21.50 per share)	Nil	700,000
	Advance received	500,000	Nil
	Advance repaid	500,000	Nil
<b>B</b>	<b>Remuneration to key managerial person and relative of Key Managerial person</b>		
	Managing Director/Whole Time Director		
	Salaries	83,30,654	11,660,824
	Contribution to provident fund and other funds	20,400	9,360
		<b>83,510,054</b>	<b>11,670,184</b>
	<b>Company Secretary</b>		
	Salaries	907,362	848,305
	Contribution to provident fund and other funds	16,500	9,360
		<b>923,862</b>	<b>857,665</b>
	<b>Chief Financial Officer</b>		
	Salaries	36,45,469	39,87,931
	Contribution to provident fund and other funds	11,110	80,880
		<b>3,656,579</b>	<b>4,068,811</b>

(The above figures do not include provision for leave encashment)

# Notes forming part of the Consolidated financial statements

## 23 | Additional Information (Contd...)

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### 5. Segment Reporting

In accordance with Accounting Standard 17 "Segment Reporting" as prescribed under Companies (Accounts) Rules, 2014, the Company has determined its business segment as Seismic data acquisition and its related services. Since there are no other business segments in which the Company operates, there are no other primary reportable segments, therefore, the segment revenue, segment results, segment assets, segment liabilities, total cost incurred to acquire segment assets, depreciation charge are all as is reflected in the financial statements.

### 6. Leases

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis over the lease tenure.

### 7. Employee Benefits

#### a) Defined Contribution Plan

The Company makes Provident Fund and contributions to defined contribution retirement benefit plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Provident Fund scheme additionally requires the Company to guarantee payment of interest at rates notified by the Central Government from time to time, for which shortfall has been provided for as at the Balance Sheet date.

The Company recognised Rs 11,91,415 (March 31, 2014: Rs. 1,640,143) for provident fund contributions in the profit and loss account. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

#### b) Defined Benefit Plans

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date.

## Notes forming part of the Consolidated financial statements

### 23 Additional Information (Contd...)

The following table sets out the funded status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2015.

(Amount in Rs)

Sl. No.	Particulars	Gratuity	
		2014-15	2013-14
<b>I</b>	<b>Expense recognized in Profit &amp; Loss Account</b>		
	a. Current Service Cost	483,033	515,407
	b. Interest Cost	112,305	135,659
	c. Expected return on plan assets	(206,813)	(266,505)
	d. Actuarial (Gain)/Loss	(258,446)	1,029,978
	e. Net expense recognised in Profit & Loss Account	130,079	1,414,539
<b>II</b>	<b>Changes in obligation during the year</b>		
	a. Obligation as at the beginning of the year	1,403,813	1,507,317
	b. Current service cost	483,033	515,407
	c. Interest Cost	112,305	135,659
	d. Actuarial (Gain)/Loss	(258,446)	1,029,978
	e. Benefits paid	(56,741)	(1,784,548)
	f. PV of obligation as at the end of the year	1,683,964	1,403,813
<b>III</b>	<b>Changes in Plan Assets during the year</b>		
	a. Fair value of plan assets as at the beginning of the year	3,185,582	4,046,829
	b. Expected return on plan assets	206,813	266,505
	c. Actuarial (Gain)/Loss	-	-
	d. Contributions	44,027	656,796
	e. Benefits paid	(56,741)	(1,784,548)
	f. Fair value of plan assets as at the end of the year	3,379,681	3,185,582
<b>IV</b>	<b>Net Assets/ Liabilities recognized in the Balance sheet</b>		
	a. PV of obligation as at the end of the year	1,683,964	1,403,813
	b. Fair value of plan assets as at end of the year	3,379,681	3,185,582
	c. Net Liabilities/(Assets) recognised in the Balance sheet at year end	(1,695,717)	(1,781,769)
<b>V</b>	<b>Principal Actuarial Assumptions</b>		
	a. Discount rate (Refer Note-a)	8.00%	9.00%
	b. Expected return on plan assets (Refer Note-b)	9.10%	9.10%
	c. Expected increase in salary costs (Refer Note-c)	5.00%	5.00%

#### Notes:

- Discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities.
- As the investment is with the Insurance Company, list of investment is not available, so expected return is assumed to be available on risk free investment like PPF.
- The estimate of future salary increases take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
- 100% of plan assets are invested in group gratuity scheme offered by LIC of India.

# Notes forming part of the Consolidated financial statements

## 23 Additional Information (Contd...)

### 8. Deferred Income Tax

Components of Deferred Tax Assets/ (Liability)

Particulars	(Amount in Rs)	
	March 31, 2015	March 31, 2014
Depreciation	(73,27,596)	(18,926,965)
Deferred Tax Assets		
- Employee benefits	(132,208)	(12,027)
- Provision for doubtful debts	5,855,579	10,916,206
- Unabsorbed Depreciation	1,604,225	8,022,786
	<b>Nil</b>	<b>Nil</b>

### 9. Earnings Per Share

Particulars	2014-15	2013-14
Net Profit after tax for the year	(270,108,216)	(234,278,392)
Number of Equity Shares outstanding as at year end	22,324,444	22,324,444
Nominal value of Equity Share (in Rs.)	10	10
Weighted average number of Equity Shares	22,324,444	18,009,332
Basic and Diluted Earnings Per Shares (in Rs.)	(12.10)	(13.01)

### 10. Derivative Instruments

There are no foreign currency exposures that are covered by derivative instruments as on 31.03.2015 (Previous year: Rs Nil). Details of foreign currency exposures that are not hedged by any derivative instruments or otherwise are as under:

(Amount in Rs)

Particulars	Currency	Amount in foreign currency		Equivalent amount in Indian currency	
		2014-15	2013-14	2014-15	2013-14
Receivables	US Dollar	131,306	937,836	8,218,541	56,363,737
Payables	US Dollar	Nil	8,869,580	Nil	562,374,322
Advances	US Dollar	4,349,378	1,085,457	272,231,035	65,235,749

### 11. Current asset, loans and advances

In the opinion of the Board of Directors the current assets, loans and advances have a value realisation in the ordinary course of business at least equal to the amount at which they are stated and provision for all known liabilities has been made. As a matter of prudence, Company has made provision of Rs. 44.92 Lacs in the current year (previous year: Rs. 78.23 Lacs) towards doubtful recovery of debt, which has been reflected as Exceptional Items in the Consolidated Statement of Profit and Loss.

12. The previous year figures have been accordingly regrouped/re-classified to conform to the current year's classification.

For and on on behalf of the Board

**N C Sharma**  
Chairman

**Ashwin Madhav Khandke**  
Whole Time Director

**Kanika Bhutani**  
Company Secretary

**Sandeep Bhatia**  
Chief Financial Officer

Place : Mumbai  
Date : May 29, 2015

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of Asian Oilfield Services Limited will be held on Monday, 28<sup>th</sup> September, 2015 at 10.00 a.m. at the Conference Hall of Lemon Tree Premier, Leisure Valley, 48, Sector 29, City Center, Gurgaon 122 001, Haryana to transact the following businesses :

### Ordinary Business :

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Board of Directors' and Auditors' thereon and the consolidated audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, together with the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Gautam Gode (DIN01709758), who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Vikram Ranjan Agarwal (DIN 03038370), who retires by rotation and is eligible for re-appointment.
4. Appointment of Auditors

To consider and, if thought fit, to pass the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Walker Chandiook & Co LLP, Chartered Accountants, having Firm Registration Number 001076N/N500013, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, Deloitte Haskins & Sell, Chartered Accountants, to hold office from the conclusion of this 22<sup>nd</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration."

### Special Business :

5. Appointment of Ms. Sapna Kalantri as a Director of the Company

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Sapna Kalantri, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23<sup>rd</sup> March, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Ms. Sapna Kalantri as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board,  
**For Asian Oilfield Services Ltd.**

Gurgaon  
11<sup>th</sup> August, 2015

**Kanika Bhutani**  
Company Secretary

### NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Members / Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. The Statement setting out details relating to the Ordinary and Special Business to be transacted at the Annual General Meeting, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2015 to Monday, 28<sup>th</sup> September, 2015 (both days inclusive).
5. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
7. Electronic Copy of the Notice of the AGM along with Annual Report of the Company for the financial year 2014-15 has been emailed to the members whose email addresses are available with the Company / Depositories. If any member wishes to get a duly

printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. For other members, who have not registered their email addresses, physical copies of the Notice of AGM alongwith the Annual Report has been sent at their registered postal address, who held shares of the Company on Friday, the 21<sup>st</sup> August, 2015. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.

8. The information required to be provided under Clause 49 of the Listing Agreement with the Stock Exchange, in respect of the directors seeking appointment / re-appoints at the AGM is attached.
9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
10. Members may also note that the Notice of 22<sup>nd</sup> Annual General Meeting will also be available on the Company's website [www.asianoilfield.com](http://www.asianoilfield.com) for download. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days (excluding Saturday), upto the date of the Annual General Meeting.
11. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
12. Voting through electronic means :  
  
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the venue of the 22<sup>nd</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights 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 period begins on Friday, 25<sup>th</sup> September, 2015 at 9.00 a.m. and ends on Sunday, 27<sup>th</sup> September, 2015 at 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 i.e. 21<sup>st</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on 27<sup>th</sup> September, 2015.

The Company has appointed Shri Jayesh Vyas, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The instructions to members for voting electronically are as under:

### Procedure for Remote E-Voting

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under :

(a) In case of Members receiving an e-mail from NSDL (for members whose email addresses are registered with the Company / Depositories):

- i) Open the PDF file 'AOSL remote e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- ii) Launch an internet browser and open <https://www.evoting.nsd.com/>
- iii) Click on Shareholder - Login.
- iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- v) Password change menu will appear. Change the Password with a new Password of your

choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

- vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- vii) Select 'EVEN' of Asian Oilfield Services Limited.
- viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [cs.jayeshvyas@hotmail.com](mailto:cs.jayeshvyas@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
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- ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website <https://evoting.nsd.com>.

- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, 21<sup>st</sup> September, 2015, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
- V. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.asianoilfield.com](http://www.asianoilfield.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd. (BSE).

## Explanatory Statement :

**[Pursuant to Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 4 and 5 of the accompanying Notice dated 11<sup>th</sup> August, 2015 convening the 22<sup>nd</sup> Annual General Meeting of the Company scheduled for 28<sup>th</sup> September, 2015]**

### Item No. 4 :

The Statutory Auditors, M/s. Deloitte Haskins & Sells, B are due for ratification of their reappointment at the forthcoming Annual General Meeting, they have expressed their unwillingness to be re-appointed as the Auditors of

the Company. A Special Notice under the provisions of Section 140(4) (i) read with Section 115 of the Companies Act, 2013 has been received from a Member proposing the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors in place of M/s. Deloitte Haskins & Sells, the existing auditors.

A copy of the special notice has been sent to M/s. Walker Chandiook & Co LLP, have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013 and the Listing Agreement.

The Audit Committee has recommended to the Board of Directors, the appointment of M/s. Walker Chandiook & Co LLP, as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended the appointment of M/s. Walker Chandiook & Co LLP, as the Statutory Auditors in place of the retiring Auditors, M/s. Deloitte Haskins & Sells.

The Board of Directors recommend the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

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

### Item No. 5 :

The Board had appointed Ms. Sapna Kalantri, as an Additional Director with effect from 23<sup>rd</sup> March, 2015, pursuant to Articles 74 & 76 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 to comply with the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Sapna Kalantri will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Ms. Sapna Kalantri for the office of Director of the Company, liable to retire by rotation. The Company has received from Ms. Sapna Kalantri (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation



in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. She does not holds any equity shares in the Company. Ms. Sapna Kalantri who is an employee of the Promoter Group viz. Samara Capital. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Gautam Gode, Mr. Sanjay Bhargava and Mr. Vikram Agarwal, are in any way, interested or concerned in this resolution.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

By order of the Board,  
**For Asian Oilfield Services Ltd.**

Gurgaon  
11<sup>th</sup> August, 2015

**Kanika Bhutani**  
Company Secretary

### Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting

Particulars	Mr. Gautam Gode	Mr. Vikram Ranjan Agarwal	Ms. Sapna Kalantri
Date of Birth	06-02-1968	14-09-1977	30-11-1983
Date of Appointment	23-02-2009	12-02-2014	23-03-2015
Qualifications	<ul style="list-style-type: none"> <li>Graduate from Princeton University</li> <li>MBA from (IIM) Ahmedabad</li> </ul>	<ul style="list-style-type: none"> <li>Graduate from Shri Ram College of Commerce, Delhi University</li> <li>Chartered Accountant from the Institute of Chartered Accountants of India</li> </ul>	<ul style="list-style-type: none"> <li>Graduate from University of Madras</li> <li>Chartered Accountant from the Institute of Chartered Accountants of India</li> </ul>
Expertise in specific functional Areas	Wide business experience in Corporate and Investment Banking, private equity, equity capital markets, distressed debt, structured fundraising, and derivatives business	Wide business experience in Taxation, Finance, investment structuring, due diligence, corporate restructuring - holding and capital structuring	Wide business experience in Finance, Taxation and Audit
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Nil	Cogencis Information Services Limited	Nil
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil

# ROUTE MAP



## Asian Oilfield Services Limited

CIN : L23200HR1992PLC052501

Regd. Office : 703, 7th Floor, Tower A, Iris Tech Park, Sohna Road, Sector48 , Gurgaon , Haryana -122018

Tel .No. : 91 0124 4256145, Fax .No. : 91 0124 6606406, Email : secretarial@asianoilfield.com

Website : asianoilfield.com

### ATTENDANCE SLIP

22<sup>nd</sup> Annual General Meeting on Monday, 28<sup>th</sup> September, 2015 at 10.00 a.m.

I / We hereby record my / our presence at the 22<sup>nd</sup> ANNUAL GENERAL MEETING of the Company held at the Conference Hall of Lemon Tree Premier, Leisure Valley, 48, Sector 29, City Center, Gurgaon 122 001, Haryana on Monday, 28<sup>th</sup> September, 2015 at 10.00 a.m.

Folio / D.P. & Client I.D. No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_

\_\_\_\_\_  
Member's / Proxy's name in Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

Note: Please complete and sign this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

## Asian Oilfield Services Limited

CIN : L23200HR1992PLC052501

Regd. Office : 703, 7th Floor, Tower A, Iris Tech Park, Sohna Road, Sector48 , Gurgaon , Haryana -122018

Tel .No. : 91 0124 4256145, Fax .No. : 91 0124 6606406, Email : secretarial@asianoilfield.com

Website : asianoilfield.com

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the members	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I/We being a member / members of \_\_\_\_\_ shares of the above named company, hereby appoint

Name: ..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him

Name: ..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him

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 22<sup>nd</sup> Annual General Meeting of the Company to be held on Monday, 28<sup>th</sup> September, 2015 at 10.00 a.m. at the Conference Hall of Lemon Tree Premier, Leisure Valley, 48, Sector 29, City Center, Gurgaon 122 001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)	
		For	Against
<b>Ordinary business</b>			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2015 together with the reports of the Board of Directors and Auditors thereon ; and the Audited Consolidated Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2015, together with the report of the Auditors thereon.		
2.	Re-appointment of Mr. Gautam Gode as a Director of the Company.		
3.	Re-appointment of Mr. Vikram Ranjan Agarwal as a Director of the Company.		
4.	Appointment of Auditors in place of retiring Auditors		
<b>Special business</b>			
5.	Appointment of Ms. Sapna Kalantri as a Director of the Company.		

Signed this ..... day of ..... 2015

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the proxy holder(s)

Affix Re.1 Revenue Stamp
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**Note :**

1. The proxy form 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. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.





# CORPORATE INFORMATION

## Name of Boar of Directors

NARESH CHANDRA SHARMA

ASHWIN MADHAV KHANDKE  
*(Appointed w.e.f. 12.08.2015)*

AJIT KAPADIA

RAHUL TALWAR  
*Resigned as Wholetime Director on 12.08.2014  
and designated as Director*

GAUTAM GODE

SANJAY BHARGAVA

VIKRAM RANJAN AGARWAL

AVINASH MANCHANDA

DR. RABI NARAYAN BASTIA

SAPNA KALANTRI  
*(Appointed w.e.f 23.08.2015)*

## Position Held

Chairman - Independent Director

Whole Time Director

Independent Director

Group CEO & Non-Executive Director

Promoter Director , Non-Executive

Promoter Director , Non-Executive

Promoter Director , Non-Executive

Non-Executive

Independent Director

Woman Director, Non-Executive

## Company Secretary

Kanika Bhutani

## Auditors

Deloitte Haskins & Sells  
Chartered Accountants  
Vadodara

## Registered & Corporate Office

703, IRIS Teck Park, Tower-A, Sector-48,  
Sohna Road, Gurgaon - 122018  
Tel: 0124-6606400, Fax: 0124-6606406  
Email: secretarial@asianoilfield.com  
Website: www.asianoilfield.com

## Chief Financial Officer

Sandeep Bhatia *(Appointed w.e.f 21.05.15)*

## Bankers

State Bank of India  
HDFC Bank Limited  
Axis Bank  
Ratnakar Bank Limited

## Registrar & Share Transfer Agent

Link Intime India (P) Limited, 102 & 103 Shangrila  
Complex, 1st Floor, Opp. HDFC Bank,  
Near Radhakrishna, Char Rasta, Akota, Vadodara - 390 020  
Tel : 0265-2356573 / 2356794, Fax: 0256-2356791  
Email: vadodara@linkintime.co.in

## Corporate Identity Number (CIN)

L23200HR1992PLC052501

