



TRIUMPH OFFSHORE PRIVATE LIMITED

DIRECTORS REPORT

To the members of Triumph Offshore Private Limited:

1. Your Directors are pleased to present the fourth (4th) Annual Report together with the Audited Financial Statements for the year ended 31st March, 2021.

2. Financial Results

Particulars	Year Ended 31st March, 2021 (Rs. in Lakh)	Year Ended 31st March, 2020 (Rs. in Lakh)
Profit/(Loss) Before Tax	(7412.55)	80.02
Provision for:		
Income Tax	-	(13.62)
Deferred Tax	(1145.95)	-
Earlier Year Tax	(0.83)	-
Profit/(Loss) After Tax	(6265.77)	66.40
Balance brought forward from previous year	65.28	(1.12)
Amount available for appropriation	-	-
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	(6200.49)	65.28

3. Review of Operations:

The Company, being subsidiary of Swan Energy Limited (SEL), was incorporated as a special purpose vehicle (SPV) for the purpose of acquiring and owning a new built Floating storage & Regasification Unit (FSRU) to be deployed for LNG terminal project, being implemented by Swan LNG Private Limited ("SLPL"), another subsidiary of SEL. Currently, SEL and Indian Farmers Fertiliser Cooperative (IFFCO) is holding 51% and 49% stake respectively in the equity shareholding of the company.

The Company, as an Owner of the FSRU, has entered into a 'BAREBOAT CHARTER AGREEMENT' with SLPL, to charter the FSRU to SLPL on a long-term lease for a period of 20 years.

SLPL is developing India's first Greenfield LNG project with total capacity of ten (10.0) MMTPA near Jafrabad, India. The first phase with five (5.0) MMTPA capacity is under implementation, which includes a new-built Floating Storage and Regasification Unit ("FSRU") and a Floating Storage Unit ("FSU").

The Company has successfully achieved the **Financial Closure** ("FC") under the leadership of State Bank of India (SBI) and the Company has already received the term loan disbursement aggregating to Rs. 1228.45 Crores from various banks till 31st March, 2021.

The Company entered into a shipbuilding contract for the construction of one (1) 1,80,000 CBM LNG FSRU with M/s Hyundai Heavy Industries Company Limited, South Korea (HHI) and post completion of construction, the Company has successfully taken the delivery of FSRU "Vasant 1" from HHI Shipyard at Ulsan, South Korea, on 29th September, 2020. Post completion of customs formalities, FSRU started sailing from Ulsan port, South Korea on 4th October, 2020.

Post-delivery of FSRU, the Company has deployed FSRU on charter hire and entered into Time Charter Party Agreement ("TCPA") with "M/s CNTIC VPower Energy", a Hong kong based Company, for interim utilization of FSRU as LNG Carrier for the period 01st November, 2020 to 15th March, 2021, which was pre-terminated on 28th February, 2021.

The aforementioned deployment of FSRU is for interim period till SLPL port construction is completed. Post completion, the FSRU will be brought to SLPL project site near Jafrabad, Gujarat for commissioning and Commercial operation.

4. Dividend & Reserve:

The Directors have not recommended any dividend for the year. The Company has not transferred any amount to the general Reserve during the year.

5. Deposits:

The Company has not accepted any fixed deposits from public during the year under review.



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6. Extract of the Annual return:

The extract of the Annual Return in Form MGT-9 is annexed to this Report as **Annexure 'A'**.

7. Number of meetings of the board:

During the year under review, 5 (five) Board Meetings were held on 29th June, 2020, 24th July, 2020, 9th September, 2020, 9th November, 2020 and 11th February, 2021.

8. Particulars of loan, guarantee or investment:

The Company has not given any loan, guarantee or made any investment exceeding sixty percent of paid up share capital, free reserve and security premium account or hundred percent of its free reserve and securities premium account, whichever is more, as prescribed in the Section 186 of the Companies Act, 2013.

9. Particulars of contracts or arrangements with related parties:

All transactions entered with Related Parties for the year under review were in the ordinary course of business and on arm's length basis. Details of related party transactions are given in AOC-2 as **Annexure 'B'**.

10. Issue of shares:

The Company has allotted 11,13,00,000 – 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each to Swan Energy Limited on preferential basis on 09th September, 2020.

11. Directors:

Mr. Surinder Kumar Bhoan was appointed as an independent director on 10th August, 2020, which was approved by the Shareholders at the AGM held on 21st August, 2020.

In place of Mr. Gopal Krishna Gautam, Mr. Kamal Kumar Verma was appointed as IFFCO nominee director on 02nd November, 2020, who died due to covid on 06th December, 2020.

Mr. Manish Gupta was appointed as IFFCO nominee director on 11th December, 2020.

Ms. Vinita N. Patel and Mr. Deepak Inamdar, retires by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.

12. Committee composition:

Followings are the Committee composition as on 31st March, 2021.

i. Audit Committee:

Pursuant to the provisions of section 177(8) of the Companies Act, 2013, the composition of the Audit Committee is given below:

Name of Director	Designation in Committee	Nature of Directorship	No. of Meeting held	No. of Meeting Attended
1. Ms. Vinita Patel	Chairman	Non-executive / non-independent	4	2
2. Mr. Deepak Mane	Member	Non-executive / independent	4	4
3. Mr. Surinder Kumar Bhoan	Member	Non-executive / independent	4	3

ii. Nomination and Remuneration Committee:

Pursuant to the provisions of section 178 of the Companies Act, 2013, the composition of the Nomination and Remuneration Committee is given below:

Name of Director	Designation in Committee	Nature of Directorship	No. of Meeting held	No. of Meeting Attended
1. Mr. Bhavik N. Merchant	Chairman	non-executive / non-independent	2	2



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2. Mr. Deepak Mane	Member	non-executive / independent	2	2
3. Mr. Surinder Kumar Bhoan	Member	non-executive / independent	2	2

iii. **Corporate Social Responsibility (CSR) committee:**

The Report on CSR is annexed to this Report - **Annexure – ‘C’**.

13. Auditors:

13.1 Statutory Audit:

M/s. V.R. Renuka & Co., Chartered Accountants, Mumbai (Firm Registration No. 108826W) were appointed as Statutory auditors of the Company at the 2nd AGM held on 9th September, 2019 for a term of five consecutive years. As per the provision of section 139 of the Companies Act, 2013, as amended, the appointment of Statutory Auditor is not required to be ratified at every Annual General Meeting.

Report of the Auditors, read with the notes to the financial Statements, is self-explanatory and need no comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

13.2 Secretarial Audit:

Secretarial audit report from M/s Jignesh M. Pandya (CP N. 7318), a practicing Company Secretary, for the year ended 31st March, 2021 is annexed to this Report as **Annexure - ‘D’**. The Secretarial Auditor Report does not contain any qualification, reservation or adverse remark.

14. Vigil Mechanism Policy:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established Vigil Mechanism Policy for Directors and employees, to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

15. Conservation of energy, technology absorption, foreign exchange earnings and outgo:

Pursuant to Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, regarding conservation of energy and technology absorption, this is to state that no measure are required to be taken for energy conservation and technology absorption.

During the year under review, the foreign exchange earnings and out-go were as under:

Foreign Exchange earnings:

Particulars	Amount in Crores
FSRU hiring rental income	28.66

Foreign Exchange outgo:

Particulars	Amount in Crores
FSRU vessel purchase	1194.45
Supervision fees payment	20.28
Purchase of Stores and Consumable for vessel	1.60
Lubricant purchase for vessel	2.39
Commission payment	0.36
Vessel Insurance payment	0.27
Port Clearance Payment	0.13

16. Declaration by Independent Directors:

The Company has received declarations of independence as stipulated under section 149(7) of the Act from the Independent Directors confirming that they are not disqualified from continuing as the Independent Director.

17. Subsidiaries, joint ventures or associate companies:

The Company does not have any subsidiary, joint venture or associate companies.

18. Events subsequent to the date of financial statements:



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The details are given above under the heading 'Review of Operations'.

19. Significant & material orders:

There is no significant and material order passed by any of the regulators, court of law or tribunals impacting the going concern status of the Company or its operations in future.

20. Development and implementation of a risk management policy:

The Company has been addressing various risks impacting the Company.

21. Board evaluation:

The Annual evaluation of the Board as a whole, all the directors and committee were conducted.

22. Change in the nature of business:

During the year under review, the company has not changed nature of business.

23. Internal Financial Controls:

The Board has adopted procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies.

24. Cost record:

Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activity carried out by the Company.

25. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company always endeavours to create and provide conducive work environment that is free from discrimination and harassment including sexual harassment. During the Financial Year ended on March 31, 2021, the Company has not received any complaint of sexual harassment.

26. Directors' responsibility statement:

In accordance with the provisions of Section 134(3) (c) of the Companies Act, 2013, to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements that

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They have prepared the annual accounts on a going concern basis; and
- e. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



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27. Acknowledgements:

Your Directors place on record their appreciation for support and timely assistance from Financial Institutions, Banks, Government Authorities and all its Stakeholders, including shareholders, employees and contractors, who has extended their valuable support to the company.

For and on behalf of the Board of Directors

(Bhavik N. Merchant)
Managing Director
(DIN: 06389064)

(Vivek P. Merchant)
Director
(DIN: 06389079)

Date: 28th June, 2021

Place: Ahmedabad

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Annexure - A

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2021

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U74999GJ2017PTC097528
ii	Registration Date	24-05-2017
iii	Name of the Company	Triumph Offshore Private Limited
iv	Category/Sub-category of the Company	Private Limited
v	Address of the Registered office & contact details	"9th Avenue, Ground Floor, Behind Rajpath Club, Memnagar, Bodakdev, Ahmedabad - 380059.
vi	Whether listed company	No
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd, 33, Printing House, 28-D Police Court Lane, Behind Old Handloom House, Fort, Mumbai, Maharashtra, 400001

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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	LNG Based FSRU Project	1110	0.00%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Swan Energy Limited	L17100MH1909PLC000294	Holding	51%	2 (46)

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IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)
(1) Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	6	0	6	0	6	0	6	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	53,49,99,994	0	53,49,99,994	100	53,49,99,994	0	53,49,99,994	100	0
d) Bank/Fl	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	53,50,00,000	0	53,50,00,000	100	53,50,00,000	0	53,50,00,000	100	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	53,50,00,000	-	53,50,00,000	100	53,50,00,000	-	53,50,00,000	100	-

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B. PUBLIC SHAREHOLDING											
(1) Institutions	0	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions	0	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	0	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	53,50,00,000	-	53,50,00,000	100	53,50,00,000	-	53,50,00,000	100	-	53,50,00,000	100

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year				Shareholding at the end of the year				% change in share holding 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	Swan Energy Limited (SEI)	27,28,49,994	51.00	-	27,28,49,994	51.00	-	-	-	
2	Indian Farmers Fertiliser Cooperative Ltd	26,21,50,000	49.00	-	26,21,50,000	49.00	-	-	-	
3	Parool Parash Merchant	1	0.00	-	1	0.00	-	-	-	
4	Vivek Parash Merchant	1	0.00	-	1	0.00	-	-	-	
5	Parash V Merchant	1	0.00	-	1	0.00	-	-	-	
6	Nikhil Vasant Merchant	1	0.00	-	1	0.00	-	-	-	
7	Panna Nikhil Merchant	1	0.00	-	1	0.00	-	-	-	
8	Bhavik Nikhil Merchant	1	0.00	-	1	0.00	-	-	-	
	Total	53,50,00,000	100.00	-	53,50,00,000	100.00	-	-	-	

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IV (f) SHAREHOLDING PATTERN (Preference Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0
b) Central Govt or State Govt.	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	11,13,00,000	0	11,13,00,000	100
e) Any other	0	0	0	0	0	0	0
SUB TOTAL(A) (1)	0	0	0	11,13,00,000	0	11,13,00,000	100
(2) Foreign							
a) NR- Individuals	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	11,13,00,000	0	11,13,00,000	100
TRIUMPH OFFSHORE PRIVATE LIMITED							

B. PUBLIC SHAREHOLDING							
(1) Institutions	0	0	0	0	0	0	0
SUB TOTAL (B)(1)	0	0	0	0	0	0	0
(2) Non Institutions	0	0	0	0	0	0	0
SUB TOTAL (B)(2)	0	0	0	0	0	0	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs							
	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	0	0	11,13,00,000	0	11,13,00,000	100

SI.No.	SHARE HOLDING OF PROMOTERS	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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		Sonal Energy Limited (SEIL)	0	0.00	-	11,13,00,000	100.00	-	-
		Total	0	0.00	-	11,13,00,000	100.00	-	-

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(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE):

There are no changes in Equity shareholding of Promoters during the financial year 2020-21.

Change in Preference Shareholding of the Promoter during financial year 2020-21 is given below.

Sl.No	Name of the Promoter	Shareholding at the beginning of the year	No. of Shares	% of total shares of the company	Cumulative Shareholding during the year	No. of shares	% of total shares of the company
1	Swan Energy Limited		0	0.00		0	0.00
	At the beginning of the year						
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease						
	At the end of the year	(*) 111,300,000	100.00	100.00	11,13,00,000	11,13,00,000	100.00
		11,13,00,000	100.00	100.00	11,13,00,000	11,13,00,000	100.00

* Shares allotted on 09-09-2020

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)
There is no shareholding other than Promoters.

(v) Shareholding of Directors & KMP: Nil

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(Rs. in Lacs)

V INDEBTEDNESS					
Indebtedness of the Company including interest outstanding/accrued but not due for payment					
		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i) Principal Amount			754.09		754.09
ii) Interest due but not paid			-		-
iii) Interest accrued but not due			-		-
Total (i+ii+iii)			754.09		754.09
Change in Indebtedness during the financial year					
Additions (refer note 1)		1,20,204.24	11,075.78		1,31,280.02
Reduction		-	(442.46)		(442.46)
Issue of Preference Shares (refer note 2)		-	(11,130.00)		(11,130.00)
Net Change		1,20,204.24	(496.68)		1,19,707.56
Indebtedness at the end of the financial year					
i) Principal Amount		1,20,204.24	257.41		1,20,461.65
ii) Interest due but not paid			-		-
iii) Interest accrued but not due			1.11		1.11
Total (i+ii+iii)		1,20,205.35	257.41		1,20,462.76

Note 1: Loan from bank is not off amortised portion of term loan processing fees/financing charge of Rs. 2633.18 Lacs as per Ind-AS 109.

Note 2: 0.01% Optionally convertible non-cumulative redeemable Preference Shares

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- A. Remuneration to Managing Director, Whole time director and/or Manager: Nil
- B. Remuneration to other directors: Nil
- C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: Nil

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

During the year, there has been no penalties/ punishment/compounding of offences against the Company, Directors or other officers.

For and on behalf of the Board of Directors

(Bhavik N. Merchant)

Managing Director

DIN: 06389064

(Vivek P. Merchant)

Director

DIN: 06389075

Ahmedabad, 28th June, 2021

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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis.

i. Swan Energy Limited (SEL)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Swan Energy Limited (SEL) (Holding company)
b)	Nature of contracts/arrangements/transaction	Unsecured Loans taken and paid back during the year and issue of Preference Shares
c)	Duration of the contracts/arrangements/transaction	1 st April, 2020 to 31 st March, 2021
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The company has taken and paid back loans received from SEL. - Loans taken: Rs. 11075.78 Lakh - Issue of Preference shares: Rs. 11130.00 Lakh - Loans paid back: Rs. 442.46 Lakh
e)	Date of approval by the Board	17 th January, 2018 for Loan 9 th September, 2020 for issue of preference Shares to SEL
f)	Amount paid as advances, if any	Nil

For and on behalf of the Board of Directors



(Bhavik N. Merchant)
Managing Director
(DIN: 06389064)



(Vivek P. Merchant)
Director
(DIN: 06389079)

Date: 28th June, 2021
Place: Ahmedabad

Annexure-C

Annual Report on CSR activities

1. Brief outline on CSR Policy of the Company.

The Company has its Corporate Social Responsibility (CSR) Policy, which lays down a gist of the programs that a company can undertake under it.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Vinita N. Patel	Chairman (non-executive/non-independent)	2	2
2	Vivek P. Merchant	Member (non-executive/non-independent)	2	2
3	Deepak Mane	Member (non-executive/independent Director)	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.: **Website not available**
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable: **Not Applicable**
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	-	-	-
2	-	-	-
3	-	-	-
	TOTAL	-	-

6. Average net profit of the company as per section 135(5): **Rs. 26.30 Lacs**
7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 0.53 Lacs**
- (b) Surplus arising out of the CSR projects or programs or activities of the previous financial years.: Nil
- (c) Amount required to be set off for the financial year, if any- Nil
- (d) Total CSR obligation for the financial year (7a+7b- 7c). **Rs. 0.53 Lacs**
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
-	-	-	Prime Minister's National Relief Fund	53,000	21/06/2021

(b) Details of CSR amount spent against **ongoing projects** for the financial year: **Not Applicable**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
1.	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year: **Nil**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	-	-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-	-

- (d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**
(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Nil
(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	0.53
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-
3.	-	-	-	-	-	-	-
	TOTAL						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1.	-	-	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **Not Applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

During the year under review, the Company has made consistent efforts to identify the activity for its CSR initiatives. One of the reasons for the amount being unspent is non-identification of appropriate CSR activity. However, as per requirement of section 135 (5) of the Act, the mandatory unspent CSR amount of Rs. 53,000/- has been transferred to Prime Minister's National Relief Fund on 21/06/2021, as specified in Schedule VII.

For and on behalf of the Board of Directors

(Bhavik N. Merchant)
Managing Director
(DIN: 06389064)

(Vinita N. Patel)
Chairman of CSR Committee
(DIN: 06389083)

Date: 28th June, 2021
Place: Ahmedabad



JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (W) Mumbai 400 103.
Tel. : +91 22 28084509 • Mob.: +91 9819065068 • E-mail: jigneshpandyacs@gmail.com

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31st March, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Triumph Offshore Private Limited
Ahmedabad

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Triumph Offshore Private 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the **financial year ended on 31st March, 2021** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the **financial year ended on 31st March, 2021** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under; :- **NOT APPLICABLE**
- (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;





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- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **NOT APPLICABLE**
- (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;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Laws applicable to the industry to which the Company belongs, as identified by the Management is given in the enclosed *Annexure 2*.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 :- **NOT APPLICABLE.**

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





JIGNESH M. PANDYA & CO.

Company Secretaries

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We further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through and dissenting members' views, if any, are captured and recorded as part of the minutes.

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

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.



Mumbai, 19th May, 2021
UDIN: A007346C000342307

For **Jignesh M. Pandya & Co.**
(Proprietor)

Jignesh M. Pandya
Practicing Company Secretary
Membership No. 7346 /CP No. 7318



JIGNESH M. PANDYA & CO.

Company Secretaries

205, Shashi CHS. Ltd., Behind Raghunath Tower, Devidas Road, Borivali (W) Mumbai 400 103.
Tel. : +91 22 28084509 ● Mob.: +91 9819065068 ● E-mail: jigneshpandyacs@gmail.com

'Annexure 1

To the Members Triumph Offshore Private 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes 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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



For **Jignesh M. Pandya & Co.**
(Proprietor)

Jignesh M. Pandya

Jignesh M. Pandya
Practicing Company Secretary
Membership No. 7346 /CP No. 7318

Mumbai, 19th May, 2021
UDIN: A007346C000342307



JIGNESH M. PANDYA & CO.

Company Secretaries

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'Annexure 2'

Laws applicable to the Company:

1. The Gujarat Housing Board Act, 1961
2. Information Technology Act, 2000
3. The Indian Electricity Rules 1956
4. The Standard Weight and Measurement Act, 1976
5. The Public Liability Insurance Act, 1991
6. The Hazardous Material Transport Act (HMT) Act, 1975
7. Trade Marks Act, 1999 & Copy Right Act, 1957;
8. The Legal Metrology Act, 2009;
9. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
10. Acts prescribed under prevention and control of pollution;
11. Acts prescribed under Environmental protection;
12. Acts prescribed under Direct Tax and Indirect Tax;
13. Land Revenue laws of respective States;
14. Labour welfare Act of respective States;
15. Acts as prescribed under Shop and Establishment Act of various local authorities.
16. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013



Mumbai, 19th May, 2021
UDIN: A007346C000342307

For **Jignesh M. Pandya & Co.**
(Proprietor)

Jignesh M. Pandya

Jignesh M. Pandya
Practicing Company Secretary
Membership No. 7346 /CP No. 7318



V. R. RENUKA & CO.
CHARTERED ACCOUNTANTS

Office :
414, DATTANI TRADE CENTRE,
CHANDAVARKAR LANE,
BORIVALI (WEST),
MUMBAI-400 092.

☎ O. : 2892 0170 / 2890 4743
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INDEPENDENT AUDITOR'S REPORT

**To the Members of
TRIUMPH OFFSHORE PRIVATE LIMITED**

Report on the Audit of Financial Statements ("FS")

I. Opinion

We have audited the accompanying financial statements ("FS") of **Triumph Offshore Private Limited** ("the Company"), which comprise the Balance sheet as at March 31st, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, read with our comments in the Emphasis of Matter paragraph below, the aforesaid "FS" give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2021, the profit and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

II. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the "FS" section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the "FS" under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI'S code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the "FS".

III. Emphasis of Matter

We draw your attention to Note 33 to the "FS" which explains the management's assessment of the financial impact due to the lock-down and other restrictions and conditions related to the COVID -19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

IV. Information other than "FS" and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the "FS" and our report thereon.



Our opinion on the "FS" does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of "FS", our responsibility is to read the other information and, in doing so, consider, whether the other information is materially inconsistent with the FS or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

V. Management's responsibility for the "FS"

1. The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Act, with respect to the preparation and presentation of these "FS" that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the applicable Ind AS prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended.
2. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the "FS" that give a true and fair view and are free from material misstatement, whether due to fraud or error.
3. In preparing the "FS", management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
4. The Board of Directors is responsible for overseeing the Company's financial reporting process.

VI. Auditor's responsibilities for the audit of the "FS"

1. Our objectives are to obtain reasonable assurance about whether the "FS" as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.
2. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.
3. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these "FS".



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- I. Identify and assess the risks of material misstatement of the "FS", whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- II. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- IV. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the "FS" or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- V. Evaluate the overall presentation, structure and content of the "FS", including the disclosures, and whether the "FS" represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance ("TCWG") regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide TCWG with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

VII. Other Matters

On account of lockdown consequent to outbreak of covid-19 pandemic, we were unable to participate in the year end physical verification of inventory that was carried out by the Management. Consequently, we have performed alternate procedures as per the guidance provided in SA 501 "Audit Evidence – Specific Consideration for Selected Items" to audit the existence of inventory as at the year end and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on the FS. The entire audit finalization process was carried from remote locations i.e., other than the office/ factory of the Company where books of account and other records are kept, based on data/ details of financials information provided to us through digital medium, owing to COVID-19.



VIII. Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A", 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, based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The reports on the accounts of the branch offices of the Company audited under section 143(8) of the Act do not apply to the Company;
 - (d) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of Cash Flows and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - (e) In our opinion, the aforesaid "FS" complies with the Indian Accounting Standards specified under Section 133 of the Act;
 - (f) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
3. 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 impact of pending litigation as on 31st March, 2021 is not expected to be material on the financial position of the company. ;
 - 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 as at March 31st, 2021 which was required to be transferred to the Investor Education and Protection Fund by the Company.
4. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to explanations given to us, the Company has not paid any remuneration to its directors during the current year and hence, Section 197 of the Act is not applicable.

For V. R. Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W

V.R. Renuka

V. R. Renuka
Partner
Membership No. 032263

Mumbai, June 28, 2021
UDIN: 21032263AAAABV3574



Annexure 'A'

To the Independent Auditor's Report on the Financial Statement of Triumph Offshore Private Limited

(Referred to in Paragraph VIII (1), under 'Report on other legal and Regulatory Requirements section of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As informed to us, the fixed assets have been physically verified by the management during the period according to a phased programme. Considering the size and the nature of business, the frequency of verification is reasonable. No material discrepancies were noticed on such verification by the management between the book records and physical verification.
- c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is not having any inventory and as such clause (ii) is not applicable.
- (iii) The Company has not granted unsecured loans to any company and not any other party covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause (a), (b) & (c) of clause (iii) are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the notified Rules framed there under.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as prescribed under Section 148(1) of the Act in respect of its products.
- (vii) (a) According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees State Insurance Fund, Income Tax, Sales Tax, Service Tax, Goods and Services tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanation given to us, there are no undisputed amounts payable in respect of the above statutory dues, that were outstanding at the year end for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no amounts which are payable in respect of the above statutory dues, which have not been deposited with appropriate authorities on account of any dispute.



- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to financial institutions/banks/government. The company has not issued any debentures.
- (ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. However, the company has raised moneys by way of issue of shares on preferential basis. The moneys so raised has been applied for the purpose for which it has been raised.
- (x) Based on the audit procedures performed and as per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- (xi) No managerial remuneration has been paid / provided for during the year under review.
- (xii) The Company, not being a Nidhi company, the para 3(xii) of the order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, in our opinion, transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the company has made preferential allotment of Equity shares during the year under review, in compliance with the requirements of Section 42 and 62 of the Act.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, para 3(xv) of the Order and Sec. 192 of Companies Act, 2013 are not applicable.
- (xvi) In our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For V. R. Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W

V.R. Renuka
V. R. Renuka
Partner
Membership No. 032263



Mumbai, June 28, 2021
UDIN: 21032263AAAABV3574

Annexure 'B'

To the Independent Auditor's Report on the Financial Statement of Triumph Offshore Private Limited

(Referred to in Paragraph VII (2)(g), under 'Report on other legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Section 143(3) (i) of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting of the Company as of March 31st, 2021 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material aspects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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



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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

**For V. R. Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W**

V.R. Renuka

**V. R. Renuka
Partner
Membership No. 032263**



**Mumbai, June 28, 2021
UDIN: 21032263AAAABV3574**

TRIUMPH OFFSHORE PRIVATE LIMITED
Balance Sheet as at March 31, 2021

₹ in Lakh

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
I ASSETS			
1 Non-Current Assets			
a Property, Plant and Equipment	3(a)	1,72,359.76	-
b Capital Work in Progress	3(b)	-	9,562.07
c Non current Tax Assets (Net)	4	3.67	-
d Deferred Tax Assets (Net)	5	1,145.95	-
e Other Non-Current Assets	6	667.85	63,076.82
Total Non Current Asstes (A)		1,74,177.23	72,638.89
2 Current Assets			
a Financial Assets			
(i) Investments	7	-	207.87
(ii) Trade Receivables	8	410.18	-
(ii) Cash and Cash Equivalents	9	3,672.21	133.94
(iii) Other Financial Assets	10	4.04	1.93
b Other Current Assets	11	982.62	181.58
Total Current Assets (B)		5,069.05	525.32
TOTAL ASSETS (A+B)		1,79,246.28	73,164.21
II EQUITY AND LIABILITIES			
1 Equity			
a Equity Share Capital		53,500.00	53,500.00
b Instruments entirely Equity in nature	12	11,130.00	-
c Other Equity	13	(6,200.49)	65.28
Total Equity (A)		58,429.51	53,565.28
Liabilities			
2 Non- Current Liabilities			
a Financial Liabilities			
(i) Borrowings	14	1,20,204.24	-
b Non current Tax Liabilities (Net)	15	-	1.15
Total Non Current Liabilities (B)		1,20,204.24	1.15
3 Current Liabilities			
(i) Borrowings			
(ii) Trade Payables	16	257.41	754.09
(A) Total outstanding dues of Micro enterprises and Small Enterprises			
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises.	17	-	-
		15.30	-
(iii) Other Financial Liabilities	18	336.32	18,842.82
b Other Current Liabilities	19	3.50	0.87
Total Current Liabilities (B)		612.53	19,597.78
TOTAL EQUITY AND LIABILITIES (A+B)		1,79,246.28	73,164.21

The accompanying notes form an integral part of the Standalone financial statements

As per our Report of even date

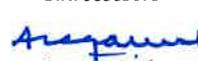
For V.R.Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W


V.R. Renuka
Partner
M No. 032263



For and on behalf of the Board of Directors

 
Bhavik N. Merchant Managing Director
DIN: 06389064
Vivek P. Merchant Director
DIN: 06389079

 
Chetan Selarka Chief Financial Officer
Arun Agarwal Company Secretary

Ahmedabad, June 28, 2021

Ahmedabad, June 28, 2021



TRIUMPH OFFSHORE PRIVATE LIMITED

Statement of Profit and Loss for the year ended March 31, 2021

₹ in Lakh

Particulars	Note No.	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Income:			
(i) Revenue from operation	20	3,307.69	-
(ii) Other Income	21	37.77	84.88
Total Income		3,345.46	84.88
Expenses:			
(i) Operating Expenses	22	1,888.31	-
(ii) Finance Cost	23	5,748.10	2.56
(iii) Depreciation and Amortisation Expense	3	2,719.04	-
(iv) Other Expenses	24	402.56	2.30
Total Expenses		10,758.01	4.86
Profit/(Loss) before Tax		(7,412.55)	80.02
Tax Expense:			
(i) Current tax	25	-	13.62
(ii) Deferred Tax		(1,145.95)	-
(iii) Adjustments for earlier years - Excess Provision of Income Tax Write Back		(0.83)	-
Profit/(Loss) for the period		(6,265.77)	66.40
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		(6,265.77)	66.40
Earnings Per Equity Share			
Basic Earnings Per Share (in ₹)	28	(1.17)	0.02

The accompanying notes form an integral part of the Standalone financial statements

As per our Report of even date

For V.R.Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W

V.R. Renuka

V.R. Renuka
Partner
M No. 032263



For and on behalf of the Board of Directors

Bhavik N. Merchant *Vivek P. Merchant*

Bhavik N. Merchant Vivek P. Merchant
Managing Director Director
DIN: 06389064 DIN: 06389079

Chetan Selarka

Chetan Selarka Arun Agarwal
Chief Financial Officer Company Secretary

Arun Agarwal

Ahmedabad, June 28, 2021

Ahmedabad, June 28, 2021

TRIUMPH OFFSHORE PRIVATE LIMITED

Statement of Changes in Equity for the year ended March 31, 2021 (SOCIE)

(a) Equity Share Capital (Refer Note No. 12)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	₹ in Lakh	Number of shares	₹ in Lakh
Outstanding at the beginning of the year	53,50,00,000	53,500.00	10,000	1.00
Add: Issued during the year	-	-	53,49,90,000	53,499.00
Outstanding at the end of the year	53,50,00,000	53,500.00	53,50,00,000	53,500.00

(b) Instruments entirely equity in nature : 0.01% Non-cumulative Optionally Convertible Preference Shares (OCPS)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	₹ in Lakh	Number of shares	₹ in Lakh
Outstanding at the beginning of the year	-	-	-	-
Add: Issued during the year	11,13,00,000	11,130	-	-
Outstanding at the end of the year	11,13,00,000	11,130.00	-	-

(c) Other Equity (Refer Note No. 13)

Particulars	As at March 31, 2021		As at March 31, 2020	
		₹ in Lakh		₹ in Lakh
Retained Earnings				
At the beginning of the year	65.28		(1.12)	
Add: Profit/(Loss) during the year	(6,265.77)		66.40	
At the end of the year		(6,200.49)		65.28
Grand Total		(6,200.49)		65.28

The accompanying notes form an integral part of the Standalone financial statements

As per our Report of even date

For V.R.Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W


V.R. Renuka
Partner
M No. 032263



For and on behalf of the Board of Directors

 
Bhavik N. Merchant Managing Director
DIN: 06389064
Vivek P. Merchant
Director
DIN: 06389079

 
Chetan Selarka
Chief Financial Officer
Arun Agarwal
Company Secretary

Ahmedabad, June 28, 2021

Ahmedabad, June 28, 2021

TRIUMPH OFFSHORE PRIVATE LIMITED
Statement of cash flow for the year ended March 31, 2021

₹ in Lakh

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
A Cash Flow from Operating Activities		
Profit/(Loss) before tax	(7,412.55)	80.02
Adjustment for :		
(Profit)/Loss on sale of Mutual Fund	(1.02)	(80.15)
Interest Income	(36.76)	(4.73)
Depreciation	2,719.04	-
Finance Cost	5,783.35	-
Operating profit before working capital changes	1,052.06	(4.86)
Adjustments for :		
(Increase) in Trade Receivables	(410.19)	-
(Increase) in Other Current Assets	(801.04)	(174.23)
(Increase) in Other Financial Assets	(2.11)	(1.93)
Increase/(Decrease) in Trade Payables	15.30	-
Increase/(Decrease) in Other financial liability	(18,506.50)	(13,211.13)
Increase/(Decrease) in Other Current Liabilities	2.63	(29.35)
Cash generated from operations	(18,649.85)	(13,421.50)
Direct Taxes (Paid)/Received	(3.99)	(12.47)
Net Cash from Operating Activities (A)	(18,653.84)	(13,433.97)
B Cash Flow from Investing Activities		
Purchase of Mutual Funds	-	(15,700.00)
Sale of Mutual Funds	208.89	15,572.28
(Increase)/Decrease in Property Plant & Equipment (including CWIP)	(1,65,516.73)	(2,850.32)
(Increase) /decrease in Other Non Current Assets	62,408.98	(2,350.03)
Interest Income on Fixed Deposits	36.76	4.73
Net Cash from Investing Activities (B)	(1,02,862.10)	(5,323.34)
C Cash Flow from Financing Activities		
Equity Shares Issued	-	53,499.00
Issue of 0.01% Non-cumulative Optionally Convertible Preference Shares (OCPS)	11,130.00	-
Proceeds from Bank Loan (Long Term) (Net off Processing fees)	1,20,204.24	-
Increase/(Decrease) in Inter Corporate Borrowing	(496.68)	(34,617.28)
Interest on Term Loan	(5,783.35)	-
Net Cash from Financing Activities (C)	1,25,054.21	18,881.72
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	3,538.27	124.41
Opening Balance of Cash & Cash Equivalents	133.94	9.53
Closing Balance of Cash & Cash Equivalents (Refer Note No. 9)	3,672.21	133.94

As per our Report of even date

For V.R.Renuka & Co.
Chartered Accountants
Firm Registration No. 108826W

V.R. Renuka
V.R. Renuka
Partner
M No. 032263



For and on behalf of the Board of Directors

Bhavik N. Merchant *Vivek P. Merchant*
Bhavik N. Merchant Vivek P. Merchant
Managing Director Director
DIN: 06389064 DIN: 06389079

Chetan Selarka *Arun Agarwal*
Chetan Selarka Arun Agarwal
Chief Financial Officer Company Secretary

Ahmedabad, June 28, 2021

Ahmedabad, June 28, 2021

TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

1. CORPORATE INFORMATION:

Triumph Offshore Private Limited ('TOPL' or 'the Company') is a private limited Company incorporated and domiciled in India and has its registered office at 9th Avenue , Ground floor , Behind Rajpath Club, Memnagar, Bodakdev, Ahmedabad Gujarat -380059 , India. The Company is Subsidiary Company of M/s. Swan Energy Limited ("SEL"), which is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) in India.

Swan LNG Pvt. Ltd. ("SLPL") is another subsidiary of SEL developing the LNG port facilities, comprises development of LNG Port facilities utilizing a Floating Storage and Regasification Unit ("FSRU") along with Floating Storage Unit ("FSU") for LNG receipt, storage, regasification and send-out, with an initial regasification capacity of 5 MMTPA of LNG, off the Jafrabad coast in Amreli district in Gujarat ("the Project"). As part of the Project, the FSRU to be used for the said Project shall be owned by the Company and it will be hired by SLPL under a long term (20 years) Bare Boat Charter (BBC) from the Company.

2. BASIS OF COMPLIANCE, BASIS OF PREPARATION, CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS AND SIGNIFICANT ACCOUNTING POLICIES:

2.1. Basis of compliance:

The financial statements comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act.

2.2. Basis of preparation and presentation:

The financial statements have been prepared under historical cost convention using the accrual method of accounting basis, except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

Current and Non – Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

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

The financial statements of the Company for the year ended 31st March, 2021 were approved for issue in accordance with a resolution of the Board of Directors in its meeting held on June 28, 2021.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.3. Use of Judgements and Estimates:

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below:

- a. Estimates of useful lives and residual value of property, plant and equipment and intangible assets;
- b. Measurement of defined benefit obligations;
- c. Measurement and likelihood of occurrence of provisions and contingencies;
- d. Impairment of investments;
- e. Recognition of deferred tax assets; and
- f. Measurement of recoverable amounts of cash-generating units.

TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.4. Property, plant and equipment:

2.4.1. Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any;

2.4.2. The initial cost of an asset comprises its purchase price (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use);

2.4.3. Machinery spares that meet the definition of property, plant and equipment are capitalised;

2.4.4. Property, plant and equipment which are not ready for intended use as on date of Balance Sheet are disclosed as "Capital work-in-progress";



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.4.5. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred;

2.4.6. An item of property, plant and equipment and any significant part initially recognised separately as part of property, plant and equipment is derecognised upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is derecognised;

2.4.7. Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Act, except for assets costing ₹ 5,000/- or less are fully depreciated or fully written off in the year of purchase;

2.4.8. Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment;

2.4.9. Depreciation on spare parts specific to an item of property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment;

2.4.10. Leasehold land is amortised over the primary lease period. Other assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives;

2.4.11. Freehold land is not depreciated;

2.4.12. The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates;

The management's estimates of the useful lives for the various class of assets are as under :

Class of Assets	Useful Life (No. of Years)
Flat at Rajula	30
FSRU Vessel	30



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.5. Intangible Assets:

2.5.1. Intangible assets are recognised only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably;

2.5.2. Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any;

2.5.3. The intangible assets with a finite useful life are amortised using straight line method over their estimated useful lives. The management's estimates of the useful lives for various class of Intangibles are as given below:

2.5.4. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on de-recognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses);

2.5.5. The estimated useful life is reviewed at each financial year end and changes, if any, are accounted in the line with revisions to accounting estimates;

2.6. Investment property:

2.6.1. Investment property is property (land or a building — or part of a building — or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any;

2.6.2. Any gain or loss on disposal of investment property is calculated as the difference between the net proceeds from disposal and the carrying amount of the investment property is recognised in Statement of Profit and Loss;

2.7. Non-currents assets held for sale:

2.7.1. Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets;

2.7.2. Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell;

2.7.3. Non – current assets classified as held for sale are not depreciated or amortized from the date when they are classified as held for sale.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.8. Leases:

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset to lessee for a period of time in exchange for consideration. The Company shall reassess whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed.

As a Lessee

At the commencement date, company recognises a right-of-use (RoU) asset at cost and a lease liability at present value of the lease payments that are not paid at commencement date. The Lease Payments shall be discounted using Company's incremental borrowing rate on periodic basis. Subsequently, RoU asset is depreciated over lease term and lease liability is reduced as payments are made and an imputed finance cost on lease liability is recognised in Statement of Profit and Loss using the Company's incremental borrowing rate;

If a lease, at the commencement date, has a lease term of 12 months or less, it is treated as Short term lease. Lease payments associated with short term leases are treated as an expense on systematic basis.

As a Lessor

A lessor shall classify each of its leases as either an operating lease or a finance lease.

Finance leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise assets held under a finance lease in its balance sheet and present them as a receivable at an amount equal to the net investment in the lease.

Operating leases

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise lease payments from operating leases as income on systematic basis in the pattern in which benefit from the use of the underlying asset is diminished.

2.9. Impairment of Non-financial Assets:

2.9.1. Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any indication of such impairment exists, the recoverable amount of such assets / cash generating unit is estimated and in case the carrying amount of these assets exceeds their recoverable amount, an impairment is recognised;

2.9.2. The recoverable amount is the higher of the fair value less costs of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. Assessment is also done at each Balance Sheet date as to whether there is indication that an impairment loss recognised for an asset in prior accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.10. Inventories:

2.10.1. Inventories comprising Closing stock of finished goods, raw material and consumables and spares are valued at lower of cost (on weighted average) and net realisable value after providing for obsolescence and other losses, where considered necessary;

2.10.2. Cost includes all charges in bringing the goods to their present location and condition. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty;

2.10.3. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

2.11. Investment in Subsidiaries:

Investments in equity shares of Subsidiaries are recorded at cost and reviewed for impairment at each reporting date.

2.12. Fair Value measurement:

2.12.1. The Company measures certain financial instruments at fair value at each reporting date;

2.12.2. Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities;

2.12.3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk;

2.12.4. The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out;



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TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.12.5. While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- **Level 3:** inputs for the assets or liability that are not based on observable market data (unobservable inputs);

2.12.6. When quoted price in active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis;

2.12.7. If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction;

2.12.8. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

2.13. Financial Instruments:

2.13.1. Financial Assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss, its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.



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TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

Debt instruments:

Debt instruments are subsequently measured at amortised cost, FVOCI or FVTPL till de-recognition on the basis of:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Measured at amortised cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

Measured at FVOCI:

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at FVOCI. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

Measured at FVTPL:

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments inequity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Redeemable Preference shares:

Redeemable preference share are separated into liability and equity components based on the terms of the contract.

On issuance of the redeemable preference shares, the fair value of the liability component is determined using a market rate for an equivalent non convertible instrument. This amount is classified as financial liability measured at amortized cost (net of transaction cost) until it is extinguished on redemption.

Transaction cost are apportioned between the liability and equity component of the redeemable preference share based on the allocation of the proceed to the liability and equity component when the instrument are initially recognized.

De-recognition:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset;



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.13.2. Financial Liabilities:

Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as FVTPL. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

De-recognition:

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires;

2.13.3. Financial guarantees:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation;

2.13.4. Derivative financial instruments:

The Company uses derivative financial instruments to manage the exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with the changes being recognised in the Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative;

2.13.5. Embedded derivatives:

If the hybrid contract contains a host that is a financial asset within the scope of Ind-AS 109, the classification requirements contained in Ind AS 109 are applied to the entire hybrid contract. Derivatives embedded in all other host contracts, including financial liabilities are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at FVTPL. These embedded derivatives are measured at fair value with changes in fair value recognised in Statement of Profit and Loss, unless designated as effective hedging instruments. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows;

2.13.6. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.14. 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 reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The specific recognition criteria described below must also be met before revenue is recognised

Rental income

As a part of its business activity, the Company leases its FSRU for short term period under the Time Charter Party Agreement ("TCPA") to Charterers. The Company recognises the rental income arising from operating FSRU on operating lease basis i.e. on a straight line basis over the period of TCPA period and is included in revenue in the statement of profit and loss due to its operating nature.

Income from long term leases:

The company shall give its owned Floating Storage and Regasification Unit ("FSRU") on lease to SLPL under a long term (20 years) Bare Boat Charter (BBC) Agreement.

As a lessor, revenue from the lease agreement shall be recognised as under:

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Company shall recognise lease payments from operating leases as income on systematic basis in the pattern in which benefit from the use of the underlying asset is diminished.

Contract Balances

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

2.14.2. Rendering of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customer.

2.14.3. Income from export incentives such as duty drawback and premium on sale of import licenses are recognised on accrual basis;

2.14.4. Income from sale of scrap is accounted for on realisation;

2.14.5. Interest income is recognized using the effective interest rate (EIR) method;

2.14.6. Dividend income on investments is recognised when the right to receive dividend is established;

2.14.7. Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.15. Employee Benefits:

2.15.1. Short-term employee benefits:

Short-term employee benefits (including leave) are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered;

2.15.2. Post-employment benefits:

The Company operates the following post – employment schemes:

- Defined contribution plans such as provident fund; and
- Defined benefit plans such as gratuity

Defined Contribution Plans:

Obligations for contributions to defined contribution plans such as provident fund are recognised as an expense in the Statement of Profit and Loss as the related service is provided.

Defined Benefit Plans:

The Company's net obligation in respect of defined benefit plans such as gratuity is calculated by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

The current service cost of the defined benefit plan, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The net interest is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This net interest is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

2.16. Borrowing costs:

2.16.1. Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs;

2.16.2. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss;

2.16.3. Investment Income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

2.17. Foreign Currency Transactions:

2.17.1. The financial statements are presented in INR, the functional currency of the Company (i.e. the currency of the primary economic environment in which the Company operates);

2.17.2. Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.



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TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items (except for long term foreign currency monetary items outstanding as of 31st March 2021 which are accumulated in "Foreign Currency Monetary Item Translation Difference Account" and amortised over balance period of liability) are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

2.17.3. Non – Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

2.18. Government Grants:

2.18.1. Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with;

2.18.2. When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed;

2.18.3. Government grants relating to property, plant and equipment are presented as deferred income and are credited to the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

2.19. Provisions and Contingent Liabilities:

2.19.1. Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation;

2.19.2. The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any;

2.19.3. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost;

2.19.4. Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability;

2.19.5. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

2.20. Taxes on Income

2.20.1. Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity;



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

2.20.2. Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.21. Earnings per share

2.21.1. Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period;

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

2.22. Cash and Cash equivalents:

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.23. Cash Flows:

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.24. Dividend:

Final dividend on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

3(a) Property, Plant & Equipment

₹ in Lakh

Particulars	Building	Vessel	Tangibles Total
Gross Carrying Value			
As at 1st April 2019	-	-	-
Additions	-	-	-
Deductions	-	-	-
Other adjustments	-	-	-
As at 31st March 2020	-	-	-
Additions	16.00	1,75,062.80	1,75,078.80
Deductions	-	-	-
Other adjustments	-	-	-
As at 31 March 2021	16.00	1,75,062.80	1,75,078.80
Accumulated depreciation			
As at 1st April 2019	-	-	-
Depreciation expense	-	-	-
Deductions	-	-	-
Other adjustments	-	-	-
At at 31 March 2020	-	-	-
Depreciation expense	0.37	2,718.67	2,719.04
Deductions	-	-	-
Other adjustments	-	-	-
As at 31 March 2021	0.37	2,718.67	2,719.04
Carrying Amount			
As at 31 March 2021	15.63	1,72,344.13	1,72,359.76
As at 31 March 2020	-	-	-

The Company has been incorporated for the purpose of acquiring and owning a new built Floating storage & Regasification Unit (FSRU) to be deployed for LNG port terminal project being implemented by Swan LNG Private Limited ("SLPL"), another subsidiary of Swan Energy Ltd.

The Company had taken the delivery of Floating storage FSRU in the last week of Sept 2020 from Hyundai Heavy Industries Co., Ltd. from their Shipyard located at Ulsan, South Korea. Since SLPL's LNG Port Terminal Project is still under the construction stage and hence the Company's management after taking lender's approval decided to use FSRU for the time being as LNG carrier / FSU outside the Indian territorial waters on a Time Charter Contract basis and earn hire income. Accordingly, the FSRU started sailing from Ulsan port, South Korea on 4th Oct 2020 after completing all the custom formality, therefore effective from 4th Oct 2020, FSRU has been capitalised as per the IND AS -16.

Long-term borrowings are secured by first charge ranking over the Vessel including all the relevant equipment, being legally part of the FSRU (Refer Note no. 14). These include assets which are given on operating leases, the details thereof are included in Note no. 31

3(b) Capital Work in Progress

₹ in Lakh

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	9,562.07	6,711.75
Additions during the year	1,65,500.73	2,857.75
Adjustment during the year	(1,75,062.80)	(7.43)
Balance at the end of the year	-	9,562.07



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021.

4 Non current Tax Assets (Net)			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Taxes Paid - (net of provision for tax)	3.67	-	
Total	3.67	-	

5 Deferred Tax Assets (Net)			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Deferred Tax Assets (Net)	1,145.95	-	
Total	1,145.95	-	

6 Other Non-Current Assets			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Capital Advance (Project)	-	62,381.38	
Unamortised Processing Fees	667.85	695.44	
Total	667.85	63,076.82	

7 Investments			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Investment in Mutual Funds valued at FVTPL	-	207.87	
Total	-	207.87	

	₹ in Lakh
Aggregate book value of quoted investments	-
Aggregate market value of quoted investments	-
Aggregate amount of unquoted investments	201.45
Aggregate market value of unquoted investments	207.87
Aggregate amount of impairment in value of investments	-

8 Trade Receivables			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Trade receivable considered good - Secured	-	-	
Trade receivable considered good - Unsecured	410.18	-	
Trade receivable which have significant increase in credit risk	-	-	
Trade Receivables Credit impaired	-	-	
Sub Total	410.18	-	
Less : Loss allowances	-	-	
Total	410.18	-	

9 Cash and Cash Equivalents			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Cash in hand	0.04	-	
Balances with banks			
In Current Accounts	1,072.90	8.94	
In Deposit Accounts (where original maturity does not exceed three months)	2,599.27	125.00	
Total	3,672.21	133.94	

10 Other Financial Assets			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Interest Accrued but not due on FD	4.04	1.93	
Total	4.04	1.93	

11 Other Current Assets			₹ in Lakh
Particulars	As at 31 March 2021	As at 31 March 2020	
Prepaid Insurance	82.78	-	
Unamortised Processing Fees	164.46	40.92	
Other Advances	40.57	-	
Goods & Service Tax Receivable	694.81	140.66	
Total	982.62	181.58	



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

12 Share Capital

(a) Authorised Share Capital:

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
4,00,00,00,000 (March 31, 2020: 4,00,00,00,000) Equity Shares of ₹ 10 each	4,00,000.00	4,00,000.00
1,00,00,00,000 (March 31, 2020: 1,00,00,00,000) Preference Shares of ₹ 10 each	1,00,000.00	1,00,000.00
Total	5,00,000.00	5,00,000.00

(b) Equity Share Capital

Issued, subscribed and paid up:

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
Fully Paid up 53,50,00,000 (March 31, 2020: 53,50,00,000) Equity shares of ₹10/- each issue at par	53,500.00	53,500.00
Total	53,500.00	53,500.00

(c) A reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of Shares	₹ in Lakh	Number of Shares	₹ in Lakh
Outstanding at the beginning of the year	53,50,00,000	53,500.00	10,000	1.00
Add: Issued during the year	-	-	53,49,90,000	53,499.00
Outstanding at the end of the year	53,50,00,000	53,500.00	53,50,00,000	53,500.00

During the current financial year, the Company had allotted Nil (FY 2019-20 : 27,28,40,000) Equity shares of the Company to Swan Energy Limited, having face value of ₹ 10 each fully paid up issued at par aggregating to ₹ Nil (FY 2019-20 : ₹ 27,284 Lakh) by converting an outstanding unsecured loan amounting to ₹ Nil (FY 2019-20 ₹ 27,284 Lakh) received from Swan Energy Limited.

Terms/rights attached to Equity shares :

- (i) The Company has only one class of equity share having par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.
- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Details of shares held by Controlling entity:

Particulars	As at 31 March 2021			As at 31 March 2020		
	Number of shares	₹ in Lakh	% holding	Number of shares	₹ in Lakh	% holding
Holding Company						
Swan Energy Limited	27,28,50,000	27,285.00	51.00%	27,28,50,000	27,285.00	51.00%
Total	27,28,50,000	27,285.00	51.00%	27,28,50,000	27,285.00	51.00%

(e) Details of shareholders, holding more than 5% shares in the Company:

Particulars	As at 31 March 2021			As at 31 March 2020		
	Number of shares	₹ in Lakh	% holding	Number of shares	₹ in Lakh	% holding
Holding Company						
Swan Energy Limited	27,28,50,000	27,285.00	51.00%	27,28,50,000	27,285.00	51.00%
Indian Farmers Fertiliser Cooperative Limited (IFFCO)	26,21,50,000	26,215.00	49.00%	26,21,50,000	26,215.00	49.00%
Total	53,50,00,000	53,500.00	100.00%	53,50,00,000	53,500.00	100.00%



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

(f) Preference Share Capital

(Classified as equity pursuant to Indian Accounting Standard (Ind AS) 32 - Financial Instruments: Presentations, para AG 25 since the shares are rconvertible at the option of the issuer at par)

Issued, subscribed and paid up:

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
Fully Paid 11,13,00,000 , 0.01% Non-cumulative Optionally Convertible Preference Shares (OCPS) of ₹10/- each issued at par (March 31, 2020: Nil)	11,130.00	-
Total	11,130.00	-

Terms & rights attached to 0.01% Non-cumulative Optionally Convertible Preference Shares (OCPS) :

- I. The preference shares carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital
- II. The preference shares carries non-participating rights in the surplus funds
- III. The Preference share holder carries non-participating rights in the surplus asset and profits, on winding up which may remain after the entire capital has been repaid and shall be paid dividend on non-cumulative basis.
- IV. The preference shares shall be convertible into equity shares at par on or before 20 years from the date of allotment at the option of issuer and with the approval of shareholders
- V. The Company can redeem the Preference Shares at any time, but it must be on or before 20 years from the date of allotment, at the option of issuer and subject to approval of the lenders.
- VI. Preference shares holder have voting rights only in respect of certain matters as per the provisions of the section 47(2) of the Companies Act,2013.

(g) A reconciliation of the number of Preference shares outstanding is set out below:

Particulars	As at 31 March 2021		As at 31 March 2020	
	Number of Shares	(₹ in Lakh)	Number of Shares	(₹ in Lakh)
Outstanding at the beginning of the year	-	-	-	-
Add: Issued during the year	11,13,00,000	11,130.00	-	-
Outstanding at the end of the year	11,13,00,000	11,130.00	-	-

During the financial year 2020-21, the Company had issued total 11,13,00,000, 0.01% Non-cumulative Optionally Convertible Preference Shares (OCPS), having face value of ₹ 10 each fully paid at par aggregating to ₹ 11,130.00 Lakh to Swan Energy Ltd., its holding company. The said preference shares were issued partly by converting an outstanding unsecured loan amounting to ₹ 647.00 Lakh received from Swan Energy Ltd., and for the balance amount of ₹ 10483.00 Lakh, the Company had received fresh subscription from Swan Energy Ltd.

(h) Details of Preference shareholders, holding more than 5% shares in the company:

Name of the Shareholder	As at 31 March 2021			As at 31 March 2020		
	Number of Shares	₹ in Lakh	% holding	Number of Shares	₹ in Lakh	% holding
Swan Energy Limited	11,13,00,000	11,130	100.00%	-	-	-
	11,13,00,000	11,130	100.00%	-	-	-

13 Other Equity

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
Retained Earnings		
At the beginning of the year	65.28	(1.12)
Add: Profit/(Loss) during the year	(6,265.77)	66.40
At the end of the year	(6,200.49)	65.28
Total	(6,200.49)	65.28



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

14 Borrowings		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
Loan From Bank			
Loan From Bank (Refer below note (a) & (b))	1,20,204.24	-	
Total	1,20,204.24	-	

a) Loan from banks is net off unamortized portion of Term-Loan Processing fees/financing charges of ₹2,633.18 Lakhs as per Ind AS 109

b) Securities and Terms of Repayment for Secured Borrowings:

Rupee Term Loans (RTL) : The Company has been sanctioned Rupee Term Loan by SBI lead consortium Banks. These Term loans are secured by

- First ranking mortgage/ charge over the Vessel including all the relevant equipment, being legally part of the FSRU;
- First ranking mortgage over the immovable properties (both present and future) of the Company
- First ranking Security interest over the movable assets of the Company, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, and all other movable assets both present and future.
- First ranking Security interest or assignment by way of security of all the rights, title, interest, benefits, claims and demands whatsoever of the Company in the project documents or under insurance contracts / policies, procured in relation to the FSRU.
- First ranking Security Interest over the present and future current assets and all intangible assets of the Company
- Pledge of 100% Equity and Preference shares of the Company held by the Holding Company & IIFCO
- A Corporate Guarantee from Swan Energy Ltd.

The Loan is repayable in sixty-one quarterly instalments and first instalment shall become due and payable after end of the 4th quarter from March 31, 2023 along with accrued interest for the period.

15 Non current Tax Liabilities (Net)		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
Provision for Tax (Net of Advance Tax)	-	1.15	
Total	-	1.15	

16 Current Borrowings		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
Unsecured Loan from related party			
Loans Repayable on Demand*	257.41	754.09	
Total	257.41	754.09	

* The amount shown under Borrowings' is unsecured loan received from holding company for the development of FSRU project. The said amount is fully /partly convertible into Preference shares or repayable on demands.

17 Trade Payables		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
Dues to Micro, Small and Medium Enterprises	-	-	
Dues to Others	15.30	-	
Total	15.30	-	

Trade payables include ₹ NIL (Previous year ₹ NIL) due to creditors registered with the company as per the provisions of Micro, Small and Medium Enterprises Development Act, 2006 (MSME). No interest is paid / payable during the year to Micro, Small and Medium Enterprises. The above information has been determined to the extent such parties could be identified on the basis of information available with the Company regarding the status of suppliers under the MSME. The disclosure pursuant to said Act is as under :

		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
a) Principal amount remaining unpaid at the end of the accounting year	-	-	
b) Interest accrued & due to suppliers on the above amount unpaid	-	-	
c) Interest paid by the buyer along with amount of payment made to the suppliers beyond the appointed day during the year	-	-	
d) Interest accrued and remaining unpaid at the end of the financial year	-	-	
e) Interest due and payable towards payments already made	-	-	
f) Further interest remaining due and payable in succeeding years, until such interest is actually paid.	-	-	

18 Other Financial Liabilities		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
Interest accrued but not due on Term Loan	1.11	-	
Creditors for Capital Expenditure	-	18,842.82	
Other Liabilities	335.21	-	
Total	336.32	18,842.82	

19 Other Current Liabilities		₹ in Lakh	
Particulars	As at 31 March 2021	As at 31 March 2020	
Statutory Dues Payable	3.50	0.87	
Total	3.50	0.87	



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

20 Revenue from Operation ₹ in Lakh

Particulars	For the Year Ended	For the Year Ended
	March 31, 2021	March 31, 2020
Sale of services	3,307.69	-
Total	3,307.69	-

21 Other Income ₹ in Lakh

Particulars	For the Year Ended	For the Year Ended
	March 31, 2021	March 31, 2020
Interest Income	36.75	4.73
Profit on sale of Investments in mutual fund	1.02	80.15
Total	37.77	84.88

22 Operating Expenses ₹ in Lakh

Particulars	For the Year Ended	For the Year Ended
	March 31, 2021	March 31, 2020
Crew Wages	651.97	-
Repairs & Maintenance	283.65	-
Stores, Spares & Consumables	140.58	-
Lubricants Consumed	436.90	-
Ship Management Fees	183.56	-
Insurance Expenses	159.17	-
Travelling Expenses	26.23	-
Other Operating Expenses	6.25	-
Total	1,888.31	-

23 Finance Cost ₹ in Lakh

Particulars	For the Year Ended	For the Year Ended
	March 31, 2021	March 31, 2020
Interest Expenses		
- Term Loans	5,704.94	-
- Other Borrowing Costs	20.08	2.56
- Others	23.08	-
Total	5,748.10	2.56

24 Other Expenses ₹ in Lakh

Particulars	For the Year Ended	For the Year Ended
	March 31, 2021	March 31, 2020
Audit Fees	0.55	0.55
ROC Filing Fees	255.18	-
Loss on Foreign Currenty Transaction & Translation (net)	59.89	-
Commission Expenses	42.60	-
Legal & Professinoal Fees	39.19	1.27
Contribution towards CSR	0.53	-
Bank Charges	-	-
Miscellaneous Expenses	4.62	0.48
Total	402.56	2.30



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes forming part of the Financial Statement for the year ended March 31, 2021

25 Tax Expenses

a Amounts recognised in Statement of Profit and Loss ₹ in Lakh

Particulars	2020-21	2019-20
Current tax	-	13.62
Deferred tax attributable to:		
Origination and reversal of temporary differences	(1,145.95)	-
Previously unrecognised tax (losses)/profits	-	-
Tax expense for the year	(1,145.95)	13.62

b Amounts recognised in other comprehensive income ₹ in Lakh

Particulars	2020-21	2019-20
Items that will not be reclassified to statement of profit and loss		
Remeasurements of the defined benefit plans	-	-
Tax (expense) / benefit	-	-
Remeasurements of the defined benefit plans (Net of tax) for the year	-	-

c Reconciliation of effective tax rate

Particulars	As at 31.03.2021		As at 31.03.2020	
	%	₹ in Lakh	%	₹ in Lakh
Profit before tax		(7,412.55)		80.02
Tax using the Company's domestic tax rate @26%	26.00	(1,927.26)	26.00	20.81
Tax effect of :				
Non-deductible tax expenses	(0.08)	6.00	-	-
Effect due to lower tax rate	(0.02)	1.12	(10.40)	(8.32)
Effect due to DTA not recognized in the books on unabsorbed depreciation	(9.54)	706.95	-	-
Effect due to adjustment in respect of previous year expenses	(0.89)	66.32	0.78	0.63
Others Adjustment	(0.01)	0.71	0.64	0.51
Recognition of tax effect of previously unrecognised tax gains/(losses)	(0.00)	0.22	-	-
	15.46	(1,145.95)	17.02	13.62

During the current year, the Company has incurred net loss before tax of ₹ 7,412.55 Lakhs (PY PBT of ₹ 80.02 Lakhs), and hence the Company has not made any provision for tax during the current financial year.

d Movement in deferred tax balances ₹ in Lakh

Deferred tax Asset/(Liabilities)	Net balance as on 1.04.2020	Recognized in profit or loss	Recognized in OCI	Net balance	As at 31.03.2021	
					Deferred tax Asset	Deferred tax Liability
Property, plant and equipment	-	-	-	-	-	-
Intangible assets	-	-	-	-	-	-
Unabsorbed business loss	-	1,145.95	-	1,145.95	1,145.95	-
Unabsorbed depreciation	-	3,844.89	-	3,844.89	3,844.89	-
Unabsorbed depreciation	-	(3,844.89)	-	(3,844.89)	-	(3,844.89)
Employee benefits	-	-	-	-	-	-
Unused Tax Credit (MAT Credit)	-	-	-	-	-	-
Other items	-	-	-	-	-	-
Tax assets/(Liabilities)	-	1,145.95	-	1,145.95	4,990.84	(3,844.89)

Deferred tax Asset/(Liabilities)	Net balance as on 1.04.2019	Recognized in profit or loss	Recognized in OCI	Net balance	As at 31.03.2020	
					Deferred tax Asset	Deferred tax Liability
Property, plant and equipment	-	-	-	-	-	-
Intangible assets	-	-	-	-	-	-
Unabsorbed business loss	-	-	-	-	-	-
Unabsorbed depreciation	-	-	-	-	-	-
Employee benefits	-	-	-	-	-	-
Unused Tax Credit (MAT Credit)	-	-	-	-	-	-
Other items	-	-	-	-	-	-
Tax assets/(Liabilities)	-	-	-	-	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.



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TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

26 Financial Instruments - Fair Values and Risk Management

Accounting classification and fair values

A Carrying Value as on reporting date & Fair Value hierarchy:

The following table shows carrying amount and fair values of financial assets and financial liabilities, including their levels in fair value hierarchy. It does not include fair value information of financial assets and liabilities not measured at fair value if the carrying amount is reasonable approximation of fair value.

₹ in Lakh

Particulars	As at 31 March 2021				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investments	-	-	-	-	-	-	-	-
(ii) Trade Receivables			410.18	410.18			410.18	410.18
(ii) Cash and Cash Equivalents			3,672.21	3,672.21			3,672.21	3,672.21
(iii) Other Financial Assets			4.04	4.04			4.04	4.04
Total			4,086.43	4,086.43			4,086.43	4,086.43
Financial Liabilities								
(i) Long Term Borrowings			1,20,204.24	1,20,204.24			1,20,204.24	1,20,204.24
(ii) Short Term Borrowings			257.41	257.41			257.41	257.41
(iii) Trade Payables			15.30	15.30			15.30	15.30
(iv) Other Financial Liability			336.32	336.32			336.32	336.32
Total			1,20,813.27	1,20,813.27			1,20,813.27	1,20,813.27

₹ in Lakh

Particulars	As at 31 March 2020				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Investments	207.87	-	-	207.87		207.87	-	207.87
(ii) Cash and Cash Equivalents			133.94	133.94			133.94	133.94
(iii) Other Financial Assets			1.93	1.93			1.93	1.93
Total	207.87	-	135.87	343.75	-	207.87	135.87	343.75
Financial Liabilities								
(i) Long Term Borrowings			-	-			-	-
(ii) Short Term Borrowings			754.09	754.09			754.09	754.09
(iii) Trade Payables			-	-			-	-
(iv) Other Financial Liability			18,842.82	18,842.82			18,842.82	18,842.82
Total	-	-	19,596.91	19,596.91	-	-	19,596.91	19,596.91

With respect to disclosure of fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and other receivables, other current and non current financial assets, short term borrowings and other current financial liabilities at March 31, 2021 are similar to carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

Financial Instruments - Fair Values and Risk Management (continued.....)

B Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

The source of risk are as follows -

Risk	Exposure from	Measurement
Credit Risk	Trade Receivable, Cash and cash equivalents, financial assets measured at amortised cost	Credit Ratings
Liquidity Risk	Borrowings, Trade Payables and other liabilities	Cash flow forecast
Market Risk - Interest Rate Risk, Currency Risk and Price Risk	Price risk from investments, currency risk from foreign currency payables	Sensitivity analysis

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework, which is reviewed by them periodically.

a Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from loans and investment in debt securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The Company's maximum exposure to credit risk as at March 31, 2021 is the carrying value of each class of financial assets.

i Loans (Project Advances)

The Project Advance have been given in the ordinary course of business against the advance bank guarantee of US \$ Nil (PY : US \$ 67.32 Million equivalent to ₹ 50,732.35 Lakh), and the management does not expect any impairment in the same. Carrying amount of Loans that were not impaired was as follows -

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
Capital Advance (Project)- Other Non Current Assets (Refer Note 5)	-	62,381.38

ii Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of ₹ 3672.21 lakh at March 31, 2021 (March 31, 2020 : ₹ 133.94 lakh). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant.

b Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company manages its liquidity risk by preparing monthly cash flow projections to monitor liquidity requirements. In addition, the Company projects cash flows and considering the level of liquid assets necessary to meet these, monitoring the Balance Sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

As at March 31, 2021

₹ in Lakh

Particulars	Total Outstanding Amount	within 1 to 5 Year	More than 5 Year
Term Loan From Bank (Refer Note 14)	1,20,204.24	16,681.58	1,03,522.67
Short Term Borrowings (Refer Note 16)	257.41	257.41	-
Trade Payables (Refer Note 17)	15.30	15.30	-
Other Financial Liabilities (Refer Note 18)	336.32	336.32	-
Total	1,20,813.27	17,290.61	1,03,522.67

As at March 31, 2020

₹ in Lakh

Particulars	Total Outstanding Amount	within 1 to 5 Years	More than 5 Year
Term Loan From Bank (Refer Note 14)	-	-	-
Short Term Borrowings (Refer Note 16)	754.09	754.09	-
Trade Payables (Refer Note 17)	-	-	-
Other Financial Liabilities (Refer Note 18)	18,842.82	18,842.82	-
Total	19,596.91	19,596.91	-



TRIUMPH OFFSHORE PRIVATE LIMITED

Notes to the Financial Statement for the year ended March 31, 2021

Financial Instruments - Fair Values and Risk Management (continued.....)

c Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices and will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

i Currency Risk

The Company is exposed to currency risk on account of its trade and other payables in foreign currency considered in Provision for Expenses. The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any significant exposure in foreign currency.

The exposure as on March 31, 2021 is as below:

Particulars	Currency	As at 31 March 2021
Financial Assets - Trade Receivables (Refer Note 7)	₹ in Lakh	410.18
	US \$ in millions	0.56
Trade Payables (Refer Note 17)	₹ in Lakh	15.30
	US \$ in millions	0.02
Other Financial Liability (Refer Note 18)	₹ in Lakh	276.22
	US \$ in millions	0.38

Particulars	Currency	As at 31 March 2020
Financial Assets - Trade Receivables (Refer Note 7)	₹ in Lakh	-
	US \$ in millions	-
Trade Payables (Refer Note 17)	₹ in Lakh	-
	US \$ in millions	-
Other Financial Liability (Refer Note 18)	₹ in Lakh	18,842.82
	US \$ in millions	25.00

For conversion of US \$ liabilities into INR the Company has consider an exchange rate USD/INR ₹ 73.50 (PY USD/INR ₹ 75.36)

The following table details the Company's sensitivity to a 5% increase and decrease in the functional currency against the relevant foreign currencies of all the currencies in the Company. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit and other equity where the respective functional currency strengthens by 5% against the relevant foreign currency. For a 5% weakening of the functional currency against the relevant currency, there would be an equal and opposite impact on the profit and other equity, and the balances below would be negative.

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
	Impact on profit before tax	
US\$ impact	5.93	-942.14

ii Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

iii Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments and units of mutual funds.

a Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

b Cash flow sensitivity analysis for variable rate Instruments

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

27 Segment Reporting

Based on the "Management Approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators of business, the segments in which the Company operates. The Company is engaged in the business of Purchase and leasing of Vessels, including ESRU for LNG projects which the Management and CODM recognise as the sole business segment. Hence disclosure of segment-wise information is not required and accordingly not provided.



TRIUMPH OFFSHORE PRIVATE LIMITED

OTHER NOTES FORMING PART OF FINANCIAL STATEMENTS

28 Earning Per Share

Sr no	Particulars	As at 31 March 2021	As at 31 March 2020
a	For basic EPS (Refer Note 12)		
	Number of equity share at the beginning of the year	53,50,00,000	10,000
	Addition during the year on allotment	-	53,49,90,000
	Number of equity share at the end of the year	53,50,00,000	53,50,00,000
	Weighted average number of shares	53,50,00,000	31,86,65,246

Sr no	Particulars	Unit	As at 31 March 2021	As at 31 March 2020
a	Basic EPS			
	Net Profit / (loss) available to equity share holders	₹ Lakh	(6,265.77)	66.40
	Weighted average number of equity shares outstanding during the year for Basic EPS	Numbers	53,50,00,000	31,86,65,246
	Basic Earnings/(Loss) Per Equity Share of ₹ 10	₹	(1.17)	0.02

The disclosure for dilutive EPS has not been given as it is resulting into anti-dilutive EPS

29 Payment to Auditors

Sr no	Particulars	As at 31 March 2021	As at 31 March 2020
i)	Statutory Audit Fees	0.55	0.55
ii)	Other Capacity	0.48	0.43

(₹ In Lakhs)

30 Related Party Disclosures, as required by Ind AS-24 are given below:

A List of Related Parties		
Sr No.	Name of the parties	Relationship
i)	Swan Energy Limited ("SEL")	Holding Company
ii)	Swan LNG Private Limited	Company and reporting entity are under
iii)	Indian Farmers Fertiliser Cooperative Limited (IFFCO)	An enterprise able to exercise significant influence
iv)	Mr. Nikhil V Merchant - Managing Director of SEL	Key Management Personnel and their relatives
v)	Mr. Paresh V Merchant - Executive Director of SEL	
vi)	Mr. Bhavik Nikhil Merchant - Managing Director & SEL Nominee Director	
vii)	Mr. Vivek Paresh Merchant - SEL Nominee Director	
viii)	Ms. Vinita Naman Patel - SEL Nominee Director	
ix)	Mr. Deepak Krishna Mane - Independent Director	
x)	Mr. Gopal Krishna Gautam - IFFCO Nominee Director (w.e.f. August 27, 2019 to November 02, 2020)	
xi)	Mr. Deepak Gajanan Inamdar - IFFCO Nominee Director	
xii)	Surinder Kumar Bhoan - Independent Director (w.e.f. August 10, 2020)	
xiii)	Kamal Kumar Verma - IFFCO Nominee Director (w.e.f. November 02, 2020 to December 6, 2020)	
xiv)	Manish Gupta - IFFCO Nominee Director (w.e.f. December 11, 2020)	
xv)	Mr. Arun Satyanarain Agarwal - Company Secretary (w.e.f. March 05, 2020)	

B Transaction during the period with Related Parties

Particulars	As at 31 March 2021	As at 31 March 2020
i) Swan Energy Limited		
Opening Payable	754.09	35,371.37
Loans & Advance taken	11,075.78	2,651.71
Issue of Equity Shares (Refer Note 12 (c))	-	27,284.00
Issue of Preference Shares (Refer Note 12 (f))	11,130.00	-
Loans & Advance paid back	442.46	9,984.99
Closing Payable	257.41	754.09
ii) Swan LNG Private Limited		
Opening Payable	-	-
Loans & Advance taken	-	0.18
Loans & Advance paid back	-	0.18
Closing Payable	-	-



TRIUMPH OFFSHORE PRIVATE LIMITED

OTHER NOTES FORMING PART OF FINANCIAL STATEMENTS

31 Leases :

A Leases as lessor

Operating Lease

The Company has entered into short term operating lease arrangement in respect of FSRU Vessel during the year. The details are as follows:

i Carrying value of Leases assets as follow as on 31st March, 2021

As at 31 st March, 2021		₹ In Lakhs
Particulars	Vessel	
Gross Carrying Amount		1,75,062.80
Accumulated depreciation		2,718.67
Depreciation recognised in statement of P&L		2,718.67

As at 31 st March, 2020		₹ In Lakhs
Particulars	Vessel	
Gross Carrying Amount		-
Accumulated depreciation		-
Depreciation recognised in statement of P&L		-

ii Total Contingent rent recognised as income in the statement of Profit and Loss in the FY 2020-21 is ₹ Nil (31st March, 2020 ₹ Nil)

iii The future minimum lease receivable at the year ended are as follows :

Particulars	₹ In Lakhs	
	As at 31 st March, 2021	As at 31 st March, 2020
Less than one year	-	-
Between one and five years	-	-
More than five years	-	-

32 Capital Management

For the purposes of the company's capital management, capital includes issued capital and all other equity. The primary objective of the company's capital management is to maximize shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies, or processes for managing capital during the years ended March 31, 2021 and March 31, 2020. Currently the Company's capital Project cost requirement have been funded partly Term Loan from Banks, partly by the shareholder's and partly through unsecured loan from the holding company.

33 Commitments:	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
Estimated amount of contracts remaining to be executed on	18,000.00	1,18,375.49

34 Contingent Liability

Claims against the Company not acknowledged as debts on account of disputes relating to:

Particulars	₹ in Lakh	
	As at 31 March 2021	As at 31 March 2020
Taxation matters	-	-
Other matters, etc	-	-

35 Standards issued but not effective

As at the date of issue of financial statements, there are no new standards or amendments which have been notified by the MCA but not yet adopted by the Company. Hence, the disclosure is not applicable.



TRIUMPH OFFSHORE PRIVATE LIMITED

OTHER NOTES FORMING PART OF FINANCIAL STATEMENTS

36 Corporate Social responsibility

Disclosure in respect of expenditure on Corporate Social Responsibility Activities		₹ in Lakh	
Particulars		2020-21	2019-20
a)	Amount required to be spent by the Company	0.53	-
b)	Amount spent other than for construction / acquisition of any assets (Refer note below)	-	-

In order to comply the provision relating to Corporate Social Responsibility under section 135(5) of the Companies act 2013, more particularly the minimum amount to be spend during the FY 2020-21, the Company has contributed ₹ 0.53 Lakhs to Prime Minister's National Relief Fund (PMNRF) on June 21, 2021 (PY 2019-20 ₹ Nil).

37 Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19, more particularly the partial lockdown in majority of the states during April and May 2021, due to worsened Covid-19 pandemic's 2nd wave, has affected the work at LNG Port Terminal project site, where the Company has deployed its FSRU for LNG port terminal project, being implemented by Swan LNG Private Ltd. ("SLPL"), another subsidiary of Swan Energy Ltd. The management's assessment of the financial impact due to the lockdown and other restrictions and conditions related to the COVID - 19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve.

38 Event occurred after the Balance Sheet Date :

Impact of Super Cyclone Tauktae:

Cyclone "Tauktae" had made landfall on 17th May 2021, near SLPL's LNG port terminal project site located near Jafrabad, Rajula District, Gujarat, which resulted in heavy rainfall along with thunderstorm and high-speed wind leading to prolonged power failure nearby areas, whereby SLPL LNG's project work got standstill for few days. The Company's FSRU is fully insured and there is no damages or loss to the FSRU.

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the financial statements. As of June 28, 2021, there were no subsequent events and transactions to be recognised or reported that are not already disclosed.

39 Previous year's figures have been regrouped / rearranged wherever considered necessary.

The accompanying notes form an integral part of the Standalone financial statements

As per our report of even date

For V.R.Renuka & CO.
Chartered Accountants
Firm Registration No. 108826W


V.R. Renuka
Partner
M No. 032263



For and on behalf of the Board of Directors

 
Bhavik N. Merchant Managing Director
DIN: 86389064
Vivek P. Merchant Director
DIN: 06389079

 
Chetan Selarka Chief Financial Officer
Arun Agarwal Company Secretary



Ahmedabad, June 28, 2021

Ahmedabad, June 28, 2021