PIPAVAV

Pipavav Defence and Offshore Engineering Company Limited

CIN: L35110GJ1997PLC033193

Registered Office: Pipavav Port, Post Ucchaiya, Via Rajula, Dist. Amreli, Gujarat - 365 560. India.

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

Rs in Lacs except share data

Sr. No.	Particulars	Standalone					Consolidated	
		3 months ended 31.03.2015	Preceding 3 months ended 31.12.2014	Corresponding 3 months ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
		Refer Note No 7	Unaudited	Refer Note No 7	Audited	Audited	Audited	Audited
PART - 1								
1	**Income from operations**							
(a)	Net Income from Operations	4,935.72	25,096.47	44,910.44	82,402.91	226,720.63	90,453.33	252,189.16
(b)	Other Operating Income	100.15	106.32	159.09	697.79	1,178.69	697.79	1,178.69
	Total Income from operations (net)	**5,035.87**	**25,202.79**	**45,069.53**	**83,100.70**	**227,899.32**	**91,151.12**	**253,367.85**
2	**Expenses**							
(a)	Cost of Materials Consumed	2,025.81	1,751.63	2,841.44	7,977.65	26,665.58	7,977.65	26,665.58
(b)	Purchase of Stock - in - trade	-	10,198.18	9,334.41	13,245.55	47,690.56	21,211.85	72,915.27
(c)	Changes in Inventories of scrap and work in progress	(772.68)	(15.20)	9.01	(889.63)	131.72	(1,126.26)	131.72
(d)	Employees benefits expense	1,872.28	1,454.16	1,558.65	6,327.90	5,684.94	6,438.20	5,739.28
(e)	Depreciation and amortisation expense	3,407.47	3,349.69	4,219.90	13,134.35	16,170.40	13,781.36	16,645.83
(f)	Labour and Fabrication Charges	1,947.61	2,325.33	2,968.42	9,358.11	10,804.67	9,358.11	10,804.67
(g)	Cost Estimated for Revenue Recognised (Refer Note No. 02)	(1,709.41)	2,205.14	5,918.20	6,031.03	28,977.98	6,031.03	28,977.98
(h)	Other Expenditure	14,814.78	2,882.08	8,425.54	31,763.78	46,468.49	30,959.90	45,579.68
	Total Expenses	**21,585.86**	**24,151.01**	**35,275.57**	**86,948.74**	**182,594.34**	**94,631.84**	**207,460.01**
3	**Profit / (Loss) from operations before Other Income, Finance Costs & Exceptional Items (1-2)**	**(16,549.99)**	**1,051.78**	**9,793.96**	**(3,848.04)**	**45,304.98**	**(3,480.72)**	**45,907.84**
4	Other Income	579.06	913.68	1,392.46	3,107.21	4,008.31	3,151.38	3,902.94
5	**Profit / (Loss) from ordinary activities before Finance Costs and Exceptional Items (3+4)**	**(15,970.93)**	**1,965.46**	**11,186.42**	**(740.83)**	**49,313.29**	**(329.34)**	**49,810.78**
6	Finance Costs	13,849.89	11,313.71	9,587.81	45,269.29	46,520.81	48,688.61	47,746.95
7	**Profit / (Loss) from ordinary activities after Finance Costs but before Exceptional Items (5-6)**	**(29,820.82)**	**(9,348.25)**	**1,598.61**	**(46,010.12)**	**2,792.48**	**(49,017.95)**	**2,063.83**
8	Exceptional Items	-	-	-	-	-	-	-
9	**Profit / (Loss) from Ordinary Activities before Tax (7+8)**	**(29,820.82)**	**(9,348.25)**	**1,598.61**	**(46,010.12)**	**2,792.48**	**(49,017.95)**	**2,063.83**
10	Tax Expense (Including Deferred Tax - Credit)	(6,215.99)	(2,326.47)	1,468.11	(9,106.89)	1,956.73	(9,150.89)	1,800.03
11	**Net Profit / (Loss) from Ordinary Activities after Tax (9-10)**	**(23,604.83)**	**(7,021.78)**	**130.50**	**(36,903.23)**	**835.75**	**(39,867.06)**	**263.80**
12	Extraordinary items (Net of Tax Expense)	-	-	-	-	-	-	-
13	**Net Profit / (Loss) for the Period (11-12)**	**(23,604.83)**	**(7,021.78)**	**130.50**	**(36,903.23)**	**835.75**	**(39,867.06)**	**263.80**
14	Share of Profit of Associate	-	-	-	-	-	12.48	8.42
15	**Net Profit / (Loss) after Taxes and share of profit of Associate (13+14)**	**(23,604.83)**	**(7,021.78)**	**130.50**	**(36,903.23)**	**835.75**	**(39,854.58)**	**272.22**
16	Paid-up Equity Share Capital (Face Value of Rs. 10/- each)	73,620.63	73,620.63	73,620.63	73,620.63	73,620.63	73,620.63	73,620.63
17	Reserves excluding Revaluation Reserves as per audited Balance Sheet				123,046.65	160,067.25	120,695.03	160,682.92
18	Earnings Per Share (EPS) (* Not Annualised)							
(a)	Basic EPS (Rs.)	* (3.21)	* (0.95)	* 0.02	(5.01)	0.11	(5.41)	0.04
(b)	Diluted EPS (Rs.)	* (3.21)	* (0.95)	* 0.02	(5.01)	0.11	(5.41)	0.04

PART - 2

A - PARTICULARS OF SHAREHOLDING								
1	Public Shareholding							
	- Number of Shares	425,105,441	408,584,546	408,442,046	425,105,441	408,442,046	425,105,441	408,442,046
	- Percentage of Shareholding	57.74%	55.50%	55.48%	57.74%	55.48%	57.74%	55.48%
2	Promoters & Promoter Group Shareholding							
	a) Pledged / Encumbered							
	- Number of Shares	309,995,827	326,516,722	326,659,222	309,995,827	326,659,222	309,995,827	326,659,222
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	99.64%	99.66%	99.66%	99.64%	99.66%	99.64%	99.66%
	- Percentage of shares (as a % of the total share capital of the Company)	42.11%	44.35%	44.37%	42.11%	44.37%	42.11%	44.37%
	b) Non-Encumbered							
	- Number of Shares	1,105,001	1,105,001	1,105,001	1,105,001	1,105,001	1,105,001	1,105,001
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	0.36%	0.34%	0.34%	0.36%	0.34%	0.36%	0.34%
	- Percentage of shares (as a % of the total share capital of the Company)	0.15%	0.15%	0.15%	0.15%	0.15%	0.15%	0.15%

Sr No.	Particulars	3 months ended 31.03.2015
B - INVESTOR COMPLAINTS		
01	Pending at the beginning of the quarter	-
02	Received during the quarter	5
03	Disposed off during the quarter	5
04	Remaining unresolved at the end of the quarter	-

PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED MUMBAI

Rs in Lacs

STATEMENT OF ASSETS AND LIABILITIES

Particulars	Standalone		Consolidated	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
	Audited	Audited	Audited	Audited
A EQUITY AND LIABILITIES				
1) Shareholders' Funds				
a) Share Capital	73,620.63	73,620.63	73,620.63	73,620.63
b) Reserves and Surplus	123,046.65	160,067.25	120,695.03	160,682.92
Sub-total - Shareholders' funds	196,667.28	233,687.88	194,315.66	234,303.55
2) Non - Current Liabilities				
a) Long - Term Borrowings	510,172.79	207,463.35	548,946.17	209,658.52
b) Deferred Tax Liabilities (Net)	279.28	9,468.49	654.65	9,895.99
c) Other Long - Term Liabilities	5,624.21	14,270.69	5,624.21	14,770.69
d) Long - Term Provisions	405.19	278.38	410.79	282.91
Sub- total - Non - Current Liabilities	516,481.47	231,480.91	555,635.82	234,608.11
3) Current Liabilities				
a) Short Term Borrowings	112,936.75	255,105.40	122,589.98	270,410.61
b) Trade Payables	30,152.79	28,204.44	30,651.94	31,608.87
c) Other Current Liabilities	66,776.81	159,565.45	78,719.17	185,639.16
d) Short - Term Provisions	57,371.93	51,701.03	57,392.93	51,701.92
Sub- total - Current Liabilities	267,238.28	494,576.32	289,354.02	539,360.56
TOTAL - EQUITY AND LIABILITES	**980,387.03**	**959,745.11**	**1,039,305.50**	**1,008,272.22**
B ASSETS				
1) Non - Current Assets				
a) Fixed Assets	706,967.56	587,276.33	731,527.05	607,249.49
b) Goodwill on Consolidation			1,018.96	1,018.22
b) Non-Current Investments	2,087.00	2,060.74	30,168.76	188.28
c) Long Term Loans and Advances	37,689.79	52,984.40	44,084.10	79,480.91
Sub- total - Non - Current Assets	746,744.35	642,321.47	806,798.87	687,936.90
2) Current Assets				
a) Inventories	30,710.45	23,094.30	31,128.91	23,094.30
b) Trade Receivables	83,359.86	135,123.96	87,570.32	139,558.23
c) Cash and Bank Balances	22,567.06	38,415.38	22,633.51	38,435.31
d) Short Term Loans and Advances	46,846.95	41,130.86	41,015.53	39,588.34
e) Other Current Assets	50,158.36	79,659.14	50,158.36	79,659.14
Sub- total - Current Assets	233,642.68	317,423.64	232,506.63	320,335.32
TOTAL - ASSETS	**980,387.03**	**959,745.11**	**1,039,305.50**	**1,008,272.22**

PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED
MUMBAI

Report of Segment wise Revenue, Results and Capital Employed, under Clause 41 of the Listing Agreement :

Rs in Lacs

Particulars	Standalone					Consolidated	
	3 months ended 31.03.2015	Preceding 3 months ended 31.12.2014	Corresponding 3 months ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2015	Year ended 31.03.2014
	Refer Note No 7	Unaudited	Refer Note No 7	Audited	Audited	Audited	Audited
1. Segment Revenue							
a) Ship-building & Fabrication	5,035.87	14,896.03	35,641.83	69,715.95	179,716.92	69,715.95	179,716.92
b) Trading	-	10,306.76	9,427.70	13,384.75	48,182.40	21,435.17	73,650.93
Total	5,035.87	25,202.79	45,069.53	83,100.70	227,899.32	91,151.12	253,367.85
Less : Inter-segment Revenue	-	-	-	-	-	-	-
Net Income from Operations	5,035.87	25,202.79	45,069.53	83,100.70	227,899.32	91,151.12	253,367.85
2. Segment Results							
(Profit before tax & interest from each segment)							
a) Ship-building & Fabrication	(12,522.14)	1,197.07	12,460.55	2,344.27	49,388.20	2,759.38	49,514.21
b) Trading	-	108.58	93.29	139.20	491.84	223.32	735.66
Total	(12,522.14)	1,305.65	12,553.84	2,483.47	49,880.04	2,982.70	50,249.87
Less : i) Finance Costs	13,849.89	11,313.71	9,587.81	45,269.29	46,520.81	48,688.61	47,746.95
ii) Other unallocable expenditure net off unallocated income	3,448.79	(659.81)	1,367.42	3,224.30	566.75	3,312.04	439.09
Total Profit Before Tax	(29,820.82)	(9,348.25)	1,598.61	(46,010.12)	2,792.48	(49,017.95)	2,063.83
3. Capital Employed							
(Segment Assets - Segment Liabilities)							
a) Ship-building & Fabrication	774,183.03	785,403.54	754,916.43	774,183.03	754,916.43	786,300.45	711,184.08
b) Trading	20,263.21	20,247.82	22,994.63	20,263.21	22,994.63	24,473.67	24,281.06
c) Unallocated	(597,778.96)	(585,379.25)	(544,223.18)	(597,778.96)	(544,223.18)	(616,458.46)	(501,161.59)
Total	196,667.28	220,272.11	233,687.88	196,667.28	233,687.88	194,315.66	234,303.55

Segments have been identified based on the organisational structure, internal management reporting system, nature of production process and infrastructure facilities used. Accordingly the Company has identified two segments within the meaning of Accounting Standard (AS) 17 on Segment Reporting:

i) Ship building and Fabrication includes shipbuilding, block manufacturing, ship and rig repairs, fabrication etc. at its SEZ and EOU units situated at Pipavav, Gujarat.
ii) Trading includes steel trading activities.

Notes :

01 The above results have been reviewed by the Audit Committee and taken on record by the Board of Directors at its meeting held on May 30, 2015 and approved for release.

02 In respect of vessels other than commercial vessels, including offshore support vessels, the Company accounts the contract revenue and expenses based on the proportionate completion of contract as certified by technical experts. With an aim to allocate the profit on the said contract to whole of the contract period a provision for proportionate cost to be incurred has been made and charged to statement of profit and loss as "Cost Estimated for Revenue Recognised".

03 In view of notification no G.S.R. 627(E) dated 29th August 2014 issued by Ministry of Corporate Affairs, the Company has technically evaluated useful life of the certain fixed assets and provided depreciation based on such useful life w.e.f. April 1, 2014. The depreciation of Rs. 117.37 Lacs (net of deferred tax) on account of assets, whose useful life already exhausted as on 1st April, 2014 have been adjusted against the retained earnings.

04 The Consolidated accounts have been prepared in accordance with Accounting Standard 21 on Consolidated Financial Statements and Accounting Standard 23 on Accounting for investments in associates in consolidated financial statements.

05 On March 4, 2015 Reliance Infrastructure Limited together with its wholly owned subsidiary Reliance Defence Systems Private Limited ("the Acquirer") have entered into the agreement with the Company and its existing promoters for acquisition of 17.66% of shareholding of the Company from the existing promoters of the Company and acquiring sole management control in the Company. The Acquirer and persons acting in concert ('PAC') are in the process to get necessary approvals for acquiring 26% of the equity shares of the Company from the public shareholders through open offer.

06 The Company has entered into Master Restructuring Agreement ('MRA') on 30th March 2015 with the lenders under CDR forum by virtue of which all the credit facilities extended by CDR lenders to the Company have been restructured. This restructuring scheme has been implemented as at March 31, 2015. The restructuring scheme provides for additional term loans for the capex, additional working facilities, equity infusion by the promoters, repayment moratorium of all the principal and interest outstanding of the CDR lenders, reduction in interest rates, etc.

07 The figures for the quarter ended March 31, 2015 and March 31, 2014 are the balancing figures between audited figures in respect of full financial year and the year to date figure up to the third quarter of the respective financial year. Previous quarter / year figures have been reworked, regrouped, rearranged and reclassified, wherever necessary, to make them comparable.

For Pipavav Defence and Offshore Engineering Company Limited

PIPAVAV DEFENCE AND OFFSHORE ENGINEERING COMPANY LIMITED MUMBAI

Bhavesh P. Gandhi
Executive Vice Chairman
DIN: 00030623

Place :- Mumbai
Date :- May 30, 2015