

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L45209MH1985PLC038300

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	DUKE OFFSHORE LTD	DUKE OFFSHORE LTD
Registered office address	403-URVASHI HSG SOCIETY LTD, OFF SAYANI ROAD, PRABHADEVI,,NA,MUMBAI,Maharashtra,India,400025	403-URVASHI HSG SOCIETY LTD, OFF SAYANI ROAD, PRABHADEVI,,NA,MUMBAI,Maharashtra,India,400025
Latitude details	19.015740	72.829631
Longitude details	19.015740	72.829631

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

PHOTOGRAPH_DUKE OFFSHORE LTD.jpeg

(b) *Permanent Account Number (PAN) of the company

AA*****5B

(c) *e-mail ID of the company

*****dukeoffshore.com

(d) *Telephone number with STD code

02*****25

(e) Website

https://www.dukeoffshore.com/

iv *Date of Incorporation (DD/MM/YYYY)

12/12/1985

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120MH1993PTC074079	PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED	9, SHIV SHAKTI INDUSTRIAL ESTATE, J.R.BORICHA MARG LOWER PAREL (EAST), MUMBAI, Maharashtra, India, 400011	

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

13/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transportation and storage	50	Water transport	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	30000000.00	9857200.00	9857200.00	9857200.00
Total amount of equity shares (in rupees)	300000000.00	98572000.00	98572000.00	98572000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares of Rs. 10/- each				
Number of equity shares	30000000	9857200	9857200	9857200
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300000000.00	98572000.00	98572000	98572000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital

Total amount of unclassified shares

0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	449400	9407800	9857200.00	98572000	98572000	
Increase during the year	3300.00	0.00	3300.00	33000.00	33000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialization of shares during the year	3300	0	3300.00	33000	33000	
Decrease during the year	3300.00	0.00	3300.00	33000.00	33000.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialization of shares during the year	3300	0	3300.00	33000	33000	
At the end of the year	449400.00	9407800.00	9857200.00	98572000.00	98572000.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify						
NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE397G01019

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

693000

ii * Net worth of the Company

48322299

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6959800	70.61	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	6959800.00	70.61	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2615730	26.54	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	73072	0.74	0	0.00

10	Others				
	IEPF/Clearing Member	208598	2.12	0	0.00
	Total	2897400.00	29.4	0.00	0

Total number of shareholders (other than promoters)

5039

Total number of shareholders (Promoters + Public/Other than promoters)

5042.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	589
2	Individual - Male	2699
3	Individual - Transgender	0
4	Other than individuals	1754
	Total	5042.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	5039	5039
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	0	1	0	5.71	0
B Non-Promoter	1	3	1	3	0.00	0.00
i Non-Independent	1	0	1	0	0	0
ii Independent	0	3	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	3	2	3	5.71	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
AVIK GEORGE DUKE	02613056	Managing Director	563270	
PRANAY MEHTA	00061289	Director	0	
VIPUL PATEL	08041219	Director	0	
REVATI GANESH PAMBALA	09455646	Director	0	
AMEET AVINASH KIMBAHUNE	02085035	Director	0	

VENKATESHAM GANGADHAR BUSA	██████████	CFO	0	
. PRIYANKA	██████████	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SUJAY NITIN KANTAWALA	00271102	Director	04/09/2024	Cessation
AMEET AVINASH KIMBAHUNE	02085035	Director	04/09/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	4690	15	70.55

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2024	5	5	100
2	14/08/2024	5	5	100
3	04/09/2024	5	5	100

4	14/11/2024	5	5	100
5	14/02/2025	5	5	100

C COMMITTEE MEETINGS

Number of meetings held

6

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	30/05/2024	3	3	100
2	Audit Committee Meeting	14/08/2024	3	3	100
3	Audit Committee Meeting	14/11/2024	3	3	100
4	Audit Committee Meeting	14/02/2025	3	3	100
5	Nomination and Remuneration Committee Meeting	04/09/2024	3	3	100
6	Stakeholder Relationship Committee Meeting	14/08/2024	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								13/08/2025
1	AVIK GEORGE DUKE	5	5	100	0	0	0	Yes
2	PRANAY MEHTA	5	5	100	6	6	100	Yes
3	VIPUL PATEL	5	5	100	5	5	100	Yes
4	REVATI GANESH PAMBALA	5	5	100	1	1	100	Yes

5	AMEET AVINASH KIMBAHUNE	2	2	100	2	2	100	Yes
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X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Avik G. Duke	Managing Director	5930000	0	0	0	5930000.00
	Total		5930000.00	0.00	0.00	0.00	5930000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Venkatesham Busa	CFO	604056	0	0	0	604056.00
	Total		604056.00	0.00	0.00	0.00	604056.00

C *Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

All the observations as been disclosed in MR-3, Independent Auditors Report & MGT-8, Company also provided their reply and reasons on such observations in the Board Report.

XII PENALTY AND PUNISHMENT – DETAILS THEREOFA *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

 Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of DUKE OFFSHORE LTD as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

RAJVIRENDRA SINGH RAJPUROHIT

Date (DD/MM/YYYY)

30/05/2025

Place

MUMBAI

Whether associate or fellow:

Associate Fellow

Certificate of practice number

1*8*1

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

66393

* (b) Name of the Designated Person

. PRIYANKA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*6*3*5*

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

For Office Use Only:

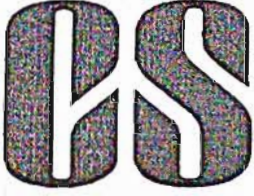
eForm Service request number(SRN)

AB8108774

eForm filing date(DD/MM/YYYY)

16/10/2025

Document certified by DS
REGISTRAR OF COMPANIES
MAHARASHTRA MUMBAI
<roc.mumbai@mca.gov.in>
Digitally signed by
DS REGISTRAR
OF COMPANIES
MAHARASHTRA
MUMBAI
Date: 2025.10.21
18:51:22 IST



सत्यं वद। धर्मं चर।

R S RAJPUROHIT & CO.

COMPANY SECRETARIES

(PEER REVIEWED FIRM)

CELL NO.:- +91 8450938406 / 8591770990

E-MAIL - RSRAJPUROHITANDCO@GMAIL.COM

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **DUKE OFFSHORE LIMITED** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on **31st March, 2025**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act and Rules made there under in respect of:

Sr. No.	Particulars	Comments / Remarks
1	Its status under the Act;	The status of the Company is a Listed Public Company Limited by Shares.
2	Maintenance of registers/records and making entries therein within the time prescribed therefore;	The Company has kept and maintained registers / records as required under the Act and Rules made there under and as explained by the management, the company has made entries therein within the time prescribed under the Act.
3	Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;	The Company has filed requisite forms and returns as prescribed under the Act and Rules made there under with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or any other authorities, as applicable within the prescribed time / extended time with additional filing fees if applicable.

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4	Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;	<p>The meetings of Board of Directors and the General Meetings were duly called, conveyed and held on the dates as stated in the annual return in respect of which meetings, proper notices / short notices were given and the proceedings have been properly recorded and signed in the Minute Book maintained for the purpose.</p> <p>The Company has not passed any resolution by circulation and / or by Postal Ballot during the year under review and hence no comment is invited in this respect.</p>
5	Closure of Register of Members / Security holders, as the case may be;	The Company has closed its Register of Members in compliance with the provisions of Section 91 of the Act, during the year under review.
6	Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;	As informed by the management and as confirmed by the Auditor, the Company has not granted any advances / loans to its directors and/or persons or firms or companies referred to in section 185 in violation of the Act. During the year under review, the Company has sought and obtained the approval of members under section 185 of the Act.
7	Contracts/arrangements with related parties as specified in section 188 of the Act;	As explained by the management and as confirmed by the Auditor, all Related Party Transactions entered into during the year under review were on Arm's Length basis and in the ordinary course of business of the Company or otherwise with the prior blanket approval of the members in due compliance with Section 177 and 188 of Companies Act, 2013.

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8	Issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificate in all instances;	There are no instances of issue / allotment / transfer / transmission (in physical form) of any securities or buy back of securities / redemption of preference shares or debentures / reduction of share capital / conversion of shares during the financial year under review and hence no comment is invited in this respect.
9	Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;	As informed by the management, there were no instance of keeping in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares and hence no comment is invited in respect of the same.
10	Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;	<p>The Company has not declared / paid any dividend during the financial year under year under review.</p> <p>As explained by the management and reported by the Auditors in their report, the Company has delayed transferring the unpaid dividend amount to the Investor Education and Protection Fund as required to be deposited to Investor Education and Protection Fund as per Section 125 of the Act.</p>
11	Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;	The Company has complied with the provisions of signing of audited financial statement for the year ended 31 st March, 2024 and 31 st March, 2025 as per the provisions of section 134 of the Act and report of directors as per sub - sections (3), (4) and (5) thereof.
12	Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosure of Directors, key Managerial Personnel	The Board of Directors of the Company is duly constituted. The Appointment / Re-appointment / Retirement (Completion of Tenure) of Directors were in due compliance

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	and remuneration paid to them;	<p>of the Act. There were no incidences of resignation / filling up casual vacancies of Directors during the year under review.</p> <p>The Company has complied with the provisions relating to disclosure of Director's interest.</p> <p>The Company has generally complied with the provisions relating to appointment of Key Managerial Personnel (Section 203) and payment of remuneration to managerial personnel (Section 196, 197 & Schedule V).</p>
13	Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;	<p>During the year the Board and the Audit Committee, recommend the appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057) ("Auditor") as the Statutory Auditors of the Company, for a term of five consecutive financial years, from the conclusion of this Annual General Meeting until the conclusion of the 44th Annual General Meeting, in accordance with the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, read with Rule 3 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014, the Shareholder hereby approve the appointment of Auditor for above term in the Annual General Meeting held on Wednesday, 13th August, 2025.</p>
14	Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;	<p>The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act and hence no comment is invited in respect of the same.</p>
15	Acceptance/ renewal/ repayment of	<p>As informed by the management and</p>

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	deposits;	confirmed by the auditors in their report, the Company has not accepted / renewed / repaid any deposits and hence no comment is invited.
16	Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;	The Company has during the year under review not borrowed any money from its directors, relative of directors, members, public financial institutions, banks and others and hence provision for creation / modification / satisfaction of charges is not applicable.
17	Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;	The Company has not made any loans and investments or provided guarantees or provided securities to other bodies corporate or persons in violation of provisions of Section 186 of the Act.
18	Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;	There was no incidence of alteration of Memorandum and Articles of Association of the Company during the year under review.

Peer Review No: S2016MH364200

Place: Mumbai

Date: 12/10/2025

UDIN: F011346G001535737

For R. S. Rajpurohit & Co.,
Company Secretaries

(Rajvirendra Singh Rajpurohit)

Proprietor

C. P. No.: 15891

Office Address: B/205, Building No. 2, Venkateshwar Nagar, Cabin Road, Bhayander East,
Thane - 401105.



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CELL NO.:- +91 8450038466 / 8591770090

E-MAIL - RSRAJPUROHITANDCO@GMAIL.COM

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

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

To,
The Members of
Duke Offshore Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Duke Offshore Limited (hereinafter referred to as "the Company"). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct and statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed, and other records maintained by the Company and also the information provided by its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year from 01st April, 2024 to 31st March, 2025, complied with the statutory provisions listed hereunder and has proper Board processes and compliance mechanisms in place to the extent and in the manner subject to the observations 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 31st March, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of:

- Foreign Direct Investment (FDI),
- Overseas Direct Investment (ODI), and
- External Commercial Borrowings (ECB)

Not Applicable during the audit period

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):

- i. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ii. SEBI (Prohibition of Insider Trading) Regulations, 2015;
- iii. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iv. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not applicable;
- v. SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not applicable;
- vi. SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

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- vii. SEBI (Delisting of Equity Shares) Regulations, 2021 – Not applicable;
- viii. SEBI (Buyback of Securities) Regulations, 2018 – Not applicable;
- ix. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

6. We have relied on the representation made by the management and its officers for systems and mechanism framed by the Company and having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following laws as specifically applicable to the Company:

- i. Income Tax Act, 1961;
- ii. Negotiable Instrument Act, 1881;
- iii. Information Technology Act, 2000;
- iv. Professional Tax
- v. Tax Deducted at Source
- vi. GST

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

- 1. Secretarial Standards issued by The Institute of Company Secretaries of India
- 2. The Listing Agreement entered into by the Company with the BSE Limited.

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

OBSERVATIONS AND NON-COMPLIANCES:

During the audit period under review, the Company has generally complied with the applicable provisions of the laws mentioned above, subject to the following qualifications/observations:

1. Delay in Filing and IEPF Compliance:

It was observed that the Company has delayed filing of certain forms with the Registrar of Companies and has also delayed transfer of unclaimed dividends and corresponding shares to the Investor Education and Protection Fund (IEPF) in accordance with Sections 124 and 125 of the Companies Act, 2013 and the applicable IEPF Rules. This constitutes a non-compliance under the said provisions. The Company is in the process of regularizing the same.

2. Non-submission of Proficiency Test Certificate by Independent Director:

As per Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors are required to pass the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs (IICA) within the stipulated timeframe. During the course of audit, it was observed that one of the Independent Directors had not submitted the certificate of passing the said test. The Company has informed that the process for registration and compliance is underway.



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FURTHER REPORTING:

We further report that:

- The Board of Directors of the Company is duly constituted with a proper balance of Executive, Non-Executive, and Independent Directors. The changes in the composition of the Board during the audit period were carried out in compliance with applicable provisions of the Act.
- Adequate notice is given to all Directors for Board meetings. Agenda and detailed notes are circulated at least seven days in advance. A system exists for seeking and obtaining further information and clarifications before the meeting to ensure meaningful participation.
- Majority decisions are carried through with dissenting members' views, if any, duly recorded in the minutes.
- Based on our review, the Company has adequate systems and processes commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

For R S Rajpurohit & CO,
Company Secretaries



Rajvirendra Singh Rajpurohit
Proprietor

Membership No: 11346

Certificate of Practice Number: 15891

UDIN: F011346G000808043

Peer Review No: S2016MH364200

Date: 18/07/2025

Place: Mumbai

Office Address: B/205, Building No. 2, Venkateshwar Nagar, Cabin Road, Bhayander East,
Thane - 401105.

DUKE OFFSHORE

DUKE OFFSHORE LIMITED

403 Urvasi, Off Sayan Road,
Prabhadevi, Mumbai - 400024
GST - 27AABCD3167B124
CIN - L45209MH1955PLC038

ड्यूक ऑफशोर लिमिटेड

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