

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity—DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED
2. Quarter ending—31.03.2017

I. Composition of Board of Directors

Title	Name	PAN/DIN	Category Chairperson/ Executive/Non Executive/ Independent/ Nominee	Date of Appt.in Current Term/ Cessation	Tenure	No. of Directorship in listed entity including this (Refer Regulation 25	Number of membership in Audit/Stakehol der Committee	No. of Post of Chairperso n in Audit/Stak e holder Committee Ref 26 (1) of Regulation
Mr.	Rear Admiral Kirpal Singh	AAKPS5890C 00006062	Promoter Non- Executive- Chairperson	14.07.2015	NA	1	0	0
Mrs	Manjit Kirpal Singh	ANEPS0465N 00143430	Non Executive Director	27.05.2016	NA	1	0	0
Mr.	Satpal Singh	AAHPS6542G 00006075	Promoter Executive	18.09.2014	NA	1	0	0
Mr.	Navpreet Singh	AAMPS8304H 00006085	Promoter Executive	18.09.2014	NA	1	1	0
Mr.	Sabyasachi Hajara	ABFPH9916A 00004485	Non- Executive- Independent	18.09.2014	5 yrs	3	1	3
Mr.	F.C.Kohli	AHDPK2257R 00102878	Non- Executive- Independent	18.09.2014	5 yrs	2	1	0
Mr.	Bipin Shah	AAHPS6591F 00006094	Non- Executive- Independent	18.09.2014 Cessation: 06.02.2017	5 yrs	2	1	0
Mrs	Dr.(Mrs.) Vasantha Bharucha	AGUPB8867C 02163753	Non- Executive- Independent	04.02.2015	5 yrs	3	2	0

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**II. Composition of Committees**

Sr.No.	Name of Committee	Name of Committee Members	Category Chairperson/Executive/Non Executive/Independent/Nominee
1	Audit Committee	Mr. Sabysachi Hajara Mr. Bipin Shah Dr. (Mrs.) Vasantha S. Bharucha Dr. F. C. Kohli	Chairman; Member; Non- Executive/ Independent Member; Non- Executive/ Independent Member; Non-Executive/Independent
2	Nomination & Remuneration Committee	Mr. Sabyasachi Hajara Dr. F. C. Kohli Dr. (Mrs.) Vasantha S. Bharucha	Chairman; Non- Executive/Independent Member; Non- Executive/Independent Member; Non-Executive/Independent
3	Risk Management Committee(if applicable)	NA	NA
4	Stakeholders Relationship Committee'	Mr. Sabysachi Hajara Mr. Bipin Shah Mr. Navpreet Singh	Chairman; Non- Executive/Independent Member; Non- Executive/Independent Executive

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive in number of days
10.11.16	02.02.17	83 days

IV. Meeting of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether the requirement of the quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive in number of days
Audit Committee 02.02.17	Yes	10.11.17	83 days

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI . Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **YES**
 - b. Nomination & remuneration committee - **YES**
 - c. Stakeholders relationship committee - **YES**
 - d. Risk management committee (applicable to the top 100 listed entities) - **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **YES**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **YES**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Not Applicable
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes

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<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management</i>	26(3)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Kindly take the above on record and oblige.

Thanking you,
Yours faithfully,

For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**



V. SURENDRAN
VICE PRESIDENT (CORP. & LEGAL) AND COMPANY SECRETARY

