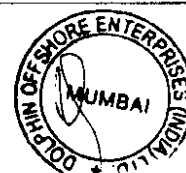


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**
Quarter ending on: **JUNE 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A.	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Mr.Harisimran Malhi is ceased to be director w.e.f. 4 th June, 2015.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	(49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	



IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A.	Complied, even though, none of the subsidiary companies of the Company is a material non listed Indian subsidiary company and yet the Company has complied with the requirement under this clause.
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	The Company has not come up with any such issues since 2006.
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED


V.SURENDRAN
VP (CORP & LEGAL) AND COMPANY SECRETARY

