

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

LIC BUILDING, PLOT NO. 54, SECTOR-11, CBD BELAPUR (E), NAVI MUMBAI-400 614.
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ANNEXURE I CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Dolphin Offshore Enterprises (India) Limited
2. Quarter ending - 30- June-2016

I. Composition of Board of Directors

Title (Mr./ Mrs)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of membership s in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Rear Admiral Kirpal Singh	00006062	AAKPS5890C	C & NED	14-Jul-2015	--	NA	1	0	0
Mr.	Satpal Singh	00006075	AAHPS6542G	ED	29-Sep-2015	--	NA	1	0	0
Mr.	Navpreet Singh	00006085	AAMPS8304H	ED	18-Sep-2014	--	NA	1	1	0
Mrs.	Manjit Kirpal Singh	00143430	ANEPS0465N	NED	27-May-2016	--	NA	1	0	0
Mr.	Sabyasachi Hajara	00004485	ABFPH9916A	NED,ID	18-Sep-2014	--	5	3	2	2
Mr.	Bipin Shah	00006094	AAHPS6591F	NED,ID	18-Sep-2014	--	5	2	4	0
Mr.	F.C.Kohli	00102878	AHDPK2257R	NED,ID	18-Sep-2014	--	5	2	0	0
Mrs.	Dr. Vasantha Bharucha	02163753	AGUPB8867C	NED,ID	04-Feb-2015	--	5	3	2	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sabyasachi Hajara	NED,ID	Chairperson
2	Bipin Shah	NED,ID	Member
3	Dr. (Mrs.) Vasantha S. Bharucha	NED,ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sabyasachi Hajara	NED,ID	Chairperson
2	Bipin Shah	NED,ID	Member
3	Navpreet Singh	ED	Member

Risk Management Committee : NA

Sr. No.	Name of the Director	Category	Chairperson/Membership
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Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sabyasachi Hajara	NED,ID	Chairperson
2	Dr. F.C.Kohli	NED,ID	Member
3	Dr. (Mrs.) Vasantha S. Bharucha	NED,ID	Member



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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)
04-Feb-2016	27-May-2016	112

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of 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	27-May-2016	Yes	4- Feb- 2016	112
Nomination & Remuneration Committee	27-May-2016	Yes	-----	-----

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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**
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. – **No, however, the Corporate Governance Report was placed before the Audit Committee.**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : 
 Designation : V SURENDRAN
 VP (Corp & Legal) and Company Secretary

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ANNEXURE II

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		Yes
New name and the old name of the listed entity		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



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Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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

Name

:



V. SURENDRAN

Designation

:

VP (Corp & Legal) and Company Secretary

