

**DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**

<b>General information about company</b>	
Scrip code	522261
NSE Symbol	DOLPHINOFF
MSEI Symbol	NOTLISTED
ISIN	INE920A01011
Name of the entity	DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

<b>Annexure I</b>															
<b>Annexure I to be submitted by listed entity on quarterly basis</b>															
<b>I. Composition of Board of Directors</b>															
Disclosure of notes on composition of board of directors explanatory															
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of	Notes for not providing PAN	Notes for not providing DIN

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													Listing Regulations)		
1	Mr	SABYA SACHI HAJARA	ABFPH 9916A	0000 4485	Non-Executive - Independent Director	Chair person		18-09-2014		54	2	0	3		
2	Mr	REAR ADMIRAL KIRPAL SINGH	AAKPS 5890C	0000 6062	Non-Executive - Non Independent Director	Not Applicable		21-09-2016		30	1	0	0		
3	Mr	SATPAL SINGH	AAHPS 6542G	0000 6075	Executive Director	Not Applicable	CEO-MD	17-05-2014		58	1	0	0		
4	Mr	NAVPREET SINGH	AAAMP S8304H	0000 6085	Executive Director	Not Applicable		17-05-2014		58	1	1	3		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation	Notes for not providing PAN	Notes for not providing DIN
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												Regulations)	26(1) of Listing Regulations)		
5	Mr	FAQIR CHAND KOHLI	AHDP K2257R	0010 2878	Non-Executive - Independent Director	Not Applicable		18-09-2014	54	1	2	0			
6	Ms	MANJIT KIRPAL SINGH	ANEPS 0465N	0014 3430	Non-Executive - Non Independent Director	Not Applicable		21-09-2016	30	1	1	0			
7	Mr	KIRAN VAIDYA	AABPV 1218H	0254 8532	Non-Executive - Independent Director	Not Applicable		11-09-2018	6	3	1	1			

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02548532	KIRAN VAIDYA	Non-Executive - Independent Director	Chairperson	25-04-2018		
2	00004485	SABYASACHI HAJARA	Non-Executive - Independent Director	Member	18-09-2014		
3	00102878	FAQIR CHAND KOHLI	Non-Executive - Independent Director	Member	18-09-2014		
4	00143430	MANJIT KIRPAL SINGH	Non-Executive - Non Independent Director	Member	14-02-2018		

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<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00102878	FAQIR CHAND KOHLI	Non-Executive - Independent Director	Chairperson	18-09-2014		
2	00143430	MANJIT KIRPAL SINGH	Non-Executive - Non Independent Director	Member	19-03-2018		
3	02548532	KIRAN VAIDYA	Non-Executive - Independent Director	Member	25-04-2018		
4	00004485	SABYASACHI HAJARA	Non-Executive - Independent Director	Member	18-09-2014		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004485	SABYASACHI HAJARA	Non-Executive - Independent Director	Chairperson	18-09-2014		
2	02548532	KIRAN VAIDYA	Non-Executive - Independent Director	Member	24-05-2018		
3	00006085	NAVPREET SINGH	Executive Director	Member	22-09-2017		

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<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00006075	SATPAL SINGH	Executive Director	Chairperson	11-09-2018		
2	00006085	NAVPREET SINGH	Executive Director	Member	22-09-2017		
3	00004485	SABYASACHI HAJARA	Non-Executive - Independent Director	Member	18-09-2014		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00102878	FAQIR CHAND KOHLI	INDEPENDENT DIRECTORS COMMITTEE	Non-Executive - Independent Director	Chairperson	
2	00004485	SABYASACHI HAJARA	INDEPENDENT DIRECTORS COMMITTEE	Non-Executive - Independent Director	Member	
3	02548532	KIRAN VAIDYA	INDEPENDENT DIRECTORS COMMITTEE	Non-Executive - Independent Director	Member	
4	00004485	SABYASACHI HAJARA	MANAGING COMMITTEE	Non-Executive -	Chairperson	

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				Independent Director		
5	00006075	SATPAL SINGH	MANAGING COMMITTEE	Executive Director	Member	
6	00006085	NAVPREET SINGH	MANAGING COMMITTEE	Executive Director	Member	
7	02548532	KIRAN VAIDYA	MANAGING COMMITTEE	Non-Executive - Independent Director	Member	

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory					
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	
1	13-11-2018				
2		12-02-2019	90		

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	
1	Audit Committee	12-02-2019	Yes		13-11-2018	90			

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2	Nominatio n and remunerati on committee	12-02- 2019	Yes					There was no meeting held in the previous quarter for NRC Committee. However, 1 ast meeting was held on May 24, 2018 for the NRC Committee.
3	Stakeholde rs Relationsh ip Committee	12-02- 2019	Yes					There was no meeting held in the previous quarter for SRC Committee. However, 1 ast meeting was held on August 07, 2018 for the SRC Committee.
4	Other Committee	15-01- 2019	Yes				Managin g Committ ee	There is only one meeting which was held in last quarter for managing Committee i.e. 12-11-2018. There was no other meeting held.
5	Other Committee	11-02- 2019	Yes				Managin g Committ ee	There is only one meeting which was held in last quarter for managing

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								Committee i.e. 12-11-2018. There was no other meeting held.
6	Other Committee	13-03-2019	Yes				Managing Committee	There is only one meeting which was held in last quarter for managing Committee i.e. 12-11-2018. There was no other meeting held.

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1**

<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	V. SURENDRAN
2	Designation	Company Secretary

**Annexure II**

**Annexure II 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**

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Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>

**Annexure II**

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

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<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
12	Financial results	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
13	Shareholding pattern	Yes		<a href="http://www.dolphinoffshore.com/">http://www.dolphinoffshore.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	

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5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

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23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	V. SURENDRAN
2	Designation	Company Secretary

**Annexure II****III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**
**V. SURENDRAN****VICE PRESIDENT (CORP. & LEGAL) AND COMPANY SECRETARY**