

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity—DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED
2. Quarter ending—31.12.2015

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/Stakeholder Committee	No. of Post of Chairperson in Audit/Stake holder Committee Ref 26 (1) of Regulation
Mr.	Rear Admiral Kirpal Singh	00006062	Non Executive- Chairperson	14.07.2015	NA	NA	NIL	NIL
Mr.	Satpal Singh	00006075	Executive	18.09.2014	NA	NA	NIL	NIL
Mr.	Navpreet Singh	00006085	Executive	18.09.2014	NA	NA	NIL	NIL
Mr.	Sabyasachi Hajara	00004485	Non Executive- Independent	18.09.2014	5yrs	3	1	0
Mr.	Bipin Shah	00006094	Non Executive- Independent	18.09.2014	5 yrs	3	2	0
Mr.	F.C.Kohli	00102878	Non Executive- Independent	18.09.2014	5 yrs	2	-	-
Mr.	J.Jayaraman	00051336	Non Executive- Independent	06.11.2015**	NA		NA	NA
Mrs.	Dr.Vasantha Bharucha	02163753	Non Executive- Independent	04.02.2015	5 yrs	3	2	-

**Date of cessation.

§PAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



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. S. Hajara Mr. Bipin Shah Dr. (Mrs.) Vasantha S. Bharucha	Chairman; Member; Non- Executive/Independent Member; Non- Executive/Independent
2	Nomination & Remuneration Committee	Mr. Sabyasachi Hajara Dr. F. C. Kohli Mr. J. Jayaraman*	Chairman; Non- Executive/Independent Member; Non- Executive/Independent <i>Member; Non-Executive/Independent</i>
3	Risk Management Committee(if applicable)	NA	NA
4	Stakeholders Relationship Committee'	Mr. Sabyasachi Hajara - Mr. Bipin Shah - Mr. Navpreet Singh -	Chairman, Non- Executive/Independent Member; Non- Executive/Independent Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*Mr. J. Jayaraman ceased to be a director w.e.f. 06.11.2015



DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive in number of days</i>
29.09.2015	06.11.2015	37 days
12.08.2015		

IV. Meeting of Committees

<i>Date(s) of Meeting of the Committee in the relevant quarter</i>	<i>Whether the requirement of the quorum met(details)</i>	<i>Date(s) of meeting of the Committee in the previous quarter</i>	<i>Maximum gap between any two consecutive in number of days</i>
Audit Committee 06.11.2015	Yes	12.08.2015	86 days

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
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	NA

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.



DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

VI . Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. 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.

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