

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Quarter ending on: MARCH 31, 2014

| Particulars                                                              | Clause of Listing Agreement | Compliance Status Yes/No | Remarks                                                                                                                                                                     |
|--------------------------------------------------------------------------|-----------------------------|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>I Board of Directors</b>                                              | 49 I                        |                          |                                                                                                                                                                             |
| (A) Composition of Board                                                 | 49(IA)                      | Yes                      |                                                                                                                                                                             |
| (B) Non-executive Directors' Compensation & Disclosures                  | 49 (IB)                     | Yes                      |                                                                                                                                                                             |
| (C) Other Provisions as to Board and Committees                          | 49 (IC)                     | Yes                      |                                                                                                                                                                             |
| D) Code of Conduct                                                       | 49 (ID)                     | Yes                      |                                                                                                                                                                             |
| <b>II. Audit Committee</b>                                               | 49 (II)                     |                          |                                                                                                                                                                             |
| (A) Qualified & Independent Audit Committee                              | 49 (IIA)                    | Yes                      |                                                                                                                                                                             |
| (B) Meeting of Audit Committee                                           | 49 (IIB)                    | Yes                      |                                                                                                                                                                             |
| (C) Powers of Audit Committee                                            | 49 (IIC)                    | Yes                      |                                                                                                                                                                             |
| (D) Role of Audit Committee                                              | 49 II(D)                    | Yes                      |                                                                                                                                                                             |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                      |                                                                                                                                                                             |
| <b>III. Subsidiary Companies</b>                                         | 49 (III)                    | N.A.                     | 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. |
| <b>IV. Disclosures</b>                                                   | 49 (IV)                     |                          |                                                                                                                                                                             |
| (A) Basis of Related Party Transactions                                  | 49 (IV A)                   | Yes                      |                                                                                                                                                                             |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | Yes                      |                                                                                                                                                                             |
| (C) Board Disclosures                                                    | 49 (IV C)                   | Yes                      |                                                                                                                                                                             |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D)                   | N.A.                     | The Company has not come up with any such issues since 2006.                                                                                                                |
| (E) Remuneration of Directors                                            | 49 (IV E)                   | Yes                      |                                                                                                                                                                             |
| (F) Management                                                           | 49 (IV F)                   | Yes                      |                                                                                                                                                                             |
| (G) Shareholders                                                         | 49 (IV G)                   | Yes                      |                                                                                                                                                                             |
| <b>V. CEO/CFO Certification</b>                                          | 49 (V)                      | Yes                      |                                                                                                                                                                             |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                      |                                                                                                                                                                             |
| <b>VII. Compliance</b>                                                   | 49 (VII)                    | Yes                      |                                                                                                                                                                             |

For DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

  
V. SURENDRAN  
COMPANY SECRETARY

