



DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

CIN: L11101MH1979PLC021302

Regd. Office: Unit No. 301, Zillion Junction of LBS Marg, CST Road, Kurla (W) Kurla,
Mumbai, Maharashtra-400070 India,

Contact No: 6357165301 **E-mail:** cs@dolphinoffshore.com,

Website: www.dolphinoffshore.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

Remote E-VOTING STARTS ON	Remote E-VOTING ENDS ON
Wednesday, 13 th December, 2023 at 09:00 Hours IST	Thursday, 11 th January, 2024 at 17:00 Hours IST

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard- 2 on General Meetings ("SS-2") and any other applicable laws and regulations, if any, seeking approval of the Members of Dolphin Offshore Enterprises (India) Limited (the "Company") on the below appended resolutions by way of Ordinary & Special Resolutions by means of Postal Ballot to vote through Electronic Voting (Remote E-voting).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular no. 02/2022 dated May 05, 2022, General Circular no. 11/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No.



SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India ('SEBI') this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide Remote E-voting facility. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Thursday, 11th January, 2024. Remote E-voting facility will be blocked by NSDL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars and consequently, no physical Ballot Forms will be accepted by the Company.

The Board of Directors of the Company has appointed Mr. Rutesh Choksi, Practicing Company Secretary, (Membership No. 11694 & Certificate of Practice No. 17315) Ahmedabad, as the Scrutinizer for conducting the Postal Ballot (through remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company or the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by any one of the Directors of the Company or the Company Secretary not later than 2 (Two) working days of the conclusion of the Postal Ballot at the Registered Office of the Company. The results of the Postal Ballot shall be posted on the Company's website viz. www.dolphinoffshore.com and on NSDL website viz. www.evoting.nsdl.com besides communicating to the BSE Limited and the National Stock Exchange of India Limited the Stock Exchange(s) where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote E-voting, i.e., 11th January, 2024.

SPECIAL BUSINESSES:



ITEM NO. 1: SUB- DIVISION OF EVERY 1 (ONE) EQUITY SHARE OF THE NOMINAL/FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH INTO 10 (TEN) EQUITY SHARES OF THE NOMINAL/FACE VALUE OF RS. 1/- (RUPEES ONE ONLY) EACH

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and pursuant to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any competent authority and as approved by the Board of Directors of the Company, approval of the Shareholders of the Company be and is hereby accorded to sub-divide the Equity Shares of the Company such that 1(One) Equity Share having nominal/face value of Rs. 10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) Equity Shares having nominal/face value of Rs. 1/- (Rupees One Only) each.

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of the nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into the Equity Shares of the nominal value of Rs. 1/- (Rupees One Only) each, as given below:

Details of Sub-division of Equity Shares

Type of Capital	Pre- Split/Sub-division Share Capital Structure			Post-Split/Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorized Share Capital	2,50,00,000	10	25,00,00,000	25,00,00,000	1	25,00,00,000
Issued and Subscribed Capital	40,00,458	10	4,00,04,580	4,00,04,580	1	4,00,04,580
Paid-up Capital	40,00,458	10	4,00,04,580	4,00,04,580	1	4,00,04,580

RESOLVED FURTHER THAT upon Sub-division of the Equity Shares as aforesaid, the existing Share Certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date. Further the Company without requirement of surrendering of the old/ existing Share Certificate(s), do directly issue and dispatch the new Share Certificates of the Equity Shares of the face value of Rs. 1/- (Rupees One Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the



prescribed timelines as per the act or that may be prescribed in this behalf, from time to time, and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; and (b) settle any question or difficulties that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto;

RESOLVED FURTHER THAT any one of the Directors of the company or company secretary of the company be and are hereby severally authorized to file necessary e-forms with Ministry of Corporate Affairs and do all such acts deeds and things as may be required to give effect to the above resolution.”

ITEM NO. 2: ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 13 and 61 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 25,00,00,000/- (Rupees Twenty Five Crore Only) Equity Shares of Rs. 1/- (Rupees One Only) each.”

RESOLVED FURTHER THAT the Board of Directors or any Committee or Company Secretary thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”



ITEM NO.3: TO ADOPT THE NEW MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions of the Companies Act, 2013 read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 2,

RESOLVED FURTHER THAT the existing Clause III (B) containing “the Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 3 to 52 be and are hereby substituted with New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 50.

RESOLVED FURTHER THAT the existing Clause III (C) containing the “Other Objects of the Company not included in ‘A’ and ‘B’ above” i.e. sub clause no. 53 to 90 be and are hereby deleted.

RESOLVED FURTHER THAT the existing Clause IV containing “The Liability of the members is limited” be and is hereby substituted with Clause IV “The Liability of the members is limited to the amount unpaid on the shares.

RESOLVED FURTHER THAT any one of the Directors of the company or company secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4: To Appoint Mr. Ashokkumar Ratilal Patel (DIN:09451821) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force), and pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”) Mr. Ashokkumar Ratilal Patel (DIN:09451821) who was appointed as an Additional Non-Executive Independent Director in Board Meeting dated December 07, 2023 for a period of Five (5) years, who has submitted a declaration that he meets the criteria for independence as provided in Section



149(6) of the Act and pursuant to Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying the intention to propose Mr. Ashokkumar Ratilal Patel as a candidate for the office of a Director of the Company, whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from December 07, 2023.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Chairman or Company Secretary, to give effect to the aforesaid resolution.”

ITEM NO.5: To Appoint Mr. Christopher Joseph Rodricks (DIN: 00153176) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152, and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in force), and pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”) Mr. Christopher Joseph Rodricks (DIN: 00153176) who was appointed as an Additional Non-Executive Independent Director in Board Meeting dated December 07, 2023 for a period of Five (5) years, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and pursuant to Regulation 16(1)(b) of SEBI Listing Regulations and also declared that he has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying the intention to propose Mr. Christopher Joseph Rodricks as a candidate for the office of a Director of the Company, whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from December 07, 2023.”



“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director(s) or Chairman or Company Secretary, to give effect to the aforesaid resolution.”

ITEM NO. 6: Regularize the appointment of Mr. Rupesh Kantilal Savla (DIN: 00126303) as a Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152, read with other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), Mr. Rupesh Kantilal Savla (DIN: 00126303), who was appointed as Additional Director with effect from 07th December, 2023 and whose recommendation received by Nomination and Remuneration Committee of the Company and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of a Company proposing his candidature for a office of a Director of the Company and who has given his consent for appointment as Director of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Rupesh Kantilal Savla (DIN: 00126303) as Director in the promoter category, liable to retire by rotation .”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

ITEM NO. 7: Appointment of Mr. Rupesh Kantilal Savla (DIN: 00126303) as Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re enactment thereof for the time being in force) and pursuant to the recommendation of Nomination



and Remuneration Committee of the Company and subsequent approval by the Board of Directors of the Company and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, consent of the members of the Company be and is hereby accorded to appoint Mr. Rupesh Kantilal Savla (DIN: 00126303) as the Managing Director of the Company for a period of three (3) years with effect from 07th December, 2023, on terms and conditions including remuneration as set out hereunder with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment including the remuneration on the basis of recommendation of

I. Period: 3 years w.e.f. 7th December, 2023 to 6th December, 2026.

II. Remuneration: Nil

A. Salary: No remuneration shall be paid to him.

B. Other Terms and Conditions:

- a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- b. He shall be free to resign his office by giving one month notice in writing to the Company.
- c. The term of office of Mr. Rupesh Kantilal Savla as a Managing Director of the Company shall be subject to retire by rotation.

“RESOLVED FURTHER THAT Mr. Rupesh Kantilal Savla in the event ceasing to be the Director of the Company at any time during the aforesaid period of service, he shall cease to be the Managing Director and Key Managerial Personnel of the Company and terms and conditions including remuneration, if any, shall forthwith stand terminated.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable to the Directors in terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”



ITEM NO. 8: Regularize the appointment of Mr. Rohan Vasantkumar Shah (DIN: 09154526) as a Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 152, read with and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), Mr. Rohan Vasantkumar Shah (DIN: 09154526), who was appointed as additional director with effect from 7th December, 2023 and whose recommendation received by Nomination and Remuneration Committee of the Company and notice in writing under Section 160(1) of the Companies Act, 2013 from a member of a Company proposing his candidature for a office of a Director of the Company and who has given his consent for appointment as Director of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Rohan Vasantkumar Shah (DIN: 09154526) as a Director in the Professional category, liable to retire by rotation .”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

ITEM NO. 9: To appoint Mr. Rohan Vasantkumar Shah (DIN: 09154526) as an Executive Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197,198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and re enactment thereof for the time being in force) and pursuant to recommendation of Nomination and Remuneration Committee of the Company and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, consent of the members of the Company be and is hereby accorded to appoint Mr. Rohan Vasantkumar Shah (DIN: 09154526) as the Executive Professional Director of the Company for a period of Five (5) years with effect from 7th December, 2023, on terms and conditions including remuneration as set out hereunder with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the



Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

I. Period: 5 years from 7th December, 2023 to 6th December, 2028

II. Remuneration: NIL

- A. Salary: No remuneration shall be paid to him.
- B. Other Terms and Conditions:

- a. He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- b. He shall be free to resign his office by giving one month notice in writing to the Company.
- c. The term of office of Mr. Rohan Vasantkumar Shah as an Executive Professional Director of the Company shall be subject to retire by rotation

“RESOLVED FURTHER THAT Mr. Rohan Vasantkumar Shah in the event ceasing to be the Director of the Company at any time during the aforesaid period of service, he shall cease to be the Executive Professional Director of the Company and terms and conditions including remuneration, if any, shall forthwith stand terminated.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Place : Ahmedabad

Date : December 07, 2023

By Order of the Board of Directors

**sd/-
Krena Khamar
Company Secretary
ACS: 62436**

Registered Office:

Unit No. 301, Zillion Junction of LBS Marg,
CST Road, Kurla (W) Kurla,
Mumbai, Maharashtra-400070 India.
Website: www.dolphinoffshore.com
Email: cs@dolphinoffshore.com
CIN: L11101MH1979PLC021302



Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Ordinary & Special Resolutions setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the businesses as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through Remote E-voting.
3. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ('LI IPL') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on Friday, December 08, 2023 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote E-voting only.
4. The Cut-off date for reckoning the voting rights of the Members of the Company is Friday, December 08, 2023 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through Remote E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The Remote E-voting period starts on Wednesday, December 13, 2023 at 9:00 Hours IST and ends on Thursday, January 11, 2024 at 17:00 Hours IST.
5. The Board of Directors of the Company has appointed Mr. Rutesh Choksi, Practicing Company Secretary, (Membership No. 11694 & Certificate of Practice No. 17315) Ahmedabad, as the Scrutinizer for conducting the Postal Ballot (through remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
6. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.dolphinoffshore.com and the website of NSDL i.e. www.evoting.nsdl.com and at the relevant sections of the website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed on the last day of Remote e-voting i.e. on Thursday, January 11, 2024 as if the same has been passed at a General Meeting of the Members.



8. The decision of the Scrutinizer on the validity of the votes cast through Remote E-voting in this regard shall be final and binding.
9. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 Hours IST to 17:00 Hours IST except Saturdays, Sundays and public holidays upto the last date of voting under Postal Ballot i.e. Thursday, January 11, 2024.
10. Procedure for registering the e-mail addresses for obtaining the Notice of Postal Ballot and Remote E-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with Link Intime India Private Limited (in case of Members holding shares in physical form) is provided hereunder
11. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by clicking the link: www.linkintime.co.in under Investor Services > E-mail/Bank detail Registration - fill in the details, upload the required documents and submit. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only. Members of the Company who have registered their e-mail addresses are also entitled to receive such communication in physical form, upon request.
12. Any queries/grievances pertaining to the Remote E-voting process, you can write an email to evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, December 13, 2023 at 9:00 Hours IST and ends on Thursday, January 11, 2024 at 17:00 Hours IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. December 08, 2023 may cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on

 App Store  Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



		For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kinjal@ravics.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Veena Suvarna at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@dolphinoffshore.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@dolphinoffshore.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Contact Details:**

Company	:	Dolphin Offshore Enterprises (India) Limited CIN: L11101MH1979PLC021302 Unit no. 301, Zillion Junction Of LBS Marg, CST Road, Kurla (W) Kurla Mumbai, Mumbai MH 400070 India, WEBSITE: www.dolphinoffshore.com E-MAIL: cs@dolphinoffshore.com
Registrar & Share Transfer Agent	:	M/s Link Intime India Private Limited C-101, 1ST Floor, 247 Park, Lal Bahadur Shastri, Marg, Vikhroli (West), Mumbai – 400083 TEL: 022-4918 6270, FAX: 022-4918 6060 EMAIL ID: Rnt.Helpdesk@Linkintime.Co.In
E-Voting Agency	:	National Depository Services (India) Ltd. E-mail Id: evoting@nsdl.co.in
Scrutinizer	:	Mr. Rutesh Chokshi, , Practising Company Secretary Email Id : rutesh8792@gmail.com

By Order of the Board of Directors

Place : Mumbai

Date : December 11, 2023

**sd/-
Krena Khamar
Company Secretary
ACS: 62436**

Registered Office:

Unit No. 301, Zillion Junction of LBS Marg,
CST Road, Kurla (W) Kurla,
Mumbai, Maharashtra-400070 India.
Website: www.dolphinoffshore.com
Email: cs@dolphinoffshore.com
CIN: L11101MH1979PLC021302



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

IN RESPECT OF ITEM NO. 1

Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (NSE). In order to improve the liquidity of the Company's Share and to make it more affordable for small investors and retail investors and also to broaden the small investors base, the Board of Directors of the Company, at its Meeting held on Thursday, December 07, 2023 has recommended to sub-divide (split) the nominal/face value of each Equity Share having a present value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupees One Only) each, subject to approval of the Members. Article 35 (c) of the Articles of Association of the Company permits sub-division of Shares subject to approval of Members.

Upon approval of the Shareholders for sub-division of Equity Shares, in case the Equity Shares are held in physical form, the old Share Certificate(s) of the face value of Rs. 10/- each will stand automatically cancelled on the record date and new certificate(s) of the face value of Rs. 1/- each, fully paid up, will be dispatched to the Shareholders without necessity of surrendering the old Share Certificate(s) of the face value of Rs. 10/- each. In case the Equity Shares are held in dematerialized form, the sub-divided Equity Shares will be directly credited to the Shareholder's Demat account on the record date in lieu of their existing Equity Shares.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as an Ordinary Resolution.

IN RESPECT OF ITEM NO. 2

The proposed Sub-division of the 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of the Face Value of Rs. 1/- (Rupees One Only) each requires amendment in the Capital Clause of the Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association of the Company is proposed to be amended as set out in Agenda Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed sub-division of Equity Shares from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000/- (Rupees Twenty-Five Crore Only) Equity Shares of Rs. 1/- (Rupees One Only) each.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as an Ordinary Resolution.



A copy of the Memorandum of Association and Articles of Association of the Company is open for inspection by the Members electronically upto the last date of remote e-voting through Postal Ballot.

IN RESPECT OF ITEM NO. 3

The object clause bearing Clause III of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to provisions of the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified” and shall not consist of other object clause.

Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the provisions of the Companies Act, 2013.

A copy of the draft Memorandum of Association of the Company is open for inspection by the Members electronically upto the last date of remote e-voting through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as a Special Resolution.

IN RESPECT OF ITEM NO. 4

The Board of Directors has at their meeting held on 07th December, 2023 appointed Mr. Ashokkumar Ratilal Patel (DIN: 09451821) as an Non Executive Independent Director (Additional Director) of the Company for a period of period of Five (5) consecutive years with effect 07th December, 2023. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Ashokkumar Ratilal Patel (DIN: 09451821) shall holds office upto the ensuing General Meeting of the Company.

Considering the knowledge and experience of Mr. Ashokkumar Ratilal Patel the Board has recommends his appointment as Non Executive Independent Director for a period of 5 year w.e.f 07th December, 2023. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Ashokkumar Ratilal Patel appointment as an Independent Director.

Accordingly, it is proposed to appoint Mr. Ashokkumar Ratilal Patel as an Independent Director of the Company, not liable to retire by rotation.

Brief resume of Mr. Ashokkumar Ratilal Patel is provided in the annexure to the Notice.

The Board of Directors recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.



Except Mr. Ashokkumar Ratilal Patel and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO. 5

The Board of Directors has at their meeting held on 07th December, 2023 appointed Mr. Christopher Joseph Rodricks (DIN: 00153176) as an Non Executive Independent Director (Additional Director) of the Company for a period of period of Five (5) consecutive years with effect 07th December, 2023. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Christopher Joseph Rodricks (DIN: 00153176) shall holds office upto the ensuing General Meeting of the Company.

Considering the knowledge and experience of Mr. Christopher Joseph Rodricks the Board has recommends his appointment as Non Executive Independent Director for a period of 5 year w.e.f 07th December, 2023. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Christopher Joseph Rodricks appointment as an Independent Director.

Accordingly, it is proposed to appoint Mr. Christopher Joseph Rodricks as an Independent Director of the Company, not liable to retire by rotation.

Brief resume of Mr. Christopher Joseph Rodricks is provided in the annexure to the Notice.

The Board of Directors recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Christopher Joseph Rodricks and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO. 6

The Board of Directors has at their meeting held on 07th December, 2023 appointed Mr. Rupesh Kantilal Savla (DIN: 00126303) as an Additional Director of the Company with effect from 07th December, 2023. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Rupesh Kantilal Savla (DIN: 00126303) shall holds office upto the ensuing General Meeting of the Company.

Considering the knowledge and experience of Mr. Rupesh Kantilal Savla the Board has recommends his appointment as Executive Promoter Director w.e.f 07th December, 2023. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Rupesh Kantilal Savla appointment as an Executive Promoter Director.

Accordingly, it is proposed to appoint Mr. Rupesh Kantilal Savla as an Executive Promoter Director of the Company, liable to retire by rotation.

Brief resume of Mr. Rupesh Kantilal Savla is provided in the annexure to the Notice.



The Board of Directors recommends the resolution as set out in Item No. 6 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

Except Mr. Rupesh Kantilal Savla and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO. 7

The Board of Directors has at their meeting held on 07th December, 2023 appointed Mr. Rupesh Kantilal Savla (DIN: 00126303) as a Managing Director of the Company with effect from 07th December, 2023. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Rupesh Kantilal Savla (DIN: 00126303) shall hold office upto the ensuing General Meeting of the Company.

Considering the knowledge and experience of Mr. Rupesh Kantilal Savla the Board has recommended his appointment as Managing Director w.e.f 07th December, 2023. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Rupesh Kantilal Savla appointment as a Managing Director.

Mr. Rupesh Kantilal Savla has not withdrawn any salary till the date of this report and it is proposed to appoint him as a Managing Director without any remuneration.

Mr. Rupesh Kantilal Savla is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Managing Director in compliance with applicable provisions of Companies Act, 2013.

Accordingly, it is proposed to appoint Mr. Rupesh Kantilal Savla as a Managing Director of the Company, liable to retire by rotation.

Brief resume of Mr. Rupesh Kantilal Savla is provided in the annexure to the Notice.

The Board of Directors recommends the resolution as set out in Item No. 7 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Rupesh Kantilal Savla and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO. 8

The Board of Directors has at their meeting held on 07th December, 2023 appointed Mr. Rohan Vasant Kumar Shah (DIN: 09154526) as an Additional Director of the Company with effect from 07th December, 2023. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Rohan Vasant Kumar Shah (DIN: 09154526) shall hold office upto the ensuing General Meeting of the Company.



Considering the knowledge and experience of Mr. Rohan Vasant Kumar Shah the Board has recommends his appointment as Executive Professional Director w.e.f 07th December, 2023. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Rohan Vasant Kumar Shah appointment as an Executive Professional Director.

Accordingly, it is proposed to appoint Mr. Rohan Vasant Kumar Shah as an Executive Professional Director of the Company, liable to retire by rotation.

Brief resume of Mr. Rohan Vasant Kumar Shah is provided in the annexure to the Notice.

The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying notice for the approval of the Shareholders of the Company as an Ordinary Resolution.

Except Mr. Rohan Vasant Kumar Shah and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

IN RESPECT OF ITEM NO. 9

The Board of Directors has at their meeting held on 07th December, 2023 appointed Mr. Rohan Vasant Kumar Shah (DIN: 09154526) as an Additional Director of the Company with effect from 07th December, 2023. Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with the rules made there under Mr. Rohan Vasant Kumar Shah (DIN: 09154526) shall holds office upto the ensuing General Meeting of the Company.

Considering the knowledge and experience of Mr. Rohan Vasant Kumar Shah the Board has recommends his appointment as Executive Professional Director for period of 5 years w.e.f 07th December, 2023. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Rohan Vasant Kumar Shah appointment as an Executive Professional Director.

Mr. Rohan Vasant Kumar Shah has not withdrawn any salary till the date of this report and it is proposed to appoint him as an Executive Professional Director without any remuneration.

Mr. Rohan Vasant Kumar Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Executive Professional Director in compliance with applicable provisions of Companies Act, 2013.

Accordingly, it is proposed to appoint Mr. Rohan Vasant Kumar Shah as an Executive Professional Director of the Company, liable to retire by rotation.

Brief resume of Mr. Rohan Vasant Kumar Shah is provided in the annexure to the Notice.



The Board of Directors recommends the resolution as set out in Item No. 9 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

Except Mr. Rohan Vasant Kumar Shah and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

Place : Mumbai

Date : December 11, 2023

**sd/-
Krena Khamar
Company Secretary
ACS: 62436**

Registered Office:

Unit No. 301, Zillion Junction of LBS Marg,
CST Road, Kurla (W) Kurla,
Mumbai, Maharashtra-400070 India.
Website: www.dolphinoffshore.com
Email: cs@dolphinoffshore.com
CIN: L11101MH1979PLC021302



ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the 44th Annual General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings).

Name of the Director	Mr. Ashokkumar Ratilal Patel	Mr. Christopher Joseph Rodricks
DIN	09451821	00153176
Date of Birth	July 12, 1958	September 08, 1952
Age in years	65 Years	71 Years
Date of First Appointment on the Board	December 07, 2023	December 07, 2023
Qualifications	He is a professionally qualified Chartered Accountant from the Institute of Chartered Accountants of India. Currently he is holding Certificate of Practice since 2019. He is also a professionally qualified Cost Accountant from the Institute of Cost Accountants of India	He has Completed Intermediate Science from Mumbai University in 1971
Nationality	Indian	Indian
Experience & Expertise	He is a retired Executive Director of Oil and Natural Gas Corporation Ltd. (ONGC), A Maharatna Company having a vast experience of 28 years in handling various assignments such as Financial Accounting, Auditing, Cost Accounting, Budgeting, SAP, Project	He has over 52 years of experience in Cargo vessels, Oil, Gas and in offshore Business. He was conferred a Lifetime Achievement Award in December 2017 for contribution to the Indian Maritime industry.



	Evaluation, Taxation and Statutory Compliances at ONGC.	
Brief Resume	Please refer Company's website: www.dolphinoffshore.com for detailed profile.	
Terms and Conditions of appointment or re-appointment along with remuneration sought to be paid.	Proposed to be appointed as Non-Executive Independent Director, not liable to retire by rotation.	Proposed to be appointed as Non-Executive Independent Director, not liable to retire by rotation..
Remuneration last drawn by such person, if any	Not Applicable	Not Applicable
Shareholding in the Company as on March 31, 2023	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No inter-se relationship with Directors and KMP of Dolphin Offshore Enterprises (India) Limited	No inter-se relationship with Directors and KMP of Dolphin Offshore Enterprises (India) Limited
Number of Meetings of the Board attended during the year.	Not Applicable	Not Applicable
Directorship held in other listed companies as on March 31, 2023 (other than Dolphin Offshore Enterprises (India) Limited)	Ahasolar Technologies Limited	Evans Electric Limited
Directorship in other Companies	Nil	Designated Partner in 1 LLP
Memberships / Chairmanships of Committees (Audit and Stakeholder) includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31,	Nil	Nil



2023.		
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past 3 years	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is having an experience in handling financial management and understanding of accounting and financial statements.	He is having experience in Cargo vessels, Oil, Gas and in offshore Business
Justification for choosing the appointee for appointment as Independent Director	NA	NA



Name of the Director	Mr. Rupesh Kantilal Savla	Mr. Rohan Vasant kumar Shah
DIN	00126303	09154526
Date of Birth	August 17, 1972	August 28, 1979
Age in years	51 Years	44 Years
Date of First Appointment on the Board	December 07, 2023	December 07, 2023
Qualifications	He holds a master's degree in business administration from Bentley College, USA.	He is a professionally qualified Chartered Accountant from the Institute of Chartered Accountants of India.
Nationality	Indian	Indian
Experience & Expertise	He has an experience of 26 years in the co-ordination and execution of projects in the gas compression services.	He holds more than 17 years of professional experience in the field of Finance, Accounts, Audit and Statutory Compliances.
Brief Resume	Please refer Company's website: www.dolphinoffshore.com for detailed profile.	
Terms and Conditions of appointment or re-appointment along with remuneration sought to be paid.	Proposed to be appointed as Managing Director and Executive Promoter Director, not liable to retire by rotation	Proposed to be appointed as Executive Professional Director, not liable to retire by rotation.
Remuneration last drawn by such person, if any	Not Applicable	Not Applicable
Shareholding in the Company as on March 31, 2023	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No inter-se relationship with Directors and KMP of Dolphin Offshore Enterprises (India) Limited	No inter-se relationship with Directors and KMP of Dolphin Offshore Enterprises (India) Limited
Number of Meetings of the Board attended during the year.	Not Applicable	Not Applicable



Directorship held in other listed companies as on March 31, 2023 (other than Dolphin Offshore Enterprises (India) Limited)	Deep Industries Limited	Deep Industries Limited
Directorship in other Companies	He is Director in 7 Private Company and Designated Partner in 3 LLP	Nil
Memberships / Chairmanships of Committees (Audit and Stakeholder) includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2023.	Deep Industries Limited	Nil
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past 3 years	NIL	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is having experience in the co-ordination and execution of projects in the gas compression services.	He is having professional experience in the field of Finance, Accounts, Audit and Statutory Compliances.
Justification for choosing the appointee for appointment as Independent Director	NA	NA