

# **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**

Unit No. 301, Zillion, Junction of LBS Marg, CST Road, Kurla (W), Mumbai- 400070  
Email: [info@dolphinoffshore.com](mailto:info@dolphinoffshore.com)



**September 30, 2023**

**To,**  
**Corporate Relations Department**  
**BSE Limited**  
2<sup>nd</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001.  
**SCRIP CODE: 522261**

**To,**  
**Corporate Relations Department**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No. C/1, G-Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051.  
**SYMBOL: DOLPHIN**

**Ref: Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Sub: Proceedings of the 44<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 30, 2023.**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 44<sup>th</sup> Annual General Meeting of the Company held on Saturday, 30<sup>th</sup> September, 2023 at 11:00 AM through Video Conferencing / Other Audio Visual Means (VC/OAVM).

You are requested to kindly take on your record.

Thanking You,

Yours faithfully

**For, Dolphin Offshore Enterprises (India) Limited**

**Krena Khamar**  
**Company Secretary & Compliance Officer**  
**M.No.: A62436**

**Encl: As above**

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## **SUMMARY OF THE PROCEEDINGS OF 44<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED HELD ON SATURDAY, SEPTEMBER 30, 2023 AT 11:00 AM THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VIDEO MEANS (OAVM):**

With reference to subject matter, we wish to inform you that the 44<sup>th</sup> Annual General Meeting (AGM) of members of Company was held on Saturday, September 30, 2023 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Video Means (OAVM) in accordance with the applicable circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and as per the applicable provisions of the Companies Act, 2013 and rules made thereunder:

Directors Present:

1.	Mr. Dharen Savla	Chairman & Non-Executive Director
2.	Ms. Urmila Harsukhsingh Sisodia	Executive Director
3.	Ms. Shaily Jatin Dedhia	Independent Director
4.	Ms. Soniya Mahesh Gadhvi	Independent Director
5.	Mr. Rohan Ketanbhai Sanghvi	Independent Director

In Attendance:

•	Mr. Rutesh Choksi	Erstwhile Secretarial Auditor M/s. R. K. Choksi, Practicing Company Secretaries
•	Mr. Kinjal Shah	Scrutinizer and Secretarial Auditor, Practising Company Secretary
•	Mr. Chintan Janani	Statutory Auditor M/s. Mahendra N. Shah & Co., Chartered Accountants
•	Mr. Gaurang Panchal	Internal Auditor M/s. M G P & Associates
•	Mr. Divyesh Shah	Chief Financial Officer
•	Ms. Krena Khamar	Company Secretary & Compliance Officer

Mr. Dharen Savla, Chairman of the Company Chaired the meeting.

Members Present:

35 Members have attended the AGM through Video Conferencing.

Ms. Krena Khamar welcomed all Members, Directors, Auditors and other invitees at the 44<sup>th</sup> AGM of the Company.

Further, she highlighted following points:

- That the joining link to the Meeting was opened 15 minutes before the scheduled time of the commencement of the Meeting i.e. at 10:45 a.m. and that the same was remained opened for another 15 minutes after the commencement of the Meeting.

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- That the facility for participating in the Meeting through Video conferencing will be available to Members on a first come first served basis and Members who attend Meeting through Video conferencing shall be counted for the purpose of quorum.
- That the Notice of AGM along with Annual Report for the financial year 2022-23 was sent only through electronic mode as per MCA circulars and SEBI Circulars and that the copy of Annual Report was also available on the website of the Company as well as at websites of Stock Exchanges i.e. BSE and NSE.
- That all the members who have joined the meeting are by default placed on mute, to avoid any disturbance from background noise.
- That for inspection of Documents / Registers required is available during the AGM, Members were requested to write to the Company on our email id [cs@dolphinoffshore.com](mailto:cs@dolphinoffshore.com).
- That since the AGM was being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members was not available for the AGM.
- That in compliance with the provisions of the Companies Act, 2013 read with the SEBI Regulations, the Company had provided remote e-Voting facility of NSDL to the shareholders from Wednesday, 27<sup>th</sup> September, 2023 (09:00 A.M.) to Friday, 29<sup>th</sup> September, 2023 (05:00 P.M.) for 3 days.
- That the members might be aware that during the meeting e-voting facility was provided only to those members who have not casted his/her vote through remote e-voting. Accordingly such member could have casted his/her vote during the course of the meeting through e voting. Mr. Kinjal Shah, Practicing Company Secretary has been appointed as the scrutinizer for scrutinizing the voting process in a fair and transparent manner.

She further introduced the management team and recorded their attendance. The Chairman of Stakeholders' Relationship Committee, Audit Committee and Nomination and Remuneration Committee were present at the meeting. She further confirmed the presence of Mr. Chintan Janani, partner of Statutory Auditor M/s. Mahendra N. Shah & Co., Chartered Accountants, Mr. Rutesh Choksi, Proprietor of M/s. R. K. Choksi Erstwhile Secretarial Auditor, Mr. Kinjal Shah, Scrutinizer and Secretarial, Practicing Company Secretary and Mr. Gaurang Panchal, partner of Internal Auditor M/s. M G P & Associates., Chartered Accountants.

Ms. Krena Khamar further informed that since the requisite quorum of members was present and with the consent of the Chairman, she declared the meeting to be in order. The Chairman then addressed the members present at the 44<sup>th</sup> AGM of the Company and briefed about the Road-ahead for the Company and operations of the Company and of its subsidiary.

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With the permission of the members, Ms. Krena Khamar declared that the Notice convening the AGM and Annual Report of the Company for the financial year 2022-23 were taken as read. She appraised the members that there were qualification, observation, or comments on financial statements or matters, in the Auditors' Report and in the Secretarial Auditors' Report for the financial year 2022-23 and also informed the management reply to the observations made by Statutory Auditor and Secretarial Auditor, which are required to be read before the AGM in terms of Section 145 of the Companies Act, 2013 read with the relevant Secretarial Standard. In view of this, the same were taken as read.

The following businesses were transacted at the 44<sup>th</sup> AGM as set out in the Notice:

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the audited Standalone and Consolidated Statements (including financial statements) of the company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Appointment of M/s. Mahendra N. Shah & Co., Chartered Accountants, (Firm Registration No. 105775W) as Statutory Auditors of the Company for the term of Period of Five (5) years	Ordinary Resolution
<b>Special Business</b>		
3.	To appoint M/s. Mahendra N. Shah & Co. as Statutory Auditors of the Company to fill in causal vacancy arisen due to resignation of M/s. Kavita Birla & Co	Ordinary Resolution
4.	Regularize the appointment of Mrs. Rita Keval Shah (DIN: 06635995) as an Executive Director of the Company	Ordinary Resolution
5.	Appointment of Mrs. Rita Keval Shah (DIN: 06635995) as Managing Director of the Company.	Special Resolution
6.	To regularize the appointment of Mr. Dharen Shantilal Savla (DIN: 00145587) as Chairman and Non-Executive Promoter Director of the Company	Ordinary Resolution
7.	Regularize the appointment of Mrs. Urmila Harsukhsingh Sisodia (DIN: 01360302) as an Executive Director of the Company	Ordinary Resolution
8.	To Appoint Mrs. Urmila Harsukhsingh Sisodia (DIN: 01360302) as Executive Promoter Director of the Company	Special Resolution
9.	To Appoint Mrs. Shaily Jatin Dedhia (DIN: 08853685) as Non-Executive Independent Director of the Company	Special Resolution
10.	Appoint Mr. Rohan Ketanbhai Sanghvi (DIN: 09811873) as Non-Executive Independent Director of the Company	Special Resolution
11.	To Appoint Mrs. Soniya Mahesh Gadhvi (DIN: 08242519) as Non-Executive Independent Director of the Company	Special Resolution
12.	Approve Material Related Party Transaction(s) proposed to be entered into with Deep Onshore Services Private Limited (being a holding company).	Ordinary Resolution
13.	To approve Sale of Undertaking/asset under Section 180(1)(a) of Companies Act, 2013.	Special Resolution
14.	To approve sale/dispose-off of shares of Dolphin Offshore Shipping Limited, wholly-owned subsidiary of the Company	Special Resolution

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After transacting the above-mentioned business, the speaker members were requested to ask their concern/queries which was further addressed by the management.

The meeting was concluded at 11:34 a.m. with a vote of thanks by Ms. Krena Khamar.

The members were informed that in case any of the members have not casted his/her vote through remote e-voting can proceed to cast his/her vote now through venue e-voting and that the venue e-voting was kept open for next 15 minutes to enable the members to vote.

Details of voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rule 20 of the Companies (Management and Administration) Rules, 2014, will be submitted to Stock Exchanges, separately.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

**For, Dolphin Offshore Enterprises (India) Limited**

**Krena Khamar**  
**Company Secretary & Compliance Officer**  
**M.No.: A62436**