

TABLE APPLICABLE TO COMPANY AS NOTIFIED UNDER
SCHEDULE I OF THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
*** DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**
[COMPANY LIMITED BY SHARES]

- I. The name of the Company is “**DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED**”
- II. The Registered Office of the company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:
- [A] THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:**
- 1) To carry on the business of offshore engineers. explorers. surveyors, miners and prospectors of petroleum products of all kinds including Oil, gas and other hydrocarbons; minerals and energy and food products including the following:
- a) To design fabricate, erect, lay, maintain. operate and repair surface, subsea and underwater platforms, completions, rigs, and other structures. pipes pipelines. hoses. buoys, moorings, couplings, diving bells. diving suits dresses and equipment, saturation chambers. habitats. boats. barges, submersibles, submarines, remote controlled vehicles for underwater use, pumps, air and gas compressors and life support systems;
- b) To provide engineering surveys, services, inspection, technology and know-how associated with air and gas diving. bounce diving with bells and saturation diving, laying of submarine pipe-lines, inspection, maintenance and repair of subsea completions, gates for hydroelectric power stations and bridge supports, under-water inspection and maintenance of structures and non-destructive testing, underwater welding and cutting, underwater hyperbaric welding, water jetting, excavation, mining and for the operation and management of diving and multi-purpose offshore support vehicles and project engineering and management of all kinds of under-water operations, maintenance and services.
- c) To carry on the business of shipping, ship owners, ship brokers, shipping agents, ship managers, dock owners, barge owners, stevedores, providing ship on lease, on hire, on charter, whether full or any part or for any period, managers of shipping property, lightermen, wharfingers, stevedores, ship builders, ship repairers, cargo superintendents, customs agents, forwarding and commission agents, freight, transport and haulage contractors, carriers by land and water and transport of passengers, mails, troops and merchandise of all kinds or any cargo, ice merchants, refrigerating, store-keepers, warehousemen. marine insurance and marine accident insurance brokers and to undertake sea pollution control measures.

*** The word "Private" deleted under section 43-A{1A} from the name of the Company with effect from 01st July, 1993.**

- 2) To purchase or acquire by transfer, lease, amalgamation, merger or otherwise the whole or any part of the undertaking and business relating to diving carried on by DOLPHIN MARINE ENTERPRISES PRIVATE LIMITED a company incorporated under the Companies act, 1956 and having its registered office at 275, Reay Road, Bombay 400010, and all or any of the property and assets relating to its diving business including the unrestricted right to use the corporate name "DOLPHIN" and its logo, and all or any of the debts, liabilities and engagements thereof relating to the said diving business as a going concern and to pay for the same either in cash or in shares or partly 'in cash and partly in shares and to take all such steps to carry the same into effect as may be deemed necessary or expedient.

[B] **Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To act as warehousemen, wharfinger, stevedores, shipping agents, marine brokers, lightermen, forwarding agents, and storers of all goods which are to be or have been transported in the water.
 2. To manufacture, buy, sell, import, export, repair, alter, exchange, let on hire and otherwise deal in, or to act as commission agents, for entities producing or dealing in all kinds of raw materials, stores, spares, consumables, equipment, goods, articles, services and things which may be required for the purpose of or used in connection with the above-mentioned objects.
 3. To undertake research and development work relating to:
 - a. all activities connected with water or with areas adjacent to water such as shores and banks of the sea, inland waters, rivers, estuaries, lakes and canals,
 - b. development of energy including harnessing and distribution of the same;
 - c. preservation of materials and prevention and control of pollution.
 4. To conduct and make engineering and similar studies or surveys by geological, geophysical, geochemical and other methods for and in connection with the discovery, exploration and exploitation of natural resources of all kinds and for and in connection with industrial engineering, construction, forestry, land development and other projects and works of all kinds.
 5. (i) To invent, develop, improve, acquire, use, operate, dispose of and otherwise deal with or turn to account any and all methods of and processes for conducting surveys, explorations and searches on and beneath the surface of the earth;

(ii) to invent, develop, improve, manufacture, acquire, use, operate, dispose of and otherwise deal in or turn to account machinery, equipment, apparatus, instruments and implements of all kinds;

(iii) to prepare and render to persons having business dealings with the Company survey and engineering reports; and

(iv) to buy, sell, import, export, lease, rent, manufacture, develop, assemble, service, maintain and otherwise deal in electronic, optical and other machinery, instruments and equipment of all kinds, and to establish laboratories, factories, engineering shops and machine shops.
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**** The Company have by passing of special resolution through postal ballot process on January 11, 2024, has substituted the erstwhile Clause III (B) containing the "The Objects incidental or Ancilliary to the Main Objects" with the clause III(B) Matters which are necessary for furtherance of the objects specified in clause 3(a)**

6. To enter into contracts agreements and arrangements with any other company for carrying out by such other company on behalf of the company of any of the objects for which the company is formed.
7. To carry on business as importers. exporters. buyers and sellers of and merchants and dealers in and manufacturers of merchandise. goods. materials and machinery. spare parts, accessories and equipment relating to any of the business of the Company.
8. To undertake and execute any trust or discretion and distribute amongst the beneficiaries' pensioners or other persons entitled thereto, of any income capital or annuity. whether periodically or otherwise. and whether in money or specie. in furtherance of any trust. direction, discretion or other obligation or permission and for the purposes aforesaid to hold, deal with, manage, direct the management of and buy, sell, exchange, mortgage. charge. lease, dispose of or grant any right or interest in over or upon any immovable or movable property of any kind Whatsoever. including. contingent and reversionary Interests in any property and to undertake and carry on any business transaction in furtherance of any such trust or discretion.
9. To manufacture, buy, sell, exchange, alter, improve, prepare for, market and otherwise deal in all kinds of plant. machinery. apparatus, tools, utensils. receptacles. substances, materials. articles and things necessary or convenient for carrying on any of the businesses or processes of the Company usually dealt in by persons engaged in the like business or process.
10. To refine, manufacture, blend, import, export, buy, sell, and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
11. To carry on any business or branch of a business which this Company is authorized to carry on by means, or through the agency of, any subsidiary company or companies, and to organize, promote and incorporate such subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
12. To appoint or nominate Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
13. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and.in particular, any land, building, easements, machinery, plant or stock in trade; and either to retain any property so acquired for the purposes of the Company's business or to turn it to account as may seem expedient
14. To assist in the sale of goods, articles or commodities which the Company is authorised to produce or deal in by way of hire, purchase or deferred payment, or similar transactions, and to institute, enter into, carry on, subsidies; finance or assist in subsidising or financing the sale and maintenance of such goods, articles or commodities upon any terms whatsoever, to acquire and discount, hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and to import export, buy, sell, barter, exchange, pledge, make advances upon, and otherwise deal in such goods produce, articles and merchandise.
15. To enter into arrangements with companies, firms, governments, local authorities, and government agencies for promoting and Increasing the manufacture, sale, purchase and maintenance of goods, articles or commodities of all and every kind and description, either by

buying, selling, letting on hire, hire-purchase or easy payment systems, or by financing or assisting such other companies, firms or persons, to do all or any of such last mentioned acts, transactions and things and in such manner as may be necessary or expedient and in connection with or for any of these purposes, to purchase agreements, advance money, give guarantees or security or otherwise finance or assist all or any of such purposes on such terms and in such manner as may be desirable or expedient.

16. To guarantee the payment or performance of any debts, contracts or obligations, or become surety for any person, firm or company, for any purpose whatsoever and to act as agents for the collection, receipt or payment of money, to give guarantees and indemnities.
17. To sell, lease, exchange, dispose of, grant licences, easements and other rights over or turn to account and in any manner deal with or dispose of, the whole or any part of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
18. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this company 'or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
19. To amalgamate or enter into 'partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry or on engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
20. To acquire, subscribe, take up and hold shares, stocks, debentures, debenture-stock, bonds, fixed deposits, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture-stock, bonds, obligations and securities, issue to or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme municipal, local or otherwise whether at home or abroad.
21. To acquire any shares, stocks, debentures, debenture-stock, bonds, obligations, fixed deposits or securities by original subscription contract, tender, purchase, exchange or otherwise and whether or not fully paid up by underwriting, or participation in syndicates and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
22. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
23. To remunerate any person, persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture-stock or other securities of the Company, or in or about the organisation, formation or promotion of the Company or the conduct of the business.
24. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or

any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences, or concessions which the Company may think fit and desirable to obtain, carry out and exercise therewith.

25. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, licence or other authorisation or enactment of parliament or any legislature or any government, state or municipality, for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated, directly or indirectly to benefit the Company and to oppose any bills, proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
26. To apply for, purchase, or otherwise acquire and protect, prolong and renew in any part of the world any patents, patent rights, brevets d'invention, copyright, trademarks, formulas; designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon and testing or improving any such patents, inventions or rights.
27. To establish, provide, maintain and conductor otherwise subsidise research laboratories and experimental workshops for scientific and technical research development and experiment and to undertake and carry on any scientific or technical research, experiments and tests of all kinds and to promote scientific and technical studies and research investigations and inventions by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage. promote and reward. Studies, researches. investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
28. To make donations to such persons or institutions and in such cases and either in kind or by cash or by any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company; and also to subscribe, contribute. or otherwise assist or guarantee money for charitable, scientific, literary, religious or benevolent, national, public, general or other objects and to establish and support or aid in the establishment and support of associations, funds, trusts and conveniences for the benefit of employees or ex-employees (including directors) of the Company or its predecessors in business or of any person having dealings with the Company or its predecessors in business or the dependents, relatives or connections of such persons and in particular friendly co-operative or other benefit societies and to grant pensions, allowances, gratuities, bonuses and other termination benefits either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident, benefit, pension or superannuation funds of or for such persons.
29. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and any member or members or his or their representatives, or between the Company and third parties, to arbitration in India or in any place outside India, pursuant to Indian or any foreign system of law, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce any award.
30. To pay out of the funds of the Company all expenses which the Company may lawfully pay

with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

31. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including any such preliminary expenses or any part of the costs and expenses of the owners of any business or property acquired by the Company.
32. To adopt such means of making known the business of the company as may seem expedient, and in particular by advertising in the press, radio, television, or other media by circulars, by purchase and exhibition of works of art, by publication of books and periodicals and by granting prizes, rewards and donations.
33. To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of moneys or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company.
34. To take or hold mortgages, liens and charges to secure the payment of the purchase price or any unpaid balance of the purchase price or any part of the company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers, customers and others.
35. To invest and deal with the surplus moneys of the Company including investment in fixed deposits with companies, firms, or any organizations, in such manner as may from time to time be determined",
36. To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Company may think fit, and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien-upon all or all of the property or assets of the Company (both present and future), including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or company or any obligation undertaken by the Company or any other person or company as the case may be and to purchase redeem or payoff any such securities.
37. To create any depreciation fund, reserve fund, insurance fund, equalization of dividend fund or any other special fund whether for depreciation, repair, improving, extending or maintaining any of the properties and/or business of this Company or for any other purpose conducive to the interests of this Company.
38. To subsidise, or contribute to or otherwise assist in or take part in the construction, maintenance, improvement, management, working, control or superintendence of any operations or works or buildings useful or expedient or convenient or adaptable for the purposes of the Company which may be constructed by or may belong to or be worked by or be under the control or superintendence of others.
39. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
40. Subject to the provisions of the Companies Act, 1956, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of

the Company in the event of winding up.

41. To clear, manage, farm, cultivate, irrigate and otherwise work or use any lands over which for the time being the Company has any rights, and to dispose of or otherwise deal with any product of any such lands. and to lay out sites for and establish permanent camps, towns and villages on any such lands.
42. To insure the whole or any part of the property of the Company wither fully or partially, to protect and indemnify the Company from liability or loss in respect thereof either fully or partially.
43. To carry out in any part of the world all or any part of the objects of the Company and do all or any of the above things and either as principal, agent. factor. trustee. contractor or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others.
44. To take part in the management, supervision and control of the business or operations or any company or undertaking and for that purpose to appoint and remunerate .any Directors, Trustees, Accountants or other experts or agents.
45. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all of its states, territories, possessions and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
46. To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect prepare and distribute information and statistics relating to any type of business or industry and to promote or propose such methods; procedures and measures as may be considered desirable or beneficial for all or any of the Company's Objects.
47. To act as agents or managers in carrying or any business concerns and undertakings and to employ experts to investigate and examine into the condition management, prospects. value and circumstances of any business, concerns and undertakings and generally of any assets, property, or rights of any kind.
48. To procure the Company to be registered or recognised in any part of the world; and
49. To negotiate or enter into any agreements or arrangements with any person, firm or corporation incidental or with any government, authority or power for any purpose, and in particular for the grant or transfer to the Company or to any company promoted, formed or registered by the Company or in which the Company may be interested or to any person, firm or corporation of any\ leases, concessions, options, rights, licences, permits or other authorization for or relating to the exploration, development, acquisition or working of any lands.
50. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the businesses of the Company or which it may be advisable to undertake with a view directly or indirectly to developing, rendering valuable, prospecting or turning to account or rendering profitable any property real or personal or rights belonging to the Company in which the Company may be interested and to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of . the powers herein before set forth, either alone or in association with other corporate bodies, firms, or

individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof provided the same be not inconsistent with the laws of the union of India.

[C] *Other Objects of the Company not included in 'A' and 'B' above:**

****IV. The Liability of the members is limited to the amount unpaid on the shares.

*****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.

***** The Company have by passing of special resolution through postal ballot process on January 11, 2024, has deleted the erstwhile Clause III (C) containing the "Other Objects of the Company not included in 'A' and 'B' above"**

****** The Company have by passing of special resolution through postal ballot process on January 11, 2024 has substituted the erstwhile clause IV " The liability of member is limited " with "Liability of the members is limited to the amount unpaid on the shares."**

******* The Company have by passing of special resolution through postal ballot process on January 11, 2024 has substituted the erstwhile clause V with new clause "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."**

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

| Signatures, Names, Addresses, Description and Occupations of Subscribers | Number of Shares taken by each Subscriber | Signature, Name, Address, Description and Occupation of Witness |
|---|---|--|
| <p>sd/- REAR ADMIRAL KIRPAL SINGH S/O SHRI PARTAB SINGH B - 101, POORNIMA APARTMENTS 23, PEDDAR ROAD MUMBAI - 400 026 RETIRED NAVAL OFFICER</p> | <p>50 (Fifty Only) Equity Shares</p> | |
| <p>sd/- SHAVAX A. LAL S/O. ARDESHIR E. LAL 50 - D, WINDCLIFFE PEDDAR ROAD MUMBAI 400 026 COMPANY DIRECTOR</p> | <p>5 (Five Only) Equity Shares</p> | <p>sd/- S. V. HARIBHAKTI CHARTERED ACCOUNTANT 19/21, AMBALAL DOSHI MARG FORT, MUMBAI - 400 023</p> |
| <p>TOTAL</p> | <p>55 (Fifty Five Only) Equity Shares</p> | |

Mumbai, This 1ST Day of May, 1979