

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

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NAVI MUMBAI - 400 614. • TEL. (BOARD) +91-22-4906 3600 • FAX: (BOARD) +91-22-49063601/2
Email : customers@dolphinoffshore.com



REF : CORP/SECT/AM/B4
DATE : MAY 30, 2019

The General Manager
The Corporate Relation Department
Bombay Stock Exchange Limited
PhirozaJeejeebhoy Towers
14th Floor, Dalal Street
Mumbai 400 023
SYMBOL: 522261

The National Stock Exchange India Ltd.
Listing Department
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
DOLPHINOFF

SUB : Annual Secretarial Compliance Report for the Financial Year Ended March 31, 2019

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFDCMDL/27/2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2019 issued by V.R. Associates (Practising Company Secretaries).

Kindly take note of the same.

Thanking you,

Yours faithfully,
For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**

V. SURENDRAN
VP (CORP & LEGAL) AND COMPANY SECRETARY

Encl. : As above.



REGD. OFFICE : 1001, RAHEJA CENTRE, 214 NARIMAN POINT, MUMBAI-400 021,INDIA,
TEL: 91-22-22832226/34/42 • Fax : 91-22-22875403 • Website : www.dolphinoffshore.com
CIN : L11101MH1979PLC021302 © REGISTERED TRADE MARK

V. R. ASSOCIATES

COMPANY SECRETARIES

Secretarial Compliance Report of Dolphin Offshore Enterprises (India) Limited for the year ended 31st March, 2019

We V.R. Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Dolphin Offshore Enterprises (India) Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - (Not applicable to the company during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (Not Applicable to the company during the review period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; - (Not Applicable to the company during the review period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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Goregaon (W), Mumbai 400 104.

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Tel.: 022 2877 4306
Mobile: +91 98214 47548
E-mail: cs.ram25@gmail.com

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-	-	-	-

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ Directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	N.A	N.A	N.A	N.A

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N.A	N.A	N.A	N.A



Since this is the first year of submission of Secretarial Compliance Report, the details / compliance of previous observations are not applicable.

For V.R. Associates

Ramachandra



Company Secretaries

V. Ramachandran

CP 4731

ACS: 7731

Place : Mumbai

Date : 30th May, 2019