



25th May, 2023

To,
Corporate Relations Department
BSE Limited
2nd 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, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.
SYMBOL : DOLPHINOFF

Sub: Outcome of the Board Meeting

Ref: Regulation 30 read with Part A of Schedule III and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulation, 2015).

Dear Sir/ Madam,

With reference to the subject matters, we hereby inform you that Board of Directors of the Company at its meeting held today i.e. 25th May, 2023 has inter-alia transacted and approved the following businesses;

1. **Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended on 31st March, 2023 and to take the note of Report of Statutory Auditor's thereon.**

We are enclosing herewith as follows:

- A. Audited Standalone and Consolidated financial results for the quarter and financial year ended on 31st March, 2023 along with the Statutory Auditor's report thereon with unmodified opinion and;
 - B. Statement on Impact of Audit Qualifications on the audited financial results for the financial year ended 31st March 2023.
2. **Revised and amended "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" formulated in terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015. The Amended code of practices & procedures for fair disclosure of unpublished price sensitive information attached herewith.**
 3. **Appointment of Mr. Kinjal Shah, Practicing Company Secretary (Membership No. 7417) as Secretarial Auditors of the Company for the financial year 2023-24.**

SN	Disclosure Requirement	Details
1.	Reason for Change viz. Appointment, Resignation, Removal, Death or Otherwise	Appointment
2.	Date of Appointment & Term of Appointment	25 th May, 2023 Mr. Kinjal Shah is appointed as Secretarial Auditor of the Company for the financial year 2023-24.
3.	Brief Profile (in case of Appointment)	Mr. Kinjal Shah is a Practicing Company Secretary registered with the Institute of Company Secretaries of India. Mr. Kinjal Shah, having Certificate of



DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

UNIT NO 1003, CHAMBERS, CHAKALA, NEAR W.E.H METRO STATION, ANDHERI KURLA ROAD,
ANDHERI EAST, MUMBAI 400069
Email: info@dolphinoffshore.com



		Practice Number 21716 has rich and varied experience in Corporate Law matters. He is based in Ahmedabad. The core competency of the firm lies under the Companies Act, 2013, SEBI, FEMA, NBFC and other allied Corporate Laws.
4.	Disclosure of relationships between directors (in case of appointment of director)	Not Applicable

4. Authorization of Key Managerial Personnel for the purpose of determining materiality of an event or information as per regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.


Designated Key Managerial Personnel	Contact Information
Mr. Dharen Shantilal Savla Chairman & Director DIN: 00145587	Dolphin Offshore Enterprises (India) Limited Unit No 1003, Chambers, Chakala, Near W.E.H Metro Station, Andheri Kurla Road, Andheri East, Mumbai 400069.
Ms. Rita Shah Managing Director DIN: 06635995	Mobile : +91 6357165755
Mr. Divyesh Umeshkumar Shah Chief Financial Officer	Email id : info@dolphinoffshore.com
Ms. Jaya Lahoti Company Secretary	

The meeting of Board of Directors commenced at 05:30 p.m and concluded at 10:10 p.m.

You are requested to take the same on your records.

Thanking you,

For, Dolphin Offshore Enterprises (India) Limited


Divyesh Umeshkumar Shah
Chief Financial Officer



Encl: a/a



CODE OF PRACTICES & PROCEDURES
FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

(Approved in the Board Meeting dated on 25th May, 2023)



CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION

This Code has been framed in pursuance to the regulation contained in sub regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

2. CODE OF FAIR DISCLOSURE

Dolphin Offshore Enterprises (India) Limited ("DOEIL") has formulated this Code called "DOEIL"s Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

3. DEFINITIONS

"Board of Directors" or "Board" means the Board of Directors of Dolphin Offshore Enterprises (India) Limited, as constituted from time to time.

"Chief Investor Relation Officer" means the any senior officer of the Company designated by the Board of Directors deal with dissemination of information and disclosure of unpublished price sensitive information.

"Compliance Officer" for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorize such other Senior Officer of the Company to discharge the duties of Compliance Officer under the regulations.

"Unpublished Price Sensitive Information" or "UPS I" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- (v) changes in key managerial personnel.



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Words not defined in this Fair Disclosure Code shall have the same meaning ascribed to them in the Regulations framed by the relevant authorities.

4. PRINCIPLES OF DISCLOSURE

The Company will adhere to the following principles so as to ensure fair disclosure of events, occurrence and Unpublished Price Sensitive Information that could impact price of its securities in the market:

- I. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- II. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- III. The Chief Investor Relation Officer of the Company shall deal with dissemination of information and disclosure of unpublished price sensitive information.
- IV. The Company will make prompt dissemination of unpublished price sensitive that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulating authorities.
- VI. The Company will ensure that information, if shared, with analysts and research personnel are not unpublished price sensitive information.
- VII. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- VIII. The Company will handle all unpublished price sensitive information on a need to know basis.



CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

5. SHARING OF UPSI FOR LEGITIMATE PURPOSE

The unpublished price sensitive information shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relation Officer of the Company in this behalf, only in furtherance of legitimate purpose(s), on a need-to-know basis, which shall include the following;

- (i) Sharing such information in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) Where such communication is in furtherance of performance of duty (ies) or for discharge of legal obligation(s) or for any other genuine or reasonable purpose as may be determined by Chief Investor Relation Officer.
- (iii) Sharing of such information for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

6. NOTICE TO RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons;

- (i) To make such person aware that the information shared is or would be UPSI.
- (ii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.
- (iii) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.

7. MAINTENANCE OF DIGITAL DATABASE

The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes which shall contain the following information;



CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (i) Nature of unpublished price sensitive information
- (ii) Name of such recipient of UPSI;
- (iii) Name of the Organization or entity to whom the recipient represents
- (iv) Postal Address and E-mail ID of such recipient
- (v) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such databases shall be maintained with adequate and effective system of internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

8. SILENT PERIOD

The silent period shall commence 15 days prior to the date of Board meeting in which financial results are considered till the time of disclosure of the financial results are made public.

During the silent period the company will completely refrain from the analysts/ investors meets. In case of exigencies or good opportunity if the Investors intend to interact with Company's top executives while avoiding disclosure of UPSI, they can discuss the historical data which is available in public domain and general future prospects of the Company.

9. AMENDMENTS

The Board shall have the power to amend any of the provisions of the Code of Fair Disclosure, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Code of Fair Disclosure.
