

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LIMITED

Regd. Office: 1001, Raheja Centre, 214, Nariman Point, Mumbai - 400 021



Dear Member,

Re: Disclosure under Section 302 of the Companies Act, 1956

Rear Admiral Kirpal Singh, appointed as Whole Time Director designated as Executive Chairman of the Company with effect from October 01, 2008, for the period of 5 years. The said term of five years is getting expired on September 30, 2013.

In this regard, the Board of Directors of the Company at their meeting held on April 29, 2013 on the recommendation of Remuneration Committee, has re-appointed Rear Admiral Kirpal Singh (hereinafter referred to as Mr. Singh) as Whole Time Director designated as Executive Chairman of the Company for further period of three years w.e.f. October 01, 2013 on terms and remuneration mentioned hereunder, subject to the approval of the Shareholders at the ensuing 34th Annual General Meeting.

The Remuneration Committee has approved terms and remuneration of Mr. Singh in its meeting held on April 29, 2013. For the purpose, an agreement has been entered into by the Company with Mr. Singh on April 29, 2013 subject to the approval of the Shareholders at the ensuing 34th Annual General Meeting.

Mr. Singh, Executive Chairman of the Company, is the Chief Promoter of the Company. He joined the Indian Navy in 1943 and received his initial training with the Royal Navy from 1943 to 1946. He saw active service on Russian Convoys and the Okinawa campaign during World War II. He has held many important appointments during his Naval career. He commanded various ships and establishments including the aircraft carrier VIKRANT and the Western Fleet. His other appointments included ADC to Shri C. Rajagopalachari, Deputy Naval Advisor to the Indian High Commissioner in U.K., Director of Personnel at Naval Headquarters and Director General Naval Dockyard Expansion Scheme Bombay. He is a graduate of the Defence Services Staff College, India, Joint Services Staff College, UK and the Royal College of Defence Studies, London. He was awarded the Ati Vashist Seva Medal in 1968 for his contribution to Human Resource Development of the Navy. After retiring from the Navy, he was representative of Balfour Beatty Engineering Ltd., U.K. in India for two years before promoting Dolphin Offshore Enterprises (India) Ltd. He is a Director in Dolphin Offshore Projects Ltd., Kanika Shipping Ltd. and Dolphin Offshore Shipping Ltd.

The abstract of the main terms and conditions of his re-appointment and the Memorandum of concern or interest of the director/s are furnished below.

1.0 TERMS OF APPOINTMENT

- 1.1 Term: 3 years with effect from October 01, 2013.
- 1.2 **Basic Salary:** Rs. 9,00,000/- per month, in the range of Rs. 9,00,000/- to Rs. 15,00,000/-. Annual increment as may be decided by the Remuneration Committee and the Board of Directors.
- 1.3 **Commission:** Such amount of commission (in addition to salary and perquisites hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of directors, which together with the salary and monetary value of perquisites shall not exceed the ceiling, laid down in Section 309 of the Companies Act, 1956.
- 1.4 **Perquisites:**
 - a) **Gas, electricity, water and furnishing:** The expenditure incurred on gas, electricity, water and furnishings shall be reimbursed.
 - b) **Medical Reimbursement:** All medical expenses incurred for him and his family, medical, insurance premium together shall not exceed one month's basic salary.
 - c) **Leave Travel Concession:** for self and family once in a year in accordance with the rules of the Company.
 - d) **Club fees:** Fees of Clubs subject to a maximum of two clubs; this will not include admission and life membership.
 - e) **Contribution to Provident Fund, Superannuation Fund and Annuity Fund** to the extent the same are not taxable under the Income Tax Act.
 - f) **Gratuity** as per the provisions of the Payment of Gratuity Act, or as per the Gratuity Scheme of the Company, whichever is higher.
 - g) **Car & Telephone:** Provision for one car with driver for use on Company's business and Provision for telephone at residence.
 - h) **Leave:** As per the rules of the Company.

2.0 REMUNERATION:

- 2.1 **Overall:** The aggregate of the remuneration and perquisite as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 198, 309, 310 and all other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible at law.
- 2.2 **Minimum:** Where in any financial year, the Company has no profits or its profits are inadequate, appointee shall be entitled to above remuneration as minimum remuneration subject to compliance of Schedule XIII to the said Act and approval of Central Government, if any.

3.0 MEMORANDUM OF CONCERN OR INTEREST OF DIRECTORS

Except Mr. Satpal Singh, Managing Director, Mr. Navpreet Singh, Joint Managing Director and Vice Admiral Harisimran Singh Malhi, Director of the Company, (relatives of Mr. Singh), none of the Directors of the Company is concerned or interested in the re-appointment of the Director.

4.0 INSPECTION

Copy of the Agreement dated April 29, 2013 referred to above is available for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Regd. Office:
1001, Raheja Centre,
214 Nariman Point, Mumbai - 400 021

Date: April 29, 2013

By Order of the Board

V. Surendran
Company Secretary