

DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.

LIC BUILDING, PLOT NO. 54, SECTOR-11, CBD BELAPUR (E), NAVI MUMBAI-400 614.
TEL.: (BOARD) +91-22-66026602 • FAX : (BOARD) +91-22-66026603
E-mail : customers@dolphinoffshore.com



REF : CORP/SECT/B4
DATE : SEPTEMBER 19, 2014

Mr. A. Y. Robert
Relationship Manager
The Corporate Relation Department
Bombay Stock Exchange Limited
Phiroza Jeejeebhoy Towers
14th Floor, Dalal Street
Mumbai 400 023

Scrip Code: 522261

SUB: ATTENDANCE SUMMARY AND REPORTS OF SCRUTINIZERS ON E-VOTING, BALLOT AND POLL AT THE 35TH ANNUAL GENERAL MEETING HELD ON SEPTEMBER 18, 2014

Dear Sirs,

Further, to our letter dated September 18, 2014 captioning subject as "Outcome of the Annual General Meeting held on September 18, 2014". Please find below attendance summary.

Attendance Summary (Clause 35) A.G.M dated 18/09/2014						
Promoter/Public	Total Shareholders as on 08.08.2014	No. of shares held as on 08.08.2014	% to the Capital	No. of Shareholders Attended in the Meeting	No. of Shares	% to the Category
Promoter and Promoter Group	20	9195954	54.83	12	7941358	86.36
Public – Institutional holders	4	346970	2.07	0	0	0.00
Public-Others	8910	7229594	43.10	76	140404	1.94
Total	8934	16772518	100.00	88	8081762	48.18

Further, we would like to inform you that

(1) Pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder the Company has provided e-voting facility to shareholders of the Company. Mr. V. Sundaram of M/s. V. Sundaram & Co. Practising Company Secretaries, appointed as Scrutinizer of for scrutinizing e-voting. The e-voting period commenced on 12th day of September, 2014 (9.00 a.m. IST) and ends on 14th day of September, 2014 (6.00 p.m. IST). Further, Members who do not have access to e-voting facility the Company has sent ballot form for their voting.



REGD. OFFICE : 1001 RAHEJA CENTRE, 214 NARIMAN POINT, MUMBAI-400 021.INDIA.
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CIN : L11101MH1979PLC021302
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(2)The Chairman appointed Ms. Dhara Solanki, of M/s. V. Sundaram & Co., Practising Company Secretaries as Scrutinizer of Poll conducted at the AGM.

In view of the above, please find attached herewith following reports of Scrutinizers i.e. Mr. V. Sundaram and Ms. Dhara Solanki of M/s. V. Sundaram & Co., Practising Company Secretaries.

- (1) Report on passing of Resolutions through e-Voting & Ballot Paper.
- (2) Report on Poll conducted at the 35th Annual General Meeting held on September 18. 2014 (AGM)
- (3) Consolidated summary of the Results of the Voting on the resolutions (including e-Voting, Ballot and Poll) passed at the AGM.

The Resolutions for the Ordinary and Special business as set out in item No. 01 to 12 in the Notice of 35th Annual General Meeting duly approved by the members with requisite majority.

You are requested to take the above on record and oblige.

Thanking you,

Yours faithfully,

For **DOLPHIN OFFSHORE ENTERPRISES (INDIA) LTD.**


V. SURENDRAN
COMPANY SECRETARY

Encl.: As above

V. Sundaram & Co.

COMPANY SECRETARIES

Residential Address :
704, Satyam Tower, 90 Ft. Road,
Thakur Complex, Kandivli (E),
Mumbai - 400 101.
Mobile : 9833159899
e-mail : vsundaramfcs1@hotmail.com

The Chairman,
Chairman,
Dolphin Offshore Enterprises (India) Limited
Mumbai

Sub: Passing of Resolution through e- Voting & Ballot Paper for the Annual General Meeting of Dolphin Offshore Enterprises (India) Limited to be held on Thursday, 18th September, 2014.

1. I, V. Sundaram, Company Secretary in practice, was appointed as a scrutinizer by
 - (i) The Board of Directors of Dolphin Offshore Enterprises (India) Limited (the Company) for the purpose of scrutinizing the e- voting process under the provision of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - (ii) The Company had appointed NSDL as the service provider, for extending the facility of electronic voting to the shareholders of the Company from 12th September, 2014 at 9.00 A.M. till 6.00 P.M on 14th September, 2014. After the date and time fixed for closing of the e- Voting, the site was blocked.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e- voting, ballot and poll on the resolutions contained in the notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e- voting process is restricted to make a Scrutinizer's report of the votes cast "In favour" or "against" the resolutions stated below, based on the report generated from the e- voting system provided by the NSDL, the Authorized agency and also the Registrar and Transfer agents engaged by the Company to provide E- voting facilities.

ITEMS

- 1) To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2014 together with the Reports of the Directors' and the Auditors' thereon.
- 2) Re-appointment of Vice Admiral Harisimran Singh Malhi as Director of the Company who is liable to retire by rotation.
- 3) Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for period of three years and fixing their remuneration.
- 4) Appointment of Mr. J. Jayaraman as an Independent Director of the Company to hold office for a term of five consecutive years.
- 5) Appointment of Mr. Sabyasachi Hajara as an Independent Director of the Company to hold office for a term of five consecutive years.
- 6) Appointment of Mr. Bipin R. Shah as an Independent Director of the Company to hold office for a term of five consecutive years.



- 7) Appointment of Dr. F.C.Kohli as an Independent Director of the Company to hold office for a term of five consecutive years.
 - 8) Revision in Remuneration of Rear Admiral Kirpal Singh, Executive Chairman, Mr. Satpal Singh, Managing Director and Mr. Navpreet Singh, Joint Managing Director of the Company for the financial year 2013-14.
 - 9) Re-appointment of Mr. Satpal Singh as Managing Director and Chief Executive Officer of the company for a term of five years.
 - 10) Re-appointment of Mr. Navpreet Singh as Joint Managing Director and Chief Financial Officer of the company for a term of five years.
 - 11) Acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013.
 - 12) Alteration of Article 127 of Articles of Association of the Company.
3. Scrutinizer report on the e-voting & Ballot paper of the resolutions given in the notice of the AGM of the Company is submitted as under:-

Item no. of Notice	Mode	Votes in favour of the resolution		% of total votes cast	Votes against the resolution			Invalid	
		Numbers			Numbers				
		Persons	Votes		Persons	Votes		Persons	Votes
1	Electronic	34	9202766	100.00	00	00	--	00	00
	Ballot	12	4010		00	00		01	224
	Total	46	9206776		00	00		01	224
2	Electronic	32	9202566	99.99	02	200	--	00	00
	Ballot	12	4010		00	00		01	224
	Total	44	9206576		02	200		01	224
3	Electronic	33	9202666	99.99	01	100	--	00	00
	Ballot	11	4009		01	01		01	224
	Total	44	9206675		02	101		01	224
4	Electronic	34	9202766	99.99	00	00	--	00	00
	Ballot	11	4009		01	01		01	224
	Total	45	9206775		01	01		01	224
5	Electronic	33	9202666	99.99	01	100	--	00	00
	Ballot	11	4009		01	01		01	224
	Total	44	9206675		02	101		01	224
6	Electronic	33	9202666	99.99	01	100	--	00	00
	Ballot	11	4009		01	01		01	224
	Total	44	9206675		02	101		01	224
7	Electronic	34	9202766	100.00	00	00	--	00	00
	Ballot	12	4010		00	00		01	224
	Total	46	9206776		00	00		01	224
*8	Electronic	30	9202475	99.99	03	205	--	00	00
	Ballot	11	3982		01	28		01	224
	Total	41	9206457		04	233		01	224
*9	Electronic	32	9201658	99.99	01	100	--	00	00
	Ballot	12	4010		00	00		01	224



	Total	44	9205668		01	100		01	224
*10	Electronic	32	9202661	99.99	01	100	--	00	00
	Ballot	12	4010		00	00		01	224
	Total	44	9206671		01	100		01	224
11	Electronic	32	9202266	99.99	02	500	--	00	00
	Ballot	12	4010		00	00		01	224
	Total	44	9206276		02	500		01	224
12	Electronic	34	9202766	100.00	00	00	--	00	00
	Ballot	12	4010		00	00		01	224
	Total	46	9206776		00	00		01	224

* One member abstained from voting in items No. 8, 9 and 10

4. All relevant records were sealed and handed over to the Company Secretary/
Authorized person authorized on his behalf by the board for safe keeping.

Thanking you,

For V. Sundaram & CO.

V. Sundaram

**V. Sundaram
Company Secretary
CP No.: 3373**

Place: Mumbai

Dated: 16th September, 2014

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

The Chairman
Dolphin Offshore Enterprises (India) Limited
Mumbai.

Sub: Annual General Meeting of the Equity Shareholders of Dolphin Offshore Enterprises (India) Limited held on Thursday, 18th September, 2014 at Mumbai, Maharashtra.

Dear Sir,

I, Dhara Solanki of V. Sundaram & Co., Practicing Company Secretaries, was appointed by the Chairman of the Meeting as Scrutinizer for the purpose of the poll conducted on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Dolphin Offshore Enterprises (India) Limited, held on Thursday, 18th September, 2014 at Mumbai, of which we submit our report as under:

1. After the closing of the poll as announced, by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective for any reason have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution 1:

To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2014 together with the Reports of the Directors' and the Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast on poll
36	2276	100



(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 2:

Re-appointment of Vice Admiral Harisimran Singh Malhi as Director of the Company who is liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 3:

Re-appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for period of three years and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100



(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 4:

Appointment of Mr. J. Jayaraman as an Independent Director of the Company to hold office for a term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 5:

Appointment of Mr. Sabyasachi Hajara as an Independent Director of the Company to hold office for a term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100



(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 6:

Appointment of Mr. Bipin R. Shah as an Independent Director of the Company to hold office for a term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 7:

Appointment of Dr. F.C.Kohli as an Independent Director of the Company to hold office for a term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100



(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 8:

Revision in Remuneration of Rear Admiral Kirpal Singh, Executive Chairman, Mr. Satpal Singh, Managing Director and Mr. Navpreet Singh, Joint Managing Director of the Company for the financial year 2013-14.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 9:

Re-appointment of Mr. Satpal Singh as Managing Director and Chief Executive Officer of the company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100



(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 10:

Re-appointment of Mr. Navpreet Singh as Joint Managing Director and Chief Financial Officer of the company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 11:

Acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100



(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Resolution 12:

Alteration of Article 127 of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
36	2276	100

(ii) Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	--

(iii) Invalid Votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary who was authorized by the Board for safe keeping.

Thanking you,

Place: Mumbai
Dated: 18th September, 2014

yours faithfully,

For V. Sundaram & CO.

Dhara Solanki

**Dhara Solanki
Company Secretary
CP No. 12475**

V. Sundaram & Co.

COMPANY SECRETARIES

Residential Address :
704, Satyam Tower, 90 Ft. Road,
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Mumbai - 400 101.
Mobile : 9833159899
e-mail : vsundaramfcs1@hotmail.com

The Chairman,
Dolphin Offshore Enterprises (India) Limited
Mumbai

Sub: Summary of the Results of the Voting on the resolution (including e-Voting, Ballot and Poll) passed at the Annual General Meeting held on 18th September, 2014.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
	Numbers		% of total votes cast	Numbers		% of total votes cast	Numbers	
	Persons	Votes		Persons	Votes		Persons	Votes
1	82	9209052	100.00	00	00	--	01	224
2	80	9208852	99.99	02	200	--	01	224
3	80	9208951	99.99	02	101	--	01	224
4	81	9209051	99.99	01	01	--	01	224
5	80	9208951	99.99	02	101	--	01	224
6	80	9208951	99.99	02	101	--	01	224
7	82	9209052	100.00	00	00	--	01	224
*8	77	9208733	99.99	04	233	--	01	224
*9	80	9207944	99.99	01	100	--	01	224
*10	80	9208947	99.99	01	100	--	01	224
11	80	9208552	99.99	02	500	--	01	224
12	82	9209052	100.00	00	00	--	01	224

*One member abstained from voting in item no. 8,9 and 10.

Place: Mumbai
Date: 18th September, 2014

Thanking You,

Yours faithfully,
For V. Sundaram & CO.

Dhara Solanki
Dhara Solanki
Company Secretary
CP No. 12475