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/B34
DATE : JANUARY 06, 2015

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

KIND ATTN.: MR. HARI K.
SYMBOL: DOLPHINOFF
Sub: Results of resolutions passed through Postal Ballot

Sir,
We would like to inform you that following resolutions were approved by the Members through Postal Ballot mechanism with requisite majority.

Sr. No.	Item	Nature of resolution	Result
1.	Limits of borrowings u/s. 180(1)© of the Companies Act, 2013	Special	Passed with requisite Majority
2.	Providing Security u/s. 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company	Special	Passed with requisite Majority
3.	Consent for making of any investment/ giving any loan or guarantee/ providing security u/s. 186 of the Companies Act, 2013	Special	Passed with requisite Majority
4.	Alteration of articles of association of the Company	Special	Passed with requisite Majority

The Company had appointed Mr. V. Sundaram of M/s. V. Sundaram & Co. Practising Company Secretaries as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
The Company had appointed NSDL, to provide e-voting facilities to its members. The last date for e-voting and receipt of the Postal Ballot Forms duly completed from the Members was upto Saturday, January 03, 2015. Please find attached herewith Scrutinizers report.
Kindly 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

SCRUTINIZER'S REPORT

5th January, 2015

Mr. V. Surendran,
Company Secretary
Dolphin Offshore Enterprises (India) Ltd
1001, Raheja Centre, 214,
Nariman Point, Mumbai - 400 021.

Dear Sir,

Sub: Result of Postal Ballot conducted by Dolphin Offshore Enterprises (India) Ltd, (the Company), under Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

1. The Board of Directors of the Company at its meeting held on 20th October, 2014 had appointed me as a Scrutinizer for conducting the Postal Ballot voting process under provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, in respect of Postal Ballot Notice dated 20th October, 2014 for the below mentioned Resolutions:

Sr.No	Resolution proposed to be passed under Section 110 of the Companies Act 2013
I	Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013.
II	Providing security u/s 180 (1)(a) of the Companies Act, 2013 in connection with the Borrowings of the Company
III	Consent for making any investment/Giving any loan or Guarantee/ Providing security.
IV	Alteration of Articles of Association of the Company.

2. The Company had appointed NSDL as the service provider, for extending the facility of electronic voting to the shareholders of the Company from 09.00 A.M. on Friday, 5th December 2014 to 6.00 P.M. on Saturday, 3rd January 2015. After the date and time fixed for closing of the e-Voting, the site was blocked by us.

3. 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 and physical postal ballot on the resolutions contained in the notice to the Postal Ballot of the members of the Company. My responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "In favour" or "against" the resolutions stated above.

4. Based on the report generated from the e-voting system provided by the NSDL, the Authorized Agency engaged by the Company to provide e-voting facilities and the Postal Ballot papers received by the company and after completing my detailed verification of both e-voting and physical forms received, I submit my report as under:

V. SUNDARAM & CO. ★ MUMBAI C.P.NO.3373 FCS.3023 ★ Practicing Company Secretary

- On 4th December, 2014 the Company had completed the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members as on 21st November, 2014.
- Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
- The details of postal ballot forms and those under e-voting were scrutinized by me and the shareholding was matched / confirmed with the Register of Members of the Company.
- All postal ballot forms received up to the close of working hours on 3rd January, 2015 the last date fixed by the Company for receipt of the forms were considered for my scrutiny. The e-voting done through NSDL and details given by them were also verified and considered.

5. A summary of the postal ballot forms including e-voting received is given below:

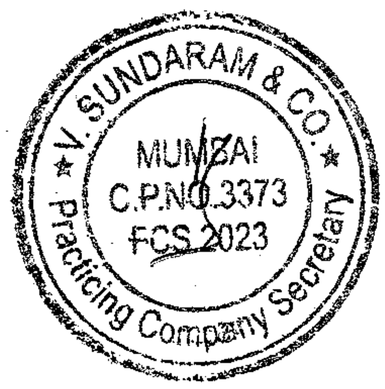
(a) Category-wise

Resolution No I:

Category	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes-in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	9195954	9195954	100.00	9195954	0	100	0
Public-Institutional Holders	354782	0	0.00	0	0	0	0
Public-Others	7221782	40876	0.57	39362	1514	96.30	3.70
Total	16772518	9236830	55.07	9235316	1514	99.98	0.02

Resolution No II:

Category	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes-in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	9195954	9195954	100.00	9195954	0	100.00	0.00
Public-Institutional Holders	354782	0	0.00	0	0	0.00	0.00
Public-Others	7221782	40876	0.57	39354	1522	96.28	3.72
Total	16772518	9236830	55.07	9235308	1522	99.98	0.02



Resolution No III:

Category	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes-in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	9195954	9195954	100.00	9195954	0	100.00	0.00
Public-Institutional Holders	354782	0	0.00	0	0	0.00	0.00
Public-Others	7221782	40876	0.57	39408	1468	96.40	3.60
Total	16772518	9236830	55.07	9235362	1468	99.98	0.02

Resolution No IV:

Category	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No of votes-in favour (4)	No of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of against on votes polled (7)=[(5)/(2)]*100
Promoter/ Promoter Group	9195954	9195954	100.00	9195954	0	100.00	0.00
Public-Institutional Holders	354782	0	0.00	0	0	0.00	0.00
Public-Others	7221782	40676	0.56	39788	888	97.82	2.18
Total	16772518	9236630	55.07	9235742	888	99.99	0.01

(b) General:

Particulars	No. of postal ballot forms including e-Voting	Total No. of shares	% of total shareholdings
Total postal ballot forms mailed / e-mailed	9676	16772518	100
Total No. of Postal Ballot forms including e-voting, received	176	9236830	55.07
Total No. of members who abstained from voting	01	200	--

V. SUNDARAM & CO. ★★ MUMBAI C.P.NO.3373 FCS.2023 Practicing Company Secretary

6. Details of votes in Favour/Against / Invalid and Abstained as per postal ballot forms, including e-voting, received by the Company:

Resolution	Mode	Ballots Received	Total Votes Cast	In favour		Against		Invalid and Abstained	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
I	Electronic	61	9206886	59	9206700	02	186	00	00
	Physical	115	29944	103	28616	06	1328	06	700
	Total	176	9236830	162	9235316	08	1514	06	700
II	Electronic	61	9206886	58	9206692	03	194	00	00
	Physical	115	29944	103	28616	06	1328	06	700
	Total	176	9236830	161	9235308	09	1522	06	700
III	Electronic	61	9206886	58	9206746	03	140	00	00
	Physical	115	29944	103	28616	06	1328	06	700
	Total	176	9236830	161	9235362	09	1468	06	700
IV	Electronic	61	9206886	58	9206524	02	162	01	200
	Physical	115	29944	103	29218	06	726	06	700
	Total	176	9236830	161	9235742	08	888	07	900

7. The Summary of aforesaid postal ballot forms received including e-voting is as under:

Particulars	A			B		
	In favour			Against		
	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled	No. of Postal Ballot Forms	No. of Votes	% of total valid votes polled
Resolution I	162	9235316	99.98	08	1514	0.02
Resolution II	161	9235308	99.98	09	1522	0.02
Resolution III	161	9235362	99.98	09	1468	0.02
Resolution IV	161	9235742	99.99	08	888	0.01

8. Postal ballot forms and other related papers / registers and records were handed over to Mr. V.Surendran, Company Secretary, as authorized by the Board to supervise the postal ballot process.

9. You may accordingly declare the results of the voting by Postal Ballot.

Thanking you,

Date: 5th January, 2015
Place: Mumbai

For V. Sundaram & CO.

V. Sundaram
Company Secretary
CP No.: 3373