

27th August, 2021

To,
Bombay Stock Exchange Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai.
Scrip code: 542013

Bigshare Services Pvt. Ltd
1st floor, Bharat Tin works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East), Mumbai 400059

Sub: Intimation of Annual General Meeting and Book Closure.

Dear Sir,

We would like to inform you that the 26th Annual General Meeting of the Company will be held on Saturday, September 25, 2021 at its registered office at 26 A, Bhai Randhir Singh Nagar, Ludhiana-141012, Punjab at 03:00 P.M.. The Notice of 26th AGM of the Company is enclosed herewith and also available on the website of the Company www.dolphin.co.in.

Further, Pursuant to provisions of Section 91 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 42 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We wish to inform you that Share transfer books and Register of Members of the Company will remain closed from Sunday, 19th September, 2021 to Saturday, 25th September, 2021 (both days inclusive) for the purpose of 26th Annual General Meeting (AGM) held on Saturday, 25th September, 2021 at 03:00 P.M. and for payment of Final Dividend.

The dividend will be paid within One month from the date of the Annual General Meeting subject to the approval of the Shareholders in the ensuing Annual General Meeting to those members whose names will appear in the Register of Members as on Saturday, 18th September, 2021 and Register of Beneficial Owners maintained by the depositories at the close on that date.

Also, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company provides member's facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services provided by NSDL. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 18th September, 2021 may cast their vote electronically. The voting period will begin on Wednesday, 22nd September, 2021 at 09:00 A.M. and end on Friday, 24th September, 2021 at 05:00 P.M.

Scrip Code	542013
Type of Security	Equity Shares
Book Closure (both days inclusive)	19 th September, 2021 to 25 th September, 2021 (Both Days inclusive)
Record Date (Cut off date)	18 th September, 2021
E-Voting (Start Date and Time)	22 nd September, 2021 at 09:00 A.M.
E-Voting (End Date and Time)	24 th September, 2021 at 05:00 P.M.
Purpose	For 26 th Annual General Meeting to be held on 25 th September, 2021 and for the payment of Final Dividend for the year ended 31 st March, 2021.

This is for your information and record.

Thanking You,

Yours faithfully
For **Dolphin Rubbers Limited**


Ankita Sahu
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **M/s DOLFIN RUBBERS LIMITED** will be held on Saturday, 25th day of September, 2021 at 03:00 P.M., at Registered office of the Company at 26 A, Bhai Randhir Singh Nagar, Ludhiana, Punjab to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March 2021 along with the Reports of Directors and Auditors thereon.**
2. **To declare dividend @12 % i.e. Rs. 1.20 per Equity Share of Rs. 10 each for the year ended 31st March, 2021.**
3. **To appoint a Director in place of Mrs. Ratinder Kaur (DIN: 00944751), Whole Time Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment.**
4. **To appoint a Director in place of Mr. Surinder Pal Singh (DIN: 00942870), Joint Managing Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment**

SPECIAL BUSINESS

5. **To re-appoint Mr. Surinder Pal Singh as Joint Managing Director and KMP of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, the approval of shareholders of the Company be and are hereby accorded by way of Special Resolution for re-appointment and payment of remuneration to Mr. Surinder Pal Singh (DIN: 00942870) as Joint Managing Director and KMP of the Company for a term of 5 (five) consecutive years starting from 1st November, 2021 to 31st October, 2026 on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT the office of Managing Director shall be liable to retire by rotation pursuant to Section 152 (6) of the Companies Act, 2013 and Rules made thereunder and any subsequent amendment(s) and/or modification(s) in the Act, Rules and/ or applicable Laws in this regard and Articles of Association of the Company. Mr. Surinder Pal Singh shall be paid remuneration and other perquisites as per terms and conditions as detailed below: -

Basic Salary (Pay Scale): Rs. 137000-3000-140000 p.m.

<u>Salary</u>	Total salary of Rs. 2,50,000 p.m. including perquisites
<u>Perquisites and other benefits</u>	Following Perquisites shall be allowed in addition to salary as per the following details:
	<ol style="list-style-type: none"> 1. House Rent Allowances: Mr. Surinder Pal Singh shall be entitled to House rent Allowance to Rs. 40,000 p.m. as per the rules of the Company. 2. Conveyance Allowances: conveyance Allowances allowed to Rs. 20,000 p.m. in accordance with the rules specified by the Company. 3. Helper: The Company provides the helper (Personal Assistant) benefits to its Director amounted to Rs. 15,000 p.m. as per the rules of the Company. 4. Other Perquisites: In addition to the above benefit company provide the other benefits to its Directors amounted to Rs. 35,000 p.m. as per rules of the Company.
<u>Remuneration in the event of loss of inadequacy profit</u>	In the event of inadequacy or absence of profits in any financial years during his tenure, the Joint Managing Director will be entitled to above remuneration along with the perquisites/ benefits mentioned above by way minimum remuneration.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company, be and are hereby authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with the necessary E-form with the Registrar of Companies, Chandigarh."

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 27th August, 2021
Place: Ludhiana

Ankita Sahu
Company Secretary
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in relation to Special Business is annexed hereto. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment/ re-appointment at the AGM, forms part of this Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself, and a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies in order to be effective must be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the Commencement of the Meeting. The blank Proxy Form is enclosed.
4. The Members/ Proxies/ Authorized Representative attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
5. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 19th September, 2021 to Saturday, 25th September, 2021 (both days inclusive).
6. The attendance of the Members attending the AGM/EGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and SEBI Circulars, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.dolphin.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
8. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 19th September, 2021 to Saturday, 25th September, 2021 (both days inclusive).
10. The Dividend of ₹1.2 per Equity Share of ₹10 each (12%) as recommended by the Board of Directors of the Company, if declared at the AGM, the payment of such dividend, subject to deduction of tax at source, will be paid within a Month from the date of AGM to the Members whose name are borne on the Company's Register of Member as on Saturday 18th September, 2021 or Register of Beneficial Owners maintained by the depositories at the close on that date.
11. In respect of the Shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership to be received from the depositories for this purpose.
12. As you may be aware, in terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend paid or distributed by a Company on or after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of payment of dividend.

The rates of TDS would depend upon the category, residential status and submission of applicable documents in support of TDS, as prescribed under the Income Tax Act, 1961. Further, the Shareholders have an option to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the RTA/Company. The Non-Resident

Shareholders, who wish to take benefit of the lower rates as prescribed under the Double Tax Avoidance Agreement ('DTAA') shall also be required to submit the necessary documents in that behalf. Hence, the shareholders are advised to refer to Income Tax Act, 1961 with regard to applicability of TDS rates and submission of requisite documents. A separate communication in this regard will be mailed to the Shareholders. The Shareholders are also requested to update their PAN with the Depository Participant, if shares are held in demat form and with the RTA/ Company, if shares are held in physical form.

13. The Members are encouraged to avail electronic clearing service (ECS) facility for dividend payment provided by the Company. In this regard we request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, specimen signature, duly attested by the bank. This will facilitate receipt of dividend directly into your bank accounts. In case the cancelled cheque leaf does not bear the Shareholders name, you will have to submit a scanned copy of a covering letter, duly signed by the first Shareholder, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card and address proof, duly self-attested, with the RTA. In case of mismatch of signature, you will have to provide please attach a copy of the bank pass-book statement, duly self-attested. We also request you to register your email address and mobile numbers with the Depository Participants/Company/RTA (M/s Bigshare Services Private Ltd).
14. The Shareholders are requested to notify immediately any change in their address/ change in bank Details or demise of any Member as soon as possible to the Registrar & Transfer Agent, M/s Bigshare Services Private Ltd, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai 400059 Maharashtra. Members who are holding shares in physical form notify to the Company's registered office quoting their Ledger Folio No.
15. Members desirous of seeking any information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary, at the Registered Office at least ten days in advance of the meeting, so that the information, to the extent practicable, can be made available at the meeting.
16. Annual accounts and related documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company.
17. Notice of the 26th Annual General Meeting and the Annual Report for 2020-2021 will also be available on the Company's website www.dolphin.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send their request to the Company's email id: dolfintube@gmail.com
18. SEBI has mandated the submission of Permanent Account Number ("PAN") and Bank Account details by every participant in securities market. Accordingly, Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN and Bank Account detail to the Company/ RTA.
19. The Members holding shares in electronic form may please note that their bank details as furnished by respective depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the depositories and the Company will not entertain any direct request from such member for change / deletion in such bank details. Members may therefore give instructions regarding bank accounts to their respective depository participants only.
20. The Equity Shares of the Company are mandated for the trading in the compulsory Demat mode. The ISIN No. allotted for the Company's Shares is INE666Y01010.
21. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has consented to National Securities Depositories Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, **22nd September, 2021 at 09:00 A.M.** and ends on Friday, **24th September, 2021 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 18th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 27th August, 2021.




How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nSDL.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to g.bhayana1989@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

21. The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity share capital of the Company as on the cut-off date (record date) of Saturday 18th September, 2021.

22. M/s Narang G. & Associates, Company Secretaries has been appointed as the Scrutinizer of the Company to scrutinize the E-voting process in a fair and transparent manner.

23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 27th August, 2021
Place: Ludhiana

Ankita Sahu
Company Secretary
26A, Bhai Randhir Singh Nagar,
Ludhiana-141012

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In accordance with the Section 102 of the Companies Act, 2013, the Explanatory Statement setting out all the material facts concerning each item of Special Business is produced hereunder:

Item No. 5

From incorporation, Mr. Surinder Pal Singh (DIN: 00942870) was appointed as an Executive Director of the Company. Since, the area of operation of Company is increasing, Company needs services of executive directors, however, his remuneration remains the same, i.e., Rs. 2,50,000 p.m. including perquisites.

Mr. Surinder Pal Singh has great experience in the field of manufacturing auto tubes, handling labour and controlling inventory of raw material and finished goods. He has been on board since December, 1996. He will keep check on inventory and will be responsible for labour related activities.

The operations and revenues of the Company will grow in the auspices of Mr. Surinder Pal Singh, His services as Joint Managing Director of the Company is considered essential for the future growth of the Company.

Pursuant to the provisions of Section 197 read with the Schedule V of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, In case of no Profit or inadequate profits as calculated under section 198 of the Act, the Company may pay remuneration to the managerial person in excess of the ceiling limits as specified in the Schedule V subject to the approval of Shareholders by way of Special resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

The particulars of disclosures as required under Schedule V of the Companies Act, 2013 are given hereunder:

I. General Information:		
1.	Nature of Industry	The Company is engaged in the business of manufacturing of Auto Tubes and its allied products.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 12 th October, 1995.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable, as the Company is an existing Company and operating its Auto tube and tyre plant successfully.

4.	Financial performance based on given indicators.	During the year, the Company has achieved a sales turnover of Rs. 824,978,007 as compared to Rs. 767,186,325 for the previous year. The Company has earned a profit after tax of Rs. 28,378,578 as compared to profit of Rs. 25,636,554 for the previous year. Your directors expect better results in future.
5.	Foreign investments or collaborations, if any	The Company has no foreign Equity Investment.
II. Information about the appointee:		
1.	Background details	Mr. Surinder Pal Singh is 59 years by age, with over 29 years of experience. He was appointed as director of the Company since 06 th December, 1996 and was re-appointed as Joint Managing Director of the Company w.e.f. 01 st November, 2016 to provide necessary advice, from time to time, to the Company.
2.	Past Remuneration	In the Financial Year 2020-21, Mr. Surinder Pal Singh (DIN: 00942870) was paid total remuneration including perquisites of Rs. 27,50,000 as a Joint Managing Director. In the Financial Year 2019-20, Mr. Surinder Pal Singh (DIN: 00942870) was paid total remuneration including perquisites of Rs. 25,96,000 as a Joint Managing Director. In the Financial Year 2018-19, Mr. Surinder Pal Singh (DIN: 00942870) was paid total remuneration including perquisites of Rs. 23,76,000 as a Joint Managing Director.
3.	Recognition or awards	He was appointed as director of the Company since 06 th December, 1996 and was re-appointed as Joint Managing Director of the Company, w.e.f. 01 st November, 2016 to provide necessary advice, from time to time, to the Company.
4.	Job profile and suitability	Mr. Surinder Pal Singh has great experience in the field of manufacturing auto tubes, handling labour and controlling inventory of raw material and finished goods. He has been on board since December, 1996. He will keep check on inventory and will be responsible for labour related activities.
5.	Proposed Remuneration	Remuneration proposed is Rs. 2,50,000/- Per Month including perquisites as minimum remuneration even in case of inadequacy of profits.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship of Mr. Surinder Pal Singh with the Company, except, drawing of remuneration as Joint Managing Director of the Company and a shareholder of the Company in terms of the applicable provisions of the Companies Act, 2013.
III. Other information:		
1.	Reasons of loss or inadequate profits	Due to the Covid-19 Pandemic worldwide, it has inadequate profits. However, directors are trying best to increase level of sales and profits of Company in the current year.
2.	Steps taken or proposed to be taken for improvement	The Company has taken steps to focus on value added products and providing more focus on high contributing segments which will lead to higher sale volume and better bottom line. This will enable to optimize operating efficiency and bring down costs.
IV	Disclosures	Shall be disclosed in the Board of Directors' Report in accordance with the requirements of Schedule V of the Companies Act, 2013, if applicable to the Company.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for your approval.

Mr. Surinder Pal Singh and his relatives are concerned and interested in the proposed resolution either financial or otherwise.

None of the other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the proposed resolution.

Since re-appointment of Mr. Surinder Pal Singh as Joint Managing Director require approval of shareholders, hence the proposed resolution.

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 27th August, 2021
 Place: Ludhiana

Ankita Sahu
 Company Secretary
 26A, Bhai Randhir Singh Nagar
 Ludhiana-141012

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 regarding Director seeking re-appointment:

As required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed/ re-appointed are given below:

Name	Mr. Surinder Pal Singh	Ms. Ratinder Kaur
D.O.B.	15/12/1961	09/12/1966
Age:	59 years	54 years
Qualification:	Graduate	B.A.
Expertise:	Mr. Surinder Pal Singh has great experience in the field of manufacturing auto tubes, handling labour and controlling inventory of raw material and finished goods. He has been on board since December, 1996. He will keep check on inventory and will be responsible for labour related activities.	Mrs. Ratinder Kaur has great experience in the field of Customer relationship. She has been on board since incorporation of the company. She will be responsible for keeping good relations with the customers.
Date of Appointment	Originally appointed as a Director w.e.f. December 06, 1996 and re-appointed as a Joint Managing Director w.e.f. November 01, 2016 for a term of 5 years.	Originally appointed as a Director w.e.f. October 12, 1995 and re-appointed as a Whole Time Director w.e.f. November 01, 2016 for a term of 5 years.
No. of Shares Held (as on 31.03.2021)	8,62,000 Shares	7,63,704 Shares
Terms of appointment	Liabile to retire by rotation	Liabile to retire by rotation
No. of Board Meetings attended during the Financial Year 2020-2021	13 out of 13	10 out of 13
List of Public companies other than Dolphin Rubbers Limited in which directorship held	Nil	Nil
Chairman/ Member of the Committees of the Board of Directors of the Public Company	Nil	Nil
Inter-se relationship with other Directors	Father of Mr. Harsimran Singh and Father-in-Law of Ms. Celespreet Kaur.	Spouse of Mr. Kawaljit Singh, Mother of Ms. Celespreet Kaur and Mother-in-Law of Mr. Harsimran Singh