

03rd September, 2020

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 25th Annual General Meeting of the Company will be held on Wednesday, September 30, 2020 through Video Conferencing (VC)/ other Audio Visual Means (OAVM) without the physical presence of Members at a common venue, in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Notice of 25th 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 Tuesday 22nd September, 2020 to Wednesday 30th September, 2020 (both days inclusive) for the purpose of 25th Annual General Meeting (AGM) held on Wednesday, 30th September, 2020 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 Monday, 21st September, 2020 and Register of Beneficial Owners maintained by the depositories at the close on that date.

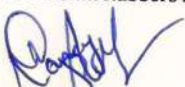
Also pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company provides member's facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services provided by CDSL. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 21st September, 2020 may cast their vote electronically. The voting period will begin on Saturday 26th September, 2020 at 10.00 a.m. and end on Tuesday 29th September, 2020 at 05.00 p.m.

Scrip Code	542013
Type of Security	Equity Shares
Book Closure (both days inclusive)	22 nd September, 2020 to 30 th September, 2020 (Both Days inclusive)
Record Date (Cut off date)	21 st September, 2020
E-Voting (Start Date and Time)	26 th September, 2020 at 10:00 A.M.
E-Voting (End Date and Time)	29 th September, 2020 at 05:00 P.M.
Purpose	For 25 th Annual General Meeting to be held on 30 th September, 2020 and for the payment of Final Dividend for the year ended 31 st March, 2020.

This is for your information and record.

Thanking You,

Yours truly,
For Dolfin Rubbers Limited



Nancy Singla

Company Secretary and Compliance Officer



Registered Office: 26-A, BRS Nagar, Opp Ramesh Eye Hospital, Ludhiana-141012 (Pb.) M: 0161-2456880

E-mail: dolfintube@gmail.com, Website : www.dolphin.co.in Works : Village Gaunspur, Humbran-141102. Distt. LUDHIANA (Pb.)

CIN : L25112PB1995PLC017160, GSTIN : 03AAACD5798B3ZU

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of M/s DOLFIN RUBBERS LIMITED will be held on Wednesday, 30th day of September, 2020 at 03:00 P.M., through Video Conferencing ('VC')/ other Audio Visual Means ('OAVM') facility 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, 2020 along with the Reports of Directors and Auditors thereon.**
2. **Declaration of Dividend**
To declare dividend @10 % i.e. Rs. 1.00 per Equity Share of Rs. 10 each for the year ended 31st March, 2020.
3. **To appoint a Director in place of Mr. Kawaljit Singh (DIN - 00942794), Whole Time 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

4. **To increase remuneration of Mr. Kanwaljit Singh, Managing Director from Rs. 2,20,000 to 2,50,000 w.e.f 01st May, 2020.**

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 Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, approval of Shareholders of the Company be and are hereby accorded by way of Special Resolution to increase the remuneration of Mr. Kanwaljit Singh, Managing Director, (DIN: 00941928), w.e.f. May 01, 2020 for the remaining period of his tenure up to July 31, 2020 as per following details:

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

Salary	Total salary of Rs. 2, 50,000 p.m. including perquisites.
Perquisites and other benefits	following Perquisites shall be allowed in addition to salary as per the following details:
	1. House Rent Allowances: Mr. Kanwaljit 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.
Remuneration in the event of loss inadequacy of Profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the 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 of Punjab, Chandigarh and H.P. at Chandigarh."

5. To increase remuneration of Mr. Surinder Pal Singh, Joint Managing Director from Rs. 2,20,000 p.m to Rs. 2,50,000 p.m w.e.f May 01, 2020.

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 Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, approval of shareholders of the Company be and are hereby accorded by way of Special Resolution to increase the remuneration of Mr. Surinder Pal Singh, Joint Managing Director, (DIN: 00942870), w.e.f. May 01, 2020 for the remaining period of his tenure as per following details:

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

Salary	Total salary of Rs. 2,50,000 p.m. including perquisites
Perquisites and other benefits	Following Perquisites shall be allowed in addition to salary as per the following details:

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.

Remuneration in the event of Loss inadequacy of profits	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.
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"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 of Punjab, Chandigarh and H.P. at Chandigarh."

6. To increase remuneration of Mr. Kawaljit Singh, Whole Time Director from Rs. 426000 to 498000 w.e.f 01st May, 2020.

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 Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, approval of shareholders of the Company be and are hereby accorded by way of Special Resolution to increase the remuneration of Sh. Kawaljit Singh, Whole Time Director, (DIN: 00942794), w.e.f. May 01,2020 for the remaining period of his tenure as per following details:

Salary (Pay Scale): Rs. 2,28,000-20,000-248000 p.m.

Salary	Total salary of Rs. 4,98,000 p.m. including perquisites.
Perquisites and other benefits	<p>Following Perquisites shall be allowed in addition to salary as per the following details:</p> <ol style="list-style-type: none"> 1. House Rent Allowances: Mr. Kawaljit Singh shall be entitled to House rent Allowance to Rs. 65,000 p.m. as per the rules of the Company. 2. Conveyance Allowances: conveyance Allowances allowed to Rs. 45,000 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. 14,000 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. 1,26,000 p.m. as per rules of the Company.
Remuneration in the event of Loss inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Whole Time 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 of Punjab, Chandigarh and H.P. at Chandigarh."

7. To re-appoint Mr. Kawaljit Singh as Chairman and 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. Kawaljit Singh (DIN: 00942794) as Chairman and Managing Director and KMP of the Company for a term of 5 (five) consecutive years starting from 1st November, 2020 to 31st October, 2025 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. Kawaljit Singh Shall be paid remuneration and other perquisites as per terms and conditions as detailed below:-

Basic Salary (Pay Scale): Rs. 2, 28,000-20,000-248000 p.m.

Salary	Total salary of Rs. 4,98,000 p.m. including perquisites.
Perquisites and other benefits	<p>Following Perquisites shall be allowed in addition to salary as per the following details:</p> <ol style="list-style-type: none"> 1. House Rent Allowances: Mr. Kawaljit Singh shall be entitled to House rent Allowance to Rs. 65,000 p.m. as per the rules of the Company. 2. Conveyance Allowances: conveyance Allowances allowed to Rs. 45,000 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. 14,000 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. 1,26,000 p.m. as per rules of the Company.

Remuneration in the event of Loss inadequacy of profits

In the event of inadequacy or absence of profits in any financial years during his tenure, the 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 of Punjab, Chandigarh and H.P. at Chandigarh."

8. **To increase remuneration of Ms. Ratinder Kaur, Whole Time Director from Rs. 1,98,000 p.m to Rs. 2,40,000 p.m w.e.f May 01, 2020.**

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 Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, approval of Shareholders of the Company be and are hereby accorded by way of Special Resolution to increase the remuneration of Ms. Ratinder Kaur, Whole Time director, (DIN: 00944751), w.e.f. May 01, 2020 for the remaining period of his tenure as per following details:

Basic Salary (Pay Scale): Rs. 100,000-25,000-125,000 p.m.

Salary Total salary of Rs. 2,40,000 p.m. including perquisites

Perquisites and other benefits **Following Perquisites shall be allowed in addition to salary as per the following details:**

1. House Rent Allowances: Ms. Ratinder Kaur 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. 17,000 p.m. in accordance with the rules specified by the Company.

3. Helper: The Company provide 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. 43,000 p.m. as per rules of the Company.

Remuneration in the event of loss inadequacy of profits

In the event of inadequacy or absence of profits in any financial years during his tenure, the Whole Time 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 of Punjab, Chandigarh and H.P. at Chandigarh."

9. To re-appoint Ms. Ratinder Kaur as Whole Time Director 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, approval of shareholders of the Company be and are hereby accorded by way of Special Resolution for re-appointment and payment of remuneration to Ms. Ratinder Kaur (DIN: 00944751) as a Whole Time Director of the Company for a term of 5 (five) consecutive years starting from November 01, 2020 to October 31, 2025 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 Whole Time 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. Ms. Ratinder Kaur, Whole Time Director of the Company Shall be paid remuneration and other perquisites w.e.f May 01, 2020 as per terms and conditions as detailed below:-

Basic Salary (Pay Scale): Rs. 100,000-25,000-125,000 p.m.

Salary	Total salary of Rs. 2,40,000 p.m. including perquisites
Perquisites and other benefits	Following Perquisites shall be allowed in addition to salary as per the following details:
	1. House Rent Allowances: Ms. Ratinder Kaur 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. 17,000 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. 43,000 p.m. as per rules of the Company.
Remuneration in the event of loss inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during his tenure, the Whole Time 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 including the Nomination and Remuneration Committee, 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 of Punjab, Chandigarh and H.P. at Chandigarh."

10. To Appoint Mr. Harsimran Singh As Whole Time Director of the Company.

To consider and if thought fit, to pass 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 Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, approval of Shareholders of the Company be and are hereby accorded by way of Special Resolution for appointment and payment of remuneration to Mr. Harsimran Singh (DIN: 08836515) as a Whole Time Director of the Company for a term of 5 (five) consecutive years starting from September 01, 2020 to August 31, 2025 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 appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT the office of Whole Time 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. Harsimran Singh, Whole Time Director of the Company Shall be paid remuneration and other perquisites as per terms and conditions as detailed below:-

Basic Salary (Pay Scale): Rs. 125000 p.m.

Salary	Total salary of Rs. 240,000 p.m. including perquisites
Perquisites and other benefits	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. Harsimran 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. 17,000 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. 43,000 p.m. as per rules of the Company.
Remuneration in the event of loss inadequacy of profits	In the event of inadequacy or absence of profits in any financial years during her tenure, the Whole Time 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 including the Nomination and Remuneration Committee, 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 of Punjab, Chandigarh and H.P. at Chandigarh."

11. To Appoint Mr. Prabhsimran Singh As Whole Time Director of the Company.

To consider and if thought fit, to pass 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 Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee, approval of Shareholders of the Company be and are hereby accorded by way of Special Resolution for appointment and payment of remuneration to Mr. Prabhsimran Singh (DIN: 07371306) as a Whole Time Director of the Company for a term of 5 (five) consecutive years starting from September 01, 2020 to August 31, 2025 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 appointment and/or remuneration as it may deem fit.

RESOLVED FURTHER THAT the office of Whole Time 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. Prabhsimran Singh, Whole Time Director of the Company Shall be paid remuneration and other perquisites as per terms and conditions as detailed below:-

Basic Salary (Pay Scale): Rs. 125000 p.m.

Salary	Total salary of Rs. 2,40,000 p.m. including perquisites
Perquisites and other benefits	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. Prabhsimran 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. 17,000 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. 43,000 p.m. as per rules of the Company.
Remuneration in the event of inadequacy of profits	In the event of inadequacy or absence of profits in any financial years loss during his tenure, the Whole Time 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 including the Nomination and Remuneration Committee, 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 of Punjab, Chandigarh and H.P. at Chandigarh."

12. To Appoint Mr. Yashul Goyal as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act (including any statutory modification (s) or re- enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation made by Nomination and Remuneration Committee and approval of the Board, Mr. Yashul Goyal (DIN:08851633), being appointed as an Additional Director of the Company with effect from September 01, 2020 and hold office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 Years i.e. from September 01, 2020 to August 31, 2025.

RESOLVED FURTHER THAT Mr. Yashul Goyal (DIN: 08851633), Non Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 (6) of the Act and listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five Consecutive Years w.e.f. September 01, 2020.

"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 of Punjab, Chandigarh and H.P. at Chandigarh."

13. To Appoint Ms. Aanchal Gupta as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said Act (including any statutory modification (s) or re- enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation made by Nomination and Remuneration Committee and approval of the Board, Ms. Aanchal Gupta (DIN: 08851607), being appointed as an Additional Director of the Company with effect from September 01, 2020 and hold office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 Years i.e. from September 01, 2020 to August 31, 2025.

RESOLVED FURTHER THAT Ms. Aanchal Gupta (DIN: 08851607), Non Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as prescribed under Section 149 (6) of the Act and listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five Consecutive Years w.e.f. September 01, 2020.

"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 of Punjab, Chandigarh and H.P. at Chandigarh."

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 03rd September, 2020
Place: Ludhiana

Nancy Singla
Company Secretary
26A, 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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and SEBI vide its Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and SEBI Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. 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.dolfin.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 CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 22nd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
9. The Dividend of ₹ 1 per Equity Share of ₹ 10 each (10%) 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 Month from the date of AGM to the Members whose name are borne on the Company's Register of Member as on Monday 21st September, 2020 or Register of Beneficial Owners maintained by the depositories at the close on that date.
10. 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.
11. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes as may be required, at the prescribed rates on the dividend paid to its Shareholders w.e.f. 1st April, 2020. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.
12. 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.
13. The Members, who have not registered their E-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar & Transfer Agent, 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. 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.
16. Notice of the 25th Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website www.dolfin.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

17. 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.
18. 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.
19. 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.

20. 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 CDSL.

The instructions for attending the AGM Through VC/OAVM AND E-VOTING are as under:

- (i) The voting period begins on Saturday September 26, 2020 at 10:00 a.m. and ends on Tuesday September 29, 2020 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday 21st September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN: 200831306 for Dolfin Rubbers Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL E-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; dolfintube@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call on 022-23058542/43.

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 Monday 21st September, 2020.
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 a 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: 01st September, 2020
Place: Ludhiana

Nancy Singla
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. 4

From incorporation, Mr. Kanwaljit Singh (DIN: 00941928) was appointed as a Managing Director of the Company. Since the area of operation of Company is increasing, Company needs services of Executive Directors; therefore, it is proposed to increase the remuneration to Rs. 250,000 p.m. including perquisites.

Mr. Kanwaljit Singh has great experience in the field of manufacturing and handling all government departments. He has been on the Board since December, 1996. He was responsible for the daily operations and takes strategic decisions for the Company. He looked after the whole production process and production related activities as Managing Director of the company.

Mr. Kanwaljit Singh Managing Director of the Company has been resigned from his post of Managing Director w.e.f August 01, 2020 due to his personal reason. The Board places on record its appreciation for the assistance and guidance provided by him during his tenure as Managing Director 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 Plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 767,186,325 as compared to Rs. 700,918,619 for the previous year. The Company has earned a profit after tax of Rs.25,636,554 as compared to profit of Rs. 1,86,69,028 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. Kanwaljit Singh is 59 years by age, with over 33 years of experience. He was appointed as director of the Company since incorporation i.e. 06 th December, 1996 and was re-appointed as Managing Director w.e.f. 01 st November, 2016 to provide necessary advice, from time to time, to the Company.
2.	Past Remuneration (For Last Two Years)	In the Financial Year 2019-20, Mr. Kanwaljit Singh (DIN: 00941928) was paid total remuneration including perquisites of Rs. 25,96,000 as a Managing Director. In the Financial Year 2018-19, Mr. Kanwaljit Singh (DIN: 00941928) was paid total remuneration including perquisites of Rs. 23,76,000 as a Managing Director.
3.	Recognition or awards	He was appointed as director of the Company since i.e. 06 th December, 1996 and was re-appointed as Managing Director w.e.f. 01 st November, 2016 to provide necessary advice, from time to time, to the Company.
4.	Job profile and suitability	Mr. Kanwaljit Singh has great experience in the field of manufacturing and handling all government departments. He has been on the Board since December, 1996. He is responsible for the daily operations and takes strategic decisions for the Company. He looks after the whole production process and production related activities as Managing Director of the company.
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. Kanwaljit Singh with the Company, except, drawing of remuneration as Managing Director 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 recession in the market and also due to competition faced by the Company, 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. 4 of the Notice for your approval.

Mr. Kanwaljit 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 increase in remuneration of Mr. Kanwaljit Singh require approval of shareholders, hence the proposed resolution.

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, therefore, it is proposed to increase the remuneration to 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 Plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 767,186,325 as compared to Rs. 700,918,619 for the previous year. The Company has earned a profit after tax of Rs.25,636,554 as compared to profit of Rs. 1,86,69,028 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 28 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 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 recession in the market and also due to competition faced by the Company, 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 increasing remuneration of Mr. Surinder Pal Singh as Joint Managing Director require approval of shareholders, hence the proposed resolution.

Item No. 6 to 7

Mr. Kawaljit Singh is 55 years by age, with qualification of B.A. LLB has more than 35 years of experience. He has been on board as a director since incorporation October 12, 1995. He is Promoter, Director of the Company and main contributor to the growth and development of the Company. He is actively involved in business strategy, business development and research and development functions in the Company. Mr. Kawaljit Singh has great experience in the field of Customer relationship. He will be responsible for marketing, finance and purchase department of Company.

The present term of Mr. Kawaljit Singh as a Whole Time Director got expired and it would be appropriate to re-appoint him as a Managing Director of the Company for a period of 5 years from November 01, 2020 to October 31, 2025. On the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr. Kawaljit Singh in development and growth of the Company, consent of the Members was sought for the re-appointment of Mr. Kawaljit Singh as Chairman And Managing Director and KMP of the Company for a further period of 5 Years from November 01, 2020 to October 31, 2025, on the terms and conditions as set out in this item of Notice.

Mr. Kawaljit Singh satisfied all the conditions set out in Part- 1 of Schedule V of the Companies Act, 2013 (including any amendment thereto) and also the conditions set out under sub- section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

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.

Disclosure under regulation 36 (3) of the Listing regulations are set out in the Annexure to the Explanatory Statement.

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 Plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 767,186,325 as compared to Rs. 700,918,619 for the previous year. The Company has earned a profit after tax of Rs.25,636,554 as compared to profit of Rs. 1,86,69,028 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. Kawaljit Singh is 55 years by age, with over 35 years of experience. He was appointed as director of the Company effective October 12, 1995 and was re- appointed as Chairman cum Whole Time Director of the Company w.e.f. November 01, 2016 to provide

		necessary advice, from time to time, to the Company. He will be re-appointed as a Managing Director of the Company for a term of 5 Years subject to the approval of Members of the Company in this Annual General Meeting of the Company.
2.	Past Remuneration (For Last Two Years)	In the Financial Year 2019-20, Mr. Kawaljit Singh (DIN: 00942794) was paid total remuneration including perquisites of Rs. 50,20,000 as a Chairman and Whole time Director of the Company. In the Financial Year 2018-19, Mr. Kawaljit Singh (DIN: 00942794) was paid total remuneration including perquisites of Rs. 45,60,000 as a Chairman and Whole time Director of the Company.
3.	Recognition or awards	He was appointed as director of the Company since incorporation i.e. October 12, 1995 and was re-appointed as Whole Time Director w.e.f. 01 st November, 2016 to provide necessary advice, from time to time, to the Company.
4.	Job profile and suitability	Mr. Kawaljit Singh has great experience in the field of Marketing Finance and Purchase. He has been on board since incorporation of the Company. He will be responsible for keeping good relations with the customers.
5.	Proposed Remuneration	Remuneration proposed are Rs. 498000/- p.m. 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. Kawaljit Singh with the Company, except, drawing of remuneration as Whole Time Director and a shareholder of the Company in terms of the applicable provisions of the Companies Act, 2013. He is spouse of Mrs. Ratinder Kaur and Father of Ms. Celespreet Kaur and Father in Law of Mr. Harsimran Singh.
III. Other information:		
1.	Reasons of loss or inadequate profits	Due to recession in the market and also due to competition faced by the Company, 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.6 to 7 of the Notice for your approval.

Mr. Kawaljit 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 appointment of Mr. Kawaljit Singh as a Chairman and Managing Director and KMP at a remuneration of Rs. 498000 p.m. require approval of shareholders, hence the proposed resolution.

Item No. 8 to 9

Ms. Ratinder Kaur is 53 years by age, with qualification of B.A. has more than 25 years of experience. She has been on board as a director since incorporation October 12, 1995. She is Promoter, Director of the Company and

contributor to the growth and development of the Company. She is actively involved in business strategy, business development and research and development functions in the Company. She has great experience in the field of Customer relationship. She will be responsible for keeping good relations with the customers. The reputation of the Company will grow in the auspices of Mrs. Ratinder Kaur. Her services as Whole Time Director are considered essential for the future growth of the Company.

The present term of Ms. Ratinder Kaur as a Whole Time Director got expired and it would be appropriate to re-appoint her as a Whole Time Director of the Company for a period of 5 years from November 01, 2020 to October 31, 2025. On the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Ms. Ratinder Kaur in development and growth of the Company, consent of the Members was sought for the re-appointment of Ms. Ratinder Kaur as a Whole Time Director of the Company for a further period of 5 Years from November 01, 2020 to October 31, 2025, on the terms and conditions as set out in this item of Notice.

Ms. Ratinder Kaur satisfied all the conditions set out in Part- 1 of Schedule V of the Companies Act, 2013 (including any amendment thereto) and also the conditions set out under sub- section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

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.

Disclosure under regulation 36 (3) of the Listing regulations are set out in the Annexure to the Explanatory Statement.

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 Plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 767,186,325 as compared to Rs. 700,918,619 for the previous year. The Company has earned a profit after tax of Rs.25,636,554 as compared to profit of Rs. 1,86,69,028 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	Mrs. Ratinder Kaur is 53 years by age, with over 25 years of experience. She was appointed as director of the Company effective October 12, 1995 and was re-appointed as Whole Time Director of the Company w.e.f. 01 st November, 2016 and will provide necessary advice, from time to time, to the Company. Ms. Ratinder Kaur will be re-appointed as a Whole Time Director

		of the Company for a further term of 5 years from November 01, 2020 to October 31, 2025.
2.	Past Remuneration	In the Financial Year 2019-20, Ms. Ratinder Kaur (DIN: 00944751) was paid total remuneration including perquisites of Rs. 23,40,000 as a Whole Time Director. In the Financial Year 2018-19 Ms. Ratinder Kaur (DIN: 00944751) was paid total remuneration including perquisites of Rs. 2160,000 as a Whole Time Director.
3.	Recognition or awards	She was appointed as director of the Company effective October 12, 1995 and was re-appointed as Whole Time Director of the Company w.e.f. November 01, 2016 and will provide necessary advice, from time to time, to the Company.
4.	Job profile and suitability	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.
5.	Proposed Remuneration	Remuneration proposed is Rs. 2,40,000/- p.m. 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 Mrs. Ratinder Kaur with the Company, except, drawing of remuneration as Whole Time Director and a shareholder of the Company in terms of the applicable provisions of the Companies Act, 2013. Ms. Ratinder Kaur is spouse of Mr. Kawaljit Singh, Mother of Ms. Celespreet Kaur and Mother in Law of Mr. Harsimran Singh.
III. Other information:		
1.	Reasons of loss or inadequate profits	Due to recession in the market and also due to competition faced by the Company, 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. 8 to 9 of the Notice for your approval.

Mrs. Ratinder Kaur and her 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 appointment of Ms. Ratinder Kaur as Whole Time Director at a remuneration of Rs. 240,000 p.m. require approval of shareholders, hence the proposed resolution.

Item No. 10

Mr. Harsimran Singh (DIN: 08836515) is being appointed as a Whole-Time Director of the Company. He has more than 7 years experience in Auto tube industry. The reputation of the Company will grow in the auspices of Mr. Harsimran Singh. His services as Whole Time Director are considered essential for the future growth of the Company.

The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

Mr. Harsimran Singh satisfied all the conditions set out in Part- 1 of Schedule V of the Companies Act, 2013 (including any amendment thereto) and also the conditions set out under sub- section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

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.

Disclosure under regulation 36 (3) of the Listing regulations are set out in the Annexure to the Explanatory Statement.

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 Plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 767,186,325 as compared to Rs. 700,918,619 for the previous year. The Company has earned a profit after tax of Rs.25,636,554 as compared to profit of Rs. 1,86,69,028 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. Harsimran Singh is 30 years by age, with over 7 years of experience. He will be appointed as a Whole Time Director in the Company subject to the approval of Members in this Annual General Meeting for a term of 5 Years from September 01, 2020 to August 31, 2025
2.	Past Remuneration	In the Financial Year 2019-20, Mr. Harsimran Singh was paid total remuneration including perquisites of Rs. 23,40,000 as a Employee of the Company. In the Financial Year 2018-19, Mr. Harsimran Singh was paid total remuneration including perquisites of Rs. 21,60,000 as a Employee of the Company.
3.	Recognition or awards	He will be appointed as a Whole Time Director in the Company subject to approval of Members of the Company in this Annual General Meeting of the Company.
4.	Job profile and suitability	Mr. Harsimran Singh has great experience in the field of Engineering. He is responsible for the research and development activities of the Company.

5.	Proposed Remuneration	Remuneration proposed is Rs. 2,40,000/- p.m. 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. Harsimran Singh with the Company, except, drawing of remuneration as Whole Time Director and a shareholder of the Company in terms of the applicable provisions of the Companies Act, 2013. Mr. Harsimran Singh is Spouse of Ms. Celespreet Kaur, Son of Mr. Surinder Pal Singh and Son in Law of Mr. Kawaljit Singh and Mrs. Ratinder Kaur
III. Other information:		
1.	Reasons of loss or inadequate profits	Due to recession in the market and also due to competition faced by the Company, 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. 10 of the Notice for your approval.

Mr. Harsimran 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 appointment of Mr. Harsimran Singh as Whole Time Director at a remuneration of Rs. 240,000 p.m. require approval of shareholders, hence the proposed resolution.

Item No. 11

Mr. Prabhsimran Singh (DIN: 07371306) is being appointed as a Whole-Time Director of the Company. He has more than 6years experience in Auto tube industry. The reputation of the Company will grow in the auspices of Mr. Prabhsimran Singh. His services as Whole Time Director are considered essential for the future growth of the Company.

The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

Mr. Prabhsimran Singh satisfied all the conditions set out in Part- 1 of Schedule V of the Companies Act, 2013 (including any amendment thereto) and also the conditions set out under sub- section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

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.

Disclosure under regulation 36 (3) of the Listing regulations are set out in the Annexure to the Explanatory Statement.

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 Plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 767,186,325 as compared to Rs. 700,918,619 for the previous year. The Company has earned a profit after tax of Rs.25,636,554 as compared to profit of Rs. 1,86,69,028 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. Prabhsimran Singh is 28 years by age, with over 7 years of experience. He will be appointed as a Whole Time Director in the Company subject to the approval of Members in this Annual General Meeting for a term of 5 Years from September 01, 2020 to August 31, 2025
2.	Past Remuneration	In the Financial Year 2019-20, Mr. Prabhsimran Singh was paid total remuneration including perquisites of Rs. 23,40,000 as a Employee of the Company. In the Financial Year 2018-19, Mr. Prabhsimran Singh was paid total remuneration including perquisites of Rs. 21,60,000 as a Employee of the Company.
3.	Recognition or awards	He will be appointed as a Whole Time Director in the Company subject to approval of Members of the Company in this Annual General Meeting of the Company.
4.	Job profile and suitability	Mr. Prabhsimran Singh has rich experience in the field of Finance. He will be responsible for keeping Accounting records and other Taxation matters.
5.	Proposed Remuneration	Remuneration proposed is Rs. 2,40,000/- p.m. 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. Prabhsimran with the Company, except, drawing of remuneration as Whole Time Director and a shareholder of the Company in terms of the applicable provisions of the Companies Act, 2013. Mr. Prabhsimran Singh is a son of Mr. Kanwaljit Singh.
III. Other information:		
1.	Reasons of loss or inadequate profits	Due to recession in the market and also due to competition faced by the Company, 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. 11 of the Notice for your approval.

Mr. Prabhsimran 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 appointment of Mr. Prabhsimran Singh as Whole Time Director at a remuneration of Rs. 240,000 p.m. require approval of shareholders, hence the proposed resolution.

Item No. 12

It is proposed to appoint Mr. Yashul Goyal (DIN: 08851633), as Independent Director under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years on the Board of the Company from September 01, 2020 to August 31, 2025.

The Company has received declaration from Mr. Yashul Goyal that he meets criteria of independence as prescribed under Section 149 (6) of the Act.

In the opinion of Board, Mr. Yashul Goyal fulfils the conditions for appointment as Independent Director as specified in the Act and is independent of management.

Brief profile of Mr. Yashul Goyal has been attached at the end of this statement.

Copy of the letter of appointment of Mr. Yashul Goyal as Independent Director setting out the terms and conditions of appointment are available for inspection at the registered office of the Company.

The Board of Directors recommends the Ordinary Resolution at item no. 12 for approval of the Members.

Mr. Yashul Goyal, to whom the resolution relates, is interested in the proposed resolution. No other Directors, Key Managerial Personnel or their relatives is concerned or interested either financially or otherwise in the above said resolution set out in Item No. 12, except to the extent of his shareholding, if any.

Item No. 13

It is proposed to appoint Ms. Aanchal Gupta (DIN: 08851607), as Independent Director under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years on the Board of the Company from September 01, 2020 to August 31, 2025.

The Company has received declaration from Ms. Aanchal Gupta that she meets criteria of independence as prescribed under Section 149 (6) of the Act.

In the opinion of Board, Ms. Aanchal Gupta fulfils the conditions for appointment as Independent Director as specified in the Act and is independent of management.

Brief profile of Ms. Aanchal Gupta has been attached at the end of this statement.

Copy of the letter of appointment of Ms. Aanchal Gupta as Independent Director setting out the terms and conditions of appointment are available for inspection at the registered office of the Company.

The Board of Directors recommends the Ordinary Resolution at item no. 13 for approval of the Members.

Ms. Aanchal Gupta, to whom the resolution relates, is interested in the proposed resolution. No other Directors, Key Managerial Personnel or their relatives is concerned or interested either financially or otherwise in the above said resolution set out in Item No. 13, except to the extent of his shareholding, if any.

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 03rd September, 2020
Place: Ludhiana

Nancy Singla
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. Kawaljit Singh	Ms. Ratinder Kaur	Mr. Harsimran Singh	Mr. Prabhsimran Singh
D.O.B.	30/08/1964	09/12/1966	18/08/1990	06/03/1992
Age:	55 years	53 years	30 years	28 years
Qualification:	B.A., LL.B	B.A.	B.A.	BBA
Expertise:	Mr. Kawaljit Singh has great experience in the field of Customer relationship. He has been on board effective October 12, 1995. He has more than 35 years experience in the field of marketing, finance and purchase sector	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.	Industrial and Business Experience of more than 7 years. He will be responsible for Research and Development activities.	Having rich experience in Finance Field. He will be responsible for keeping Accounting records and other Taxation matters.
Date of Appointment	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.	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.	September 01, 2020	September 01, 2020
No. of Shares Held (as on 31.03.2020)	982960	751704	49200	30200
Terms of appointment	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation	Liable to retire by rotation
No. of Board Meetings attended during the Financial Year 2019-2020	9 out of 9	7 out of 9	Nil	Nil
List of Public companies other than Dolphin Rubbers Limited in which directorship held	Nil	Nil	Nil	Nil
Chairman/ Member of the Committees of	A. Dolphin Rubbers Limited 1. Audit Committee-	Nil	Nil	Nil

the Board of Directors of the Public Company	Member 2. Nomination & Remuneration Committee- Member B. Any Other Company - Nil			
Inter-se relationship with other Directors	Spouse of Ms. Ratinder Kaur, Whole Time Director and Father of Ms. Celespreet Kaur, CFO	Spouse of Mr. Kawaljit Singh, Mother of Ms. Celespreet Kaur and Mother in Law of Mr. Harsimran Singh	Spouse of Ms. Celespreet Kaur, Son of Mr. Surinder Pal Singh, and Son in Law of Mr. Kawaljit Singh and Ms. Ratinder Kaur	Son of Mr. Kanwaljit Singh

Name	Mr. Yashul Goyal	Ms. Aanchal Gupta
D.O.B.	01/06/1999	23/08/1989
Age:	21 years	31 Years
Qualification:	BCA	B.A.
Expertise:	Mr. Yashul Goyal has great experience in the field of Marketing.	Ms. Aanchal Gupta has great experience in the field of Accounts and Taxation.
Date of Appointment	September 01, 2020	September 01, 2020
No. of Shares Held (as on 31.03.2020)	Nil	26800
Terms of appointment	Not Liable to retire by rotation	Not Liable to retire by rotation
No. of Board Meetings attended during the Financial Year 2019-2020	Nil	Nil
List of Public companies other than Dolfin 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	Not related to any Director	Not related to any Director