

To,
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai
Scrip code: 542013

September 03, 2022

Sub: - Notice of 27th Annual General Meeting of Dolphin Rubbers Limited

Dear Sir,

In continuation of our letter dated September 01, 2022 intimating the date of the 27th Annual General Meeting (AGM) of the Company and book closure date, please find attached herewith the Notice of 27th AGM along with Explanatory statements.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM of the Company for the financial year 2021-2022 is also being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/ Company's RTA or Depository Participant(s).

The Notice of 27th AGM, Annual Report for FY 2021-2022 will also be made available on the website of the Company.

This is for your information and record.
Thanking You,

Yours Truly
For **Dolphin Rubbers Limited**

Ankita Sahu
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **DOLFIN RUBBERS LIMITED** will be held on Friday, 30th day of September, 2022 at 03:00 P.M., at Registered office of the Company at 26 A, Bhai Randhir Singh Nagar, Ludhiana, Punjab to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March, 2022 along with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kawaljit Singh (DIN: 00942794), Managing Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To appoint Mr. Kanwaljit Singh (DIN: 00941928) 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 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 is hereby accorded by way of Special Resolution for appointment and payment of remuneration to Mr. Kanwaljit Singh (DIN: 00941928) as a Whole Time Director of the Company for a term of 3 (Three) consecutive years starting from October 1, 2022 to September 30, 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. Kanwaljit 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. 1,25,000 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:** 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. 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 in adequacy 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."

4. To re-appoint Mr. Tarundeep Singh (DIN: 08121654) as Non-Executive Independent 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. Tarundeep Singh (DIN: 08121654), who has been an Independent Director of the Company for a term of five years, consent of members be and is hereby accorded by way of special resolution for re-appointment as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 years w.e.f. 30th April, 2023 till 29th April, 2028.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard.”

5. To take note of Listing Date of the Company.

To consider and if thought fit to pass with or without modification(s) the following Resolution as Ordinary Resolution.

“**RESOLVED THAT** pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, consent of Shareholders is accorded by way of ordinary resolution to take note of the correction in SME listing date which was reported as October 12, 2018 as a result of typographical error to shareholders via postal ballot notice dated March 28, 2022. Actual date of listing is October 10, 2018.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel 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.”

**For and on behalf of the Board
Dolphin Rubbers Limited**

Date: September 01, 2022
Place: Ludhiana
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

**Ankita Sahu
Company Secretary & Compliance Officer**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in relation to Special Business is annexed hereto. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment/ re-appointment at the AGM, forms part of this Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself, and a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Proxies in order to be effective must be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the Commencement of the Meeting.
4. The Members/ Proxies/ Authorized Representative attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.



5. The attendance slip and Proxy Form is available at the end of this Annual Report.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
7. The attendance of the Members attending the AGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. 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 <https://dolphin.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., <https://www.evoting.nsdl.com/>
9. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their E-mail Ids by sending written request to our RTA Bigshare Services Pvt. Ltd. at Investor@bigshareonline.com in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form, to enable the Company to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.
10. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
11. Members are hereby informed that, Dividends which remain unclaimed/unpaid for over a period of 7 years, have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 125 of the Companies Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act & Rules thereunder.
12. 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, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Telephone: 022-6263820 Fax: 022-62638299. Members who are holding shares in physical form notify to the Company's registered office quoting their Ledger Folio No.
13. 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.
14. 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.
15. Notice of the 27th Annual General Meeting and the Annual Report for 2021-2022 will also be available on the Company's website www.dolphin.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the shareholders may also send their request to the Company's email id: dolfinatube@gmail.com
16. 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.
17. 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.
18. Mrs. Pooja Damir Miglani, Practicing Company Secretary (Membership No. A25988 and COP: 25003), has been appointed as the Scrutinizer to scrutinize the remote e-voting and ballot voting at ensuing AGM process in a fair and transparent manner.
19. **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. For this purpose, the Company has consented to National Securities Depositories Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

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

The remote e-voting period begins on Tuesday, September 27, 2022 at 09:00 A.M. and ends on Thursday, September 29, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2022.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Ifyou are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected

	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

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

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



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

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

**For and on behalf of the Board
Dolphin Rubbers Limited**

Date: September 01, 2022
Place: Ludhiana
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

**Ankita Sahu
Company Secretary & Compliance Officer**

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. 3

Mr. Kanwaljit Singh has great experience in the field of manufacturing and handling matters related to government departments. He was part of the Company since December, 1996. He was responsible for the daily operations and taking 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 stepped down from the post of Managing Director w.e.f July 31, 2020 due to his personal reasons, but he continued to be part of the Company by leading the tyres and tube plant of the Company ever since. Considering the hard work and efforts put by Mr. Kanwaljit Singh, Board on the recommendation of Nomination and Remuneration Committee has proposed the appointment of Mr. Kanwaljit Singh as the Whole Time Director of the Company for a period of three years with effect from October 1, 2022 to September 30, 2025.

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 Tyres and Tubes.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on October 12, 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 tyre and tube plant successfully.
4.	Financial performance based on given indicators.	During the year, the Company has achieved a sales turnover of Rs. 8350.29 Lakhs as compared to Rs. 8249.78 Lakhs for the previous year. The Company has earned a profit after tax of Rs. 276.81 Lakhs as compared to profit of Rs. 283.79 Lakhs 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 61 years by age, with over 36 years of experience. He was appointed as director of the Company since incorporation i.e. 06th December, 1996 and was re-appointed as Managing Director w.e.f. 01st November, 2016 to provide necessary advice, from time to time, to the Company. Later on he stepped down from the position of MD w.e.f. July 1, 2020.
2.	Past Remuneration	In the Financial Year 2021-22, Mr. Kanwaljit Singh was paid total remuneration including perquisites of Rs. 28,80,000 as a Head of Tyre and Tube Plant. In the Financial Year 2020-21, Mr. Kanwaljit Singh was paid total remuneration including perquisites of Rs. 26,80,000 as a Head of Tyre and Tube Plant. In the Financial Year 2019-20, Mr. Kanwaljit Singh was paid total remuneration including perquisites of Rs. 25,96,000 as Managing Director.
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, and his expertise and vast knowledge will take the Company to new heights.
4.	Job profile and suitability	Mr. Kanwaljit Singh has great experience in the field of manufacturing auto tubes and tyres, handling matters related to government regulations. He will keep check on inventory and will be responsible for labour related activities.
5.	Proposed Remuneration	Remuneration proposed is Rs. 2,40,000/- 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.	Besides the remuneration proposed, there is no pecuniary relationship of Mr. Kanwaljit Singh with the Company. He is father of Mr. Prabhsimran Singh who was a Director of the Company and resigned w.e.f. August 31, 2022. He holds 762000 (as on 31/03/2022) equity shares of the Company in terms of the applicable provisions of the Companies Act, 2013.
III. Other information:		
1.	Reasons of loss or inadequate profits	Due to the Covid-19 Pandemic worldwide, it has inadequate profits. However, directors are trying best to increase level of sales and profits of Company in the



		current year.
2.	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
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. 3 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 appointment of Mr. Kanwaljit Singh as Whole Time Director require approval of shareholders, hence the proposed resolution.

ITEM NO. 4:

It is proposed to re-appoint Mr. Tarundeep Singh (DIN: 08121654), as Independent Director under Section 149 of the Companies Act, 2013 to hold office for a second term 5 (five) consecutive years on the Board of the Company from April 30, 2023 to April 29, 2028.

The Company has received declaration from Mr. Tarundeep Singh that he meets criteria of independence as prescribed under Section 149 (6) of the Act. In the opinion of Board, Mr. Tarundeep Singh fulfils the conditions for appointment as Independent Director as specified in the Act and is independent of management. Brief profile of Mr. Tarundeep Singh has been attached at the end of this statement.

Copy of the letter of appointment of Mr. Tarundeep Singh 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 Special Resolution at Item No. 4 for approval of the Members.

Mr. Tarundeep Singh, 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. 4, except to the extent of his shareholding, if any.

ITEM NO. 5:

The Company Dolphin Rubbers Limited has been listed in the SME Platform of BSE Limited with effect from October 10, 2018. The Company further has been migrated to the Main Board of BSE Limited with effect from July 1, 2022 for which approval of Shareholders was accorded by way of passing resolution through Postal Ballot as on April 28, 2022. Due to typographical error the date of listing of the Company on SME Platform of BSE Limited was reported as October 12, 2018 on the certified true copy of Shareholder resolution passed through Postal Ballot instead of October 10, 2018.

Therefore, the Board recommends the Ordinary Resolution set out in Item No. 5 of this notice for your consideration. The Board of Directors of the Company does hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

**For and on behalf of the Board
Dolphin Rubbers Limited**

Date: September 01, 2022
Place: Ludhiana
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

**Ankita Sahu
Company Secretary & Compliance Officer**



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	Mr. Kanwaljit Singh	Mr. Tarundeep Singh
D.O.B.	30/08/1964	03/09/1961	06/01/1996
Age:	58 years	61 years	26 years
Qualification:	B.A. LLB	Graduate	BBA and Certification in Digital Marketing
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 38 years experience in the field of marketing, finance and purchase sector.	Mr. Kanwaljit Singh has great experience in the field of manufacturing auto tubes and tyres, handling matters related to government regulations.	Mr. Tarundeep Singh has done BBA and has a certification in Digital Marketing. He has considerable experience in the areas of Manufacturing industry, Operations, Marketing and Finances.
Date of Appointment	Originally appointed as a Director w.e.f. October 12, 1995 and appointed as a Managing Director w.e.f November 01, 2020 for a term of 5 years.	Proposed to be appointed as Whole Time Director w.e.f. October 01, 2022.	Originally appointed as a Director w.e.f. April 30, 2018.
No. of Shares Held (as on 31.03.2022)	1150960 Shares	762000 Shares	Nil
Terms of appointment	Liable to retire by rotation	Liable to retire by rotation	Not liable to retire by rotation
List of Public companies other than Dolphin Rubbers Limited in which directorship held	Nil	Nil	Nil
Chairman/ Member of the Committees of the Board of Directors of the Public Company	Nil	Nil	Nil
Inter-se relationship with other Directors	Husband of Mrs. Ratinder Kaur, Father of Mrs. Celespreet Kaur and Father-in-Law of Mr. Harsimran Singh.	Father of Mr. Prabhsimran Singh.	Nil