

To,
The Secretary,
Listing Department BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Maharashtra, India.

Dated: **29th May, 2023**

Scrip Code: 542013

Sub.: Annual Secretarial Compliance Report for Financial Year 2022-23.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 8th February 2019 enclosed please find the Annual Secretarial Compliance Report dated 29th May, 2023 of Dolfin Rubbers Limited for the financial year ended 31st March 2023 issued by Mrs. Pooja Damir Miglani, PDM & Associates, Practicing Company Secretaries, Ludhiana.

This is for your information and records.

Thanking you,

Yours faithfully,

For Dolfin Rubbers Limited

ANKITA Digitally signed
by ANKITA SAHU
SAHU Date: 2023.05.29
23:24:55 +05'30'

Ankita Sahu,

Company Secretary and Compliance Officer

Encl.: As above.

PDM & ASSOCIATES

COMPANY SECRETARY IN PRACTICE

PH: 7888496109; E-MAIL: ipcspdm@gmail.com

ADDRESS: H.No. 83, NEW SANT FATEH SINGH NAGAR,

DUGRI ROAD, LUDHIANA, PUNJAB – 141002

Secretarial Compliance Report of Dolfin Rubbers Limited

For financial year ended 31st March, 2023

We, PDM & Associates, Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by Dolfin Rubbers Limited (“the listed entity”),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity, i.e., www.dolfintyre.com

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**

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(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the listed entity during the Review Period)**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Other regulations as applicable and circulars/ guidelines issued thereunder;

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1	<u>Secretarial Standards:</u> The Compliances of the listed entity are in accordance with the applicable Secretarial Standards(SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2	<u>Adoption and timely Update of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes Yes	
3	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the Website	Yes Yes	

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	<ul style="list-style-type: none">Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4	<u>Disqualification of Directors:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	<u>To examine details related Subsidiaries of listed entities:</u> a) Identification of material Subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	N.A. N.A.	The Company does not have a Subsidiary.
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	No such case was reported during the financial year under report.

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9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days	N.A.	No such case was reported during the financial year under report.

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	<p>from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	N.A.	No such case was reported during the financial year under report.

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	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	N.A.	<p>No such case was reported during the financial year under report.</p>

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/guidelines/ including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Types of Action	Details of Violation	Fine Amount	Observation/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 31	Company Migrated to the Main Board of BSE Limited w.e.f 01 st July, 2023. Hence, main board compliances were to	BSE Limited	Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc	Delay in Filing of the shareholding Pattern of the Company for the June 2022 quarter.	Rs. 33040 (Rs. 28000 plus GST) on 04 th August, 2022	There has been delay submitting Shareholding Pattern for quarter ended June, 2022 as the Company migrated from the SME	The Company has Complied with the Regulation 31 on 04 th August, 2022 and it has remitted the fine on 25 th	The Company has Complied with the Regulation 31 on 04 th August

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			be obtained.						Platform of BSE Limited to Main Board of BSE Limited on 01 st July, 2022. Hence, main board compliance s were to be obtained.	August, 2022	t, 2022.
									However, the same has been submitted on 04 th August, 2022.		

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Compliance Requirement (Regulations / circulars/guidelines/ including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Types of Action	Details of Violation	Fine Amount	Observation/Remarks of the Practicing Company Secretary	Management Response	Remarks	
										Not Applicable	Regulation 24A SEBI (LODR) Regulation, 2015 was not applicable on the Company for Financial year 2021-22 as it was listed under SME Platform of BSE Limited.

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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29/05/2023

Place: Ludhiana

For PDM & Associates
Practicing Company Secretary

Pooja Damir Miglani
Digitally signed by
Pooja Damir Miglani
Date: 2023.05.29
17:15:44 +08'00'

Pooja Damir Miglani
CP No. 25003
M.No. ACS25988
UDIN: A025988E000410207
PR No.: S2021PB834000