BOARD OF DIRECTORS

Mr. Kawaljit Singh	-	Chairman & Managing Director
Mr. Surinder Pal Singh	-	Joint Managing Director
Mr. Kanwaljit Singh	-	Whole-Time Director
Mrs. Ratinder Kaur	-	Whole-Time Director
Ms. Amandeep Kaur	-	Independent Director
Ms. Gurpreet Kaur	-	Independent Director
Mr. Tarundeep Singh	-	Independent Director (Resigned w.ef 23.09.2024)
Mr. Yashul Goyal	-	Independent Director
Ms. Jaspreet Kaur	-	Independent Director (Appointed w.ef 14.08.2024)

CHIEF FINANCIAL OFFICER

Celespreet Kaur

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Dilpreet Kaur

SECRETARIAL AUDITOR

PDM & Associates**,**
Practicing Company Secretaries
H.no 83 New Sant Fateh Singh Nagar, Dugri Road, Ludhiana
Punjab 141002

STATUTORY AUDITOR

Goyal Sanjay & Associates., Chartered Accountants
86/2 1st Floor, College Road, Civil Lines,
Ludhiana- 141001, Punjab.

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd
Office No S6-2, 6th floor
Pinnacle Business Park, Next to Ahura Centre,
Mahakali Caves Road, Andheri (East)
Mumbai - 400093, India**.**
Telephone: 022-62638200
Email: Investor@bigshareonline.com
Website: www.bigshareonline.com

BANKERS

Axis Bank Limited
Ground Floor, SCF 7 & 8, Block F Marg, Sunet, GHS Sunet,
Bhai Randhir Singh Nagar, Ludhiana, Punjab 141001

REGISTERED OFFICE (UNIT I)

26 A, Bhai Randhir Singh Nagar
Ludhiana, Punjab-141012

CORPORATE OFFICE (UNIT II)

Village Gaunspur, Humbran
Ludhiana - 141102

30th ANNUAL GENERAL MEETING

Date: 20th September, 2025 Saturday
Time: 10:30 A.M.

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NOTICE

NOTICE is hereby given that the **30th Annual General Meeting** of the Members of **DOLFIN RUBBERS LIMITED** will be held on Saturday, 20th day of September, 2025 at 10:30 A.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, 2025 along with the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Surinder Pal Singh (DIN: 00942870), 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 Re-appoint M/S PDM & Associates as a Secretarial Auditor of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act 2013 read with rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereto M/s. PDM & Associates, Company Secretaries be and is hereby appointed as the Secretarial Auditors of the Company to conduct Secretarial Audit of the Company and to hold the office from the conclusion of 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between Mr. Kawaljit Singh (DIN: 00942870), Managing Director of the Company and the Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. 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, 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 5 (Five) consecutive years starting from October 1, 2025 to September 30, 2030 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. 1,40,000 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. 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. 25,000 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."

5. 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, 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: 00942870) as Joint Managing Director and KMP of the Company for a term of 5 (five) consecutive years starting from 1st November, 2025 to 31st October, 2030 on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit.

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

Basic Salary (Pay Scale): Rs. 2,48,000p.m.

Salary Total salary of Rs. 4,98,000 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. 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. 126,000 p.m. as per rules of the Company.

Remuneration in the event of loss of inadequacy 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.

"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."

6. To re-appoint Mrs. 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, approval of shareholders of the Company be and are hereby accorded by way of Special Resolution for re-appointment and payment of remuneration to Mrs. Ratinder Kaur (DIN: 00944751) as a Whole Time Director of the Company for a term of 5 (five) consecutive years starting from November 01, 2025 to October 31, 2030 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. Mrs. Ratinder Kaur, Whole Time Director of the Company Shall be paid remuneration and other perquisites w.e.f November 01, 2025 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: 1. House Rent Allowances: Mrs. 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."

7. To ratify the re-appointment and Remuneration of Cost Auditor of the Company.

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

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of INR 28,000.00 (Rupees Twenty Eight Thousand Only) plus out-of-pocket expenses payable to M/s. Anju Pardesi, Cost Accountants (Firm's Registration No. 003448) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2026."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To re-appoint Mr. Yashul Goyal (DIN: 08851633) 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. Yashul Goyal (DIN: 08851633), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 years w.e.f. 1st September, 2025 till 31st August, 2030."

RESOLVED FURTHER THAT Approval of shareholders of the Company be and is hereby accorded to ratify the appointment of Mr. Yashul Goyal (DIN: 08851633) made by Directors in their meeting held on 23rd August 2025 w.e.f. 1st September, 2025 till 31st August, 2030 at a Remuneration decided below."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board
Dolfin Rubbers Limited

Date: 23rd August, 2025
Place: Ludhiana
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

Dilpreet Kaur
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. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

5. 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.

6. The attendance slip and Proxy Form is available at the end of this Annual Report.

7. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 12th September, 2025 to \Saturday, 20th September, 2025 (both days inclusive).

8. 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.

9. 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://www.dolfintyres.com/. 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/

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

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 30th Annual General Meeting and the Annual Report for 2024-2025 will also be available on the Company's website https://www.dolfintyres.com/ 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 or to the Company Secretary of the Company at cs@dolfintyres.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 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.

19. 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.

20. The Results of the resolutions passed at the AGM of the Company will be declared within 2 working days from the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.

21. The Company has also uploaded details of unpaid and unclaimed dividend amounts pertaining to remaining years lying with the Company on the website of the Company, https://www.dolfintyres.com/and also on the website of the Ministry of Corporate Affairs.

22. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode. In compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD _ RTAMB/ P/CIR/202Z/8 dated 25th January 2022, the following requests received by the Company/ Company RTA in physical form will be processed and the shares will be issued in dematerialisation form only:-

i) Issue of duplicate share certificate
ii) Claim from unclaimed suspense account
iii) Renewal/Exchange of securities certificate
iv) Endorsement
v) Sub-division/splitting of securities certificate/ Consolidation of securities certificates/folios
vi) Transmission
vii) Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of Bigshare Services Private Limited, Registrar and Share Transfer Agent (RTA). Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by filling Form ISR-1 and sending the scanned copy of the Form mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz, Aadhaar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2024-25 along with AGM Notice by email to dolfintube@gmail.com. Members holding shares in demat form can update their email address with their Depository Participants and send scan copy of client master to dolfintube@gmail.com.

The Securities and Exchange Board of India ('SEBI') vide its circular no SEBVHO/MIRSD/MIRSD _ RTAMB/ P/CIR/2021/655 dated 3rd November, 2021, circular no. SEBI/HO/MIRSD/MIRSD _ RTAMBiP/CIR/2021/687 dated 14th December, 2021, circular no. SEBVHO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 (now rescinded by Master Circular SEBI/ HO/MIRSD/P00-1/PiCIR/2023/70 dated 17th May, 2023) read with SEBI/HO/MIRSD/POD-1/P/ CIR/2023/1 81 dated 17th November, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder.

SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members only electronically by rescinded the SEBI circular SEBI/HO/MIRSD/MIRSD _RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 by issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 17th May, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/ 181 dated 17th November, 2023, all dividend payments after 31st March, 2024, will be processed only electronically.

In compliance with SEBI Circular, please note that no dividend will be processed in Physical mode and the Company will process the dividend in electronic mode only as per the details provided by you within the stipulated time. Further to note that if the aforesaid details are not received and the dividend remain unpaid/unclaimed upto 7 years, dividend will be transferred to IEPF after 7 years as per the applicable provisions of the Companies Act, 2013.

Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/ 2023/131 dated 31st July. 2023 and SEBVHO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023 and Master Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 (updated as on 11th August, 2023), has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Investors may also refer link https://scores.gov.in/ to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration/review/ resolution of complaints/disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company. An intimation to the shareholders through email had been sent by Company RTA during the year under consideration whose email are registered with them in regard to the Online Dispute Resolution Mechanism (ODR system) as maintained by the Company.

23. Members who hold shares individually in single name and in physical form are advised to initiate the nomination process regarding their shareholding in the Company. To accomplish this, they must submit the duly completed Form No. SH 13 with the Company's Registrar and Transfer Agent (RTA) for shares in physical form, and with their respective depository for shares in electronic form.

24. Nomination Facility

SEBI vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. On or after 1st October, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.dolfintyres.com

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the Company's website, i.e., www.dolfintyres.com from "Investor Relations" section. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

25. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, immediately of:

a) Change in their residential status on return to India for permanent settlement.
b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

26. 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 Wednesday, 17th September, 2025 at 09:00 A.M. and ends on Friday, 19th September, 2025 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. 12th September, 2025, 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 12th September, 2025.

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.	1. 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. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you 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 2. 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. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service

	Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 user 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 : 022 - 4886 7000 and 022 - 2499 7000 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.

27. Note to Shareholders: SEBI Circular – Special Window for Re-lodgement of Transfer Requests of Physical Shares

Pursuant to the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2025/85 dated July 02, 2025, shareholders are hereby informed that SEBI has introduced a Special Window for re-lodgement of transfer requests for physical shares.

In accordance with the circular;
A special window is being provided to shareholders who had submitted transfer requests for physical shares between April 1, 2019 and March 31, 2021, which were returned/rejected due to regulatory restrictions on physical transfers.

Such shareholders may now re-lodge their transfer requests with the concerned listed company or its Registrar and Share Transfer Agent (RTA) between July 7, 2025 and January 6, 2026.

For and on behalf of the Board
Dolfin Rubbers Limited

Date: 23rd August, 2025
Place: Ludhiana
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

Dilpreet Kaur
Company Secretary & Compliance Officer

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

ITEM NO. 3:

In accordance with the Section 204 of the Companies Act, 2013, the Explanatory Statement setting out all the material facts concerning each item of Special Business is produced hereunder:

M/S PDM & Associates, Practicing Company Secretaries Punjab (Membership No 25988) is to be appointed under Section 204 as Secretarial Auditors of the Company in the Financial Year 2025-2026 to hold office from the conclusion of the Annual General Meeting till the conclusion of the Annual General Meeting to be held in the Financial Year 2029-2030.

In view of the same the Company needs to appoint as a Secretarial Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 years i.e from the conclusion of 30th Annual General Meeting until the conclusion of 35th Annual General Meeting of the Company.

The Company has received consent to act as Secretarial Auditors of the Company from PDM & Associates and confirmation to the effect that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of the provisions of the Act, Listing Regulations and other applicable law. Further, PDMA has also confirmed that its aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. The services to be rendered by PDMA as Secretarial Auditors is within the purview of the said provisions read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

As per Regulation 36(5) of SEBI Listing Obligations and Disclosure Requirements, Regulations, 2025.

Fees payable along with terms of appointment and material change in Fees

The proposed remuneration to be paid to PDMA for secretarial audit services for the financial year ending March 31, 2026, is Rs. 48,000/- (Rupees Forty-Eight Thousand Only) plus applicable taxes and out-of-pocket expenses and there is no material change from the outgoing Auditor.

Besides the secretarial audit services, the Company may also obtain certifications from PDMA under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. PDMA shall be paid such remuneration for the subsequent year(s) of its term, as may be mutually agreed between the Board of Directors and PDMA.

M/s PDM & Associates, Mrs. Pooja Damir Miglani, Practicing Company Secretaries, a peer reviewed firm (Membership No. A25988, COP No. 25003), as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Shareholders of the Company.

The Board recommends the appointment of the Secretarial Auditor of the Company for the period of five years and to pass the resolution as set out in Item No. 3 of the Notice as Special resolution.

Basis of recommendation and credentials

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with PDMA. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Brief Profile

M/s PDM & Associates, a leading firm of practicing Company Secretaries (hereinafter referred to as PDMA) She had qualified Company Secretary in July 2010. She has a rich experience of more than 14.5 years in handling Corporate Level ROC Compliance. She was working as a Company Secretary and Compliance Officer of Malwa Cotton Spinning Mills Limited (a

Listed Company) for 5.5 years and as a Company Secretary of Hero Steels Limited for Six Years. She became an Insolvency Professional in January 2022 and has done several Sec-07, Sec 09 and personal Guarantee cases till date.

In view of the above, the Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

ITEM NO. 4

Mr. Kanwaljit Singh has great experience in the field of manufacturing and handling matters related to government departments. He is 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 Director of the company.

The present term of Mr. Kanwaljit Singh as a Whole Time Director will expire and it would be appropriate to re-appoint him as a Whole-Time Director of the Company for a period of 5 years from October 01, 2025 to September 30, 2030, this Re-appointment is subject to the approval of the Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr. Kanwaljit Singh in development and growth of the Company, consent of the Members was sought for the re-appointment of Mr. Kanwaljit Singh as Chairman And Managing Director and KMP of the Company for a further period of 5 Years from October 01, 2025 to September 30, 2030, on the terms and conditions as set out in this item of Notice.

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. 14401.09 Lakhs as compared to Rs. 12640.95 Lakhs for the previous year. The Company has earned a profit after tax of Rs. 512.49 Lakhs as compared to profit of Rs. 474.63 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.	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.
3.	Proposed Remuneration	Remuneration proposed is Rs. 2,40,000/- Per Month including perquisites as minimum remuneration even in case of inadequacy of profits.

4.	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.
III. Other information:		
1.	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.
2	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 Re-appointment of Mr. Kanwaljit Singh as a Whole Time Director require approval of shareholders, hence the proposed resolution.

ITEM NO. 5:

Mr. Kawaljit Singh is 61 years by age, with qualification of M.B.A, B.A, LLB has more than 41 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 Managing Director will expire on 31st October 2025 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, 2025 to October 31, 2030. This Re-appointment is 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, 2025 to October 31, 2030, 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 Tyres and Tubes.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 12th 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 tyre and tube plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 14401.09 Lakhs as compared to Rs. 12640.95 Lakhs for the previous year. The Company has earned a profit after tax of Rs. 512.49 Lakhs as compared to profit of Rs. 474.63 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. Kawaljit Singh is 61 years by age, with over 41 years of experience. He was appointed as director of the Company effective from October 12, 1995. 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 w.e.f. November 01, 2025 to provide necessary advice, from time to time, to the Company.
2.	Recognition or awards	Mr Kawaljit Singh was awarded by the title of "Award of Excellence" by the World Punjabi Organization and "Fastest Growing Indian Company Excellence Award" by IERDA.
3.	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.
4.	Proposed Remuneration	Remuneration proposed are Rs. 498000/- p.m. including perquisites as minimum remuneration even in case of inadequacy of profits.
5.	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 Managing 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.
III. Other information:		
1.	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.
2.	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. 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 Re-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. 6

Ms. Ratinder Kaur is 58 years by age, with qualification of B.A. has more than 30 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 will expire on 31st October 2025 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, 2025 to October 31, 2030.This Re-appointment is 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, 2025 to October 31, 2030, 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 Tyres and Tubes.
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 12th 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 tyre and tube plant successfully.
4.	Financial performance based on given indicators	During the year, the Company has achieved a sales turnover of Rs. 14401.09 Lakhs as compared to Rs. 12640.95 Lakhs for the previous year. The Company has earned a profit after tax of Rs. 512.49 Lakhs as compared to profit of Rs. 474.63 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	Mrs. Ratinder Kaur is 58 years by age, with over 30 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. 01st November, 2025 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, 2025 to October 31, 2030.

2.	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.
3.	Proposed Remuneration	Remuneration proposed is Rs. 2,40,000/- p.m. including perquisites as minimum remuneration even in case of inadequacy of profits.
4.	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.
III. Other information:		
1.	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.
2.	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 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 Re-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. 7:

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration M/s Anju Pardesi, Cost Accountants (Firm's Registration No.: 003448) of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31 March, 2026, at a remuneration of Rs. 28000.00 plus reimbursement of out-of- pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March, 2026.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

ITEM NO. 8:

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, 2025 to August 31, 2030.

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 Special Resolution at item no. 08 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. 8, except to the extent of his shareholding, if any.

For and on behalf of the Board
Dolfin Rubbers Limited

Date: 23rd August, 2025
Place: Ludhiana
26 A, Bhai Randhir Singh Nagar,
Ludhiana-141012

Dilpreet Kaur
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 of the Director	Mrs. Ratinder Kaur	Mr. Kawaljit Singh
DIN	00944751	00942794
Designation	Whole Time Director	Managing Director
D.O.B.	09/12/1966	30/08/1964
Age:	58 years	61 years
Qualification:	B.A.	B.A. LLB, MBA
Expertise:	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.	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 41 years' experience in the field of marketing, finance and purchase sector.
Date of Appointment	Originally appointed as a Director w.e.f. 12th October, 1995 and re-appointed as a Whole time Director w.e.f., 01st November, 2025 for a term of 5 years.	Originally appointed as a Director w.e.f. October 12, 1995 and appointed as a Managing Director w.e.f November 01, 2025 for a term of 5 years.
No. of Shares Held (as on 31.03.2025)	1133795 Shares	1593826 Shares
Terms of appointment	5 Years Whole Time Director (Liable to Rotation by Directors)	5 Years Managing Director (Liable to Rotation by Directors)
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	Member of Corporate Social Responsibility	Chairman of Corporate Social Responsibility and Member of: Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility.
Inter-se relationship with other Directors	Spouse of Mr. Kawaljit Singh, Mother of Mrs. Celespreet Kaur and Mother-in-Law of Mr. Harsimran Singh.	Husband of Mrs. Ratinder Kaur, Father of Mrs. Celespreet Kaur and Father-in-Law of Mr. Harsimran Singh.

Name of Director	Mr. Kanwaljit Singh	Mr. Yashul Goyal
DIN	00941928	08851633
D.O.B.	03/09/1961	01/06/1999
Age:	61 years	26 years
Qualification:	Graduate	BCA
Expertise:	Mr. Kanwaljit Singh has great experience in the field of manufacturing auto tubes and tyres, handling matters related to government regulations.	Mr. Yashul Goyal has great experience in the field of Marketing.
Date of Appointment	Appointed as Whole Time Director w.e.f. October 01, 2022 and now proposed to be re-appointed w.ef 1st October,2025 for 5 years as Whole Time Director.	Appointed as Independent Director w.e.f. September 01, 2020 and now proposed to be re-appointed w.ef 1st September, 2025 for 5 years as an Independent Director.
No. of Shares Held (as on 31.03.2025)	1016000 Shares	Nil
Terms of appointment	5 years Whole Time Director (Liable to retire by rotation)	5 years Non-Executive Independent Director (Not Liable to retire by rotation)
Chairman/ Member	Nil	Member of Nomination & Remuneration

of the Committees of the Board of Directors of the Public Company		Committee and Stakeholders Relationship Committee.
List of Public companies other than Dolfin Rubbers Limited in which directorship held	Nil	Nil
Inter-se relationship with other Directors	Brother in Law of Mr. Kawaljit Singh	Not related to any Director

Name	Mr. Surinder Pal Singh
DIN	00942870
D.O.B.	15/12/1961
Age:	64 years
Qualification:	Graduate
Expertise:	Mr. Surinder Pal Singh has great experience in the field of manufacturing auto tubes, handling labour and controlling inventory of raw material and finished goods. He has been on board since December, 1996. He keeps a check on inventory and is responsible for labour related activities.
Date of Appointment	Originally appointed as a Director w.e.f. 06th December, 1996 and re-appointed as a Joint Managing Director w.e.f., 01st November, 2021 for a term of 5 years.
No. of Shares Held (as on 31.03.2022)	1160000 Shares
Terms of appointment	5 years Joint Managing Director (Liable to retire by rotation)
List of Public companies other than Dolfin Rubbers Limited in which directorship held	Nil
Chairman/ Member of the Committees of the Board of Directors of the Public Company	Nil
Inter-se relationship with other Directors	Father-in-Law of Ms. Celespreet Kaur.

For and on behalf of the Board
Dolfin Rubbers Limited

Kawaljit Singh
Chairman & Managing Director

Date: 23rd August, 2025
Place: Ludhiana