

26th

ANNUAL REPORT

2020-2021



DOLFIN RUBBERS LIMITED

26 -A, BRS Nagar, Ludhiana, Opp. Ramesh Eye Hospital-141012

Email : dolfintube@gmail.com

Tel: 0161-5031030 Website: www.dolphin.co.in

CIN : L25112PB1995PLC017160, GSTIN. : 03AAACD5798B3ZU

| BOARD OF DIRECTORS | | |
|---|---|------------------------------|
| Mr. Kawaljit Singh | - | Chairman & Managing Director |
| Mr. Surinder Pal Singh | - | Joint Managing Director |
| Mrs. Ratinder Kaur | - | Whole-Time Director |
| Mr. Prabhsimran Singh (W.e.f. 1 st September, 2020) | - | Whole-Time Director |
| Mr. Harsimran Singh (W.e.f. 1 st September 2020) | - | Whole-Time Director |
| Mr. Tarundeep Singh | - | Independent Director |
| Ms. Amandeep Kaur | - | Independent Director |
| Ms. Manisha Mittal | - | Independent Director |
| Ms. Aanchal Gupta (W.e.f. 1 st September 2020) | - | Independent Director |
| Mr. Yashul Goyal (W.e.f. 1 st September 2020) | - | Independent Director |

| | |
|---|--|
| CHIEF FINANCIAL OFFICER Celespreet Kaur | COMPANY SECRETARY & COMPLIANCE OFFICER CS Nancy Singla (Resigned w.e.f. 11 th December, 2020) CS Ankita Sahu (Appointed w.e.f 12 th December, 2020) |
| SECRETARIAL AUDITOR Narang Garisha & Associates, Practicing Company Secretaries | STATUTORY AUDITOR Ravi Garg & Co., Chartered Accountants 11, Gian Market, 1 st Floor, G.T. Road, Miller Ganj, Opp. Gurudwara Ramgarhia, Ludhiana- 141003, Punjab. |
| REGISTRAR & TRANSFER AGENT Bigshare Services Pvt. Ltd 1st floor, Bharat Tin works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra | BANKERS HDFC Bank |
| REGISTERED OFFICE (UNIT I) 26 A, Bhai Randhir Singh Nagar Ludhiana, Punjab-141012 | CORPORATE OFFICE (UNIT II) Village Gaunspur, Humbran Ludhiana - 141102 |

26th ANNUAL GENERAL MEETINGDate: 25th September 2021, Saturday

Time: 03:00 P.M.

TABLE OF CONTENTS

| <u>PARTICULARS</u> | <u>PAGE NO.</u> |
|---|------------------------|
| Notice | 3 |
| Directors' Report and Annexure | 13 |
| Management Discussion & Analysis Report | 39 |
| Independent Auditors' Report | 42 |
| Balance Sheet | 49 |
| Profit & Loss Account | 50 |
| Cash Flow Statement | 51 |
| Notes to Financial Statement | 52 |
| Attendance Slip | 73 |
| Proxy Form | 75 |

NOTICE

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

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

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

| | |
|---|---|
| Salary | Total salary of Rs. 2,50,000 p.m. including perquisites |
| Perquisites and other benefits | Following Perquisites shall be allowed in addition to salary as per the following details: |
| | 1. House Rent Allowances: Mr. Surinder Pal Singh shall be entitled to House rent Allowance to Rs. 40,000 p.m. as per the rules of the Company. |
| | 2. Conveyance Allowances: conveyance Allowances allowed to Rs. 20,000 p.m. in accordance with the rules specified by the Company. |
| | 3. Helper: The Company provides the helper (Personal Assistant) benefits to its Director amounted to Rs. 15,000 p.m. as per the rules of the Company. |
| | 4. Other Perquisites: In addition to the above benefit company provide the other benefits to its Directors amounted to Rs. 35,000 p.m. as per rules of the Company. |
| Remuneration in the event of loss of inadequacy profit | In the event of inadequacy or absence of profits in any financial years during his tenure, the Joint Managing Director will be entitled to above remuneration along with the perquisites/ benefits mentioned above by way minimum remuneration. |

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

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 27th August, 2021
Place: Ludhiana

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

NOTES:

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Your User ID details are given below :

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

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

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

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

How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

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

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

General Guidelines for shareholders

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

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

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

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

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

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

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

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 27th August, 2021
Place: Ludhiana

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

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

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

Item No. 5

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

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

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

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

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

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

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

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

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

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

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

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

For and on behalf of the Board
Dolphin Rubbers Limited

Date: 27th August, 2021
 Place: Ludhiana

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

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

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

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

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their 26th Annual Report of the business and operations of the Company along with the Audited Financial Statement of Accounts for the Financial Year Ended 31st March, 2021.

1. FINANCIAL PERFORMANCE

Your Company's financial performance during the year is summarised below:

| Particulars | (Rs. in Lacs) | |
|--|---------------|--------------|
| | Current Yr. | Previous Yr. |
| Turnover | 8249.780 | 7671.863 |
| Other Income | 14.780 | 18.235 |
| Profit/(loss) before Depreciation and Taxation | 485.573 | 419.397 |
| Depreciation | 83.141 | 72.032 |
| Profit/(Loss) before taxation | 402.432 | 347.364 |
| Less: Provision for Taxation | 118.646 | 90.998 |
| Profit/(Loss) after tax | 283.785 | 256.365 |
| Balance carried to Balance Sheet | 283.785 | 256.365 |

2. PERFORMANCE, PROSPECTS AND OUTLOOK

The Company has achieved a sales turnover of Rs. 824,978,007 as compared to Rs. 767,186,325 for the previous year. The Company has earned a profit after tax of Rs. 28,378,578 as compared to profit of Rs. 25,636,554 for the previous year.

The Company has started the production of automotive tyres (both Tubeless and Tube type) from moped Scooter onwards to Giant Vehicles in their existing plant of Automotive tubes with the addition of new machineries.

3. DIVIDEND

After reviewing the financial results, your Directors are pleased and are willing to share Company's profitability with its ultimate owners (i.e. Shareholders) and recommend a dividend of Rs. 1.20 per Equity Shares (12%) for the financial year under review. The total dividend amount for the Financial Year 2020-21 shall be Rs. 9,026,995.2.

The dividend on Equity shares is subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company. The dividend once approved by the Shareholders will be payable to those Members whose name appear in the Register of Members as on the date of Book Closure. The Register of Members and Share Transfer Books of the Company will remain closed from 19/09/2021 to 25/09/2021 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2021.

4. TRANSFERS TO RESERVES

The Board of Directors of the Company has decided to retain the entire amount of profits in the Reserve and Surplus Account and not to transfer any amount to the General Reserve.

5. SHARE CAPITAL

During the year under review, there were no changes in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.

Authorized Share Capital:

The Authorized Share Capital of the Company as at 31st March, 2021 stood at Rs. 80,000,000 divided into 8,000,000 Equity Shares of Rs.10/- each.

Issued, Subscribed and Paid-up Capital:

The Issued, Subscribed and Paid-up Capital of the Company as at 31st March, 2021 stood at Rs. 75,224,960/- divided into 7,522,496 Equity Shares of Rs.10/- each.

During the year under review there was neither any issue of Equity Shares with differential rights as to dividend, voting or otherwise nor grant of any stock options or sweat equity under any scheme.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**Composition of Board:**

As on date of this report, the Composition of Board of Directors is as follows:

| Name of Directors | Designation | Date of Appointment at current designation | Directorship held in other Companies | No. of Committee | |
|--------------------|-------------------------|--|--------------------------------------|-----------------------------|-------------------------------|
| | | | | In which director is member | In which director is chairman |
| Kawaljit Singh | Managing Director | 01/11/2020 | - | 2 | - |
| Surinder Pal Singh | Joint Managing Director | 01/11/2016 | | | |
| Ratinder Kaur | Whole Time Director | 01/11/2020 | - | - | - |
| Prabhsimran Singh | Whole Time Director | 01/09/2020 | | | |
| Harsimran Singh | Whole Time Director | 01/09/2020 | | | |
| Amandeep Kaur | Independent Director | 07/03/2017 | - | - | 3 |
| Manisha Mittal | Independent Director | 20/05/2018 | - | - | - |
| Tarundeep Singh | Independent Director | 13/06/2018 | - | 2 | - |
| Aanchal Gupta | Independent Director | 01/09/2020 | | 3 | |
| Yashul Goyal | Independent Director | 01/09/2020 | | | |

** Mr. Kanwaljit Singh (DIN: 00941928), Managing Director has resigned from his post w.e.f. August 01, 2020.

*Mr. Rahul Gupta (DIN: 07662406), Independent Director has resigned from his post w.e.f September 01, 2020.

¹. Committee includes Audit Committee, Nomination and remuneration Committee and Stakeholder's Relationship Committee.

The composition of Board of Directors complies with the requirements of the Companies Act, 2013("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of Directors of the Board is a member of more than ten Committees or Chairman of more than five committees across all the Public Companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole Time Director or Managing Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company and none of the Director of the Company is holding position of Director in more than Eight Listed Entities and none of the Director is serving as a Independent Director in more than 7 Listed Company. None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Appointment/Reappointment/Resignation of Board of Directors/Key Managerial Personnel**Directors****Resignation:**

During the Financial Year 2020-21 Mr. Kanwaljit Singh (DIN: 00941928) resigned from the post of Managing Director and KMP w.e.f. August 1st, 2020 and Mr. Rahul Gupta (DIN: 07662406) resigned from the post of Independent Director w.e.f. September 1st, 2020.

Appointment:

Based on the recommendation of Nomination and Remuneration Committee, the Board has proposed for appointment/re-appointment of Directors as detailed below:

| Name of Directors | DIN | Designation | Appointment/ Re-appointment | Date and terms of Appointment/ Re-appointment |
|-------------------|-----|-------------|-----------------------------|---|
|-------------------|-----|-------------|-----------------------------|---|

| | | | | |
|------------------------|----------|-------------------------|----------------|--|
| Mr. Surinder Pal Singh | 00942870 | Joint Managing Director | Re-appointment | For a term of 5 Years from November 01, 2021 to October 31, 2026 |
|------------------------|----------|-------------------------|----------------|--|

The Company has received the following documents from him:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164 (2) of the Companies Act, 2013; and

During the F.Y. 2020-21 following appointments/ re-appointment were made:

- Mr. Kawaljit Singh (DIN: 00942794) was re-appointed as the Chairman and Managing Director and KMP of the company for a term of 5 years w.e.f. 1st November, 2020 till 31st October, 2025.
- Ms. Ratinder Kaur (DIN: 00944751) was re-appointed as Whole Time Director of the company for a term of 5 years w.e.f. 1st November, 2020 till 31st October, 2025.
- Mr. Harsimran Singh (DIN: 08836515) was appointed as Whole Time Director of the company for a term of 5 years w.e.f. 1st September, 2020 till 31st August, 2025.
- Mr. Prabhsimran Singh (DIN: 07371306) was appointed as Whole Time Director of the company for a term of 5 years w.e.f. 1st September, 2020 till 31st August, 2025.
- Mr. Yashul Goyal (DIN: 08851633) was appointed as Independent Director of the company for a term of 5 years w.e.f. 1st September, 2020 till 31st August, 2025.
- Ms. Aanchal Gupta (DIN: 08851607) was appointed as Independent Director of the company for a term of 5 years w.e.f. 1st September, 2020 till 31st August, 2025.

Retirement by Rotation:

In accordance with the provisions of the Articles of Associations and Section 152(6) of the Companies Act, 2013, Mr. Surinder Pal Singh (DIN: 00942870), Joint Managing Director (Executive Director) and Mrs. Ratinder Kaur, Whole Time Director (Executive Director) of the Company, retire by rotation at the ensuing annual general meeting. They being eligible have offered their re-appointment on the Board.

During the year 2019-20 Mr. Kawaljit Singh (DIN: 00942794), Whole Time Director would have retired by rotation at the Annual General Meeting, and being eligible, had offered himself for re-appointment and the members had approved his re-appointment.

The relevant details, as required under the Regulation 36 (3) of Listing Regulations and Secretarial Standards, of the person seeking re-appointment as Director are also provided in the Notice convening the 26th Annual General Meeting.

Key Managerial Personnel (KMP's):

In accordance with the section 203 of the Companies Act, 2013, Ms. Celespreet Kaur, CFO, continued to KMP of the company.

Ms. Nancy Singla, Company Secretary and Compliance Officer, resigned from the post w.e.f 11th December, 2020 and Ms. Ankita Sahu joined the Company on 12th December, 2020 as Company Secretary and Compliance Officer of the Company pursuant to provisions of Companies Act, 2013 read with rule and regulations made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Tarundeep Singh, Ms. Manisha Mittal, Ms. Amandeep Kaur, Ms. Aanchal Gupta and Mr. Yashul Goyal are Independent Directors of the Company.

The Board has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under subsection (6) of Section 149 of the Companies Act, 2013 and in the opinion of the Board they fulfill the conditions specified in the Act and the rules made thereunder and are Independent of the management.

They have also complied with the code of Independent Directors prescribed in schedule IV to the Act and a policy for appointment and remuneration of Directors/KMPs/senior management as approved by Board of Directors.

Meeting of independent Director:

Separate meeting of Independent Directors was held on Monday, 15th March, 2021, interalia to discuss:

- To evaluate the performance of Non-Independent Directors, performance of the Board as a whole ,

- Review the performance of the Chairman, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and Individual Directors was also discussed.
- Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

8. MEETINGS OF BOARD

The Board regularly meets to discuss and decide on Company, business policy and strategy apart from conducting other Board related businesses. However, in case of a special and urgent business need, the Board's approval was taken by passing resolutions through circulation, as permitted by law, and these were confirmed at the next Board Meeting.

The notices of Board Meetings are given well in advance to all the Directors. The Agenda is circulated at least a week prior to the date of the meeting.

During the year under review, Board of Directors of the Company met 13 (Thirteen) times on 6th May, 2020, 30th May, 2020, 26th June, 2020, 22nd July, 2020, 01st August, 2020, 11th August, 2020, 01st September, 2020, 03rd September 2020, 02nd November, 2020, 07th November, 2020, 12th December, 2020, 16th December, 2020, 05th March, 2021.

The details of attendance of each director at the Board Meetings are given below:

| Sr. No. | Name of Directors | Category of Director | Number of Board Meetings Eligible to Attend | No. of Board Meetings Attended | Last AGM Attended (30/09/2020) |
|---------|------------------------|--|---|--------------------------------|--------------------------------|
| 1 | Mr. Kawaljit Singh | Promoter, Chairman & Managing Director (Executive Director) | 13 | 13 | Yes |
| 2 | Mr. Kanwaljit Singh | Managing Director (Executive Director) | 4 | 4 | N.A. |
| 3 | Ms. Ratinder Kaur | Promoter, Whole Time Director (Executive Director) | 13 | 10 | Yes |
| 4 | Mr. Surinder Pal Singh | Joint Managing Director (Executive Director) | 13 | 11 | Yes |
| 5 | Mr. Rahul Gupta | Independent Director (Non- Executive Director) | 6 | 2 | N.A. |
| 6 | Ms. Amandeep Kaur | Independent Director (Non- Executive Director) | 13 | 7 | Yes |
| 7 | Ms. Manisha Mittal | Independent Director (Non- Executive Director) | 13 | 9 | Yes |
| 8 | Mr. Tarundeep Singh | Independent Director (Non- Executive Director) | 13 | 7 | Yes |
| 9 | Ms. Aanchal Gupta | Independent Director (Non- Executive Director) | 6 | 5 | Yes |
| 10 | Mr. Yashul Goyal | Independent Director (Non- Executive Director) | 6 | 6 | Yes |

The intervening gap between any two Meetings was within the period prescribed by the Companies Act, 2013. During the year under review, no resolution by way of circulation was passed by the Company.

9. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

1. Audit Committee

The Audit Committee was constituted, accordance with the Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Audit Committee provides reassurance to the Board on the Existence of an effective internal control environment that ensures the efficiency and effectiveness of the operations of the Company and safeguarding of assets and adequacy of the provisions for all liabilities.

The Company has adequately qualified and Independent committee, accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The major tasks performed by the audit committee may be grouped under the following heads:

Statutory Audit, Internal Audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the half yearly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

Audit & other duties

- i. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

During the year under the review, The Audit Committee met 4 (Four) times on 30/04/2020, 29/08/2020, 07/11/2020 and 01/03/2021. The Composition of the Committee and details of meetings attended by its members are given below:

| Name | Designation | No. of Meetings during the Financial year 2020-2021 | |
|---------------------|--|---|----------|
| | | Eligible to Attend | Attended |
| Mr. Rahul Gupta * | Chairperson (Non- Executive Independent Director) | 2 | 2 |
| Mr. Kawaljit Singh | Member (Executive Director) | 4 | 4 |
| Ms. Amandeep Kaur** | Member (Non- Executive Independent Director) | 2 | 2 |
| | Chairperson (Non- Executive Independent Director) | 2 | 2 |
| Ms. Aanchal Gupta | Member | 2 | 2 |

* Resigned w.e.f. 1st September, 2020.

** Appointed as chairperson of Board Committee w.e.f. 02nd November, 2020

All the members of the Audit Committee have the requisite qualifications for appointment on the Committee and possess sound knowledge of accounting practices, taxation, financial and internal controls.

The representative(s) of Internal Auditors and the Statutory Auditors are permanent invitees in the meetings of the Committee and they have attended all the Audit committee meetings held during the year where the financial results are considered. The Company Secretary acts as the Secretary of the Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 30, 2019 for addressing the shareholders queries.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted, accordance with the Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Committee determines overall Company's policy on remuneration package and other terms and conditions of the appointment of Executive Directors and other senior management of the company as well as sitting fees to Non-Executive Directors of the Company. It also

approves payment of remuneration of Managing Director and Whole-Time Directors as decided by the members of the Company and recommends to the Board of Directors for their consideration and approval.

The terms of reference of the Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend of the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The Nomination and Remuneration Committee shall, while formulating such policy ensure that

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

2. Devising a policy on diversity of board of directors;

3. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

4. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Nomination and Remuneration Policy:

The Nomination and Remuneration Policy adopted by the Company lays down a framework in relation to selection, Appointment/reappointment of Directors, Key Managerial Personnel and Senior Management along with their remuneration. It also lays down criteria for determining qualifications, positive attributes, and independence of director and other matters provided under sub section (3) of section 178 of the Companies Act, 2013.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on website of the Company at www.dolphin.co.in and the web link for the same is <https://dolphin.co.in/dolphin/wp-content/uploads/pdf-investor/nomination-and-remuneration-policy-drl.pdf>.

During the year under the review, The Nomination and Remuneration Committee met 3 (Three) times on 06/05/2020, 01/08/2020 and 11/12/2020. The Composition of the Committee and details of meetings attended by its members are given below:

| Name | Designation | No. of Meetings during the Financial Year 2020-2021 | |
|---------------------|--|---|----------|
| | | Eligible to attend | Attended |
| Mr. Rahul Gupta * | Chairperson (Non- Executive Independent Director) | 2 | 1 |
| Mr. Kawaljit Singh | Member (Executive Director) | 3 | 3 |
| Ms. Amandeep Kaur** | Member (Non- Executive Independent Director) | 2 | 2 |
| | Chairperson (Non- Executive Independent Director) | 1 | 1 |
| Mr. Tarundeep Singh | Member (Non- Executive Independent Director) | 3 | 2 |
| Ms. Aanchal Gupta | Member (Non- Executive Independent Director) | 1 | 1 |

* Resigned w.e.f. 1st September, 2020.

** Appointed as chairperson of Board Committee w.e.f. 02nd November, 2020

Performance Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Act.

o The performance of the Board was evaluated by the Board Members, after seeking inputs from all the directors, on the basis of the criteria such as the Board Composition and structure, effectiveness of board processes, information and functioning etc.

o The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of Committees, effectiveness of committee meetings, etc.

o The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

Performance Evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

Remuneration of Directors:

The details of remuneration paid during the Financial Year 2020-2021 to directors of the Company is provided in Form MGT-9, which is part of this report.

3. Stakeholder's Relationship Committee

The Stakeholders Relationship Committee was constituted, accordance with the Section 178 of Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Company looks after the grievances of the Stakeholders and Redressal of Investor's complaints related to transfer of Shares, non-receipt of Balance Sheet etc.

The Committee performs following functions:

- look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and rematerialisation.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of Company's Registrar & Transfer Agent.
- All other matters related to the shares.

During the year under the review, The Stakeholder's Relationship Committee met 4 (Four) times on 15/05/2020, 11/08/2020, 06/11/2020 and 04/03/2021. The Composition of the Committee and details of meetings attended by its members are given below:

| Name | Designation | No. of Meetings during the Financial Year 2020-2021 | |
|---------------------|--|---|----------|
| | | Eligible to attend | Attended |
| Mr. Rahul Gupta* | Chairperson (Non- Executive Independent Director) | 2 | 2 |
| Ms. Amandeep Kaur** | Member (Non- Executive Independent Director) | 2 | 2 |
| | Chairperson (Non- Executive Independent Director) | 2 | 2 |
| Mr. Tarundeep Singh | Member (Non- Executive Independent Director) | 4 | 4 |
| Ms. Aanchal Gupta | Member (Non- Executive Independent Director) | 2 | 2 |

* Resigned w.e.f. 1st September, 2020.

** Appointed as chairperson of Board Committee w.e.f. 02nd November, 2020

During the year under review, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2021.

10. CORPORATE GOVERNANCE

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provide a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

According to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company, being a SME Listed Company of BSE Limited, is exempted from the compliance of corporate governance requirements as provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of section 134 of the Companies Act, 2013 the directors hereby confirm the following:-

1. That in the preparation of annual accounts for the year ended 31.03.2021, the applicable accounting standards had been followed along with proper explanation relating to departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and the profit of the Company for that period.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the annual accounts for the year ended March 31, 2021 on a going concern basis.
5. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
6. That system to ensure compliance with the provisions of all applicable laws was in place and were adequate and operating effectively.

12. AUDITORS***Statutory Auditors and Auditor's Report***

M/s Ravi Garg & Co., Chartered Accountants (Firm Registration No. 016998N), had been appointed as Statutory Auditors of the Company at the 24th Annual General Meeting held on September 30, 2019 to hold office upto the conclusion of 29th Annual General Meeting of the Company.

The Auditor's report on the Annual Accounts of the Company for the year under review is self explanatory and requires no comments. Further, there are no adverse remarks or qualifications in the report that calls for Board's explanation.

During the year under review, there were no frauds reported by auditors under Section 143(12) of Companies Act, 2013.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had re-appointed Narang G. and Associates (CP No.: 16383, ACS: 43779), Practising Company Secretaries for the financial year 2021-22 to undertake the Secretarial Audit of the Company.

M/s Narang G. And Associates, Practising Company Secretaries have carried out the Secretarial Audit for the financial year ended March 31, 2021 and their Secretarial Audit Report in Form No. MR-3 is annexed hereto as Annexure- V form part of this Report.

Internal Auditors

Ms. Simarpreet Kaur has been re-appointed as Internal Auditor in the Board Meeting held on 28th June, 2021 for the year 2021-2022.

Cost Auditor

In terms of Section 148 of the Companies Act, 2013 and rules made there under, Cost Audit is not applicable to the Company.

13. EXPLANATION ON STATUTORY AUDITOR'S REPORT/SECRETARIAL AUDITOR'S REPORT

Neither the Statutory Auditor nor Secretarial Auditor of the Company, in their respective reports has made any qualification, reservation, adverse marks or disclaimers. Accordingly, no explanations thereon are required to be furnished.

14. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo stipulated under section 134(3)(m) of the Companies act, 2013 read with rule 8 of the Companies (Accounts) Rules , 2014, is annexed as Annexure-IV

15. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5, of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The Company has one Managing Directors Mr. Kawaljit Singh and the remuneration paid to him is Rs. 4.98 Lac p.m.

The Remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the Company.

16. REMUNERATION TO DIRECTORS/EMPLOYEES AND RELATED ANALYSIS

During the year under review, no employee of the Company received salary in excess of the limits as prescribed under the Act. Accordingly, no particulars of employees are being given pursuant to Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The details pertaining to the ratio of the remuneration of each director to the median employee's remuneration and other prescribed details as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith and forms part of this report as Annexure - III

17. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013.

However, there were certain related party transactions in terms of regulation 23 of the SEBI (listing obligations and disclosure requirements) regulations, 2015 which were entered into on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

18. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

The Company has no Subsidiary, Joint Ventures or Associates.

19. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, is annexed as Annexure-I which forms an integral part of this Report and is also available on the Company's website viz. www.dolphin.co.in.

20. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

The Company has not given any loan or given guarantee for loans taken by others from banks or financial institutions during the year. However, the detail of investments made by the Company is given in the notes to the Financial Statement.

21. DEPOSITS

The Company has not accepted any deposits during the year and no deposits remained unpaid or unclaimed as at the end of the year under review and there has been no default in the repayments of deposits.

22. CORPORATE SOCIAL RESPONSIBILITY

Though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

23. CHANGE IN NATURE OF BUSINESS

During the year under review, your company has not changed its business or objects and continues to be in the same line of the business as per main object of the Company.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, No Order has been passed by Regulators or Court or Tribunals.

25. HUMAN RESOURCES

The well discipline workforce which has served the Company for three decades lies at the very foundation of the Company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance.

26. RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposures, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance

actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

27. POLICY ON PRESERVATION OF THE DOCUMENTS

The Company has formulated a Policy pursuant to Regulation 9 of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) on Preservation of the Documents to ensure safekeeping of the records and safeguard the Documents from getting manhandled, while at the same in time avoiding superfluous inventory of Documents.

28. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditor of the Company carries out review of the internal systems and procedures. The internal audit reports are reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company’s internal controls over financial reporting was observed.

29. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company’s Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the whistle blowers has been denied access to the Audit Committee of the Board. The whistle Blower Policy of the Company is available on the website of the Company at www.dolphin.co.in.

30. SEXUAL HARASSMENT PREVENTION

The Company has in place a policy for prevention of sexual harassment at the workplace in line with the requirement of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassments. All the employees of the Company (permanent, temporary, contractual and trainees) are covered under this policy.

The Company has zero tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

No complaint was received during the year under review. Half yearly certificates duly signed by the Chairperson of Internal Complaints Committee were taken on record by the Board of Directors.

31. FINANCIAL VIABILITY OF COMPANY

The Company has not defaulted in repayment of dues to financial institutions, banks and not given any guarantee for loans taken by others from banks or financial institutions during the year.

32. LISTING OF EQUITY SHARES

The Equity Shares of the Company are listed on SME Platform of BSE Limited, Mumbai and the listing fees for the year 2021-2022 has been duly paid to Stock Exchange.

33. COMPLIANCES WITH SECRETARIAL STANDARD ON BOARD AND GENERAL MEETINGS

During the year under review, your company has duly complied with the applicable provisions of Secretarial Standards.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 and schedule V of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 a review of the performance of the company, for the year under review, Management Discussion and Analysis Report, is presented under separate section attached as **Annexure-VI** forming part of this Annual Report.

35. GENERAL DISCLOSURES

Your Directors state that the Company has made disclosure in this report for the items prescribed in section 134(3) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transaction took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of Equity Shares with differential rights as to dividend, right issue.
2. Issue of Sweat Equity Shares to Employees of the Company.
3. Issue of Employee Stock Options to Employees of the Company.
4. Purchase of its own shares either directly or indirectly.
5. Annual Report and other compliances on Corporate Social Responsibility.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
7. Information on subsidiary, Associate and joint venture companies.

36. ACKNOWLEDGEMENTS

The Company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central and State Governments, Bankers and others associated with the Company. Your Directors wish to thank the banks, financial institutions, shareholders and business associates for their continued support and cooperation. We look forward to receiving the continued patronage from all quarters in the years to come.

For and on behalf of the Board
Dolphin Rubbers Limited

Place: Ludhiana
Date: 27th August, 2021

Kawaljit Singh
Managing Director
DIN: 00942794
26A, BRS Nagar,
Ludhiana, 141012

Surinder Pal Singh
Joint Managing Director
DIN: 00942870
439R, Model Town,
Ludhiana, 141002

ANNEXURE TO DIRECTORS REPORT

Annexure - I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As at the end of financial year 31.03.2021
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|---|
| 1. | CIN | L25112PB1995PLC017160 |
| 2. | Registration Date | 12/10/1995 |
| 3. | Name of the Company | DOLFIN RUBBERS LIMITED |
| 4. | Category/Sub-category of the Company | Company Limited by Shares/ Indian Non-Government Company |
| 5. | Address of the Registered office & contact details | 26A, Bhai Randhir Singh Nagar, Ludhiana - 141012 |
| 6. | Whether listed company | Yes |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | BIGSHARE SERVICES PRIVATE LIMITED Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road Marol, Andheri – East, Mumbai 400059 Maharashtra Tel: +91 – 22 -62638200, +91 7045454397 Email Id:- jibu@bigshareonline.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|---------|---|---------------------------------|------------------------------------|
| 1 | Manufacture of Rubber tyre and tubes; retreading and rebuilding of rubber tyres | 22111 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

All the business activities contributing 10% or more of the total turnover of the company shall be stated: - NIL

| Sr. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| | NIL | | --- |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**A) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 1 st April, 2020] | | | | No. of Shares held at the end of the year[As on 31 st March-2021] | | | | % Change during the year |
|--------------------------|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter s | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 1734664 | 0 | 1734664 | 23.06 | 1810664 | 0 | 1810664 | 24.07 | 1.01% |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|--|---------|--------|---------|-------|---------|--------|---------|-------|--------|
| f) Any other(Directors relative) | 656560 | 0 | 656560 | 8.73 | 676560 | 0 | 676560 | 8.99 | 0.27% |
| (2) Foreign | | | | | | | | | |
| a) Individual/HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) | 2391224 | 0 | 2391224 | 31.79 | 2487224 | 0 | 2487224 | 33.06 | 1.28% |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FII's | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 244000 | 0 | 244000 | 3.24 | 280000 | 0 | 280000 | 3.72 | 0.48 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NIL |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 473992 | 150080 | 624072 | 8.30 | 453392 | 134280 | 587672 | 7.81 | (0.48) |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 3556600 | 576600 | 4133200 | 54.94 | 3594600 | 397000 | 3991600 | 53.06 | (1.88) |
| c) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Non Resident Indians | 0 | 0 | 0 | 0 | 2000 | 0 | 2000 | 0.03 | 0.03 |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | | |
|--|----------------|---------------|----------------|--------------|----------------|---------------|----------------|--------------|---------------|
| Clearing Members | 112000 | 0 | 112000 | 1.49 | 160000 | 0 | 160000 | 2.13 | 0.64 |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Bodies - D R | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| HUF | 18000 | 0 | 18000 | 0.24 | 14000 | 0 | 14000 | 0.19 | (0.05) |
| Sub-total (B)(2):- | 4404592 | 726680 | 5131272 | 68.21 | 4503992 | 531280 | 5035272 | 66.94 | (1.28) |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 4404592 | 726680 | 5131272 | 68.21 | 4503992 | 531280 | 5035272 | 66.94 | (1.28) |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total(A)+(B)+(C) | 6795816 | 726680 | 7522496 | 100 | 6991216 | 531280 | 7522496 | 100 | 0.00 |

Note: percentage change: amount at the end of year- amount at the starting of the year /7522496*100

B) Shareholding of Promoter

| SN | Shareholder's Name | Shareholding at the beginning of the year [as on 1 st April, 2020] | | | Shareholding at the end of the year [as on 31 st March, 2021] | | | % change in shareholding during the year |
|----|----------------------|--|----------------------------------|--|---|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Ratinder Kaur | 7,51,704 | 9.99 | NIL | 763704 | 10.15 | NIL | 0.16 |
| 2 | Kawaljit Singh | 9,82,960 | 13.07 | NIL | 1046960 | 13.92 | NIL | 0.85 |
| 3 | Kawaljit Singh & HUF | 8,000 | 0.11 | NIL | 8,000 | 0.11 | NIL | 0 |
| 4 | Gurmeet Singh | 70,560 | 0.94 | NIL | 70,560 | 0.94 | NIL | 0 |
| 5 | Gurpreet Singh | 55,000 | 0.73 | NIL | 55,000 | 0.73 | NIL | 0 |
| 6 | Celespreet Kaur | 107,600 | 1.43 | NIL | 127600 | 1.70 | NIL | 0.27 |
| 7 | Jaswant Kaur | 4,15,400 | 5.52 | NIL | 4,15,400 | 5.52 | NIL | 0 |

C) Change in Promoters' Shareholding

| SN | Name of Shareholder | Shareholding at the beginning of the year | | Date | Increase/ decrease in Shareholding | Reason | Cumulative Shareholding during the year | |
|----|---------------------|---|----------------------------------|--|------------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1. | Kawaljit Singh | 982960 | 13.07 | At the beginning of year as on 01.04.2019 | | | 982960 | 13.07 |
| | | | | 03/07/2020 | 2,000 | Buy | 984960 | |
| | | | | 13/11/2020 | 2,000 | Buy | 986960 | |
| | | | | 27/11/2020 | 2,000 | Buy | 988960 | |
| | | | | 25/12/2020 | 2,000 | Buy | 990960 | |
| | | | | 08/01/2021 | 2,000 | Buy | 992960 | |
| | | | | 15/01/2021 | 4000 | Buy | 996960 | |
| | | | | 22/01/2021 | 2000 | Buy | 998960 | |
| | | | | 29/01/2021 | 2000 | Buy | 1000960 | |
| | | | | 05/02/2021 | 4000 | Buy | 1004960 | |
| | | | | 12/02/2021 | 2000 | Buy | 1006960 | |
| | | | | 19/02/2021 | 6000 | Buy | 1012960 | |

| | | | | | | | | |
|----|---------------------------|--------|------|--|-------|-----|---------|-------|
| | | | | 26/02/2021 | 4000 | Buy | 1016960 | |
| | | | | 05/03/2021 | 8000 | Buy | 1024960 | |
| | | | | 12/03/2021 | 6000 | Buy | 1030960 | |
| | | | | 19/03/2021 | 6000 | Buy | 1036960 | |
| | | | | 26/03/2021 | 10000 | Buy | 1046960 | |
| | | | | At the end of the year as on 31.03.2021 | | | 1046960 | 13.92 |
| 2. | Ratinder Kaur | 751704 | 9.99 | At the beginning of year as on 01.04.2020 | | | 751704 | 9.99 |
| | | | | 27/11/2020 | 2000 | Buy | 753704 | |
| | | | | 31/12/2020 | 2000 | Buy | 755704 | |
| | | | | 08/01/2021 | 2000 | Buy | 757704 | |
| | | | | 22/01/2021 | 4000 | Buy | 761704 | |
| | | | | 29/01/2021 | 2000 | Buy | 763704 | |
| | | | | At the end of the year as on 31.03.2021 | | | 763704 | 10.15 |
| 3. | Jaswant Kaur | 415400 | 5.52 | - | - | - | 415400 | 5.52 |
| 4. | Celespreet Kaur | 107600 | 1.43 | At the beginning of year as on 01.04.2020 | | | 107600 | 1.43 |
| | | | | 18/12/2020 | 8000 | Buy | 115600 | |
| | | | | 22/01/2021 | 8000 | Buy | 123600 | |
| | | | | 29/01/2021 | 4000 | Buy | 127600 | |
| | | | | At the end of the year as on 31.03.2021 | | | 127600 | 1.70 |
| 5. | Gurmeet Singh | 70560 | 0.94 | - | - | - | 70560 | 0.94 |
| 6. | Gurpreet Singh | 55000 | 0.73 | - | - | - | 55000 | 0.73 |
| 7. | Kawaljit Singh & Sons HUF | 8000 | 0.11 | - | - | - | 8000 | 0.11 |

D) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| S.No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Date | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year | |
|-------|--|---|----------------------------------|--|------------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | Trupti Divyang Bhansali | 156,000 | 2.07 | | -1,56,000 | Sell | 0 | 0 |
| | | | | At the end of the year as on 31.03.2021 | | | 0 | 0 |
| 2. | Rajwant Kaur | 359200 | 4.78 | - | - | - | 359200 | 4.78 |
| | | | | At the end of the year as on 31.03.2021 | | | 359200 | 4.78 |
| 3. | Jagjit Kaur | 232400 | 3.09 | - | - | - | 232400 | 3.09 |
| | | | | At the end of the year as on 31.03.2021 | | | 232400 | 3.09 |
| 4. | Guiness Securities Limited | 220,000 | 2.92 | - | -2,20,000 | Sell | 0 | 0 |
| | | | | At the end of the year as on 31.03.2021 | | | 0 | 0 |
| 5. | National Stock Exchange Of India Limited Account Guinness Securities Limited | 0 | 0 | - | 2,20,000 | Buy | 2,20,000 | 2.92 |
| | | | | At the end of the year as on 31.03.2021 | | | 2,20,000 | 2.92 |
| 6. | Harnam Kaur | 156,600 | 2.08 | - | - | - | 156,600 | 2.08 |
| | | | | At the end of the year as on 31.03.2021 | | | 156,600 | 2.08 |
| 7. | Kanwaljit Singh | 762000 | 10.13 | - | - | - | 762000 | 10.13 |
| | | | | At the end of the year as on 31.03.2021 | | | 762000 | 10.13 |
| 8. | Lokesh Bansal | 112000 | 1.49 | - | - | - | 112000 | 1.49 |
| | | | | At the end of the year as on 31.03.2021 | | | 112000 | 1.49 |
| 9. | S K Goyal | 106000 | 1.41 | - | 20,000 | Buy | 126000 | 1.68 |
| | | | | At the end of the year as on 31.03.2021 | | | 126000 | 1.68 |
| 10. | Orbis Financial Corporation Limited | 98000 | 1.30 | - | - | - | 98000 | 1.30 |
| | | | | At the end of the year as on 31.03.2021 | | | 98000 | 1.30 |
| 11. | Harminder Kaur | 88800 | 1.18 | - | - | - | 88800 | 1.18 |
| | | | | At the end of the year as on 31.03.2021 | | | 88800 | 1.18 |
| 12. | Farokh Behram | 84000 | 1.12 | - | - | - | 84000 | 1.12 |
| | | | | At the end of the year as on 31.03.2021 | | | 84000 | 1.12 |

E) Shareholding of Directors and Key Managerial Personnel

| S.No. | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Date | Increase/Decrease in Shareholding | Reason | Cumulative Shareholding during the year | |
|--|--|---|----------------------------------|--|-----------------------------------|--------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1. | Surinder Pal Singh Joint Managing Director | 842000 | 11.19 | At the beginning of the year as on 01.04.2020 | | | 842000 | 11.19 |
| | | | | 31/07/2020 | 2000 | Buy | 844000 | 11.22 |
| | | | | 07/08/2020 | 2000 | Buy | 846000 | 11.25 |
| | | | | 27/11/2020 | 4000 | Buy | 850000 | 11.30 |
| | | | | 04/12/2020 | 12000 | Buy | 862000 | 11.46 |
| | | | | At the end of the year as on 31.03.2021 | | | 862000 | 11.46 |
| 2. | Mr. Kawaljit Singh Managing Director | 982960 | 13.07 | At the beginning of the year as on 01.04.2020 | | | 982960 | 13.07 |
| | | | | 03/07/2020 | 2,000 | Buy | 984960 | 13.09 |
| | | | | 13/11/2020 | 2,000 | Buy | 986960 | 13.12 |
| | | | | 27/11/2020 | 2,000 | Buy | 988960 | 13.15 |
| | | | | 25/12/2020 | 2,000 | Buy | 990960 | 13.17 |
| | | | | 08/01/2021 | 2,000 | Buy | 992960 | 13.20 |
| | | | | 15/01/2021 | 4000 | Buy | 996960 | 13.25 |
| | | | | 22/01/2021 | 2000 | Buy | 998960 | 13.28 |
| | | | | 29/01/2021 | 2000 | Buy | 1000960 | 13.31 |
| | | | | 05/02/2021 | 4000 | Buy | 1004960 | 13.36 |
| | | | | 12/02/2021 | 2000 | Buy | 1006960 | 13.39 |
| | | | | 19/02/2021 | 6000 | Buy | 1012960 | 13.47 |
| | | | | 26/02/2021 | 4000 | Buy | 1016960 | 13.52 |
| | | | | 05/03/2021 | 8000 | Buy | 1024960 | 13.63 |
| | | | | 12/03/2021 | 6000 | Buy | 1030960 | 13.71 |
| | | | | 19/03/2021 | 6000 | Buy | 1036960 | 13.78 |
| | | | | 26/03/2021 | 10000 | Buy | 1046960 | 13.92 |
| At the end of the year as on 31.03.2021 | | | 1046960 | 13.92 | | | | |
| 3. | Mrs. Ratinder Kaur Whole Time Director | 751704 | 9.99 | At the beginning of the year as on 01.04.2020 | | | 751704 | 9.99 |
| | | | | 27/11/2020 | 2000 | Buy | 753704 | 10.02 |
| | | | | 31/12/2020 | 2000 | Buy | 755704 | 10.05 |
| | | | | 08/01/2021 | 2000 | Buy | 757704 | 10.07 |
| | | | | 22/01/2021 | 4000 | Buy | 761704 | 10.13 |
| | | | | 29/01/2021 | 2000 | Buy | 763704 | 10.15 |
| At the end of the year as on 31.03.2021 | | | 763704 | 10.15 | | | | |
| 4. | Mr. Harsimran Singh Whole Time Director | 49200 | 0.65 | At the beginning of the year as on 01.04.2020 | | | 49200 | 0.65 |
| | | | | 14/08/2020 | 2000 | Buy | 51200 | 0.68 |
| | | | | 11/12/2020 | 2000 | Buy | 53200 | 0.71 |
| | | | | 31/12/2020 | 4000 | Buy | 57200 | 0.78 |
| | | | | 08/01/2021 | 8000 | Buy | 65200 | 0.87 |
| | | | | 15/01/2021 | 20000 | Buy | 85200 | 1.13 |
| | | | | 29/01/2021 | 8000 | Buy | 93200 | 1.24 |
| | | | | 26/03/2021 | 12000 | Buy | 105200 | 1.40 |
| At the end of the year as on 31.03.2021 | | | 105200 | 1.40 | | | | |
| 5. | Mr. Prabhsimran Singh Whole Time Director | 30200 | 0.40 | At the beginning of the year as on 01.04.2020 | | | 30200 | 0.40 |
| | | | | 07/07/2020 | 2000 | Buy | 32200 | 0.43 |
| | | | | 01/01/2021 | 2000 | Buy | 34200 | 0.45 |
| | | | | At the end of the year as on 31.03.2021 | | | 34200 | 0.45 |
| 6. | Mr. Yashul Goyal Non-Executive Director | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 7. | Mr. Tarundeep Singh Non-Executive Director | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8. | Ms. Manisha Mittal | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | | | |
|-----|--|--------|------|--|------|-----|---------------|-------------|
| | Non-Executive Director | | | | | | | |
| 9. | Ms. Amandeep Kaur Non- Executive Director | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. | Ms. Aanchal Gupta Non- Executive Director | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11. | Celespreet Kaur CFO | 107600 | 1.43 | At the beginning of year as on 01.04.2020 | | | 107600 | 1.43 |
| | | | | 18/12/2020 | 8000 | Buy | 115600 | 1.54 |
| | | | | 22/01/2021 | 8000 | Buy | 123600 | 1.64 |
| | | | | 29/01/2021 | 4000 | Buy | 127600 | 1.70 |
| | | | | At the end of the year as on 31.03.2021 | | | 127600 | 1.70 |
| 12. | Ms. Ankita Sahu Company Secretary | 0 | 0 | 0 | 0 | 0 | 0 | |

V) INDEBTEDNESS-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|--------------------|----------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 3,47,94,071 | 90,41,745 | 0 | 4,38,35,816 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 3,47,94,071 | 90,41,745 | 0 | 4,38,35,816 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 6,24,66,915 | 55,50,715 | 0 | 6,80,17,630 |
| * Reduction | - | - | - | - |
| Net Change | - | - | 0 | 6,80,17,630 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 9,65,05,046 | 1,45,92,460 | 0 | 11,10,97,506 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 9,65,05,046 | 1,45,92,460 | 0 | 11,10,97,506 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager/Executive | | | | | Total Amount |
|---------|-----------------------------|-----------------------------------|--------------------|---------------|-----------------|-------------------|--------------|
| | | Kawaljit Singh | Surinder Pal Singh | Ratinder Kaur | Harsimran Singh | Prabhsimran Singh | |
| | | | | | | | |

| | | | | | | | |
|-----------|---|------------------|------------------|------------------|------------------|------------------|--------------------|
| 1. | Gross salary | | | | | | |
| | A. Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 | 54,70,000 | 27,50,000 | 26,40,000 | 16,80,000 | 16,80,000 | 1,52,28,000 |
| | B. Value of perquisites u/s 17(2) Income Tax Act, 1961 | -- | -- | -- | -- | -- | -- |
| | C. Profits in Lieu of salary u/s 17(3) Income- tax Act, 1961 | -- | -- | -- | -- | -- | -- |
| 2. | Stock Option | -- | -- | -- | -- | -- | -- |
| 3. | Sweat Equity | -- | -- | -- | -- | -- | -- |
| 4. | Commission - as % of profit - Others, specify... | -- | -- | -- | -- | -- | -- |
| 5. | Others, please specify: | -- | -- | -- | -- | -- | -- |
| | Total(A) | 54,70,000 | 27,50,000 | 26,40,000 | 16,80,000 | 16,80,000 | 1,52,28,000 |
| | Overall Ceiling as per the Act | | | | | | |

B. Remuneration to other Directors

| S. N. | Particulars of Remuneration | Name Of Directors | | | | | | Total |
|-------|--|-------------------|-----------------|---------------|----------------|---------------|--------------|-----------------|
| | | Rahul Gupta | Tarundeep Singh | Amandeep Kaur | Manisha Mittal | Aanchal Gupta | Yashul Goyal | |
| 1 | Independent Directors | | | | | | | |
| | Fee for attending board & committee meetings | 10500 | 21000 | 56000 | 16500 | 18000 | 12000 | 1,34,000 |
| | Commission | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Others, please specify | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Total (1) | 10500 | 21000 | 56000 | 16500 | 18000 | 12000 | 1,34,000 |
| 2 | Other Non-Executive Directors | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Fee for attending board & committee meetings | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Commission | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Others, please specify | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Total (2) | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Total (B)=(1+2) | 10500 | 21000 | 56000 | 16500 | 18000 | 12000 | 1,34,000 |
| | Total Managerial Remuneration | ---- | ---- | ---- | ---- | ---- | ---- | ---- |
| | Overall Ceiling as per the Act | ---- | ---- | ---- | ---- | ---- | ---- | ---- |

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

| SN | Particulars of Remuneration | Key Managerial Personnel | | | | Total |
|----|---|--------------------------|--|---|---------------------------|-----------|
| | | CEO | CS* | | CFO Celespreet Kaur | |
| | | | Nancy Singla From 01.04.2020 to 11.12.2020 | Ankita Sahu From 12.12.2020 to 31.03.2021 | | |
| 1 | Gross salary | -- | -- | -- | -- | -- |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -- | 1,07,043 | 83,567 | 26,40,000 | 28,30,610 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | -- | -- | -- | -- | ---- |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | -- | -- | -- | -- | --- |

| | | | | | | |
|---|------------------------|----|-----------------|---------------|------------------|------------------|
| 2 | Stock Option | -- | -- | -- | -- | --- |
| 3 | Sweat Equity | -- | -- | -- | -- | --- |
| 4 | Commission | -- | -- | -- | -- | --- |
| | - as % of profit | -- | -- | -- | -- | --- |
| | others, specify... | -- | -- | -- | -- | --- |
| 5 | Others, please specify | -- | -- | -- | -- | --- |
| | Total | -- | 1,07,043 | 83,567 | 26,40,000 | 28,30,610 |

*Note: 1. CS Nancy Singla resigned from the post of Company Secretary and Compliance Officer W.e.f. December 11, 2020.

2. CS Ankita Sahu Joined for the post of Company Secretary and Compliance Officer W.e.f. December 12, 2020.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | | | None | | |
| Punishment | | | | | |
| Compounding | | | | | |

For and on behalf of the Board
Dolphin Rubbers Limited

Place: Ludhiana
Date: 27th August, 2021

Kawaljit Singh
Managing Director
DIN: 00942794
26A, BRS Nagar,
Ludhiana, 141012

Surinder Pal Singh
Joint Managing Director
DIN: 00942870
439R, Model Town,
Ludhiana, 141002

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|---------|
| | Name (s) of the related party & nature of relationship | N.A. |
| | Nature of contracts/arrangements/transaction | - |
| | Duration of the contracts/arrangements/transaction | - |
| | Salient terms of the contracts or arrangements or transaction including the value, if any | - |
| | Justification for entering into such contracts or arrangements or transactions' | - |
| | Date of approval by the Board | - |
| | Amount paid as advances, if any | - |
| | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | - |

2. (A) Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|--|
| | Name (s) of the related party & nature of relationship | Details of Related Party Transactions are disclosed in point no. 25(G) of Notes to Accounts. |
| | Nature of contracts/arrangements/transaction | - |
| | Duration of the contracts/arrangements/transaction | - |
| | Salient terms of the contracts or arrangements or transaction including the value, if any | - |
| | Date of approval by the Board | - |
| | Amount paid as advances, if any | - |

For and on behalf of the Board
Dolphin Rubbers Limited

Place: Ludhiana
Date: 27th August, 2021

Kawaljit Singh
Managing Director
DIN: 00942794
26A, BRS Nagar,
Ludhiana, 141012

Surinder Pal Singh
Joint Managing Director
DIN: 00942870
439R, Model Town,
Ludhiana, 141002

Annexure-III**1. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(a) The percentage increase in remuneration of each Director, Chief Financial Officer and Company secretary during the Financial year 2020-2021, ratio of the remuneration of each director to the median remuneration of employees of the Company for the financial year 2020-2021 are as under:

| Sr. No. | Name of Director/KMP and Designation | Remuneration of Director/KMP for financial year 2020-21 (Rs. In lakhs) | % increase in Remuneration in the financial year 2020-2021 | Ratio of remuneration to each Director/to median remuneration of employees |
|---------|--|--|--|--|
| 1 | Mr. Kanwaljit Singh Managing Director | 10.00 | *1 | N.A. |
| 2 | Mr. Kawaljit Singh Whole Time Director | 54.70 | 8.96 | 63.91 |
| 3 | Mrs. Ratinder Kaur Whole Time Director | 26.40 | 12.82 | 30.84 |
| 4 | Mr. Surinder Pal Singh Joint Managing Director | 27.50 | 5.93 | 32.13 |
| 5 | Mr. Prabhsimran Singh Whole Time Director | 16.80 | *2 | N.A. |
| 6 | Mr. Harsimran Singh Whole Time Director | 16.80 | *3 | N.A. |
| 7 | Mr. Tarundeep Singh Independent Director | 0.00 | N.A. | N.A. |
| 8 | Mr. Rahul Gupta Independent Director | 0.00 | N.A. | N.A. |
| 9 | Ms. Amandeep Kaur Independent Director | 0.00 | N.A. | N.A. |
| 10 | Ms. Manisha Mittal Independent Director | 0.00 | N.A. | N.A. |
| 11 | Mr. Yashul Goyal Independent Director | 0.00 | N.A. | N.A. |
| 12 | Ms. Aanchal Gupta Independent Director | 0.00 | N.A. | N.A. |
| 7 | Ms. Celespreet Kaur Chief Financial Officer | 26.40 | 12.82 | 30.84 |
| 8 | Ms. Nancy Singla Company Secretary (From 1.04.2020 to 11.12.2020) Resigned w.e.f. 11.12.2020 | 1.07 | *4 | N.A. |
| 9. | Ms. Ankita Sahu Company Secretary (From 12.12.2020 to 31.03.2021) Appointed w.e.f. 12.12.2020 | 0.83 | *5 | N.A. |

*1 Mr. Kanwaljit Singh resigned from the post of MD w.e.f. 1st August, 2020.

*2 Mr. Prabhsimran Singh was appointed as Whole Time Director w.e.f. 1st September, 2020.

*3 Mr. Harsimran Singh was appointed as Whole Time Director w.e.f. 1st September, 2020.

*4 Ms. Nancy Singla resigned from the post of Company secretary during the year.

*5 Ms. Ankita Sahu was appointed as Company secretary during the year.

*Sitting fees paid to Independent Directors during the financial year is not considered as remuneration for ratio calculation Purpose, hence it has not been reported above

*computed on annualized remuneration

(a) In the financial year, there was an decrease of 13% (approx) in the median remuneration of employees.

(b) There were 403 permanent employees on the roll of the Company as on 31st March, 2021.

(c) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year 2020-2021 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

- Average increase in the salary of all Employees excluding KMP is 7.50% (approx.)

- Change in the Managerial Remuneration during the financial year is shown in the table above.

- Increase in the salary is based on the Company's performance, individual performance, inflation, prevailing industry trend and bench marks etc.

(d) It is hereby affirmed that the remuneration paid during the year ended 31st March, 2021 is as per act.

2. STATEMENT OF PARTICULARS OF EMPLOYEES UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31.03.2021.

(a) List of top ten employees in terms of remuneration drawn:

| Name of Employee | Age in years | Designation | Qualification | Nature of Employment | Experience in years | Date of Commencement of Employment | Remuneration (in Rs.) | Last Employment held |
|--------------------|--------------|------------------------------|---------------|----------------------|---------------------|------------------------------------|-----------------------|-----------------------|
| Kawaljit Singh | 56 | Chairman & Managing Director | Graduate, LLB | Full Time | 36 | 01/11/2016 | 54,70,000.00 | NA |
| Surinder Pal Singh | 59 | Joint Managing Director | Graduate | Full Time | 26 | 01/11/2016 | 27,50,000.00 | NA |
| Prabhsimran Singh | 29 | Whole Time Director | Graduate | Full Time | 9 | 01/08/2012 | 26,40,000.00 | GM of Accounts |
| Harsimran Singh | 30 | Whole Time Director | Graduate | Full Time | 9 | 01/08/2012 | 26,40,000.00 | GM of Prod. & Quality |
| Ratinder Kaur | 54 | Whole Time Director | Graduate | Full Time | 26 | 01/11/2016 | 26,40,000.00 | NA |
| Kanwaljit Singh | 59 | G M Tyre & Tube Plant | Graduate | Full Time | 26 | 01/11/2016 | 26,80,000.00 | MD |
| Celespreet Kaur | 27 | CFO | Graduate | Full Time | 9 | 01/08/2012 | 26,40,000.00 | NA |
| Kritika Kaur | 27 | P.A. To Director | Graduate | Full Time | 4 | 01/07/2017 | 9,68,000.00 | NA |
| Jagjit Kaur | 54 | P.A. To Director | Graduate | Full Time | 4 | 01/10/2017 | 9,68,000.00 | NA |
| Rajwant Kaur | 54 | P.A. To Director | Post Graduate | Full Time | 4 | 01/10/2017 | 9,68,000.00 | NA |

(b) Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees: None

(c) Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: None

(d) Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: None

For and on behalf of the Board
Dolphin Rubbers Limited

Place: Ludhiana
Date: 27th August, 2021

Kawaljit Singh
Managing Director
DIN: 00942794
26A, BRS Nagar,
Ludhiana, 141012

Surinder Pal Singh
Joint Managing Director
DIN: 00942870
439R, Model Town,
Ludhiana, 141002

Annexure - IV

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.**A. CONSERVATION OF ENERGY**

We have high consideration for adopting Energy Conservation and relevant measures we are taking day by day. Detail is given below.

- a. We have replaced old lights with low wattage, high luminous L.E.D bulbs, tubes and highway L.E.D lights, resulting saving in power energy and increased light level.
- b. The company has installed 141 Air Ventilators on roofs of all profile sheeted sheds, reducing power consumption (which was to be use for Exhaust fans), saving energy dually, increase in light due to transparent basis of Air Ventilators.
- c. Every shed is updated in accordance by fixing 60 Transparent Fiber Sheets on top of sheds and walls, saving in energy and increase in day light.
- d. Use of energy efficient electric motors of high brands i.e., Crompton Greaves in a systematic manner, helping in saving of energy.
- e. The starter points i.e. Delta Starters with VFD drives mostly in our existing machines are working and the same procedure is being followed for the new machines.
- f. The company had already replaced existing energy efficient Transformer standardized with I:S-1180.

B. TECHNOLOGY ABSORPTION

- a. From past few years, the company has been adopting new technologies at high level, changing old parts of machines, air pipe and steam pipe lines, i.e. Valves, Trap valves, N.R.Vs, pistons of presses etc., beneficial in saving fuel and electrical energy, resulting increasing efficiency of plant.
- b. We have already changed old compressor with ATLAS Copco compressor VSD + model.
- c. We have modernized our Boiler, replacing old parts and updated it by attaching Scrubber and Cyclone to reuse of its refusal, lowering consumption of coal as reuse increases combustion, helpful in generation of high level of heat.
- d. We at the company often keep on changing old steam pipes with S.S. pipes and bends along with high graded insulation material, advantageous to protect from heat loss, resulting reduction in coal feed.
- e. The moulds of presses operationally heated up with steam, are cordoned with branded insulation jackets resulting saving in steam energy. Temperature of moulds reduced to 80 degree from 180 degree, results have been motivating, so work has been started to insulate all the moulds.
- f. Existing all Aluminum Air Pipes and bends of branded companies are in working conditions, helpful in reduction of air leakages and pressure drops.

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as follows.

| Particulars | 2020-21 | 2019-20 |
|--|-------------|-------------|
| Foreign Exchange Earnings | - | 19,70,299 |
| Foreign Exchange Outgo: | | |
| Value of Imports calculated on CIF basis | | |
| Capital Goods | 39,59,850 | - |
| Raw Materials | 1,92,31,165 | 2,71,70,530 |
| Expenditure in Foreign Currency: | | |
| Travelling Expenses | NIL | NIL |

For and on behalf of the Board
Dolphin Rubbers Limited

Place: Ludhiana
Date: 27th August, 2021

Kawaljit Singh
Managing Director
DIN: 00942794
26A, BRS Nagar,
Ludhiana, 141012

Surinder Pal Singh
Joint Managing Director
DIN: 00942870
439R, Model Town,
Ludhiana, 141002

NARANG G & ASSOCIATES
COMPANY SECRETARIES IN PRACTICE
PH-7888496109
Email corporatoadvisers99@gmail.com
Address: 78, Nandwani Nagar, Sonapat Haryana-131001

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

To,
The Members,
Dolphin rubbers Limited
26A, Bhai Randhir Singh Nagar,
Ludhiana - 141012

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dolphin Rubbers Limited** having CIN – **L25112PB1995PLC017160** (hereinafter referred as ‘The Company’). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (hereinafter referred as the Corporate Laws) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
There was no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as informed to us.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) (wherever applicable):
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- (c)
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 -Not Applicable to the company during the period under review
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-Not Applicable to the company during the period under review
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable to the company during the period under review
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-Not Applicable to the company during the period under review
- (vi) Other Applicable Laws;-
 1. The Shops & Establishment Act, 1954
 2. The Factories Act, 1948
 3. Payment of Gratuity Act, 1972
 3. Minimum Wages Act, 1948
 5. Maternity Benefit Act, 1961

6. The Employees State Insurance Act, 1948
7. Employees Provident Fund and Miscellaneous Provisions Act, 1952
8. The Contract Labour (Regulation & Abolition) Act 1970
9. The Payment of Bonus Act, 1965
10. The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

With reference to aforesaid specific Acts of the Company, we have relied on the Compliance Certificates placed before the Board by the respective Department heads. With regard to compliance system relating to direct tax, indirect tax and other tax laws, we have relied on the reports of Internal as well as the Statutory Auditors of the Company for. Our report of compliance would be limited to their reporting and subject to the observations and comments made by them in their report.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India: Secretarial Standards issued by The Institute of Company Secretaries of India for Board Meetings and General Meetings are applicable w.e.f. 1st July, 2015 and have been duly complied.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange(s): During the period under review the Company has generally complied with the provisions of the Corporate Laws and applicable Rules, Regulations, Guidelines, Standards, etc.

1. The Company has kept and maintained all Registers as per the provisions of the Corporate Laws and the Rules made there under and all entries therein have been recorded.
2. The Company if as required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the provision of the Act during the said year.
3. There was no prosecution initiated against or show cause notice received by the Company and no fines or penalties or other punishment was imposed on the Company during the financial year, for offences under the Corporate Laws.
4. Based on the Audit Procedures performed and the information and explanations given to us, we report that no fraud on or by the Company was noticed or reported during the year.
5. Management has informed us that the website of the Company (www.dolphin.co.in) is being updated regularly as per the provisions of the Companies Act, 2013.

We further report that

The Board of Directors of the Company is duly constituted with a proper balance of Executive, Non-Executive Directors and Independent Director on the Board during the financial year.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through and there were no dissenting members' views during the year.

We further report that based on the information provided by the Company, its officers and authorized representatives during the conduct of the Audit and also on review of quarterly compliance reports by respective department heads/ Company Secretary taken on record by the Board of Directors of the Company, in our opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Narang G and & Associates
Company Secretaries

Place: Sonipat
Date: August 25th, 2021

(Garisha Narang)
Proprietor
ACS 43779
C. P. No.: 16383
UDIN: A043779C000833568

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

Annexure A to Secretarial Audit Report

To,
The Members,
Dolphin rubbers Limited
26A, Bhai Randhir Singh Nagar,
Ludhiana - 141012

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the Correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correctfacts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibilityof management. Our examination was limited to the verification of procedure on test basis and where ever required, we have obtained and relied on the management representation about the compliance of laws, rules and regulations andhappening of events etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Narang G and & Associates
Company Secretaries

Place: Sonipat
Date: August 25th, 2021

(Garisha Narang)
Proprietor
ACS 43779
C. P. No.: 16383
UDIN: A043779C000833568

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management discussion and Analysis Report is a reflection of the current state of business of the company. It also deals with opportunities and challenges faced by Company and future outlook.

ECONOMIC AND INDUSTRY OVERVIEW

INDIAN ECONOMY

FY20 was a witness of the start of the COVID-19 pandemic. However, FY21 was simply about the COVID-19 pandemic and its impact on individuals, communities, companies and nations. According to the International Monetary Fund (IMF), US GDP grew by 3.5% in CY20 as against a growth of 2.3% in CY19. Overall, Advanced Economies posted negative growth of 4.7%, with the sharpest contractions reported in Spain, the UK and France at 11%, 9.9% and 8.2%, respectively. Even the traditionally fast growing Emerging Markets & Developing Economies could not insulate themselves against the COVID-19 impact, recording a 2.2% decline in GDP. China was the only bright spot with a growth of 2.3%.

The International Monetary Fund slashed its FY21 growth projection for India to 1.9% from 5.8% projected in January, holding that the 'Great Lockdown' to combat the COVID-19 outbreak will throw the world economy into the worst recession since the Great Depression in 1930s.

As per the data from India's National Statistical Office, the country's GDP contracted by 7.3% for FY21 as compared to the growth rate of 4.2% in the previous fiscal.

Dolphin's response to COVID-19

World Health Organization (WHO) declared outbreak of Corona virus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company temporarily suspended the operations in the manufacturing units of the Company in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lock down of production facilities etc. during the lockdown period which has been extended till May 17, 2020. However, production and supply of goods has commenced during the month of April 2020 at the manufacturing locations of the Company after obtaining permissions from the appropriate government authorities.

Dolphin Rubbers Limited extended its support and cooperation towards all Government Initiatives/ Directions for combating the escalating COVID-19 situation. Keeping in mind the safety and well-being of its employees as top priority, the Company decided to temporarily shut down its manufacturing facilities and offices, as per the directions/ guidelines issued by the Central / State Governments.

INDUSTRY STRUCTURE

India's gross domestic product (GDP) shrank 7.3% to ₹135.13 trillion in 2020-21 (in real terms adjusted for inflation). It was at ₹145.69 trillion in 2019-20. GDP is a measure of the economic size of a country, and inflation is the rate of price rise.

India stands at the 20th spot among the top 100 countries that have been ranked in the Global Startup Ecosystem Index 2021 by Startup Blink. The country was in the 17th spot in 2019, after which it slid six spots down and stood at 23 in 2020.

India's labour force is expected to touch 160-170 million by 2020 based on the rate of population growth, increased labour force participation and higher education enrolment among other factors according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

The tyre industry is directly dependent on the business from the OEMs and the replacement market. As the OEMs for PV and CV continued to show poor sales, demand from them impacted the tyre and tube industry adversely. The replacement market, on the other hand, continued to support the industry and partially recouped the losses.

The two wheelers segment dominates the market in terms of volume owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector.

On the raw materials front, two distinct themes played out during the year. In the first half, lockdowns led to demand contraction along with a decline in raw material cost. However, in the second, recovery in automobile production and support from the replacement market resulted in a sharp rise in cost of raw materials. The challenges faced by the industry and its players included shipping and logistics management.

India is also a prominent auto exporter and has strong export growth expectations for the near future. In addition, several initiatives by the Government of India and major automobile players in the Indian market is expected to make India a leader in the two-wheeler and four-wheeler market in the world by 2021.

The corona virus outbreak has heavily impacted the manufacturing industry. OEMs and parts suppliers have yet to return to full production capacity. Consequent delays in delivery might impact the market at multiple levels from postponed new product launches, shattered supply chains, financially drained SMEs, and dampened vehicle sales in Q1 and Q2, 2021. The effects will spill over into Q3 as well, with unfulfilled order deliveries due to ongoing demand shortages and production slowdowns. This situation is set to exacerbate the numerous challenges already facing the auto industry, including tougher CO2 emissions standards and higher investments in new technologies. The study sheds light on the impact of the pandemic on the global light vehicle production of global OEMs across key regions such as North America, Europe, APAC, China and India in three different scenarios.

OUTLOOK FOR THE FINANCIAL YEAR 2020-2021

The way forward for the Automobile Industry and the Tyre Industry is not clear given the uncertainties brought about by the pandemic. The road to recovery will not be smooth given the impact on disposable incomes, consumer behavior and credit availability. Some experts estimate that auto industry will be down by 25% in the Financial Year 2021.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company is mainly engaged in the business of Manufacturing of Rubber Tubes, so the Management considers as this is the only business segment of the Company.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE. (ON STANDALONE BASIS):

OPERATIONAL PERFORMANCE

(INR. in lakh)

| Particulars | 2020-21 | % to Total Income | 2019-20 | % to Total Income |
|-----------------------|-----------------|-------------------|-----------------|-------------------|
| Revenue | 8249.780 | 99.82 | 7671.863 | 99.76 |
| Other Income | 14.780 | 0.18 | 18.235 | 0.24 |
| Total Turnover | 8264.560 | 100 | 7690.098 | 100 |

The net turnover of the Company has increased substantially to INR 8264.560 lakh in the year 2020-21 as against INR 7690.098 lakh in the year 2019-20 (previous year).

FINANCIAL PERFORMANCE

(INR. in lakh)

| Particulars | 2020-21 | % of turnover | 2019-20 | % of turnover |
|---|---------|---------------|---------|---------------|
| Profit/losses before depreciation and tax | 485.573 | 5.87 | 419.397 | 5.45 |
| Depreciation | 83.141 | 1.00 | 72.032 | 0.94 |
| Profit/losses before tax | 402.432 | 4.87 | 347.364 | 4.52 |
| Tax (Previous year) | 118.646 | 1.43 | 90.998 | 1.18 |
| Profit/losses after Tax | 283.785 | 3.43 | 256.365 | 3.33 |

Risk and Concerns

The major part of raw material for tubes is polymer, which is mainly imported from Japan, Russia and Singapore. Due to this dependability upon import of raw material, company has to face a major threat relating to fluctuation in currency. Also as the company is majorly depending upon the human resource for its day to day working, therefore high labour turnover rate may affect the company.

In order to overcome such risks and concerns your Company adopts preventive measures as considered expedient and necessary.

Opportunities and threats,

Opportunities remain immense as India is one of the highest growing economy at just below than \$3 trillion economy. With rise in demand in OE and replacement segment, new opportunities awaits for the company.

Also as the demand for tube is directly interrelated with automobiles industry, therefore rise or fall in vehicles sector imposes a major threat to our company.

Government initiatives such as encourages foreign investment in the automobile sector and has allowed 100 per cent foreign direct investment (FDI) under the automatic route. The Government aims to develop India as a global manufacturing centre and a Research and Development (R&D) hub. Under NATRiP, the Government of India is planning to set up R&D centres at a total cost of US\$ 388.5 million to enable the industry to be on par with global standards. The Ministry of Heavy Industries, Government of India has shortlisted 11 cities in the country for introduction of EVs in their public transport systems under the FAME (Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India) scheme. The Government will also set up incubation centre for start-ups working in the EVs space. In February 2019, the Government of India approved FAME-II scheme with a fund requirement of Rs 10,000 crore (US\$ 1.39 billion) for FY20-22.

Threats: 1. Stiff Competition in the Automobile industry. Presence of such a large number of players in the Automobile industry results into extensive competition, every company eating into others share leaving little scope for new players.
2. Change of technology.
3. Any unfavorable change in Govt. Policies may affect the profitability of the Company.

Adequacy of Internal Control Systems

The Company have a adequate Internal Control Systems in process which ensures that all the transactions are satisfactorily recorded and reported and all assets are protected against loss from an unauthorized use or otherwise. The Internal control system is adequate and commensurate with the nature of its business and size of its operations, though continues efforts are being made to strengthening the same. The management also reviews the internal control systems and procedures to ensure its application.

Material Development in terms of Human Resources

The Company always believes that its growth is closely linked with the growth and overall development of its employees and to create an environment where excellence is recognized and rewarded. The target is to place right people at right position and to enhance the efficiency, working speed, competency and time management skill of its employees. The Company's endeavour is to create an environment where people can use all of their capabilities in promoting the business of the Company. Number of on rolls people employed as on March 31, 2021 is 403. The industrial relation continued to remain cordial during the year.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to provide details of significant changes (change of 25% or more as compared to immediately previous financial year) in key financial ratios. Accordingly, the Company has identified the following ratios as key financial ratios:-

| Ratio | Unit | FY 2020-2021 | FY 2019-20 | % Change |
|--------------------------|-------|--------------|------------|----------|
| Debtor Turnover Ratio | Times | 6.96 | 7.39 | (0.43) |
| Inventory Turnover Ratio | Times | 15.31 | 24.72 | (9.41) |
| Interest Coverage Ratio | Times | 33.94 | 31.5 | 2.44 |
| Current Ratio | Times | 1.54 | 1.75 | (0.21) |
| Debt Equity Ratio | Times | 0.49 | 0.25 | 0.24 |
| Operating Profit Margin | % | 5.85 | 5.38 | 0.47 |
| Net Profit Margin | % | 3.44 | 3.34 | 0.10 |
| Return on Equity | % | 14.41 | 14.56 | (0.15) |

Cautionary Statement

Statements made on Management Discussion & Analysis, describing the Company's expectations or predictions are "forward-looking statements". These statements are based on certain assumptions and expectation of future events. The actual results may differ from those expected or predicted. Prime factors that may make a difference to the company's performance include market conditions, input cost, Government policies/regulations, economic conditions, and other incidental factors.

For and on behalf of the Board
Dolphin Rubbers Limited

Place: Ludhiana
Date: 27th August, 2021

Kawaljit Singh
Managing Director
DIN: 00942794
26A, BRS Nagar,
Ludhiana, 141012

Independent Auditor's Report

**To the Members of
DOLFIN RUBBERS LIMITED
CIN No.: L25112PB1995PLC017160
Ludhiana**

Report on the Financial Statements**Opinion**

We have audited the accompanying financial statements of **DOLFIN RUBBERS LIMITED** ("*the Company*") which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profits, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our opinion there are no reportable Key Matters for the financial statement of the company.

Information other than the financial statements and auditors' report thereon:

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting

records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”

3. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

4. With respect to the matter to be included in the Auditor’s Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

For RAVI GARG & CO,
Chartered Accountants
FRN 016998N

(Ravi Kumar Garg)
Partner
M.N.076593

Date: 28.06.2021
Place: Ludhiana

UDIN: 21076593AAAHP7058

Annexure - A to the Auditors' Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **DOLFIN RUBBERS LIMITED** of even date)

1. In respect to fixed assets:

a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets

b). The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. The management has conducted physical verification of the inventory, at reasonable intervals during the year and no material discrepancies were noticed on physical verification.

3. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable.

4. The Company has not given any loans, guarantee and securities during the year: hence the provisions of Section 185 are not applicable to the company. The Company has not made investments during the year: hence the provisions of Section 186 are not applicable to the company.

5. During the year company has not accepted any deposit from the public in contravention of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

7. In respect of statutory dues:

a) According to the records of company, undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been generally regularly deposited *except TDS & Professional tax* during the year by the Company with the appropriate authorities. According to the information and explanations given to us, detail of undisputed amounts payable in respect of aforesaid dues were outstanding as at 31 March 2021 for a year of more than six months from the date they became payable is as under:

| Name of the Statute | Nature of the Dues | Amount due | Period to which the amount relates |
|----------------------------|---------------------------|-------------------|---|
| Income Tax Act, 1961 | TDS Default as per Traces | 1,34,240.00 | 2007-08 |
| Income Tax Act, 1961 | TDS Default as per Traces | 1,13,270.00 | 2008-09 |
| Income Tax Act, 1961 | TDS Default as per Traces | 820.00 | 2010-11 |
| Income Tax Act, 1961 | TDS Default as per Traces | 1,660.00 | 2011-12 |
| Income Tax Act, 1961 | TDS Default as per Traces | 600.00 | 2012-13 |
| Income Tax Act, 1961 | TDS Default as per Traces | 190.00 | 2013-14 |
| Income Tax Act, 1961 | TDS Default as per Traces | 20.00 | 2015-16 |
| Income Tax Act, 1961 | TDS Default as per Traces | 180.00 | 2018-19 |
| Professional Tax | Professional Tax | 45,600.00 | 2018-19 |

b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8. Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders.

9. As explained to us, the amounts raised by way of term loans were applied for the purpose for which the loans were taken. The company has not raised any money during the year by way initial or further public offer.
10. According to the information and explanations given to us, no Material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For RAVI GARG & CO,
Chartered Accountants
FRN 016998N

(Ravi Kumar Garg)
Partner
M.N.076593

Date: 28.06.2021
Place: Ludhiana

UDIN: 21076593AAAHP7058

Annexure - B to the Auditors' Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **DOLFIN RUBBERS LIMITED** of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DOLFIN RUBBERS LIMITED** ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future years are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For RAVI GARG & CO,
Chartered Accountants
FRN 016998N

(Ravi Kumar Garg)
Partner
M.N.076593

Date: 28.06.2021
Place: Ludhiana

UDIN: 21076593AAAAHP7058

BALANCE SHEET AS AT 31.03.2021

| PARTICULARS | Note | AS AT 31.03.2021 | AS AT 31.03.2020 |
|--|-------------|-----------------------------|-----------------------------|
| EQUITY AND LIABILITIES | | | |
| (a) Share capital | 2 | 7,52,24,960 | 7,52,24,960 |
| (b) Reserves and surplus | 3 | 12,17,17,813 | 10,08,61,731 |
| | | 19,69,42,773 | 17,60,86,691 |
| (2) Share application money pending allotment | | - | - |
| (3) Non-current liabilities | | | |
| (a) Long-term borrowings | 4 | 2,68,50,224 | 1,11,10,152 |
| (b) Deferred tax liabilities (net) | 5 | 96,21,793 | 64,56,722 |
| (c) Other long-term liabilities | 6 | 2,55,18,102 | 2,34,65,552 |
| (d) Long Term Provision - Gratuity (Long Term) | | 24,43,467 | 21,10,399 |
| | | 6,44,33,586 | 4,31,42,825 |
| (4) Current liabilities | | | |
| (a) Short-term borrowings | 7 | 7,81,89,274 | 3,19,69,724 |
| (b) Trade payables | 8 | 3,02,06,768 | 3,44,65,971 |
| (c) Other current liabilities | 9 | 2,93,92,946 | 1,67,83,395 |
| (d) Short-term provisions | 10 | 38,50,331 | 54,53,519 |
| | | 14,16,39,319 | 8,86,72,609 |
| TOTAL | | 40,30,15,678 | 30,79,02,124 |
| ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Fixed assets | 11 | | |
| (i) Tangible assets | | 17,56,69,474 | 10,60,74,494 |
| (ii) Intangible Assets | | 67,090 | 1,38,930 |
| (iii) Capital Work in Progress | | (0) | 3,96,23,770 |
| | | 17,57,36,563 | 14,58,37,193 |
| (b) Long-term loans and advances | 12 | 95,25,206 | 69,86,728 |
| | | 95,25,206 | 69,86,728 |
| (2) Current assets | | | |
| (a) Inventories | 13 | 7,61,56,733 | 3,16,24,167 |
| (b) Trade receivables | 14 | 12,27,63,656 | 11,43,90,168 |
| (c) Cash and cash equivalents | 15 | 24,92,659 | 16,79,354 |
| (d) Short-term loans and advances | 16 | 1,57,14,555 | 69,29,307 |
| (e) Other current assets | 17 | 6,26,306 | 4,55,207 |
| | | 21,77,53,909 | 15,50,78,203 |
| TOTAL | | 40,30,15,678 | 30,79,02,124 |
| SIGNIFICANT ACCOUNTING POLICIES | 1 | | |
| Other Notes | 25 | | |

The Notes referred to above form an integral part of the financial statements
This is the Balance Sheet referred to in our report of even date

For RAVI GARG & CO
Chartered Accountants
FRN 016998N

(RAVI KUMAR GARG)
Partner
M.N. 076593

Place : Ludhiana
Date : 28/06/2021

UDIN: 21076593AAAHP7058

For and on behalf of the Board of Directors

Kawaljit Singh
Mg. Director
DIN:00942794

Surinder Pal Singh
Mg. Director
DIN:00942870

Celespreet Kaur
CFO (PAN CGDPK3291E)

Ankita Sahu
Company Secretary
(PAN DBPPS2105P)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31.03.2021

| PARTICULARS | Note | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|---|------|----------------------------|----------------------------|
| I. Revenue from operations | 18 | 82,49,78,007 | 76,71,86,325 |
| II. Other income | 19 | 14,78,087 | 18,23,548 |
| III. Total Revenue | | 82,64,56,094 | 76,90,09,873 |
| IV. Expenditure: | | | |
| (a) Cost of materials consumed | 20 | 53,56,21,357 | 49,08,56,568 |
| (b) Purchases of stock-in-trade | | - | - |
| (c) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 21 | (57,70,999) | (6,10,910) |
| (d) Employee benefits expense | 22 | 8,85,23,788 | 9,11,38,753 |
| (e) Finance costs | 23 | 12,21,723 | 11,38,723 |
| (f) Depreciation | 11 | 83,14,135 | 72,03,285 |
| (g) Other expenses | 24 | 15,83,02,884 | 14,45,47,038 |
| Total Expenses | | 78,62,12,889 | 73,42,73,457 |
| V. Profit/(Loss) before exceptional and extraordinary items and tax | | 4,02,43,205 | 3,47,36,416 |
| VI. Exceptional Items - Depreciation Write Back | | - | - |
| VII. Profit/(Loss) before extraordinary items and tax | | 4,02,43,205 | 3,47,36,416 |
| VIII. Extraordinary items | | - | - |
| IX. Profit/(Loss) before tax | | 4,02,43,205 | 3,47,36,416 |
| X. Tax expense: | | | |
| (1) Current tax | | 83,10,750 | 92,27,700 |
| Less : MAT Credit | | - | - |
| (2) Deferred tax | | 31,65,072 | (7,66,956) |
| (3) Tax in respect of earlier years (Net of Provision W/Back) | | 3,88,805 | 6,39,118 |
| XI. Profit for the year from continuing operations | | 2,83,78,578 | 2,56,36,554 |
| XII. Profit/(Loss) from Discontinuing operations (after tax) | | - | - |
| XIII. Tax expense of Discontinuing operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (after tax) | | - | - |
| XV. Profit/(Loss) for the year | | 2,83,78,578 | 2,56,36,554 |
| XVI. Earning per equity share of Rs.10 each | | | |
| (1) Basic | | 3.77 | 3.41 |
| (2) Diluted | | 3.77 | 3.41 |
| SIGNIFICANT ACCOUNTING POLICIES | 1 | | |
| Other Notes | 25 | | |

The Notes referred to above form an integral part of the financial statements

This is the Statement of Profit & Loss referred to in our report of even date

For RAVI GARG & CO
Chartered Accountants
FRN 016998N

For and on behalf of the Board of Directors

(RAVI KUMAR GARG)
Partner
M.N. 076593

Kawaljit Singh
Chairman & Mg. Director
DIN:00942794

Surinder Pal Singh
Jt. Mg. Director
DIN:00942870

Place : Ludhiana
Date : 28/06/2021

Celespreet Kaur
CFO (PAN CGDPK3291E)

Ankita Sahu
Company Secretary
(PAN DBPPS2105P)

| CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2021 | | |
|---|---------------------|---------------------|
| | AMOUNT (RS.) | AMOUNT (RS.) |
| | 2020-21 | 2019-20 |
| Cash flows from Operating Activities | | |
| <u>Net profit before taxation, and extraordinary item</u> | 4,02,43,205 | 3,47,36,416 |
| Adjustments for :-- | | |
| Depreciation & Amortisation Exp | 83,14,135 | 72,03,285 |
| Finance Costs | 12,21,723 | 11,38,723 |
| Interest income | (3,77,248) | (2,55,549) |
| Operating profit before working capital changes | 4,94,01,816 | 4,28,22,875 |
| Decrease/(Increase) in inventories | (4,45,32,566) | (11,75,977) |
| Decrease/(Increase) in sundry debtors | (83,73,488) | (2,10,94,194) |
| Decrease/(Increase) in Short Term Loans & Advances | (87,85,248) | (24,12,018) |
| Decrease/(Increase) in other current asset | (1,71,099) | (3,33,544) |
| Increase/(Decrease) in current liabilities | 5,29,66,710 | 1,53,92,310 |
| | (88,95,691) | (96,23,422) |
| Cash generated from operations | 4,05,06,125 | 3,31,99,453 |
| Income tax paid during Year (net) | (86,99,555) | (98,66,818) |
| Cash flow before extraordinary item | 3,18,06,570 | 2,33,32,635 |
| Net cash Inflow from Operating Activities | 3,18,06,570 | 2,33,32,635 |
| Cash flows from Investing Activities | | |
| Additions in fixed assets (net of sales) | (3,82,13,505) | (4,34,70,685) |
| Interest Income | 3,77,248 | 2,55,549 |
| Decrease/(Increase) in Non Current Assets | - | - |
| Decrease/(Increase) in Loans & Advances | (25,38,478) | 44,11,619 |
| Net cash from Investing Activities | (4,03,74,736) | (3,88,03,518) |
| Cash flows from Financing Activities | | |
| Proceeds from iss. of share capital Incl. premium /share applic | - | - |
| Proceeds from long-term borrowings & Liabilities | 1,81,25,690 | 1,66,07,700 |
| Dividend Paid | (75,22,496) | - |
| Finance Cost | (12,21,723) | (11,38,723) |
| Net cash used in Financing Activities | 93,81,471 | 1,54,68,976 |
| Net increase in cash and cash equivalents | 8,13,305 | (1,907) |
| Cash and cash equivalents at beginning of period | 16,79,354 | 16,81,260 |
| Cash and cash equivalents at end of period | 24,92,659 | 16,79,354 |

This is the Cash Flow Statement referred to in our report of even date

For RAVI GARG & CO
Chartered Accountants
FRN 016998N

(RAVI KUMAR GARG)
Partner
M.N. 076593
Place : Ludhiana
Date : 28.06.2021

For and on behalf of the Board of Directors

Kawaljit Singh Surinder Pal Singh
Chairman & Mg. Director Jt. Mg. Director
DIN:00942794 DIN:00942870

Celespreet Kaur Ankita Sahu
CFO Company Secretary
(PAN CGDPK3291E) (PAN DBPPS2105P)

NOTE 1**1. SIGNIFICANT ACCOUNTING POLICIES:****1(A). CORPORATE INFORMATION**

DOLFIN RUBBERS LIMITED ('the Company') was incorporated in India on 12th Oct. 1995.

The Company is mainly in business of manufacturing of Auto Tube & Auto Tyre.

1(B). BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year.

1(C) Summary of significant accounting policies**a). Revenue recognition**

The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except following:-
i. Insurance claims are accounted for on cash basis when the same are received.

b) Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes and incidental expenses and interest on loans attributable to the acquisition of assets up to the date of commissioning of assets. Capital subsidy received against specific assets is reduced from the value of relevant fixed assets.

c) Depreciation:

Depreciation on fixed assets has been provided on Straight Line method basis as per useful life assessed by the management with the help of its technical team & on its based on past history and the nature of assets as under:-

| | |
|-------------------|----------|
| Factory Building | 28 years |
| Office Building | 58 years |
| Plant & Machinery | 20 years |
| Office Equipment | 20 Years |
| Vehicles | 10 years |
| Furniture | 15 years |
| Computer | 6 years |

d). Inventories:

The inventory of stocks, stores and spares has been taken, valued and certified by the Management and are valued at cost or net realizable value whichever is less. The cost in respect of various items of inventory is computed as under: -

- i. Raw Materials are valued as cost on FIFO Basis.
- ii. Finished goods and work in process are valued at cost or net realizable value whichever is less. The cost of finished goods and work in process includes cost of Raw Material and proportion of production overheads.
- iii. Store & Spares are valued at cost on FIFO Basis.
- iv. Wastage/Scrap are valued at net realizable value.

e). Staff benefits:

- i. Gratuity: Gratuity liability is provided for on the basis of an actuarial valuation made at the end of financial year.
- ii. Leave Encashment benefits are provided in the books of accounts as per Company's Rules. Provident Contribution is made in accordance with the provisions of the Provident Fund Act, 1952.

f). Sales:

Indigenous sales are accounted for on the basis of passing of title to the goods to the buyer and net of return and trade discounts, if any.

g) Purchase:

Purchases are accounted at net of GST.

h) Accounting for GST input credit:

GST Input Credit available on Raw Materials, Fuel, Packing Material, Stores & Spares, Expenses and Capital Goods etc. is accounted for by reducing the purchase/expense cost of the related material/expenses.

i) Foreign Currency Transactions:

Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences:

Monetary items denominated in foreign currency are restated at the exchange rate prevailing at the year-end and the overall net gain/loss is recognized in the Profit & Loss Account except in respect of liabilities incurred to acquire fixed assets from outside India, in which case they are adjusted to the carrying value of such fixed assets.

Forward Contract: Nil

j) Export Benefits:

Export benefits are recognized in the Profit & Loss Account when the right to receive credit as per terms of scheme is established in respect of export made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

k). Borrowing Costs:

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalized as part of the cost of the assets, upto the date the asset is put to use. Other borrowing costs are charged to Profit & Loss account in the year in which they are incurred.

l). Taxes on Income:

Income Tax expenses comprise current tax and deferred tax charge or credit. Deferred Tax Assets/Liabilities resulting from "timing difference" between book and taxable profits is accounted for by applying tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet Date.

m). Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

For RAVI GARG & CO,

For and on behalf of the Board of Directors

Chartered Accountants

FRN 016998N

(Ravi Kumar Garg)

Partner

M.N.076593

Date: 28.06.2021

Place: Ludhiana

Kawaljit Singh

Chairman & Managing Director

DIN:00942794

Surinder Pal Singh

Mg. Director

DIN:00942870

Celespreet Kaur

CFO (PAN CGDPK3291E)

Ankita Sahu

Company Secretary

(PAN DBPPS2105P)

UDIN: 21076593AAAAHP7058

Note (2) SHARE CAPITAL :

The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares having a par Value of Rs. 10/- each as follows

| PARTICULARS | AS AT 31.03.2021 | AS AT 31.03.2020 |
|---|---------------------|---------------------|
| (a) Authorised : | | |
| 8000000 (Previous Year 8000000) Equity Shares of Rs. 10/- each. | 8,00,00,000 | 8,00,00,000 |
| | 8,00,00,000 | 8,00,00,000 |
| (b) Issued, Subscribed & Paid Up: | | |
| 7522496 (Previous Year 7522496) Equity Shares of Rs. 10/- each fully paid up # * | 7,52,24,960 | 7,52,24,960 |
| Total | 7,52,24,960 | 7,52,24,960 |

Out of above 4141872 Equity Shares allotted as fully paid up by way of bonus shares during FY 16-17

*The Board has recommended a dividend of Rs. 1.20 per equity share of Rs. 10 each fully paid up amounting to Rs. 90,26,995/- lakhs, subject to approval in the Annual General Meeting.

(2).a Reconciliation of the number of shares

| PARTICULARS | AS AT 31.03.2021 | AS AT 31.03.2020 |
|-------------------------|---------------------|---------------------|
| | Numbers of Shares | Numbers of Shares |
| Equity shares | | |
| Opening Balance # | 75,22,496 | 75,22,496 |
| Changes during the Year | - | - |
| Closing Balance | 75,22,496 | 75,22,496 |

Out of above 4141872 Equity Shares allotted as fully paid up by way of bonus shares during FY 16-17

(2).b Details of shares held by each shareholder holding more than 5% shares:

| PARTICULARS | AS AT 31.03.2021 | AS AT 31.03.2020 |
|-------------------------------------|------------------------------------|------------------------------------|
| | Number of shares & % of holding | Number of shares & % of holding |
| Equity shares | | |
| Kawaljit Singh S/o Pritam Singh | 10,46,960 | 9,44,960 |
| | 13.92% | 12.56% |
| Surinderpal Singh S/o Balwant Singh | 8,62,000 | 8,10,000 |
| | 11.46% | 10.77% |
| Kanwaljit Singh S/o Surjan Singh | 7,62,000 | 7,40,000 |
| | 10.13% | 9.84% |
| Ratinder Kaur w/o Kawaljit Singh | 7,63,704 | 7,03,704 |
| | 10.15% | 9.35% |
| Jaswant Kaur W/o Pritam Singh | 4,15,400 | 4,15,400 |
| | 5.52% | 5.52% |

Terms/rights attached to equity shares :

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

Note (3) Reserves and surplus

Reserves and surplus consist of the following:

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|---|---------------------|---------------------|
| (a) Securities premium account | 3,31,93,760 | 3,31,93,760 |
| (b) Capital Reserve - | 9,79,500 | 9,79,500 |
| (c) Surplus/Deficit in Statement of Profit and Loss | | |
| As per last Balance Sheet | 6,66,88,471 | 4,10,51,917 |
| Less : Dividend paid during the year | (75,22,496) | - |
| Add: Profit/Loss for the year | 2,83,78,578 | 2,56,36,554 |
| | 8,75,44,553 | 6,66,88,471 |
| Total | 12,17,17,813 | 10,08,61,731 |

Note (4) Long-term borrowings

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|--|---------------------|---------------------|
| (a) Term loans | | |
| Secured | 1,22,57,764 | 20,68,407 |
| (b) Loans and advances from related parties | | |
| Unsecured | 1,45,92,460 | 90,41,745 |
| Total | 2,68,50,224 | 1,11,10,152 |

Note (4).1 Details of Term Loan & Loans & Advance:-

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|--|---|---------------------|
| Term loans | | |
| <u>Secured</u> | | |
| From bank | | |
| HDFC BANK TERM LOAN- 83735012 (Machinery) | 1,22,57,764 | 20,68,407 |
| | 1,22,57,764 | 20,68,407 |
| Loans and advances from related parties: | | |
| <u>Unsecured</u> | | |
| From Directors | | |
| KAWALJIT SINGH | 80,62,360 | 30,29,500 |
| SMT RATINDER KAUR | 34,67,151 | 29,429 |
| KANWALJIT SINGH | - | 10,84,180 |
| HARSHIMRAN SINGH | 10,27,065 | - |
| SURINDER PAL SINGH | 20,35,884 | 48,98,636 |
| | 1,45,92,460 | 90,41,745 |
| | | |
| Total | 2,68,50,224 | 1,11,10,152 |
| Nature of Security and terms of repayment for Long Term secured borrowings: | | |
| a) BANK LOANS | | |
| Nature of Security | Terms of Repayment | |
| Term Loan from HDFC Bank (Secured against hypothecation of Machinery Financed) | Repayable in 58 variable monthly installments i.e. 17 monthly installments of Rs. 62995/- (incl. interest) from Nov. 19 to March 2021 & 41 monthly installments of Rs. 504834/- (Incl. Interest) starting from April 21 | |
| Installments (Incl. Interest) falling due in next 12 months in respect of all the above loans & overdue balance if any have been grouped under "Current maturities of long term debt" under Note Other Current Liabilities | | |

NOTE (5) DEFERRED TAX LIABILITIES

Major components of deferred tax balances consists of the following :

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|------------------------------------|---------------------|---------------------|
| (a) Deferred Tax Liabilities (net) | | |
| (i) Depreciation and amortisation | 1,03,95,513 | 67,65,763 |
| (ii) Employees Benefits | - | - |
| (iii) Others | - | - |
| | 1,03,95,513 | 67,65,763 |
| (b) Deferred tax assets (net) | | |
| (i) Depreciation and amortisation | - | - |
| (ii) Employees Benefits | 7,73,720 | 3,09,042 |
| (iii) Unabsorbed Depre/ Losses | - | - |
| | 7,73,720 | 3,09,042 |
| Total | 96,21,793 | 64,56,721 |

Note (6) Other Long-term Liabilities

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|---|---------------------|---------------------|
| Trade / security deposits received from customers | 2,55,18,102 | 2,34,65,552 |
| Total | 2,55,18,102 | 2,34,65,552 |

Note (7) Short-term borrowings

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|---|---------------------|---------------------|
| Secured | | |
| Working Capital Loans from: | | |
| HDFC BANK (A/C No.50200039012530) | 7,81,89,274 | 3,19,69,724 |
| (Secured by way of first mortgage/charge of Immovable property & hypothecation of stocks, book debts and personal guarantee of Directors) | | |
| Total | 7,81,89,274 | 3,19,69,724 |

Note (8) Trade payables

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|----------------|---------------------|---------------------|
| Trade payables | | |
| - Due to MSME | 1,47,90,638 | 1,49,97,280 |
| - Others | 1,54,16,130 | 1,94,68,691 |
| Total | 3,02,06,768 | 3,44,65,971 |

Note (9) Other current liabilities

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|--|---------------------|---------------------|
| (i) Current maturities of long term debt | 60,58,008 | 7,55,940 |
| (ii) Statutory remittances | 49,75,819 | 59,14,899 |
| (iii) Advances from customers | 68,68,113 | 24,33,581 |
| (iv) Others payables (Expenses Payable) | 1,14,52,126 | 72,60,633 |
| (v) Cheque issued not presented | - | 3,58,295 |
| (vi) Unpaid Dividend | 38,880 | - |
| (vii) Interest provision on due on delayed payment to MSME | - | 60,047 |
| Total | 2,93,92,946 | 1,67,83,395 |

Note (10) Short-term provisions

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|--|---------------------|---------------------|
| (a) Provision for employee benefits: | | |
| (i) Provision for Bonus | 20,53,507 | 42,40,271 |
| (ii) Provision for Gratuity (Short Term) | 3,37,698 | 4,44,289 |
| (iii) Leave with Wages | 14,59,126 | 7,64,857 |
| (b) Provision for Taxation (Net of Prepaid Taxes) | - | 4,102 |
| Total | 38,50,331 | 54,53,519 |

Note (11)

FIXED ASSETS AS ON 31ST MARCH 2021

| Description | Gross block | | | | Accumulated depreciation and impairment | | | | Net block | |
|---------------------------------------|---------------------|---------------------|--------------------------------|--------------------------|---|------------------|-------------------------|--------------------------|---------------------|---------------------|
| | As at 01.04.2020 | Additions | Sales/Transfer during the year | Balance as on 31.03.2021 | As at 01.04.2020 | For the Year | Deductions/ Adjustments | Balance as on 31.03.2021 | AS ON 31.03.2021 | AS ON 31.03.2020 |
| A. TANGIBLE ASSETS | | | | | | | | | | |
| FREEHOLD LAND | 2,14,06,070 | - | - | 2,14,06,070 | - | - | - | - | 2,14,06,070 | 2,14,06,070 |
| | 2,14,06,070 | - | - | 2,14,06,070 | - | - | - | - | 2,14,06,070 | 2,14,06,070 |
| BUILDINGS | | | | | | | | | | |
| Owned | | | | | | | | | | |
| - Office | 62,01,908 | - | - | 62,01,908 | 1,64,580 | 1,01,091 | - | 2,65,671 | 59,36,237 | 60,37,328 |
| - Factory | 1,46,01,402 | 1,11,49,692 | - | 2,57,51,094 | 38,44,320 | 5,80,787 | - | 44,25,107 | 2,13,25,987 | 1,07,57,082 |
| | 2,08,03,310 | 1,11,49,692 | - | 3,19,53,002 | 40,08,900 | 6,81,878 | - | 46,90,778 | 2,72,62,224 | 1,67,94,410 |
| Leased | | | | | | | | | | |
| - Office | 6,03,009 | - | - | 6,03,009 | 1,47,130 | 68 | - | 1,47,198 | 4,55,811 | 4,55,879 |
| | 6,03,009 | - | - | 6,03,009 | 1,47,130 | 68 | - | 1,47,198 | 4,55,811 | 4,55,879 |
| PLANT AND MACHINERY | | | | | | | | | | |
| Machinery | 5,74,92,209 | 5,62,86,496 | - | 11,37,78,706 | 1,67,62,717 | 34,16,882 | - | 2,01,79,599 | 9,35,99,107 | 4,07,29,492 |
| Genset | 13,36,000 | 1,70,000 | - | 15,06,000 | 1,00,283 | 70,451 | - | 1,70,734 | 13,35,266 | 12,35,717 |
| Packing Machine | 5,051 | - | - | 5,051 | 4,922 | 240 | - | 5,162 | (111) | 129 |
| Moulds & Dies | 64,97,492 | 22,50,116 | - | 87,47,608 | 23,44,137 | 3,28,009 | - | 26,72,146 | 60,75,462 | 41,53,355 |
| Payroll Machine | 1,23,000 | 57,500 | - | 1,80,500 | 17,640 | 6,502 | - | 24,142 | 1,56,359 | 1,05,361 |
| Electric Fitting | 8,67,451 | 25,52,152 | - | 34,19,603 | 6,56,378 | 1,18,040 | - | 7,74,418 | 26,45,185 | 2,11,073 |
| Motor 5/3/2 HP | 2,23,330 | 5,85,314 | - | 8,08,644 | 32,017 | 26,153 | - | 58,170 | 7,50,474 | 1,91,313 |
| Water Pump | 1,86,537 | 82,499 | - | 2,69,036 | 54,108 | 10,982 | - | 65,090 | 2,03,946 | 1,32,429 |
| Lawn Mover | 39,765 | - | - | 39,765 | 9,070 | 1,889 | - | 10,959 | 28,806 | 30,695 |
| Scale | 10,97,501 | 34,454 | - | 11,31,955 | 1,85,095 | 52,877 | - | 2,37,972 | 8,93,983 | 9,12,406 |
| Crates | 16,060 | - | - | 16,060 | 12,289 | 763 | - | 13,052 | 3,008 | 3,771 |
| Bundle Counting | 28,125 | - | - | 28,125 | 12,811 | 1,336 | - | 14,147 | 13,978 | 15,314 |
| Fan | 2,03,221 | 2,05,059 | - | 4,08,280 | 34,866 | 13,625 | - | 48,491 | 3,59,789 | 1,68,355 |
| Air Conditioner | 14,08,566 | 1,64,328 | - | 15,72,894 | 2,97,521 | 72,557 | - | 3,70,078 | 12,02,816 | 11,11,045 |
| CC TV & Security Systems | 4,81,363 | 2,73,805 | - | 7,55,168 | 43,550 | 27,696 | - | 71,246 | 6,83,922 | 4,37,813 |
| Inverter | 67,584 | - | - | 67,584 | 14,898 | 3,210 | - | 18,108 | 49,476 | 52,686 |
| Lab Equipment | 1,00,691 | 51,301 | - | 1,51,992 | 27,745 | 6,132 | - | 33,877 | 1,18,115 | 72,946 |
| Mobile Phone | 7,67,753 | 2,80,170 | - | 10,47,923 | 1,64,760 | 41,958 | - | 2,06,718 | 8,41,204 | 6,02,992 |
| Music System | 17,246 | 5,983 | - | 23,229 | 767 | 1,004 | - | 1,771 | 21,458 | 16,479 |
| Computer | 10,50,276 | 7,00,274 | - | 17,50,551 | 7,80,080 | 2,05,579 | - | 9,85,659 | 7,64,892 | 2,70,196 |
| Storage Systems | 23,808 | - | - | 23,808 | 3,459 | 1,131 | - | 4,590 | 19,218 | 20,349 |
| Telephone Exchange | 62,950 | - | - | 62,950 | 24,518 | 2,990 | - | 27,508 | 35,442 | 38,432 |
| Television | 1,34,702 | 80,237 | - | 2,14,939 | 13,055 | 8,030 | - | 21,085 | 1,93,854 | 1,21,647 |
| Fax Machine | 10,300 | - | - | 10,300 | 7,464 | 489 | - | 7,953 | 2,347 | 2,836 |
| Fire Extinguisher | 3,09,570 | 18,000 | - | 3,27,570 | 1,14,147 | 15,342 | - | 1,29,489 | 1,98,081 | 1,95,423 |
| Water Filter | 64,800 | - | - | 64,800 | 9,209 | 3,078 | - | 12,287 | 52,514 | 55,592 |
| Refrigerator | 1,97,297 | - | - | 1,97,297 | 23,080 | 9,372 | - | 32,452 | 1,64,845 | 1,74,217 |
| Cooler | 8,35,309 | 2,90,398 | - | 11,25,707 | 1,54,505 | 43,964 | - | 1,98,469 | 9,27,238 | 6,80,804 |
| | - | - | - | - | - | - | - | - | - | - |
| | 7,36,47,956 | 6,40,88,088 | - | 13,77,36,044 | 2,19,05,091 | 44,90,281 | - | 2,63,95,372 | 11,13,40,673 | 5,17,42,866 |
| FURNITURE AND | | | | | | | | | | |
| | 14,23,891 | 12,11,227 | - | 26,35,118 | 1,91,522 | 1,33,319 | - | 3,24,841 | 23,10,277 | 12,32,368 |
| | 14,23,891 | 12,11,227 | - | 26,35,118 | 1,91,522 | 1,33,319 | - | 3,24,841 | 23,10,277 | 12,32,368 |
| VEHICLES | | | | | | | | | | |
| Car | 3,12,18,227 | - | 25,22,000 | 2,86,96,227 | 1,68,15,527 | 28,96,808 | 23,15,161 | 1,73,97,174 | 1,12,99,053 | 1,44,02,700 |
| Car (bmw-3200-wb07j4021) | - | 15,67,000 | - | 15,67,000 | - | 20,618 | - | 20,618 | 15,46,382 | - |
| Motor Cycle | 1,49,835 | - | - | 1,49,835 | 1,10,238 | 14,234 | - | 1,24,472 | 25,363 | 39,597 |
| Cycle | 2,750 | 24,107 | - | 26,857 | 2,147 | 1,089 | - | 3,236 | 23,621 | 603 |
| | 3,13,70,812 | 15,91,107 | 25,22,000 | 3,04,39,919 | 1,69,27,912 | 29,32,749 | 23,15,161 | 1,75,45,500 | 1,28,94,419 | 1,44,42,900 |
| Sub Total (A) | 14,92,55,048 | 7,80,40,114 | 25,22,000 | 22,47,73,162 | 4,31,80,554 | 82,38,295 | 23,15,161 | 4,91,03,689 | 17,56,69,474 | 10,60,74,494 |
| B. INTANGIBLE ASSETS | 3,75,199 | 4,000 | - | 3,79,199 | 2,36,269 | 75,840 | - | 3,12,109 | 67,090 | 1,38,930 |
| Sub Total (B) | 3,75,199 | 4,000 | - | 3,79,199 | 2,36,269 | 75,840 | - | 3,12,109 | 67,090 | 1,38,930 |
| C. CAPITAL WIP | | | | | | | | | | |
| Building Under Construction (Factory) | 99,42,953 | 12,06,738 | 1,11,49,692 | (0) | - | - | - | - | (0) | 99,42,953 |
| Machinery Under Installation | 2,96,80,817 | 2,09,36,508 | 5,06,17,325 | (0) | - | - | - | - | (0) | 2,96,80,817 |
| Sub Total (c) | 3,96,23,770 | 2,21,43,247 | 6,17,67,017 | (0) | - | - | - | - | (0) | 3,96,23,770 |
| Total (A+B+C) | 18,92,54,017 | 10,01,87,361 | 6,42,89,017 | 22,51,52,361 | 4,34,16,824 | 83,14,135 | 23,15,161 | 4,94,15,798 | 17,57,36,563 | 14,58,37,193 |
| Previous year | 14,58,16,411 | 5,12,01,165 | 77,63,559 | 18,92,54,017 | 3,62,46,618 | 72,03,285 | 33,079 | 4,34,16,824 | 14,58,37,193 | |

Note (12) Long-term loans and advances

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|----------------------|-----------------------------|-----------------------------|
| (a) Capital advances | 58,23,757 | 39,96,779 |
| (b) Security Deposit | 37,01,449 | 29,89,949 |
| Total | 95,25,206 | 69,86,728 |

Note (13) Inventories

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|--|-----------------------------|-----------------------------|
| Raw materials | 5,59,62,532 | 1,98,50,102 |
| Stock-in-trade (acquired for trading) | - | - |
| Finished goods (other than those acquired for trading) | 1,30,12,603 | 77,58,908 |
| Work in Process | 13,77,035 | 8,59,731 |
| Stores and spares | 58,04,563 | 31,55,426 |
| Total | 7,61,56,733 | 3,16,24,167 |

Note (14) Trade receivables

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|-------------------------------|-----------------------------|-----------------------------|
| (Unsecured & considered good) | | |
| Over six months | 35,84,124 | 35,68,014 |
| Others | 11,91,79,533 | 11,08,22,154 |
| Total | 12,27,63,656 | 11,43,90,168 |

Note 14.1 Trade receivables

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|-------------------------------------|-----------------------------|-----------------------------|
| a) Related Parties Recivable | | |
| Over six months | - | - |
| Others | - | - |
| b) Others | | |
| Over six months | 35,84,124 | 35,68,014 |
| Others | 11,91,79,533 | 11,08,22,154 |
| Total | 12,27,63,656 | 11,43,90,168 |

Note (15) Cash and cash equivalents

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|---|---------------------|---------------------|
| Cash in hand | 6,33,194 | 1,53,630 |
| Balances with banks (in current accounts) | | |
| HDFC BANK A /C 50200039663200 | 1,00,460 | 29,460 |
| PNB C/A 2404002100248566 | 2,66,446 | 10,191 |
| YES BANK A/C No.002384600001248 | 10,948 | 10,950 |
| HDFC BANK (UNCLAIMED DIVIDEND A/C) | 38,880 | - |
| Balances with banks (in fixed deposit accounts) | | |
| HDFC BANK FDR A/C 50300333091116 | 13,63,017 | 9,82,689 |
| Yes Bank FDR A/C 002340300001501 | 79,714 | 4,92,434 |
| Total | 24,92,659 | 16,79,354 |

Note (16) Short-term loans and advances

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|---|---------------------|---------------------|
| Loans and advances to Suppliers | 1,20,95,271 | 43,39,132 |
| Prepaid expenses | 2,83,522 | 2,73,551 |
| Balances with Central Excise Authorities & Sale Tax Authorities | 5,74,921 | 23,16,624 |
| Prepaid Taxes (Net of Provision) | 27,60,840 | - |
| Total | 1,57,14,555 | 69,29,307 |

Note (17) Other current assets

| Particulars | AS AT 31.03.2021 | AS AT 31.03.2020 |
|----------------------|---------------------|---------------------|
| Other Current assets | 6,26,306 | 4,55,207 |
| Total | 6,26,306 | 4,55,207 |

Note (18) Revenue from operations

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|---|----------------------------|----------------------------|
| Indigenous Sales | | |
| Sale of products - Automobile Tubes & Tyres | 1,01,21,94,314 | 92,24,25,672 |
| <u>Less:</u> | | |
| GST | 15,23,98,498 | 13,85,53,395 |
| Trade discount | 3,68,01,955 | 2,24,42,519 |
| | 82,29,93,862 | 76,14,29,758 |
| Export Sales | 19,84,145 | 57,56,567 |
| Total | 82,49,78,007 | 76,71,86,325 |

Note (19) Other income

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|---|----------------------------|----------------------------|
| Rebate & Discount | 8 | - |
| Sale of MEIS Licence | 51,518 | - |
| Interest income comprises: | | |
| Interest on PSEB Securities | 1,07,752 | 1,21,297 |
| Interest From YES BANK LTD | 22,896 | 63,946 |
| Interest From HDFC BANK | 1,95,074 | 70,306 |
| Total - Interest income | 3,77,248 | 2,55,549 |
| Other Non operating Income: | | |
| Rebate on PF (New Employees) | 9,64,401 | 15,67,999 |
| Profit on Sale of Car | 76,391 | - |
| Balance W/Back | 60,047 | - |
| Total - Other non-operating income | 11,00,839 | 15,67,999 |
| | | |
| Total | 14,78,087 | 18,23,548 |

Note (20) Cost of materials consumed

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|--|----------------------------|----------------------------|
| Butyl Rubber, Carbon, Reclaim Rubber etc. | | |
| Opening stock | 1,98,50,102 | 1,79,59,400 |
| Add: Purchases | 54,84,97,076 | 47,15,46,544 |
| Freight Cartage & Octroi Inward & Outward | 2,32,36,711 | 2,12,00,726 |
| | 59,15,83,889 | 51,07,06,670 |
| Less: Closing stock | 5,59,62,532 | 1,98,50,102 |
| Total | 53,56,21,357 | 49,08,56,568 |

Note (21) Changes in inventories of finished goods, work-in-progress and stock-in-trade

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|---|----------------------------|----------------------------|
| <u>Inventories at the end of the year:</u> | | |
| Stock-in-trade (acquired for trading) | - | - |
| Finished goods | 1,30,12,603 | 77,58,908 |
| Work-in-progress | 13,77,035 | 8,59,731 |
| | 1,43,89,638 | 86,18,639 |
| <u>Inventories at the beginning of the year:</u> | | |
| Stock-in-trade (acquired for trading) | - | - |
| Finished goods | 77,58,908 | 70,02,064 |
| Work-in-progress | 8,59,731 | 10,05,665 |
| | 86,18,639 | 80,07,729 |
| | | |
| Net (increase) / decrease | (57,70,999) | (6,10,910) |

Note (22) Employee benefits expense

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|--|----------------------------|----------------------------|
| Salaries and wages | 8,04,73,598 | 8,28,93,195 |
| Contributions to provident and other funds | 62,33,940 | 66,89,485 |
| Gratuity | 5,79,014 | 11,88,623 |
| Worker Welfare | 10,90,635 | 3,22,470 |
| Directors Sitting Fees | 1,34,000 | - |
| Medical Expenses | 12,600 | 4,707 |
| Staff Education & Training Expenses | - | 40,273 |
| Total | 8,85,23,788 | 9,11,38,753 |

Note (22a) Employee benefits expense

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|--|----------------------------|----------------------------|
| (a) Salaries and wages includes | | |
| Director Remuneration | 1,49,78,000 | 1,25,52,000 |
| Leave With Wages | 14,59,126 | 7,64,857 |
| Remuneration to Key Man | 28,38,480 | 25,44,697 |
| Bonus | 21,43,988 | 42,77,446 |
| Salary | 1,42,07,206 | 1,31,90,079 |
| Target Achivement Incentive | 19,92,000 | 16,00,799 |
| Wages & Outside Conctrect labour charges | 4,28,54,798 | 4,79,63,317 |
| Sub Total | 8,04,73,598 | 8,28,93,195 |
| (b) Contributions to provident and other funds includes | | |
| Employee Provident Fund | 48,13,046 | 49,30,726 |
| Employee State Insurance | 13,38,974 | 16,67,079 |
| Punjab Labour Welfare Fund | 81,920 | 91,680 |
| Sub Total | 62,33,940 | 66,89,485 |

Note (23) Finance costs

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|--|----------------------------|----------------------------|
| (a) Interest expense on: | | |
| (i) Borrowings/ Bank Interest/on Loan | 9,33,951 | 6,98,415 |
| (ii) Interest on Secured Loan | 2,48,253 | 2,04,017 |
| (iii) Interest on Unsecured Loan | 5,38,085 | 10,46,385 |
| (v) Interest on TDS/Excise/Service Tax | 770 | 1,18,585 |
| | 17,21,059 | 20,67,401 |
| Less: Interest Capitalised on Capital Advances | 1,08,653 | 1,05,038 |
| Less: Interest Capitalised on Fixed Assets | 7,13,019 | 11,81,286 |
| | 8,99,387 | 7,81,077 |
| (b) Bank charges | 3,22,336 | 3,57,646 |
| Total | 12,21,723 | 11,38,723 |

Note (24) Other expenses

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|---|----------------------------|----------------------------|
| (i) Manufacturing Expenses | | |
| Consumption Of Stores And Spare Parts, Oil & Lubricants | 4,92,09,169 | 5,30,98,091 |
| Power & Fuel | 6,12,72,363 | 5,34,02,983 |
| Machinery Repair & Maintaince | 13,24,100 | 22,37,794 |
| Tyre Testing Fee | 6,56,000 | - |
| Sub Total | 11,24,61,632 | 10,87,38,868 |
| (ii) Selling and Distribution Expenses | | |
| Export Expenses | 29,937 | 1,18,611 |
| Commission | 2,46,32,691 | 1,51,79,295 |
| Advertisement | 49,571 | 20,384 |
| Business Promotion | 12,70,151 | - |
| Sale Promotion | 1,02,81,581 | 1,03,73,608 |
| Rebate & Discount | 2,86,098 | - |
| Sub Total | 3,65,50,029 | 2,56,91,897 |
| (iii) Establishment Expenses | | |
| Annual Maintenance Charges | 1,38,652 | 1,44,540 |
| Audit Fee | 73,000 | 43,000 |
| Books & Periodicals | 170 | 1,733 |
| Building Repair & Maintenance | 27,49,531 | 18,72,069 |
| Car Insurance | 2,98,357 | 1,16,607 |
| Charity & Donation | 14,000 | 24,000 |
| Computer Repair | 2,06,773 | 80,956 |
| Misc Expenses | 1,49,702 | 1,18,935 |
| Postage & Telephone | 4,96,708 | 3,72,944 |
| Printing & Stationery | 1,76,412 | 80,366 |
| Round Off | - | 273 |
| Vehicle Repair & Maintenance | 16,60,617 | 12,00,361 |
| Electricity Exps (Office) | 1,69,105 | 1,61,429 |
| Additional VAT/GST/Excise Demand | 2,04,500 | 4,75,506 |
| Fee & Taxes | 14,78,003 | 13,96,709 |
| Fine & Penalty | 3,81,045 | 1,22,945 |
| Input Cess Written Off | - | 2,00,740 |
| Insurance | 2,55,387 | 4,47,383 |
| IPO Exp | - | 18,47,999 |
| Legal & Professional Charges | 5,65,214 | 6,10,256 |
| Loss On Sale Of Fixed Assets | - | 1,26,921 |
| Previous Year Adjustment | - | 3,594 |
| Festival Expenses | 1,04,283 | 42,000 |
| Subscription & Membership Exp Etc. | 37,814 | 55,227 |
| Security Exp | 82,932 | - |
| Travelling & Conveyence Exp | 49,018 | 5,69,781 |
| Sub Total | 92,91,224 | 1,01,16,273 |
| Total | 15,83,02,884 | 14,45,47,038 |

Note (24a) Value of Consumption of Stores & Spares, Oil & Lubricants

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|--|----------------------------|----------------------------|
| CONSUMABLE STORES & SPARES, OIL & LUBRICANTS: | | |
| Op. Stock | 29,94,786 | 40,43,385 |
| Add: | | |
| Purchase Consumable & Packing | 5,04,57,223 | 5,20,49,492 |
| | 5,34,52,009 | 5,60,92,877 |
| Less: Closing Stock | 42,42,840 | 29,94,786 |
| Total | 4,92,09,169 | 5,30,98,091 |

Note (24b) Power & Fuel

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|-------------------------------|----------------------------|----------------------------|
| Op. Stock | 1,60,640 | 4,37,676 |
| Fuel (Fire Coal & Husk) | 4,24,80,532 | 3,50,38,564 |
| Electricity Expenses- Factory | 2,01,92,914 | 1,80,87,383 |
| | 6,28,34,086 | 5,35,63,623 |
| Less: Closing Stock | 15,61,723 | 1,60,640 |
| Total | 6,12,72,363 | 5,34,02,983 |

Note (24c) Payments to Auditors As:-

| Particulars | FOR THE YEAR 31.03.2021 | FOR THE YEAR 31.03.2020 |
|----------------------|----------------------------|----------------------------|
| Auditors | | |
| Statutory audit fees | 31,500 | 31,500 |
| Tax audit fees | 10,000 | 10,000 |
| Other Matters | 31,500 | 1,500 |
| Total | 73,000 | 43,000 |

Other Notes 25

25(A). Contingent liabilities and commitments (to the extent not provided for)

| | As at 31 March, 2021 | As at 31 March, 2020 |
|--|----------------------|----------------------|
| Contingent liabilities | | |
| a) Claims against the Company not acknowledged as debt | NIL | NIL |
| (b) Bank Guarantees | 66,100 | 4,53,250 |
| (c) Other money for which the Company is contingently liable | | |
| 1. Letters of Credit, | 1,80,31,062 | 22,77,135.84 |
| 2. Bills Discounted | NIL | NIL |
| Commitments | | |
| (a) Estimated amount of contracts remaining to be executed on capital account and not provided for | | |
| Tangible assets | NIL | NIL |
| Intangible assets | NIL | NIL |
| (b) Uncalled liability on shares and other investments partly paid | | |
| | NIL | NIL |
| (c) Other commitments (specify nature) | | |
| | NIL | NIL |

25(B). Value of imports calculated on CIF basis:

| | Current Year | Previous year |
|---------------|--------------|---------------|
| Capital goods | 39,59,850 | -- |
| Raw materials | 1,92,31,165 | 2,71,70,530 |

25(C). Expenditure in foreign currency

| Particulars | Current Year | Previous year |
|--------------------|--------------|---------------|
| Traveling Expenses | NIL | NIL |

25(D). Details of consumption of imported and indigenous items:

| | Current Year | | Previous Year | |
|--|--------------|---------------------|---------------|---------------------|
| | % age | Rs. | % age | Rs. |
| RAW MATERIAL & Consumables– Indigenous | 96.41% | 51,63,90,192 | 94.46% | 46,36,86,038 |
| Imported | 3.59% | 1,92,31,165 | 5.54% | 2,71,70,530 |
| TOTAL | 100% | 53,56,21,357 | 100% | 49,08,56,568 |

25(E). Earnings in foreign exchange:

| | As at 31 March, 2021 | As at 31 March, 2020 |
|-----------------------------|----------------------|----------------------|
| Export of goods (FOB value) | Nil | 19,70,299 |

25(F). Consequent to compliance to Accounting Standard – 22 on “Accounting for Taxes on Income”, the company has given effect to Deferred Tax accounting and the break up of Deferred Tax/Liabilities are as under:-

| Name of timing difference | Deferred Tax Liabilities/(Assets) as at 1.4.2020 | Debit / (Credit) for the year | Deferred Tax Liabilities/(Assets) as at 31.03.2021 |
|---|--|-------------------------------|--|
| a). Deferred Tax Liability | 67,65,763 | 36,29,750 | 1,03,95,513 |
| (i) Related to Fixed Assets | | | |
| b). Deferred Tax Liability | (3,09,042) | (4,64,678) | (7,73,720) |
| (ii) Related to Exp 43B (Gratuity) | | | |
| c). Provision for Deferred Tax (Net) | 64,56,721 | 31,65,072 | 96,21,793 |

25(G). RELATED PARTY DISCLOSURE:

| Particulars | Directors & Key Management Personnel | Where control exists/other related parties |
|-------------|--------------------------------------|--|
| | | |

| | | | | |
|---|--|----------------------|---|----------------------|
| Related Parties | 1. Mr. Kawaljit Singh (Whole Time Director) 2. Mr. Kanwaljit Singh (Mg. Director – resigned w.e.f., 31 st July, 2020) 3. Mr. Surinder Pal Singh (Joint Mg. Director) 4. Mrs. Ratinder Kaur (Whole Time Director) 5. Mrs. Celespreet Kaur (CFO) 6. Mrs. Amandeep Kaur (Director) 7. Mr. Rahul Gupta (Director-Resigned w.e.f., 01.09.2020) 8. Tarundeep Singh (Director) 9. Mrs. Manisha Mittal (Director) 10. Mr. Harsimran Singh (Director w.e.f., 01.09.2020) 11. Mr. Prabhsimran Singh (Whole Time Director w.e.f., 01.09.2020) 12. Mr. Yashul Goyal (Independent Director w.e.f., 01.09.2020) 13. Mrs. Anchal Gupta (Independent Director w.e.f., 01.09.2020) 14. Mrs. Nancy Singla (Company Secretary & Compliance Officer) (Resigned w.e.f., 11.12.2020) 15. Mrs. Ankita Sahu (Company Secretary & Compliance Officer) (Appointed w.e.f., 12.12.2020) | | Mr. Kanwaljit Singh Mrs. Jagjit Kaur Mrs. Kritika Kaur Mrs. Rajwant kaur | |
| | Current Year | Previous Year | Current Year | Previous Year |
| Sitting Fees | 1,34,000 | -- | -- | -- |
| Director's Remuneration Paid | 1,52,28,000 | 1,25,52,000 | -- | -- |
| Salary Paid | | 25,32,731 | 93,34,610 | 75,60,000 |
| Commission Paid | -- | -- | -- | 6,94,173 |
| Interest Paid | 5,38,085 | 10,46,385 | -- | -- |
| Balances as on balance sheet date: | | | | |
| Unsecured Loan Taken: | | | | |
| Kawaljit Singh | 80,62,360 | 30,29,500 | -- | -- |
| Smt Ratinder Kaur | 34,67,151 | 29,429 | -- | -- |
| Kanwaljit Singh | | 10,84,180 | -- | -- |
| Surinder Pal Singh | 20,35,884 | 48,98,636 | --- | -- |
| Harsimran Singh | 10,27,065 | | | |
| Balances as on balance sheet date: | | | | |
| Director Remuneration Payable: | | | | |
| Kawaljit Singh | Nil | 2,84,746.08 | | |
| Kanwaljit Singh | Nil | 1,43,500 | | |
| Surinder Pal Singh | Nil | 1,43,500 | | |
| Ratinder Kaur | Nil | 1,28,000 | | |

| Balances as on balance sheet date: | | | | |
|---|--------|----------|--|--|
| Salary Payable: | | | | |
| Celespreet Kaur | Nil | 1,28,000 | | |
| Harsimran Singh | Nil | 1,28,000 | | |
| Jagjit Kaur | Nil | 50,426 | | |
| Kritika Kaur | Nil | 47,000 | | |
| Prabhsimran Singh | 34,382 | 1,28,000 | | |
| Rajwant Kaur | Nil | 61,000 | | |

DETAIL OF RELATED PARTIES TRANSACTIONS

| Particulars | As on 31.03.2021 | As on 31.03.2020 |
|----------------------------------|-------------------------|-------------------------|
| Director's Remuneration: | | |
| Kawaljit Singh | 54,70,000 | 50,20,000 |
| Kanwaljit Singh | 10,00,000 | 25,96,000 |
| Surinder Pal Singh | 27,50,000 | 25,96,000 |
| Ratinder Kaur | 26,40,000 | 23,40,000 |
| Harsimran Singh | 16,80,000 | |
| Prabh Simran Singh | 16,80,000 | |
| Total | 1,52,28,000 | 1,25,52,000 |
| Sitting Fees to Directors | | |
| Amandeep Kaur | 56,000 | -- |
| Rahul Gupta | 10,500 | -- |
| Tarundeep Singh | 21,000 | |
| Manisha Mittal | 16,500 | |
| Yashul Goyal | 12,000 | |
| Anchal Gupta | 18,000 | |
| Total | 1,34,000 | -- |
| Salary | | |
| Celespreet Kaur | 26,40,000 | 23,40,000 |
| Harsimran Singh | 9,60,000 | 23,40,000 |
| Prabh Simran Singh | 9,60,000 | 23,40,000 |
| Kritika Kaur | 9,68,000 | 9,60,000 |
| Jagjit Kaur | 9,68,000 | 9,60,000 |
| Rajwant Kaur | 9,68,000 | 9,60,000 |
| Kanchan Bhatia | -- | 1,38,021 |
| Nancy Singla | 1,07,043 | 54,710 |
| Kanwaljit Singh | 16,80,000 | -- |
| Ankita Sahu | 83,567 | -- |
| Total | 93,34,610 | 1,00,92,731 |
| Commission | | |
| Harsimran Singh | Nil | 6,94,173 |

| | | |
|----------------------|-----------------|------------------|
| Total | Nil | 6,94,173 |
| Interest Paid | | |
| Kawaljit Singh | 2,45,815 | 3,10,556 |
| Kanwaljit Singh | 23,816 | 2,04,645 |
| Ratinder Kaur | 78,001 | 32,699 |
| Surinder Pal Singh | 1,61,193 | 4,98,485 |
| Harsimran Singh | 29,260 | |
| Total | 5,38,085 | 10,46,385 |

25(H). Taxation: Provision for current tax, if any, is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

25(I). Distribution made and proposed

| | 31st March 2021 | 31st March 2020 |
|---|-----------------------------------|-----------------------------------|
| Proposed dividends on Equity shares: | | |
| Final cash dividend for the year ended on 31 March 2021: Rs. 1.20 per share (31 March 2020: Rs. 1.00 per share) | 90,26,995.20 | 75,22,496 |

25(J). Gratuity liability is a defined benefit obligation and Current Year Gratuity is provided for on the basis of an actuarial valuation made by company at the end of financial year. Disclosure as required by AS-15 regarding gratuity is as under:-

Table Showing Changes in Present Value of Obligations:

| Period | From: 01-04-2020 To: 31-03-2021 | From: 01-04-2019 To: 31-03-2020 |
|--|---------------------------------|---------------------------------|
| Present value of the obligation at the beginning of the period | 25,54,688 | 21,12,615 |
| Interest cost | 1,78,828 | 1,47,883 |
| Current service cost | 3,84,462 | 3,46,013 |
| Past Service Cost | 0 | 0 |
| Benefits paid (if any) | (3,52,537) | (1,78,905) |
| Actuarial (gain)/loss | 15,724 | 1,27,082 |
| Present value of the obligation at the end of the period | 27,81,165 | 25,54,688 |

Key results (The amount to be recognized in the Balance Sheet):

| Period | As on: 31-03-2021 | As on: 31-03-2020 |
|--|-------------------|-------------------|
| Present value of the obligation at the end of the period | 27,81,165 | 25,54,688 |
| Fair value of plan assets at end of period | 0 | 0 |
| Net liability/(asset) recognized in Balance Sheet and related analysis | 27,81,165 | 25,54,688 |
| Funded Status - Surplus/ (Deficit) | (27,81,165) | (25,54,688) |

Expense recognized in the statement of Profit and Loss:

| Period | From: 01-04-2020 To: 31-03-2021 | From: 01-04-2019 To: 31-03-2020 |
|--|---------------------------------|---------------------------------|
| Interest cost | 1,78,828 | 1,47,883 |
| Current service cost | 3,84,462 | 3,46,013 |
| Past Service Cost | 0 | 0 |
| Expected return on plan asset | (0) | (0) |
| Net actuarial (gain)/loss recognized in the period | 15,724 | 1,27,082 |
| Expenses to be recognized in P&L | 5,79,014 | 6,20,978 |

Experience adjustment:

| Period | From: 01-04-2020 To: 31-03-2021 | From: 01-04-2019 To: 31-03-2020 |
|--|---------------------------------|---------------------------------|
| Experience Adjustment (Gain) / loss for Plan liabilities | 15,724 | 1,27,082 |
| Experience Adjustment Gain / (loss) for Plan assets | 0 | 0 |

Summary of membership data at the date of valuation and statistics based thereon:

| Period | As on: 31-03-2021 | As on: 31-03-2020 |
|---|-------------------|-------------------|
| Number of employees | 49 | 41 |
| Total monthly salary | 8,47,400 | 7,54,232 |
| Average Past Service(Years) | 6.2 | 7.1 |
| Average Future Service (yr) | 20.7 | 18.2 |
| Average Age(Years) | 39.3 | 41.8 |
| Weighted average duration (based on discounted cash flows) in years | 24 | 23 |
| Average monthly salary | 17,294 | 18,396 |

Actuarial assumptions provided by the company and employed for the calculations are tabulated:

| | | |
|-----------------------------|------------------|------------------|
| Discount rate | 7.00 % per annum | 7.00 % per annum |
| Salary Growth Rate | 5.00 % per annum | 5.00 % per annum |
| Mortality | IALM 2012-14 | IALM 2012-14 |
| Expected rate of return | 0 | 0 |
| Withdrawal rate (Per Annum) | 5.00% p.a. | 5.00% p.a. |

3.3: Benefits valued:

| | | |
|---|--|--|
| Normal Retirement Age | 60 Years | 60 Years |
| Salary | Last drawn qualifying salary | Last drawn qualifying salary |
| Vesting Period | 5 Years of service | 5 Years of service |
| Benefits on Normal Retirement | 15/26 * Salary * Past Service (yr). | 15/26 * Salary * Past Service (yr) |
| Benefit on early exit due to death and disability | As above except that no vesting conditions apply | As above except that no vesting conditions apply |
| Limit | 2000000.00 | 2000000.00 |

Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013) :

| Period | As on: 31-03-2021 | As on: 31-03-2020 |
|-----------------------------------|-------------------|-------------------|
| Current Liability (Short Term)* | 3,37,698 | 4,44,289 |
| Non Current Liability (Long Term) | 24,43,467 | 21,10,399 |
| Total Liability | 27,81,165 | 25,54,688 |

Projection for next period:

| | | |
|---|----------|--|
| Best estimate for contribution during next Period | 4,12,688 | |
|---|----------|--|

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

| Period | As on: 31-03-2021 |
|--|--|
| Defined Benefit Obligation (Base) | 27,81,165 @ Salary Increase Rate : 5%, and discount rate :7% |
| Liability with x% increase in Discount Rate | 25,06,357; x=1.00% [Change (10)%] |
| Liability with x% decrease in Discount Rate | 31,13,966; x=1.00% [Change 12%] |
| Liability with x% increase in Salary Growth Rate | 31,17,460; x=1.00% [Change 12%] |
| Liability with x% decrease in Salary Growth Rate | 24,99,141; x=1.00% [Change (10)%] |
| Liability with x% increase in withdrawal Rate | 28,43,203; x=1.00% [Change 2%] |
| Liability with x% decrease in withdrawal Rate | 27,08,509; x=1.00% [Change (3)%] |

Reconciliation of liability in balance sheet

| Period | From: 01-04-2020 To: 31-03-2021 | From: 01-04-2019 To: 31-03-2020 |
|--|---------------------------------|---------------------------------|
| Opening gross defined benefit liability/ (asset) | 25,54,688 | 21,12,615 |
| Expenses to be recognized in P&L | 5,79,014 | 6,20,978 |
| Benefits paid (if any) | (3,52,537) | (1,78,905) |
| Closing gross defined benefit liability/ (asset) | 27,81,165 | 25,54,688 |

25(K). Disclosure under the MSME Act, 2006 (“Micro Small and Medium Enterprises Development Act 2006”):-

| S.N. | Particulars | Amount as at 31.3.2021 | Amount as at 31.3.2020 |
|------|---|------------------------|------------------------|
| 1 | Total payments due as at the end of each accounting year on account of Principal | 1,47,90,638 | 1,49,97,280 |
| 2 | <u>Interest due</u> to suppliers registered under the MSMED Act and remaining unpaid as at year end | Nil | 60,047 |
| 3 | Total interest paid on all delayed payments during the year under the provisions of the Act | Nil | Nil |
| 4 | <u>Interest due and payable</u> towards suppliers registered under MSMED Act, | Nil | 60,047 |

25(L). SEGMENT INFORMATION FOR THE YEAR ENDED 31.03.2021**a) Primary Segment Reporting - Business Segment**

Since the company's entire business is of manufacturing of auto tyre/tubes, so, there is no reportable segment.

b) Secondary Segment Reporting - Geographical Segment

Since the company's main business is in India, so, there is no reportable segment.

25(M). Impairment of Assets: In the opinion of the Management, there is no impairment to the assets during the year to which Accounting Standard –28 “Impairment of Assets” applies.

25(N). Balances of sundry creditor, sundry debtors, loans & advances and security deposit are subject to confirmation.

25(O). Financial and Derivative Instruments: Nil

25(P). Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For RAVI GARG & CO,

Chartered Accountants

FRN 016998N

(Ravi Kumar Garg)

Partner

M.N.076593

Date: 28.06.2021

Place: Ludhiana

UDIN: 21076593AAAHP7058

For and on behalf of the Board of Directors

Kawaljit Singh

Chairman & Managing Director

DIN:00942794

Celespreet Kaur

CFO (PAN CGDPK3291E)

Surinder Pal Singh

Mg. Director

DIN:00942870

Ankita Sahu

Company Secretary

(PAN DBPPS2105P)

DOLFIN RUBBERS LIMITED

(CIN: L25112PB1995PLC017160)

Registered Office: 26A, Bhai Randhir Singh Nagar, Ludhiana – 141012

E-mail: dolfintube@gmail.com

Tel.: 0161-5031030

Website: www.dolphin.co.in**ATTENDANCE SLIP**

| | | |
|--|--|------------------------------|
| <i>Folio No. / DP ID/ Client ID No. / Ben. ID</i> | | <i>Name of Proxy:</i> |
| <i>Name & address of First named Member:</i> | | |
| <i>Name of Joint Member(s), if any:</i> | | |

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 26th Annual General Meeting of the Company being held at its Registered Office 26 A, Bhai Randhir Singh Nagar, Ludhiana 141012, Punjab Saturday, 25th September, 2021 at 03:00 P.M.

Member's/Proxy's Name in Block Letter

Member's/Proxy's Signature

Note (s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

**THIS PAGE IS INTENTIONALLY LEFT
BLANK**

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Dolphin Rubbers Limited

(CIN: L25112PB1995PLC017160)

Registered Office: 269, Industrial Area – A, Ludhiana – 141003

| |
|---------------------------|
| Name of the Member |
| Registered Address: |
| DP ID/Client ID/Ben. A/C: |
| E-Mail ID: |

I/ We being the member of Dolphin Rubbers Limited, holding.....shares, hereby appoint:

1. Name & AddressSignature..... or failing him/her
2. Name & AddressSignature..... or failing him/her
3. Name & AddressSignature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 26th Annual General Meeting of members of the Company, to be held on Saturday, 25th September, 2021 at 03:00 P.M. at 26A, Bhai Randhir Singh Nagar, Ludhiana, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | ORDINARY BUSINESS |
|---------|---|
| 1. | To receive, consider and adopt the Audited Financial Statements of the Company for financial year ended 31 st March, 2021 together with the Report of the Board of Directors and the Auditors thereon. |
| 2. | To declare dividend @12 % i.e. Rs. 1.20 per Equity Share of Rs. 10 each for the year ended 31 st March, 2021. |
| 3. | To appoint a Director in place of Mrs. Ratinder Kaur (DIN: 00944751), Whole Time Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers herself for re-appointment. |
| 4. | To appoint a Director in place of Mr. Surinder Pal Singh (DIN: 00942870), Joint Managing Director, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment. |
| | SPECIAL BUSINESS |
| 5. | To re-appoint Mr. Surinder Pal Singh as Joint Managing Director and KMP of the Company for a term of 5 years w.e.f. 1 st November, 2021 till 31 st October, 2026. |

Signed this day of..... 2021

Signature of Shareholder.....Signature of Proxy holder(s)

| |
|---|
| Affix Revenue Stamp of Rs. 1/- |
|---|

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 hours before the commencement of the Meeting.