

# DOLAT INVESTMENTS LIMITED

Regd. Office: 203, City Centre, 186, Pursawalkam High Road, Keleey, Chennai 600010.

Corporate Office: 301-308, Bhagwati House, Plot A/19, Veera Desai Road, Andheri (West), Mumbai - 400 058

TEL.: 91-22-2673 2602/03/04/65704167/68/69/70/71 FAX: 91-22-26732642,

Website: www.dolatinvest.com, E-mail: post@dolatinvest.com or grievances@dolatinvest.com

Corporate Identity Number: L67100TN1983PLC067697

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable Rules, if any, that the following resolutions, which are circulated amongst the Members of Dolat Investments Limited (the Company) are proposed to be passed by Postal Ballot.

1. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 (as applicable and as may be amended from time to time), read with MCA General Circular No. 04 /2014, dated March 25, 2014, and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or any Committee thereof, to borrow and avail for funding expansion and/or operational plans and meeting other funding requirements of the Company from time to time, the credit facilities and/or any sum or sums of money at its discretion either from the Company’s Bank(s) or any other Bank(s), Financial Institution(s) and/or any other Lending Institution(s) or person(s) or body corporate(s) from time to time, on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in aggregate Rs.100 Crore (Rupees One Hundred Crore Only), notwithstanding that such sum(s) of money(s) and the sum(s) to be borrowed by the Company together with the money already borrowed by the Company and remaining outstanding at any time with or without security on such terms and conditions as they may think fit shall exceed aggregate of its paid up share capital and free reserves (apart from temporary loans obtained from the Company’s Bankers/FIs in the ordinary course of business) provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not exceed Rs.100 Crore (Rupees One Hundred Crore only), at any one time.

2. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up share capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, quarantees given, and securities provided shall not exceed an aggregate amount of Rs. 100 Crore (Rupees One Hundred Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deed, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.

3. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with M/s. Nirpan Securities Private Limited, a private limited company, a member of National Stock Exchange of India Limited, in which a Director of the Company is also a Director and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to receiving services of a stock broker to carry on business of investing/trading in shares and securities through National Stock Exchanges of India Limited and MCX-SX on such terms and conditions of the stock exchanges at competitive rate of brokerage commission, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such brokerage commission/charge payable to Nirpan Securities Private Limited, shall not exceed Rs.50.00 lakhs (Rupees Fifty Lakhs Only) during any one financial year.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

4. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with M/s. Dolat Capital Market Private Limited, a private limited company, a

member of National Stock Exchange of India Limited, Bombay Stock Exchange Limited, MCX-SX, etc. in which Directors of the Company are also Directors and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to receiving services of a stock broker to carry on business of investing/trading in shares and securities through National Stock Exchange of India Limited, Bombay Stock Exchange, MCX-SX, etc. on such terms and conditions of the stock exchanges, at competitive rate of brokerage commission, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such brokerage commission/charge payable to Nirpan Securities Private Limited, shall not exceed Rs.50.00 lakhs (Rupees Fifty Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

5. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with M/s. Purvag Commodities & Derivatives Private Limited, a private limited company, a member of all the Commodities/Bullion Exchanges in India, in which a Director of the Company is also a Director and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to receiving services of a commodity broker to carry on business of investing/trading in all type of commodities including bullion through the Commodities/Bullion Exchanges in India, on such terms and conditions of the Commodities/Bullion exchange(s), at a competitive rate of brokerage commission, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such brokerage commission/charge payable to Purvag Commodities & Derivatives Private Limited, shall not exceed Rs.1.00 Crore (Rupees One Crore Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

6. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with M/s. Jigar Commodities & Derivatives Private Limited, a private limited company, a member of National Commodity & Derivatives Exchange of India Limited (NCDEX), in which relatives of a Director of the Company is a Director and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to receiving services of a commodity broker to carry on business of investing/trading in all types of commodities, on such terms and conditions of the NCDEX, at a competitive rate of brokerage commission, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such brokerage commission/charge payable to Jigar Commodities & Derivatives Private Limited, shall not exceed Rs. 25.00 lakhs (Rupees Twenty Five Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

7. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with Mr. Harendra D. Shah, a relative of the Directors of the Company and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to use of his office premises as company’s office on leave and license basis, on such terms and conditions, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such lease rent/charge payable to Mr. Harendra D. Shah, shall not exceed Rs. 6 lakhs (Rupees Six Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

8. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with Mr. Pankaj D. Shah, a relative of the Director of the Company and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to use of his office premises as company’s office on leave and license basis, on such terms and conditions, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such lease rent/charge payable to Mr. Pankaj D. Shah, shall not exceed Rs. 6 lakhs (Rupees Six Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

9. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended

from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with Mr. Shailesh D. Shah, a relative of the Director of the Company and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to use of his office premises as company’s office on leave and license basis, on such terms and conditions, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such lease rent/charge payable to Mr. Shailesh D. Shah, shall not exceed Rs. 6 lakhs (Rupees Six Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

10. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with Mr. Rajendra D. Shah, the Managing Director and Key Managerial Personnel of the Company and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to use of his office premises as company’s office on leave and license basis, on such terms and conditions, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all such lease rent/charge payable to Mr. Rajendra D. Shah, shall not exceed Rs. 6 lakhs (Rupees Six Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

11. To consider, and if thought fit, to give your assent or dissent to the following **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the revised Clause 49(VII) of the Equity Listing Agreement as amended from time to time, which is applicable effective October 1, 2014, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to enter into transactions/contracts/arrangements with M/s. Dolat Capital Market Private Limited, a private limited company, in which a Director of the Company is also Director, and a “related party” as defined in Clause 49(VII)(B) of the Equity Listing Agreement, relating to sharing of common expenses such as maintenance, electricity, telephone expenses, on such terms and conditions, as the Board in its absolute discretion may deem fit. PROVIDED HOWEVER THAT the aggregate amount/value of all expenses/charge payable/ reimbursed to M/s. Dolat Capital Market Private Limited, shall not exceed Rs.10 Lakhs (Rupees Ten Lakhs Only) during any one financial year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

By Order of the Board  
Rajendra D. Shah  
Managing Director

Date:13th February, 2015

Registered Office:

203, City Center,

186, Purswalkam High Road,

Keleeyes, Chennai 600010.

(CIN: L67100TN1983PLC067697)

**NOTES:**

- i. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts concerning the Special Resolutions set out in the Notice are annexed hereto.
- ii. The Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary (Membership No. FCS 5683), Mumbai to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- iii. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Ltd. and Central Depository Services (India) Limited (CDSL) as on the close of business hours on February 13, 2015.
- iv. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the postal ballot form through post.
- v. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
- vi. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then

voting done through e-voting shall prevail and voting done by post will be treated as invalid.

vii. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate thereof, the Member may write to the Company's Registrars - Purva Sharegistry (India) Pvt. Ltd, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai-400011 or to the e-mail ID 'purvashr@mtnl.net.in' or send an e-mail to 'post@dolatinvest.com'.

The Registrars will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.

viii. The Postal Ballot Notice has been uploaded on the Company's website viz., www.dolatinvest.com and https://www.evoting.cdsl.com.

ix. All documents referred to in this Postal Ballot Notice and the Statement to be annexed to the said Notice setting out material facts are open for inspection by the Members at the Registered Office of the Company during business hours on any working days except Saturday, between 11.00 a.m. to 1.00 p.m and national holidays, up to 23rd March, 2015.

x. The voting rights of the Members shall be in proportion to their share in the total paid-up equity share capital of the Company as on 13th February, 2015.

xi. The Scrutinizer's decision on the validity or otherwise of the postal ballot will be final.

xii. Instructions for Voting:

**A. Voting through Physical Postal Ballot Form.**

1. A member desirous of exercising vote by Postal Ballot shall complete the enclosed postal ballot form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage business reply envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the postal ballot form by courier or registered post or delivers it in person at his expense, such postal ballot form will also be accepted.

2. The postal ballot form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 23rd March, 2015. Any postal ballot form received after the said date shall be treated as if the reply from the Member has not been received. No other form or photocopy of the postal ballot form will be permitted/accepted.

**B. E-Voting Facility**

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 21st February, 2015, 12.01 A.M. and ends on 23rd March, 2015, 12.00 midnight. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of Members receiving Postal Ballot Form by Post:

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

2. Please follow all steps from Serial No. (ii) to Serial No. (xviii) as above, to cast your vote by electronic means.
- xiii. The e- voting period will commence on 21st February, 2015 and end on 23rd March, 2015 (both the days inclusive). During this period, Members, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- xiv. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny and the results of the voting by postal ballot will be declared by the Managing Director or, in his absence, by the Person Authorised by him on 27th March, 2015 at the Registered Office of the Company at 203, City Center, 186, Purswalkam High Road, Keleeyas, Chennai 600010. The said date of declaration of results of the postal ballot shall be the date on which the said resolutions would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made thereunder. The said results will also be intimated to the stock exchanges, published in the newspapers and uploaded on the Company’s website viz. [www.dolatinvest.com](http://www.dolatinvest.com)
- xv. General Instructions:
1. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://www.evotingindia.com>
  2. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
  3. You can also update your mobile number and e-mail id in the user profile details of the Client ID which may be used for sending future communication.

## **ANNEXURE TO THE NOTICE**

Statements to be annexed to the Postal Ballot Notice pursuant to Section 102 of the Companies Act, 2013.

### **ITEM NO. 1**

#### **Authorisation for Borrowing Money u/s 180(1)(c) of the Companies Act, 2013:**

Presently Dolat Investments Limited, is a debt free company and the company not in need of money in immediate future.

However, as per provisions of Section 180(1)(c) of the Companies Act, 2013, notified effective from September 12, 2013 and based on the clarifications issued by the Ministry of Corporate Affairs (MCA), the Board of Directors shall not borrow any sums of money in excess of the limits specified, except with the consent of the members accorded by way of a Special Resolution.

Accordingly, as enabling resolution, in case of need arises for the company, the consent of the members is sought for borrowing from Banks/Financial Institutions or Inter corporate loans, aggregating sum of Rs.100 Crore, by passing the Special Resolution set out at Item No. 1 of the Notice. This resolution will enable the Board of Directors of your Company to borrow monies as may be required from time to time.

The Board of Directors commend passing of the Special Resolution set out at Item No.1 of the Postal Ballot Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise (except to the extent money borrowed from the entities in which they are interested, and taken by them), in the resolution set out at Item No. 1 of the Postal Ballot Notice.

### **ITEM NO. 2**

#### **To make investments, give loans, guarantees and provide securities beyond the prescribed limits.**

As per the provisions of Section 186 of the Companies Act, 2013 no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with such loans for an amount not exceeding Rs. 100 Crore.

Accordingly, the consent of the Members by way of Special Resolution is being sought under the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments, providing loans or give guarantee or provide security in connection with such loans for an amount not exceeding Rs.100 Crore.

None of the Key Managerial Personnel, Directors, and their relatives is in any way, deemed to be concerned or interested financially or otherwise in the resolution proposed to be passed.

The Board recommends the resolution as set out at Sr. No.2 of the Notice for approval by the shareholders.

### **ITEM NO.3 to 11:**

Pursuant to the requirements of the revised Clause 49 (VII) of the equity Listing Agreement which is applicable effective October 1, 2014, the Securities and Exchange Board of India (SEBI) has prescribed that all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed company through a special resolution and the related parties shall abstain from voting on such resolution.

“Material Related Party Transaction” under the above said Clause means any transaction to be entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements. The annual consolidated turnover of your Company for the financial year 2013-14 was Rs.18292.29 lacs. Accordingly, any transaction(s) by your Company with a related party exceeding Rs.1829.23 lacs (10% of the Company’s annual turnover) shall be considered as material transaction and hence, the approval of the Members is required for the same.

Your Company is a trading company mainly into shares and securities and commodities through the stock exchange(s)/Commodity Exchanges, through the registered brokers of the respective exchanges. To carry out the company’s business this is necessary to the company to deal with brokers, who are reliable, trustworthy, and take action with commitment and provide prompt services, to succeed and earn profit in its trading activity, therefore the company is continuously trading through the stock broking companies (related parties). The rate of shares and securities and commodities are determined on the floor of the exchanges on the basis of demand and supply of stock, securities & commodities. Rate of brokerage commission is being decided and paid after making necessary comparison with the charges levied by other brokers in the industry.

The Company obtained office premises for its use on leave and license basis from the Director/relatives of the Directors of the Company and paying competitive rate of license fee/rent.

The Company is sharing telephone and electricity expenses with M/s. Dolat Capital Market Private Limited, on the basis of actual use of the utilities, on proportionate basis.

It is therefore proposed to obtain the members’ approval for the transactions as prescribed in Postal Ballot Notice which have been entered or may be entered into by your Company with its related parties from time to time that are material in terms of the revised Clause 49 (VII).

The transactions entered by the Company with related parties for the year ended 31st March 2014 are as under:

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of Transaction	Amount (Rs. in Lakhs)
1.	Nirpan Securities Private Limited	Common Director	Receiving services of a Stock Broker	19.35
2.	Dolat Capital Market Private Limited	Common Director	Receiving services of a Stock Broker	NIL
3.	Purvag Commodities & Derivatives Private Limited	Common Director	Receiving services of a Commodity Broker	0.58
4.	Jigar Commodities & Derivatives Private Limited	Common Director	Receiving services of a Commodity Broker	NIL
5.	Harendra D. Shah	Relative of the Directors	Payment of Rent/License Fee for use of Office premises	1.31
6.	Pankaj D Shah	Relative of a Director	Payment of Rent/License Fee for use of Office premises	1.31
7.	Shailesh D. Shah	Relative of a Director	Payment of Rent/License Fee for use of Office premises	1.31
8.	Rajendra D. Shah	Managing Director	Payment of Rent/License Fee for use of Office premises	1.52
9.	Dolat Capital Market Private Limited	Common Director	Reimbursement of Maintenance, electricity and telephone expenses	4.10

The transactions, as stated in proposed resolution Nos. 3 to 11 of the Postal Ballot Notice, which are enabling in nature, have received prior approval of the Audit Committee and the Board of Directors of your Company at their respective meetings held on February 13, 2015 in terms of the requirements of revised Clause 49 (VII).

The Board of Directors commend passing of the Special Resolutions set out at Item Nos. 3 to 11 of the Postal Ballot Notice.

Mr. Rajendra D. Shah is Director of Nirpan Securities Private Limited, Dolat Capital Market Private Limited and Purvag Commodities & Derivatives Private Limited and Ms. Harsha H. Shah is Director of Dolat Capital Market Private Limited.

Mr. Harendra D. Shah, is a Director of Jigar Commodities & Derivatives Private Limited, is husband of Ms. Harsha H. Shah and brother of Mr. Rajendra D. Shah.

Mr. Pankaj D. Shah is a Director of Jigar Commodities & Derivatives Private Limited, is brother of Mr. Rajendra D. Shah & father of Mr. Vaibhav P. Shah, CFO & Key Managerial Personnel of the Company.

Mr. Shailesh D. Shah is a Director of Purvag Commodities and Derivatives Private Limited, is brother of Mr. Rajendra D. Shah.

Except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 3 to 11 of the Postal Ballot Notice.

By Order of the Board  
Rajendra D. Shah  
Managing Director

Date: February 13, 2015

Registered Office:

203, City Center,

186, Purswalkam High Road,

Keleeyas, Chennai 600010.

(CIN: L67100TN1983PLC067697)

# DOLAT INVESTMENTS LIMITED

Regd. Office: 203, City Centre, 186, Puraawalkam High Road, Keleeyes, Chennai 600010.

Corporate Office: 301-308, Bhagwati House, Plot, A/19, Veera Desai Road, Andheri (West), Mumbai - 400 058

TEL.: 91-22-2673 2602/03/04/65704167/68/69/70/71 FAX: 91-22-26732642,

Website: [www.dolatinvest.com](http://www.dolatinvest.com), E-mail: [post@dolatinvest.com](mailto:post@dolatinvest.com) or [grievances@dolatinvest.com](mailto:grievances@dolatinvest.com)

Corporate Identity Number: L67100TN1983PLC067697

## POSTAL BALLOT FORM

1. Name(s) of Member(s) including joint Holders, if any. (in block letters) : Sr. No. : \_\_\_\_\_
2. Registered Address of the Sole/first named Member :
3. Register Folio /DP ID/Client ID Nos.\* :  
(\*Applicable to Members holding shares in dematerialised form)
4. Number of Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated February 13, 2015 of the Company by sending, my/our assent or dissent to the said resolution by placing the tick (✓) mark at the Appropriate box below:

Item No.	Description of Resolution	No. of shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To approve borrowing from Banks/Financial Institutions or Inter corporate Loans			
2	To providing loans/guarantee or acquire securities of any body corporate			
3	To approve transactions/ contract/arrangements with a related party viz. Nirpan Securities Private Limited (Brokerage commission)			
4	To approve transactions/ contracts/arrangements with a related party viz. Dolat Capital Market Private Limited (Brokerage commission)			
5	To approve transactions/contracts/arrangements with a related party viz. Purvag Commodities & Derivatives Private Limited (Brokerage commission)			
6	To approve transactions/contracts/arrangements with a related party viz. Jigar Commodities & Derivatives Private Limited (Brokerage commission)			
7	To approve transactions/contracts/arrangements with a related party viz. Harendra D. Shah (Payment of lease rent )			
8	To approve transactions/contracts/arrangements with a related party viz. Pankaj D. Shah (Payment of lease rent )			
9	To approve transactions/contracts/arrangements with a related party viz. Shailesh D. Shah (Payment of lease rent )			
10	To approve transactions/contracts/arrangements with a related party viz. Rajendra D. Shah (Payment of lease rent )			
11	To approve transactions/contracts/arrangements with a related party viz. Dolat Capital Market Private Limited ( Reimbursement of expenses)			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

- Note: 1. The last date for the receipt of the Postal Ballot Form by the Scrutinizer is 23rd March, 2015.  
2. Please read instruction printed overleaf before exercising your vote.



## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it after signature to the scrutinizer in the attached self addressed postage pre-paid envelope, which should be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballots, if sent by courier at the expenses of the Registered Shareholder will also accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be signed by the Shareholders as per Specimen signature registered with the Company. In case, shares are jointly held, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Forms will be rejected.
4. Members holding shares in dematerialized form are advised, in their own interest, to get their signature verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker/DP and name, stamp and signature of the Manager.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of workings hours (17.30) hrs) on or before 23rd March, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder has not been received. Members are requested to send the duly completed Postal Ballot Form well before 23rd March, 2015 providing sufficient time for Postal transit.
6. The voting shall be reckoned in proportion to a member's share of the paid up equity share capital of the Company as on 13th February, 2015.
7. In case of the shares held by the Companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization and preferably with attested specimen signature(s) of the duly authorized signatory (s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under item No. 3 and 7 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
9. The Votes in a Postal Ballot cannot be exercised by a Proxy.
10. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Member(s).
11. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
12. Members from whom no Postal Ballot form is received or is received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Umesh V. Moolya, Company Secretary, Dolat Investments Limited, 301-308, Bhagwati House, A/19, Veera Desai Road, Andheri (West), Mumbai- 400058. or email [post@dolatinvest.com](mailto:post@dolatinvest.com).