

# **DOLAT ALGOTECH LIMITED**

**(FORMERLY KNOWN AS DOLAT INVESTMENTS LIMITED)**

Registered Office: Unit no PO6-02A - PO6-02D, Tower A, WTC, Block 51, Zone-5, Road 5E, Gift City,  
Gandhinagar, Gujarat 382355

Corporate Office: 301-308, Bhagwati House, A/19, Veera Desai Road, Andheri (W), Mumbai 400058.

Tel: 9122 267 32602 Fax: 9122 267 32642

CIN: L67100GJ1983PLC126089 website: [www.dolatinvest.com](http://www.dolatinvest.com) Email: [post@dolatinvest.com](mailto:post@dolatinvest.com)

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## **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

### **TO THE MEMBERS,**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), for seeking approval by the Members of Dolat Algotech Limited (the "Company"), to pass proposed Resolutions mentioned in this Notice, through Postal Ballot by way of remote e-voting process ("e-voting").

In compliance with the MCA Circulars and pursuant to other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories, to enable them to cast their votes electronically only. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice.

The Board of Directors has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary (ICSI Membership No: FCS 5683) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to read the instructions in the Notes to this Postal Ballot notice to cast their vote electronically through the remote e-voting process which commences from **Friday, February 25, 2022 at 9.00 a.m. (IST) and ends on Saturday, March 26, 2022 at 5:00 p.m. (IST).**

After completion of scrutiny of the votes, the Scrutinizer will submit the Report to the Chairperson / Managing Director of the Company or any person authorised by her/him. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairperson / Managing Director or such person as authorised, on or before March 29, 2022. The same will be available on the website of the Company: [www.dolatinvest.com](http://www.dolatinvest.com), the website of CDSL : [www.evotingindia.com](http://www.evotingindia.com) and also shall be communicated to BSE Limited ("BSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) . The Resolution(s), if approved, will be taken as having been passed effectively on the last date of remote e-voting i.e. **Saturday, March 26, 2022.**

**SPECIAL BUSINESS:**

**ITEM NO 1:**

**RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS:**

To consider and, if though fit, to pass with or without modification the following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’) for approval / ratification of following material related party transaction(s), whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise and/or carrying out/ continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with below mentioned Related parties of the Company, within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for the financial year ended March 31, 2022 provided that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company:

(Amount in cr)

<b>Name of party</b>	<b>Relationship</b>	<b>Nature of transactions</b>	<b>Transaction value for the period ended 31st March, 2022</b>
DOLAT CAPITAL MARKET PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	2,000
		Loan repaid	2,000
		Interest expense on loan	100
		Reimbursement of expense	1

JIGAR COMMODITIES & DERIVATIVES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	2,000
		Loan repaid	2,000
		Interest expense on loan	100
L C RAHEJA FOREX PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	2,000
		Loan repaid	2,000
		Interest expense on loan	100
NIRPAN SECURITIES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	4,500
		Loan repaid	4,500
		Interest expense on loan	300
NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	4,500
		Loan repaid	4,500
		Interest expense on loan	300
SHAILESH SHAH SECURITIES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	2,000
		Loan repaid	2,000
		Interest expense on loan	100
PURVAG COMMODITIES & DERIVATIVES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	2,000
		Loan repaid	2,000
		Interest expense on loan	100

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

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors and/ or a Committee in connection with any matter referred to or contemplated in any of the foregoing resolutions be and hereby approved, ratified and confirmed in all respects.”

#### **ITEM NO 2:**

#### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS:**

To consider and, if though fit, to pass with or without modification the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the Board of Directors

of the Company (hereinafter referred to as 'Board') for undertaking the following material related party transaction(s), whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise and/or carrying out/ continuing with arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with below mentioned Related parties of the Company, within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for the financial year ended March 31, 2023, provided that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company:

(Amount in cr)

<b>Name of party</b>	<b>Relationship</b>	<b>Nature of transactions</b>	<b>Transaction value for the period ended 31st March, 2023</b>
DOLAT CAPITAL MARKET PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300
		Reimbursement of expense	1.5
JIGAR COMMODITIES & DERIVATIVES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300
L C RAHEJA FOREX PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300
NIRPAN SECURITIES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300
NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300
SHAILESH SHAH SECURITIES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300

PURVAG COMMODITIES & DERIVATIVES PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300
VAIBHAV STOCK & DERIVATIVES BROKING PRIVATE LIMITED	Entity on which one or more KMP and/or their relative(s) have a significant influence / control	Loan Taken	5,000
		Loan repaid	5,000
		Interest expense on loan	300

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents and deal with any matters, take necessary steps as the Board of Directors and/ or a Committee may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors and/ or a Committee in connection with any matter referred to or contemplated in any of the foregoing resolutions be and hereby approved and confirmed in all respects.”

### ITEM NO 3

#### **RE-APPOINTMENT OF MR. SHAILESH K. NAYAK (DIN 07726968) AS AN INDEPENDENT DIRECTOR:**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** Mr. Shailesh K. Nayak (DIN 07726968) who is appointed by the Board of Directors as an Additional Director of the Company with effect from 14th February, 2022 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), as amended from time to time, the appointment of Mr. Shailesh K. Nayak, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from 14<sup>th</sup> February, 2022 to 13<sup>th</sup> February, 2027, be and is hereby approved."

**Registered Office:**

PO6-02A, Tower A, WTC, Block 51,  
Unit No. Zone-5, Road 5E, Gift City,  
Gandhi Nagar, Gujarat, 382355  
CIN: L67100GJ1983PLC126089  
Email: post@dolatinvest.com  
Website:www.dolatinvest.com  
Place: Mumbai  
Date: February 09, 2022

**By the Order of the Board of Directors  
For Dolat Algotech Limited**

**Sandeepkumar G. Bhanushali  
Company Secretary & Compliance Officer**

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") setting out the material facts and reasons for the proposed Resolution above, is appended herein below for your consideration.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, February 18, 2022 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and CDSL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
4. This Postal Ballot Notice is being sent by email only to those eligible Members who have already registered their e-mail addresses with the Depositories / the depository participants / the Company's Registrar and Share Transfer Agents, Purva Sharegistry

(India) Private Limited (PSIPL).

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for E-voting are annexed to this Notice.

**Remote e-voting timeline:**

Commencement of e-voting	Friday, February 25, 2022 from 9.00 a.m. (IST)
Conclusion of e-voting	Saturday, March 26, 2022 till 5.00 p.m. (IST)

E-voting shall not be allowed beyond the said date and time.

6. A Member cannot exercise his/her vote through proxy on Postal Ballot.
7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, February 18, 2022.
8. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on March 26, 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for E-voting. Members seeking inspection may send an e-mail to [post@dolatinvest.com](mailto:post@dolatinvest.com).

**10. The instructions of shareholders for e-voting are as under:**

- (i) The voting period begins on **Friday, February 25, 2022 at 9.00 a.m. (IST) and ends on Saturday, March 26, 2022 at 5:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 18, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

- (iii) Pursuant to aforesaid SEBI Circular, login process for E-voting for individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on ‘<b>DOLAT ALGOTECH LIMITED</b>’ or e-Voting service provider name – <b>CDSL</b> and you will be re-directed to e-Voting service provider website for casting your vote during the E-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 ‘<b>DOLAT ALGOTECH LIMITED</b>’ or e-Voting service provider name – <b>CDSL</b> and you will be redirected to e-Voting service provider website for casting your vote during the E-voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 ‘<b>DOLAT ALGOTECH LIMITED</b>’ or e-Voting service provider name – <b>CDSL</b> and you will be redirected to e-Voting service provider</p>

Depository Participants	website for casting your vote during the E-voting period.
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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 and follow the instructions given therein.

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

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

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- 7) After entering these details appropriately, click on “**SUBMIT**” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for ‘**DOLAT ALGOTECH LIMITED**’.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

**16)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**17) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) and to the Company at the email address viz; [post@dolatinvest.com](mailto:post@dolatinvest.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(v) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 [support@purvashare.com](mailto:support@purvashare.com) or use the link <https://www.purvashare.com/email-and-phone-updation/>

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

### **Other Instructions**

Incase if you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43. Members may also write to the company secretary at the corporate office of the company or can send the email at [post@dolatinvest.com](mailto:post@dolatinvest.com) .

The SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities.

Effective January 1, 2022, Grievance Redressal / Service Requests can be availed with the RTA only after the required Documents / Complete data as mandated are furnished for physical folios.

Further, if any ONE of the cited documents / details as enunciated in the said circular are NOT registered with Company / RTA, within March 31, 2023, such the folios shall be frozen by the Company / Registrar and Share Transfer Agent of the Company (RTA). The securities held in folios which have no PAN registered against the same / have invalid PAN registered on our records, as on the notified cut off date of March 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.

### **Explanatory Statement under Section 102 of the Companies Act, 2013**

#### **ITEM NO. 1**

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of shareholders by way of ordinary resolution will be required, for related party transaction(s) (individually or taken together with previous transactions) during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the listed entity.

### **Rationale for the transaction –**

Company avails loans on short term basis from time to time and as per requirement basis for meeting its business needs; from the related parties of the company. Further payment of interest to the related parties is at the competitive rate. The amount of loan taken or the financial assistance obtained from the related parties is for very short term period which is for meeting margin requirement and repaid immediately. Further, during the year, outstanding loan at any given point of time is within the borrowing limit under section 180(1)(c) of the Companies Act, 2013 i.e. 1500 cr. Since the transactions for FY 21-22 exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements, approval of the Members of the Company is being sought by way of an Ordinary resolution.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on said resolution.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Pankaj D. Shah, Mr. Shailesh D. Shah Mrs. Neha P. Shah and Mr. Vaibhav P. Shah and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

### **ITEM NO 2:**

As per amended Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), prior approval of shareholders by way of ordinary resolution will be required, for related party transaction(s) (individually or taken together with previous transactions) during a financial year, if it exceeds ten percent (10%) of the annual consolidated turnover of the company as per the last audited financial statements of the listed entity.

### **Rationale for the transaction –**

Company avails loans on short term basis from time to time and as per requirement basis for meeting its business needs; from the related parties of the company. Further payment of interest to the related parties is at the competitive rate. The amount of loan taken or the financial assistance obtained from the related parties is for very short term period which is for meeting margin requirement and repaid immediately. For FY 2022-23, pursuant to amended regulation 23, prior approval from shareholder is required for material related parties transactions, and therefore approval of the Members of the Company is being sought by way of an Ordinary resolution.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on said resolution.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Pankaj D. Shah, Mr. Shailesh D. Shah Mrs. Neha P. Shah and Mr. Vaibhav P. Shah and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

### **ITEM NO 3:**

At the 36<sup>th</sup> Annual General Meeting (AGM) of the Company, the Members had appointed Mr. Shailesh K. Nayak as a Non- Executive Independent Director of the Company for a term of 5 years and who holds office upto to 13<sup>th</sup> February, 2022. Accordingly, the first term of Mr. Nayak as an Independent Director concludes on 13<sup>th</sup> February 2022.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shailesh K. Nayak as an Additional Director (Non-Executive) and also as an Independent Director, not being liable to retire by rotation, for a second term commencing from 14<sup>th</sup> February, 2022 to 13<sup>th</sup> February, 2027, subject to the approval of the Members.

The Nomination and Remuneration Committee of the Company, as on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Shailesh K. Nayak as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Shailesh K. Nayak would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Shailesh K. Nayak as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5(five) consecutive years on the Board of the Company.

As per Section 161(1) of the Act, Mr. Shailesh K. Nayak being an Additional Director, holds office up to the forthcoming AGM of the Company and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a Member of the Company under Section 160(1) of the Act proposing the candidature of Mr. Nayak for the office of a Director of the Company. Mr. Shailesh K. Nayak has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), Mr. Nayak, is eligible to be re-appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16 (1)(b) of the SEBI Listing Regulations and that he

is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Shailesh K. Nayak fulfils the conditions specified in the Act and the Rules made thereunder for reappointment as an Independent Director and is independent of the management.

The Board commends the resolution as set out at Item No. 3 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Except Mr. Shailesh K. Nayak and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 3 of the accompanying Notice.

Mr. Shailesh K. Nayak is not related to any other Directors and Key Managerial Personnel of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

**Registered Office:**

PO6-02A, Tower A, WTC, Block 51,  
Unit No. Zone-5, Road 5E, Gift City,  
Gandhi Nagar, Gujarat, 382355  
CIN: L67100GJ1983PLC126089  
Email: post@dolatinvest.com  
Website:www.dolatinvest.com  
Place: Mumbai  
Date: February 09, 2022

**By the Order of the Board of Directors  
For Dolat Algotech Limited**

**Sandeepkumar G.Bhanushali  
Company Secretary & Compliance Officer**



## ANNEXURE TO THE NOTICE

### Details of Director Seeking Appointment / Re-appointment

(Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Shailesh K. Nayak
Date of birth	26th May, 1962
Date of first appointment on the Board	14th February, 2017
Expertise in specific functional area including the skills and capabilities	Has vast experience in stock and commodities market and possess vast knowledge in finance, risk management and relevant technologies.
Qualification	B.Sc. (Physics)
Directorships held in other public companies (excluding foreign companies and Section 8 companies)(along with listed entities from which resigned in the past three years)	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)(along with listed entities from which resigned in the past three years)	NIL
Number of shares held in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel