

DOLAT INVESTMENTS LIMITED

NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of **DOLAT INVESTMENTS LIMITED** will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) on, Thursday, 10th September, 2020 at 4:30 p.m. (IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited standalone Financial Statements for the year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31st March, 2020 together with the Reports of Auditors thereon.
3. To appoint a Director in place of Mrs. Neha P. Shah (DIN 05262280), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Ms. Monika Amit Singhania (DIN: 07950196) as an Independent Director:**

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

“RESOLVED THAT Ms. Monika Amit Singhania (DIN: 07950196) who was appointed as an Additional Director of the Company with effect from 23rd January 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Monika Amit Singhania, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 23rd January, 2020 up to 22nd January, 2025, be and is hereby approved.”

5. **Appointment of Mr. Shailesh Dolatrai Shah (DIN: 00005041) as a Director (Non-Executive -Promoter Director):**

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

“RESOLVED THAT Mr. Shailesh Dolatrai Shah (DIN: 00005041), who was appointed as an Additional Director of the Company with effect from January 23, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment 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, be and is hereby appointed as a Director (Non-Executive -Promoter Director)of the Company, liable to retire by rotation.

DOLAT INVESTMENTS LIMITED

6. SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM UNION TERRITORY OF DAMAN & DIU TO STATE OF GUJARAT

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

“RESOLVED THAT pursuant to provisions of Sections 12, 13 and other applicable provisions, if any, of the companies Act, 2013 (including any amendments thereto or re-enactment thereof) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and subject to approval of Central Government / Regional Director or any other authority as may be prescribed from time to time, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from Union territory of Daman & Diu to State of Gujarat, and the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting with the following Clause:

II. The Registered Office of the Company will be situated in the State of Gujarat

RESOLVED FURTHER THAT any of following Directors of the Company viz. Mr. Pankaj Dolatrai Shah, Managing Director and/or Mr. Shailesh Dolatrai Shah, Director of the Company, be and are hereby severally authorized to approach Central Government / Regional Director and/or relevant / concerned authorities for their consent / approvals as required for shifting of the Registered Office of the Company.

RESOLVED FURTHER THAT Mr. Pankaj Dolatrai Shah, Managing Director and/or Mr. Shailesh Dolatrai Shah, Director of the Company, be and are hereby severally authorized to take such steps and to do such act(s) and deed(s) as may deem necessary, desirable or expedient to give effect to this Resolution.”

7. INCREASE IN BORROWING LIMIT UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, 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 ₹1,500 Crore (Rupees One Thousand Five 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, free reserves and securities premium (apart from temporary loans obtained from the Company's Bankers/ Financial Institutions 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 ₹1,500 Crore (Rupees One Thousand Five Hundred Crore only), at any one time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

DOLAT INVESTMENTS LIMITED

8. CREATION OF CHARGE / MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013:

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

RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable assets and properties of the Company, wherever situate, present and future, and / or any other assets including tangible and intangible assets or properties of the Company, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), to secure the loans, borrowings, working capital facilities and other credit facilities up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

9. INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE

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

RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time in future, shall not exceed a sum of ₹1,500 Crores (Rupees One Thousand Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

DOLAT INVESTMENTS LIMITED

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

10. 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 Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed to the notice convening this meeting.

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.”

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Company by e-mail at post@dolatinvest.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. The relevant details as required under Regulation 26(4) & 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/ re-appointment at this AGM of the Notice, are also annexed.

DOLAT INVESTMENTS LIMITED

6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those Members whose name appear in the Register of Members / Beneficial Owners maintained by the Depositories and whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. www.dolatinvest.com, website of the Stock Exchange i.e. BSE Limited and on the website of the CDSL at www.evotingindia.com.
7. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 04, 2020 to Thursday, September 10, 2020 (both days inclusive) for the purpose of Thirty Ninth Annual General Meeting (AGM) or any adjournment thereof.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited (PSIPL), Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai 400011 for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with PSIPL in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to PSIPL in case the shares are held in physical form.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.dolatinvest.com (under 'Investors' section). Members holding shares in physical form may submit the same to PSIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. Members seeking any information with regard to the accounts, are requested to write to the Company atleast 10 days before the AGM so as to enable the management to keep the information ready.

DOLAT INVESTMENTS LIMITED

16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application in the web Form No. IEPF-5 available on the website www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to corporate governance report which is a part of this Annual Report.
17. At the 36th Annual General Meeting of the Company held on 29th September, 2017, the members approved appointment of M/s. V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Mumbai as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 41st AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 39th AGM.
18. **Instructions for e-voting and joining the AGM are as follows:**

Voting through electronics 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 Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The remote e-voting period begins on Monday, September 07, 2020 (09.00 a.m. IST) and ends on Wednesday, September 09, 2020 (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 Thursday, September 03, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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.

The Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting from the e-voting system and make, not later than 48 hours from the conclusion of the Meeting, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the

DOLAT INVESTMENTS LIMITED

Chairperson / Managing Director or a person authorized by him in writing, who shall countersign the same.

The Chairperson and/or Managing Director or the person authorised by him in writing shall forthwith on receipt of the Scrutinizer’s Report, declare the result of the voting. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.dolatinvest.com and on the website of CDSL immediately after their declaration, and shall also be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.

Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut off date, such Member may obtain the User ID and password by sending a request at support@purvashare.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The details of the process and manner for remote e-voting are explained herein below:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” module.
- (iii) 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.
 or
 Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • If both the details are not recorded with the depository or company please enter the memberid/folionumberintheDividendBankdetailsfieldasmentionedininstruction(iii).

DOLAT INVESTMENTS LIMITED

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Dolat Investments Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS

PROPOSED IN THIS NOTICE:

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 or use the link <https://www.purvashare.com/email-and-phone-updation/>
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 support@purvashare.com or use the link <https://www.purvashare.com/email-and-phone-updation/>

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

DOLAT INVESTMENTS LIMITED

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at post@dolatinvest.com and may register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 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 and to the Company at the email address viz; 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.

DOLAT INVESTMENTS LIMITED

Other Instructions

- The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022-23058542/43.

Registered Office:
Office No. 141, Center Point
Somnath, Daman,
Daman & Diu 396210
CIN: L67100DD1983PLC004760
Email: post@dolatinvest.com
Website: www.dolatinvest.com

By the Order of the Board of Directors
For Dolat Investments Limited

Place: Mumbai
Date: August 14, 2020

Sandeepkumar G. Bhanushali
Company Secretary

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice:

Item 4

At the Board Meeting of the Company held on 23rd January, 2020, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Ms. Monika Amit Singhania (DIN: 07950196) as an Additional director of the Company with effect from 23rd January, 2020 subject to the approval of the Members. Ms. Monika Amit Singhania was also appointed as an Independent Director of the Company, for a term of 5 consecutive years from 23rd January, 2020 to 22nd January, 2025 not liable to retire by rotation. In terms of Section 161(1) of the Act, Ms. Monika Amit Singhania, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

DOLAT INVESTMENTS LIMITED

The details of Ms. Monika Singhania, as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in the Annexure forming part of the Notice.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Monika Singhania would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Monika Singhania as an Independent Director is being placed before the Members at this AGM for approval. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice in relation to appointment of Ms. Monika Singhania as an Independent Director for a period of 5 Years commencing from 23rd January, 2020 to 22nd January, 2025, for approval by the Members.

Except Ms. Monika Singhania and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution at Item No. 4 of the Notice.

Ms. Monika Singhania is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume are given in the Annexure to the Notice.

Item 5

The Board of Directors, at its meeting held on 23rd January, 2020, appointed Mr. Shailesh Dolatrai Shah (DIN: 00005041) as an Additional Director (Non executive – Promoter Director) of the Company with effect from 23rd January, 2020, based on the recommendations of the Nomination and Remuneration Committee and approval of Audit Committee.

In terms of Section 161(1) of the Act, Mr. Shailesh Dolatrai Shah, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Mr. Shailesh Dolatrai Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Shailesh Dolatrai Shah has furnished consent/declaration for his appointment as required under the Act and the Rules made thereunder.

The details of Mr. Shailesh Dolatrai Shah, as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in the Annexure forming part of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice, for Members' approval.

Mr. Shailesh Dolatrai Shah is interested in the resolution set out at Item No. 5 of the Notice. Mr. Pankaj D. Shah, Mrs. Neha P. Shah and Mr. Vaibhav P. Shah being related to Mr. Shailesh D. Shah may be deemed to be interested in the said resolution.

The other relatives of Mr. Shailesh D. Shah may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

DOLAT INVESTMENTS LIMITED

Item 6

Presently, the registered office of the Company is situated at Daman.

In view of reducing the cost of operation and administration expenses of the company and running the business of the Company, more economically and efficiently, it is in interest of Company to Shift its Registered Office from Union territory of Daman & Diu to State of Gujarat.

In terms of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, approval of Members is required by way of special resolution for shifting of registered office from the Union territory of Daman & Diu to State of Gujarat and subsequently alteration of Clause II of memorandum of association.

After the proposal is approved by the Members, petition is required to be made, under section 13(4) of the companies Act, 2013 to Central Government / Regional Director for approval for shifting of registered office from the Union territory of Daman & Diu to State of Gujarat.

Draft of the MOA proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

Pursuant to the provisions of Section 12(5) of the Companies Act, 2013, members are requested to approve the resolution as a Special Resolution. Your Board recommends this Special resolution as set out at Item No. 6 for your approval.

None of the Directors of the Company shall be deemed to be concerned or interested in the proposed resolution.

Item 7

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the shareholders of the Company.

Members in 37th Annual General Meeting, held on 19th September, 2018, had approved borrowings limits under Section 180 (1)(c) of the Companies Act, 2013 (the "Act") upto ₹500 Crores.

Company's requirements to fund is growing taking into consideration of its business activities and operations, the Board of Directors of the Company at its meeting held on August 14, 2020, proposed to raise the existing borrowing limit from ₹500 Crore (Rupees Five Hundred crore) to ₹1,500 Crore (Rupees One Thousand Five Hundred crore), which is subject to the approval of the Shareholders of the Company.

Accordingly, the Board of Directors recommends the Special Resolution at Item no. 7 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, Financial or otherwise, in the said resolution.

Item 8

Members in 37th Annual General Meeting, held on 19th September, 2018, had authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees to secure the repayment of monies borrowed by the Company.

DOLAT INVESTMENTS LIMITED

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on August 14, 2020, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013. Accordingly, the Board of Directors recommends the Special Resolution at Item no.8 of the accompanying Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, Financial or otherwise, in the said resolution.

Item No. 9:

The members of the Company in 37th Annual General Meeting, held on 19th September, 2018, authorized, the Board of Directors to give loans to any person, provide guarantees and/or securities for loans taken by other persons, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, as may be required from time to time upto an amount of ₹800 crore (Rupees Eight hundred crore), beyond the limits prescribed under Section 186 of the Companies Act, 2013.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, 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 per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view to support its business activities and considering the long term business plans of the Company, which requires the Company to make sizeable investments / loan, issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits u/s. 186 of the Companies Act, 2013 upto ₹1,500 crore (Rupees One Thousand Five hundred crore).

The Board of Directors recommend the Special Resolution as set out at Item No. 9 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 10:

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has prescribed seeking of shareholders' approval for material related party transactions.

DOLAT INVESTMENTS LIMITED

The Company has entered into following material related party transactions with the related parties during the year under review:

(Amount in Lakhs)

Name of party	Relationship	Nature of transactions	Transaction value for the period ended 31st March, 2020
NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED	Entity on which one or more KMP have a significant influence / control Subsidiary Company	Loan repaid	282,775.87
		Loan Taken	282,775.87
		Interest expense on loan	1,366.79
L C RAHEJA FOREX PRIVATE LIMITED	Entity on which one or more KMP have a significant influence / control Subsidiary Company	Loan repaid	12,725.00
		Loan Taken	12,725.00
		Interest expense on loan	82.91
PURVAG COMMODITIES & DERIVATIVES PRIVATE LIMITED	Entity on which one or more KMP have a significant influence / control Subsidiary Company	Loan repaid	18,097.00
		Loan Taken	19,070.50
		Interest expense on loan	85.04
JIGAR COMMODITIES & DERIVATIVES PRIVATE LIMITED	Entity on which one or more KMP have a significant influence / control Subsidiary Company	Loan repaid	45,441.00
		Loan Taken	45,442.00
		Interest expense on loan	37.29
NIRPAN SECURITIES PRIVATE LIMITED	Entity on which one or more KMP have a significant influence / control Subsidiary Company	Loan repaid	1,900.00
		Loan Taken	1,900.00
		Interest expense on loan	-
		Brokerage paid	682.04

Rationale for the transaction - The Company has taken & repaid the loans on short term basis and as per requirement basis and payment of interest is at the competitive rate.

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.

Registered Office:
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Somnath, Daman,
Daman & Diu 396210
CIN: L67100DD1983PLC004760
Email: post@dolatinvest.com
Website:www.dolatinvest.com

By the Order of the Board of Directors
For Dolat Investments Limited

Place: Mumbai
Date: August 14, 2020

Sandeepkumar G. Bhanushali
Company Secretary

DOLAT INVESTMENTS LIMITED

ANNEXURE TO THE NOTICE

Details of Director Seeking Appointment / Re-appointment at the Annual General Meeting

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

Name of Director	Mrs. Neha P. Shah	Mr. Shailesh Dolatrai Shah	Ms. Monika Amit Singhanian
Date of Birth	11.07.1984	02.10.1955	07.03.1974
Date of Appointment	04.12.2017	23.01.2020	23.01.2020
Expertise in specific functional areas	Mrs. Neha P. shah has experience in Investment banking including managing NBFC business since last 7 years	Mr. Shailesh D. Shah has more than 3 decades of experience in capital and finance markets, specifically trading in major stock market and also vast experience in commodities markets.	Ms. Monika Amit Singhanian is commerce graduate . She has a experience of more than 11 years in business of digital signature.
Qualification	Masters in International Securities Investment and Banking (2006) from The University of Reading, UK	B. Com	B. Com
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL	NHC FOODS LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL	NHC FOODS LIMITED: Audit Committee (Chairperson) Stakeholders' Relationship Committee (Chairperson)
Number of shares held in the Company	19,34,500 (1.10%)	20,000 (0.01%)	NIL
Relationship with other Directors / Key Managerial Personnel	She is daughter-in-law of Mr. Shailesh Dolatrai Shah, brother of Mr. Pankaj Dolatrai Shah, Managing Director.	Except Mrs. Neha P. Shah Mr. Pankaj D. Shah and Mr. Vaibhav P. Shah not related to any other Director / Key Managerial Personnel	NIL

For other details such as number of meetings of the board attended during the year, remuneration drawn and other details in respect of above directors, please refer to the Corporate Governance Report.