



# **DOLAT**

## **INVESTMENTS LIMITED**

**36<sup>th</sup>** | **Annual Report**  
**2016-2017**

# DOLAT INVESTMENTS LIMITED

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<b>Board of Directors</b>	: Mrs. Harsha H. Shah	Chairperson
	Mr. Rajendra D. Shah	Managing Director
	Mr. Sunil P. Shah	Independent Director
	Mr. Shashikant H. Gosalia	Independent Director (Ceased w.e.f. 14.02.2017)
	Mr. Sailesh K. Naik	Independent Director (Appointed w.e.f. 14.02.2017)
<b>Chief Financial Officer</b>	: Mr. Vaibhav P. Shah	
<b>Company Secretary</b>	: Mr. Sandeepkumar G. Bhanushali	
<b>Auditors</b>	: M/s. V. J. Shah & Co.	
	Chartered Accountants	
<b>Bankers</b>	: ICICI Bank Ltd.	
	AXIS Bank Ltd.	
<b>Registered Office</b>	: Office No. 141,	
	Center Point,	
	Somnath, Daman,	
	Daman & Diu - 396210, Tel. No.: 0260 2241034	
<b>Corporate Office</b>	: 301-308, 3rd Floor, Bhagwati House,	
	Plot No A/19, Veera Desai Road,	
	Andheri (West), Mumbai – 400 058	
	Tel: 9122 267 32602 Fax: 9122 267 32642	
<b>Registrars &amp; Share Transfer</b>	: Purva Sharegistry (India) Private Limited	
	Agents No.9, Shiv Shakti Industrial Estate,	
	Ground Floor, J. R. Boricha Marg, Lower Parel (East),	
	Mumbai 400011.	
	Tel: 022-2301 6761.	

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## NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of DOLAT INVESTMENTS LIMITED will be held on Friday, 29th September, 2017 at 11.00 A.M. at the Hotel Lotus Residency, Somnath Mandir Road, Somnath, Nani Daman, Daman & Diu 396210 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Harsha H. Shah (DIN 00012623), who retires by rotation and, being eligible, offers herself for re-appointment.
3. **Appointment of Statutory Auditors and fixing their remuneration:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. V. J. Shah & Co., Chartered Accountants, (Firm Registration No. 109823W) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Forty First AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:

4. **Appointment of Mr. Sailesh Kasanji Naik as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sailesh Kasanji Naik (DIN: 07726968), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, with effect from 14 February, 2017 to 13 February, 2022.”

### NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital

# DOLAT INVESTMENTS LIMITED

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of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 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, of the person seeking appointment/ re-appointment as Director under Item No. 2 and 4 of the Notice, are also annexed.
3. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of Thirty Sixth Annual General Meeting (AGM) or any adjournment thereof.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Purva Shareregistry (India) Private Limited (PSIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai 400011.

The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to PSIPL.

6. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or PSIPL for assistance in this regard.
7. 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.
8. 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.
9. 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](http://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.

## 10. **Transfer of Unclaimed / Unpaid amounts & shares to the Investor Education and Protection Fund (IEPF):**

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government.

Accordingly, during the financial year 2017-18, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2010. Members who have not yet encashed their dividend warrant for the financial years 2009-10 are requested to lodge their claim with the Company or PSIPL to avoid transfer of the same to IEPF.

In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.

In accordance with the IEPF Rules, for cases wherein the period of 7 (seven) years provided under Section 124(5) of the Companies Act, 2013 has been completed or will be completed during the period from 7th September, 2016 to 31st May, 2017, the due date of transfer of such shares shall be deemed to be 31st May, 2017. The Company has already sent notices to all such members. In case the Company receives no communication from the members, necessary steps will be initiated by the Company to transfer shares held by the members to the IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.

The shares transferred to the IEPF can be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are available on the Company's website ([www.dolatinvest.com](http://www.dolatinvest.com)) and the Ministry of Corporate Affairs' website ([www.mca.gov.in](http://www.mca.gov.in)).

11. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. [www.dolatinvest.com](http://www.dolatinvest.com).
12. A route map giving directions to reach the venue of the 36th Annual General Meeting of the Company is given at the end of the Report.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
14. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of advance notice in writing is given to the Company;
15. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM; and

16. To support the 'Green Initiative', Members holding shares in dematerialized form are requested to register their email addresses with their Depository Participant (DP) and Members holding shares in physical form are requested to register their email addresses with the Registrar and Share Transfer Agents viz. PSIPL by sending duly signed request.

17. Evoting

Pursuant to Section 108 of the Companies Act, 2013 ("the Act"), read with the relevant Rules under the Act and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The e-voting period will commence at 9.00 a.m. on Tuesday, September 26, 2017 and ends 5.00 p.m. Thursday, September 28, 2017. The Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the voting at the Annual General Meeting (AGM) and remote e-voting process in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Members have an option to vote either through remote e-voting or through physical Ballot Form at the AGM. If a Member has opted for remote e-voting, then he/she should not vote at the AGM. However, in case Members cast their vote both via physical ballot at AGM and remote e-voting then remote e-voting shall prevail and voting done through physical ballot shall be treated as invalid. The Company has signed an agreement with CDSL for facilitating remote e-voting. The Members who cast their vote by remote e-voting, may attend and participate at the AGM, however, shall not be entitled to cast their vote at the AGM.

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. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson and/or Managing Director or a person authorized by him in writing who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dolatinvest.com](http://www.dolatinvest.com) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the registered and corporate office of the Company.

### **The instructions for shareholders voting electronically are as under:**

(i) The voting period begins at 9.00 a.m. on Tuesday, September 26, 2017 and ends 5.00 p.m. on Thursday, September 28, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22 September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

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(ii) Click on Shareholders.

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

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

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 voting of any company, then your existing password is to be used.

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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 as mentioned in instruction (iv).</li></ul>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Dolat Investments Limited> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

# DOLAT INVESTMENTS LIMITED

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(xv) 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.

(xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xvii) Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

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.

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

**Registered Office:**

Office No. 141, Center Point  
Somnath, Daman, Daman & Diu 396210  
CIN: L67100DD1983PLC004760  
Email: [post@dolainvest.com](mailto:post@dolainvest.com)  
Website: [www.dolainvest.com](http://www.dolainvest.com)  
Place: Mumbai  
Date: 28<sup>th</sup> August, 2017

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

**Sandeepkumar G. Bhanushali**  
Company Secretary



# DOLAT INVESTMENTS LIMITED

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## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

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. 3 and 4 of the accompanying Notice:

### Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to section 139(8) of the Companies Act, 2013 (“the Act”), M/s. V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Mumbai, were appointed as statutory Auditors of the Company for FY 2016-17 through resolution passed by members of the company through postal ballot process to fill casual vacancy caused due to resignation of M/s. Sundarlal, Desai & Kanodia, Chartered Accountants, (Firm Registration No. 110560W), Mumbai.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 28, 2017, proposed the appointment of M/s. V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Mumbai, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of 41st Annual General Meeting to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s. V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Mumbai, retire at the ensuing Annual General Meeting and have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3, of the Notice.

### Item No. 4:

The Board of Directors of the Company at their meeting held on February 14, 2017, based on the recommendations of the Nomination & Remuneration Committee, appointed Mr. Sailesh Kasanji Naik (DIN: 07726968) as an Additional Director (Independent) in terms of Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), to hold office for a period of 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing AGM.

As an Additional Director, Mr. Sailesh Kasanji Naik holds office upto the date of the ensuing AGM and is eligible for being appointed as an Independent Director of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sailesh Kasanji Naik for the office of Director of the Company.

Mr. Sailesh Kasanji Naik has confirmed compliance with the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as Independent Director. He has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

# DOLAT INVESTMENTS LIMITED

The Board is of the opinion that his association with the Company would be of immense benefit to the Company and it is desirable to avail services of Mr. Sailesh Kasanji Naik as Independent Director. Mr. Sailesh Kasanji Naik would bring with immense experience to the Board inter alia in the areas of share trading and commodities market.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Sailesh Kasanji Naik, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Details of Mr. Sailesh Kasanji Naik are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Sailesh K. Naik is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

## Registered Office:

Office No. 141, Center Point  
Somnath, Daman, Daman & Diu 396210  
CIN: L67100DD1983PLC004760  
Email: post@dolatinvest.com  
Website: www.dolatinvest.com  
Place: Mumbai  
Date: 28<sup>th</sup> August, 2017

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

**Sandeepkumar G. Bhanushali**  
Company Secretary

## 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. Harsha H. Shah	Mr. Sailesh Kasanji Naik
Date of Birth	15th April, 1951	26th May, 1962
Date of Appointment	25th September, 2014	14th February, 2017
Expertise in specific functional areas	Ms. Harsha H. Shah, has been associated with stock broking firms for last two decades and has vast experience, specifically in the field of Finance and Capital Market.	Mr. Sailesh Kasanji Naik has vast experience in shares and commodities market.
Qualification	Commerce Graduate	B.Sc. (Physics)
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL
Number of shares held in the Company	165,000	NIL

For other details such as number of meetings of the board attended during the year, remuneration drawn and other details in respect of Mrs. Harsha H. Shah and Mr. Sailesh Kasanji Naik, please refer to the Corporate Governance Report.

# DOLAT INVESTMENTS LIMITED

## DIRECTORS' REPORT

To  
The Members,  
DOLAT INVESTMENTS LIMITED

Your Directors are pleased to present the Thirty Sixth Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2017.

### 1. FINANCIAL RESULTS:

The Company's financial performance for the year under review alongwith previous year's figures are given hereunder:

₹ In Lakhs

Particulars	2016-17	2015-16
Revenue from Operations	8,265.64	8,879.88
Other Income	1.98	29.13
Total Revenue	8,267.63	8,909.01
Profit Before interest, Depreciation, Extraordinary Items & Tax	195.11	430.47
Less: Finance Cost	0.04	1.97
Less: Depreciation & Amortization Expense	0.41	0.67
Profit before extraordinary items and tax	194.66	427.83
Add: Extraordinary Items	1.87	-
Profit Before Tax	196.53	427.83
Total Tax Expense	43.95	125.68
Profit After Tax	152.58	302.15
Less : Proposed Dividend & Tax thereon	-	-
Transfer to General Reserve	-	-
Earnings Per Share (in ₹)		
Basic	0.09	0.17
Diluted	0.09	0.17

### 2. COMPANY PERFORMANCE

During the year the Company Revenue from operations was ₹8,265.64 Lakhs as against ₹8,879.88 Lakhs earned in the previous year. The company achieved Net Profit After Tax of ₹152.58 Lakhs during the year under review as compared to net profit after tax of ₹302.15 Lakhs earned in the previous year.

### 3. DIVIDEND:

In view to conserve money for expansion of business, Board of Directors do not recommend Dividend for this year.

### 4. SHARE CAPITAL

The paid up equity share capital as on March 31, 2017 was ₹1,760.00 lakhs. During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options / sweat equity.

### 5. TRANSFER TO RESERVES:

Your Directors does not propose to transfer any amount to its reserves out of the Profits of the company for the year ended March 31, 2017.

## 6. DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

## 7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013, as may be applicable, form part of the Notes to the financial statements.

## 8. CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related Party transactions that were entered into during the financial year were in the ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 (Act) read with rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. During the year, Company has not entered into contract/ arrangement/ transactions with Related Parties which can be considered as material in nature.

All related party transactions are placed before the audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions, if any.

A policy governing the related party transactions has been adopted by the Company and is placed on the Company's website ([www.dolatinvest.com](http://www.dolatinvest.com)).

The Form AOC - 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as Annexure [I] and the same form a part of this report.

## 9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the year under review, no company is ceased to be a subsidiary/associate/joint venture of the Company. Company does not have any material subsidiary.

The Company is not required to consolidate its Financial Statements for the year ended 31st March, 2017 as company did not have any subsidiary /joint venture / associate companies.

## 10. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the financial year 2016-17, 5 (Five) meetings of the Board of Directors were held. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNEL :

During year under review, Mr. Shashikant Haridas Gosalia, resigned from the post of Independent Director with effect from February 14, 2017 and the Board of directors place on record its sincere appreciation of his valuable support and guidance to the Board during his tenure.

During the financial year 2016-17, the Board of Directors at their meeting held on February 14, 2017, had appointed Mr. Sailesh Kasanji Naik, (DIN: 07726968) as an Additional Director (Independent Director) of the Company. Appropriate resolution for the appointment of Mr. Sailesh Kasanji Naik as an Independent Director of the Company is being placed for the approval of the shareholders of the Company at the ensuing AGM for a period of 5 (five) years from the date of his appointment.

Mrs. Harsha H. Shah, Director, retires by rotation and being eligible, has offered herself for re-appointment.

# DOLAT INVESTMENTS LIMITED

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There were no changes in the Key Managerial Personnel of the company during the year.

Independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

## 12. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit and loss of the Company for the financial year ended 31st March, 2017;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 13. BOARD EVALUATION:

The Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the guidance note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the performance of the board as a whole was evaluated.

## **14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, REMUNERATION AND OTHER DETAILS:**

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

## **15. RISK MANAGEMENT POLICY:**

The Company has adopted a Risk Management Policy in accordance with the provision of the Act and Regulation 17 (9) of the Listing Regulations. It establishes various levels of risks with its varying levels of probability, the likely impact on the business and its mitigation measures. The policy has been updated on Company's website: [www.dolatinvest.com](http://www.dolatinvest.com)

## **16. INTERNAL FINANCIAL CONTROLS:**

Internal Audit plays a key role in providing an assurance to Management with respect to the Company having adequate Internal Control Systems. The Internal Control Systems provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company's assets. The Internal Auditors submit their Report periodically which is placed before and reviewed by the Audit Committee.

## **17. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has adopted a policy for prevention, prohibition and Redressal of sexual harassment at the work place, in line with the provisions of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder. All employees including temporary and trainee are covered under the policy. The Company has constituted an internal committee to inquire and redress the complaints. The Company has not received any complaint during the FY year 2016-17.

## **18. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, unacceptable and improper practices or suspected fraud. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy has been uploaded on the company's website [www.dolatinvest.com](http://www.dolatinvest.com).

## **19. CORPORATE SOCIAL RESPONSIBILITY:**

The Company has constituted a Corporate Social Responsibility (CSR) committee which have recommended to the Board a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The Corporate Social Responsibility policy has been devised in accordance with Section 135 of the Companies Act, 2013. The Company is not required to spend any amount in FY 2016-17 as average net profit of 3 preceding years is in negative.

The brief outline of the corporate social responsibility (CSR) policy of the Company are set out in Annexure II of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the corporate governance report, which forms part of this report. The policy is available on the website of the Company (URL: [www.dolatinvest.com](http://www.dolatinvest.com)).

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## **20. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:**

The details pertaining to composition of audit committee are included in the Corporate Governance Report which forms part of this report.

## **21. STATUTORY AUDITORS**

Pursuant to section 139(8) of the Companies Act, 2013 ("the Act"), M/s. V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Mumbai, were appointed as statutory Auditors of the Company for FY 2016-17 through resolution passed by members of the company through postal ballot process to fill casual vacancy caused due to resignation of M/s. Sundarlal, Desai & Kanodia, Chartered Accountants, (Firm Registration No. 110560W), Mumbai.

M/s. V. J. Shah & Co., Chartered Accountants (Firm Registration No. 109823W), Mumbai, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office of Auditors, if reappointed. The Board has recommended the appointment of M/s. V. J. Shah Co., Chartered Accountants, as statutory auditors of the Company for a term of five consecutive years i.e. from the conclusion of 36th Annual General Meeting of the Company scheduled to be held in the year 2017 till the conclusion of 41st Annual General Meeting to be held in 2022, for approval of shareholders of the Company, based on the recommendation of the Audit Committee.

## **22. AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

The auditors' report and secretarial auditors' report do not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an Annexure III which forms part of this report.

## **23. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

## **24. CHANGE IN THE NATURE OF BUSINESS :**

There is no Change in the nature of the business of the Company done during the year.

## **25. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and on the date of this report.

## **27. EXTRACT OF ANNUAL RETURN**

As provided under Section 92(3) of the Act, the extract of the annual return is given in Annexure IV in the prescribed Form MGT-9, which is a part of this report.

## **28. PARTICULARS OF EMPLOYEES**

The information required under section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, is given in Annexure as V to the Board Report.

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

The company believes that energy provides the means for economic growth and hence, it is important to conserve and use energy judiciously. Being a Company into trading of Stock and Commodities the scope of conservation of energy and technology absorption are very limited. However, efforts are made to further reduce energy conservation.

During the year, the company's expenditure in foreign exchange was ₹NIL (Previous Year ₹90,952/-) as mentioned in the notes to financial statement and the company did not have any foreign exchange earnings during the year.

## 30. DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate governance report with Auditors' Certificate thereon and Management Discussion and Analysis are attached, which form part of this report.

## 31. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, employees and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For And on Behalf of The Board of Directors**

**Harsha H. Shah**

Director

DIN: 00012623

**Rajendra D. Shah**

Managing Director

DIN: 00005013

Date: 28<sup>th</sup> August, 2017

Place: Mumbai



# DOLAT INVESTMENTS LIMITED

## ANNEXURE [I] TO THE DIRECTORS' REPORT

### Form No. AOC-2

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

#### Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

a	Name(s) of the related party and nature of relationship -	NIL
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts / arrangements/transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Justification for entering into such contracts or arrangements or transactions	
f	date(s) of approval by the Board	
g	Amount paid as advances, if any:	
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

a.	Name(s) of the related party and nature of relationship	NIL
b.	Nature of contracts/arrangements/transactions	
c.	Duration of the contracts / arrangements/ transactions	
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	
e.	Date(s) of approval by the Board, if any:	
f.	Amount paid as advances, if any:	

**For And on Behalf of The Board of Directors**

**Harsha H. Shah**

Director

DIN: 00012623

**Rajendra D. Shah**

Managing Director

DIN: 00005013

Date: 28<sup>th</sup> August, 2017

Place: Mumbai

## ANNEXURE II TO THE DIRECTORS' REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1	A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:	<p>The Company has formulated a Corporate Social Responsibility (CSR) Policy pursuant to Section 135 of the Companies Act, 2013 and relevant rules prescribed therein. This CSR Policy relates to the activities to be undertaken by the Company as specified in Schedule VII of the Act and the expenditure thereon and to focus on addressing critical social, environmental and economic needs of marginalized / underprivileged sections of the society and including identifying programmes eligible for financial assistance. The Policy is placed on the Company's website at <a href="http://www.dolatinvest.com">www.dolatinvest.com</a></p> <p>However during the FY 2016-17, Company has not spend any amount towards CSR as Company is not liable due to negative amount of average net profit of last three previous years (i.e. 2013-14, 2014-15 &amp; 2015-16).</p>
2	Composition of CSR Committee :	Mr. Sunil Parmanand Shah, Chairman Mr. Sailesh Kasanji Naik Mr. Rajendra Dolatrai Shah
3	Average net profit of the company for last three financial years :	Rs. (-112,707,867)
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :	N.A.
5	Details of CSR spent during the financial year :	
A	Total amount to be spent for the financial year;	NIL
B	Amount unspent, if any;	N.A.
C	Manner in which the amount spent during the financial year is detailed below :	N.A.
6	In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report :	N.A.
7	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company :	The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

**For And on Behalf of The Board of Directors**

**Sunil P. Shah**

Chairman of the Committee

DIN: 00010068

**Rajendra D. Shah**

Managing Director

DIN: 00005013

Date: 28<sup>th</sup> August, 2017

Place: Mumbai

## ANNEXURE III

### SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

To,  
The Members,  
**Dolat Investments Limited**  
Office no.141, Center Point,  
Somnath, Daman-396210,  
Daman & Diu

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dolat Investments Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion there on.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31<sup>st</sup> March, 2017, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made there under;
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- 4 The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings (Not applicable to the Company during the audit period);
- 5 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

# DOLAT INVESTMENTS LIMITED

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- 6 Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI') were not applicable to the Company under the financial year under report:-
- The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
  - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India ( Share Based Employee Benefits) Regulations, 2014;
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors, including one Woman director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the Board meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event/action having major bearing on Company's affairs.

Place: Mumbai  
Date: 18<sup>th</sup> August, 2017

**Dinesh Kumar Deora**  
Practising Company Secretary  
Membership No.: FCS5683  
COP NO 4119

# DOLAT INVESTMENTS LIMITED

## ANNEXURE - IV

### FORM NO. MGT 9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

1	CIN	L67100DD1983PLC004760
2	Registration Date	24th February, 1983
3	Name of the Company	Dolat Investments Limited
4	Category/Sub-category of the Company	Public Company Limited by Shares
5	Address of the Registered office & contact details	Office No. 141, Center Point, Somnath, Daman, Daman & Diu-396210 Tel : 0260 2241034 Email : post@dolatinvest.com Website : www.dolatinvest.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Shareregistry (India) Pvt. Ltd. Unit No.9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai 400011. Email: busicomp@vsnl.com, Tel: 022-23016761

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial intermediation n.e.c.	6499	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	NIL				

# DOLAT INVESTMENTS LIMITED

## IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity):

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	18,076,241	-	18,076,241	10.27	18,073,741	-	18,073,741	10.27	(0.00)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	112,952,649	-	112,952,649	64.18	112,952,649	-	112,952,649	64.18	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>131,028,890</b>	<b>-</b>	<b>131,028,890</b>	<b>74.45</b>	<b>131,026,390</b>	<b>-</b>	<b>131,026,390</b>	<b>74.45</b>	<b>(0.00)</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A)</b>	<b>131,028,890</b>	<b>-</b>	<b>131,028,890</b>	<b>74.45</b>	<b>131,026,390</b>	<b>-</b>	<b>131,026,390</b>	<b>74.45</b>	<b>(0.00)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	1,833,844	-	1,833,844	1.04	1,266,972	-	1,266,972	0.72	(0.32)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	24,284,345	273,600	24,557,945	13.95	24,396,027	273,600	24,669,627	14.02	0.06
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	15,432,023	-	15,432,023	8.77	15,793,473	-	15,793,473	8.97	0.21
c) Others (specify)									
Non Resident Indians (Repat & Non Repat)	395,317	-	395,317	0.22	420,244	-	420,244	0.24	0.02
Hindu Undivided Family	2,210,355	-	2,210,355	1.26	2,323,188	-	2,323,188	1.32	0.06
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	541,626	-	541,626	0.31	500,106	-	500,106	0.28	(0.02)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (2):-</b>	<b>44,697,510</b>	<b>273,600</b>	<b>44,971,110</b>	<b>25.55</b>	<b>44,700,010</b>	<b>273,600</b>	<b>44,973,610</b>	<b>25.55</b>	<b>0.00</b>
<b>Total Public (B)</b>	<b>44,697,510</b>	<b>273,600</b>	<b>44,971,110</b>	<b>25.55</b>	<b>44,700,010</b>	<b>273,600</b>	<b>44,973,610</b>	<b>25.55</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>175,726,400</b>	<b>273,600</b>	<b>176,000,000</b>	<b>100.00</b>	<b>175,726,400</b>	<b>273,600</b>	<b>176,000,000</b>	<b>100.00</b>	<b>0.00</b>

# DOLAT INVESTMENTS LIMITED

## (ii) Shareholding of Promoter (Including Promoter Group)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	HARENDRA D. SHAH	36,000	0.02	0	36,000	0.02	0	0.00
2	RAJENDRA D. SHAH	20,000	0.01	0	20,000	0.01	0	0.00
3	SHAILESH D. SHAH	20,000	0.01	0	20,000	0.01	0	0.00
4	PANKAJ D. SHAH	20,000	0.01	0	20,000	0.01	0	0.00
5	HARSHA H. SHAH	165,000	0.09	0	165,000	0.09	0	0.00
6	SHILPA R. SHAH	152,000	0.09	0	152,000	0.09	0	0.00
7	DOLAT CAPITAL MARKET PVT. LTD. *	72,782,101	41.35	0	72,782,101	41.35	0	0.00
8	PURVAG COMMODITIES AND DERIVATIVES PVT. LTD. *	16,563,124	9.41	0	16,563,124	9.41	0	0.00
9	JIGAR COMMODITIES AND DERIVATIVES PVT. LTD. *	16,159,218	9.18	0	16,159,218	9.18	0	0.00
10	SHAILESH SHAH SECURITIES PVT. LTD. *	4,650,000	2.64	0	4,650,000	2.64	0	0.00
11	HARENDRA D. SHAH - HUF *	3,800,000	2.16	0	3,800,000	2.16	0	0.00
12	RAJUL S. SHAH *	3,230,000	1.84	0	3,230,000	1.84	0	0.00
13	PURVAG S. SHAH *	3,045,488	1.73	0	3,045,488	1.73	0	0.00
14	KHYATI INVESTMENTS PVT LTD *	2,285,854	1.30	0	2,285,854	1.30	0	0.00
15	NEHA PURVAG SHAH *	1,934,500	1.10	0	1,934,500	1.10	0	0.00
16	JIGAR P. SHAH *	1,850,000	1.05	0	1,850,000	1.05	0	0.00
17	POOJA VAIBHAV SHAH *	1,679,000	0.95	0	1,676,500	0.95	0	(0.001)
18	DHAVAL R. SHAH *	1,220,000	0.69	0	1,220,000	0.69	0	0.00
19	POOJA JIGAR SHAH *	636,253	0.36	0	636,253	0.36	0	0.00
20	DOLAT MERCHANT BANKING AND FINANCIAL SERVICES PVT. LTD. *	291,454	0.17	0	291,454	0.17	0	0.00
21	NIRUPAMA P. SHAH *	208,000	0.12	0	208,000	0.12	0	0.00
22	NIRPAN SECURITIES PVT. LTD. *	134,000	0.08	0	134,000	0.08	0	0.00
23	CITADELLE AGENCIES PVT. LTD. *	86,898	0.05	0	86,898	0.05	0	0.00
24	VAIBHAV PANKAJ SHAH *	20,000	0.01	0	20,000	0.01	0	0.00
25	KHYATI H. SHAH *	20,000	0.01	0	20,000	0.01	0	0.00
26	AMISHI H. SHAH *	20,000	0.01	0	20,000	0.01	0	0.00

\*Forms a part of the Promoter Group

**(iii) Change in Promoters' Shareholding (including Promotor Group) (please specify, if there is no change):**

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	POOJA JIGAR SHAH*						
	At the beginning of the year	01.04.2016		1,679,000	0.95	1,679,000	0.95
	Changes during the year #	11.11.2016	Sale of Shares	(2,500)	0.00	1,676,500	0.95
	At the end of the year	31.03.2017			0.00	1,676,500	0.95

\*Forms a part of the Promoter Group

#Date of transfer taken as per benpos date

**(iv) Shareholding Pattern of top ten Shareholders**

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

Sr. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SHILPA S. MODI						
	At the beginning of the year	01.04.2016		1,738,993	0.99	1,738,993	0.99
	Changes during the year			-	0.00	1,738,993	0.99
	At the end of the year	31.03.2017		1,738,993	0.99	1,738,993	0.99
2	PREMKUMAR S. MODI						
	At the beginning of the year	01.04.2016		1,350,000	0.77	1,350,000	0.77
	Changes during the year			-	0.00	1,350,000	0.77
	At the end of the year	31.03.2017		1,350,000	0.77	1,350,000	0.77
3	ANITA G. MODI						
	At the beginning of the year	01.04.2016		1,177,294	0.67	1,177,294	0.67
	Changes during the year			-	0.00	1,177,294	0.67
	At the end of the year	31.03.2017		1,177,294	0.67	1,177,294	0.67
4	UDIT RAMESH CHHATRAPATI						
	At the beginning of the year	01.04.2016		900,000	0.51	900,000	0.51
	Changes during the year			-	0.00	900,000	0.51
	At the end of the year	31.03.2017		900,000	0.51	900,000	0.51
5	DHIMANT C BHUTA						
	At the beginning of the year	01.04.2016		865,000	0.49	865,000	0.49
	Changes during the year			-	0.00	865,000	0.49
	At the end of the year	31.03.2017		865,000	0.49	865,000	0.49
6	SUSHILADEVI A MAHANSARIA						
	At the beginning of the year	01.04.2016		650,000	0.37	650,000	0.37
	Changes during the year			-	0.00	650,000	0.37
	At the end of the year	31.03.2017		650,000	0.37	650,000	0.37
7	JINESH H. SHAH						
	At the beginning of the year	01.04.2016		564,378	0.32	564,378	0.32
	Changes during the year			-	0.00	564,378	0.32
	At the end of the year	31.03.2017		564,378	0.32	564,378	0.32
8	ANIL KEDIA						
	At the beginning of the year	01.04.2016		470,400	0.27	470,400	0.27
	Changes during the year			-	0.00	470,400	0.27
	At the end of the year	31.03.2017		470,400	0.27	470,400	0.27



# DOLAT INVESTMENTS LIMITED

Sr. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
9	SHALINA P						
	At the beginning of the year	01.04.2016		326,178	0.19	326,178	0.19
	Changes during the year	22.04.2016	Purchase of Shares	29,699	0.02	355,877	0.20
	Changes during the year	29.04.2016	Purchase of Shares	30,000	0.02	385,877	0.22
	Changes during the year	06.05.2016	Purchase of Shares	50,206	0.03	436,083	0.25
	Changes during the year	13.05.2016	Sale of Shares	(79,480)	-0.05	356,603	0.20
	Changes during the year	20.05.2016	Purchase of Shares	11,845	0.01	368,448	0.21
	Changes during the year	27.05.2016	Purchase of Shares	30,013	0.02	398,461	0.23
	Changes during the year	03.06.2016	Purchase of Shares	32,837	0.02	431,298	0.25
	Changes during the year	10.06.2016	Purchase of Shares	4,573	0.00	435,871	0.25
	Changes during the year	22.07.2016	Purchase of Shares	20,000	0.01	455,871	0.26
	Changes during the year	05.08.2016	Purchase of Shares	20,000	0.01	475,871	0.27
	Changes during the year	02.12.2016	Purchase of Shares	19,000	0.01	494,871	0.28
At the end of the year	31.03.2017			494,871	0.28	494,871	0.28
10	USHA TIBREWALA						
	At the beginning of the year	01.04.2016		340,000	0.19	340,000	0.19
	Changes during the year	29.07.2016	Purchase of Shares	4,500	0.00	344,500	0.20
	Changes during the year	02.09.2016	Purchase of Shares	43,920	0.02	388,420	0.22
	Changes during the year	09.09.2016	Purchase of Shares	81,000	0.05	469,420	0.27
	Changes during the year	16.09.2016	Purchase of Shares	19,000	0.01	488,420	0.28
At the end of the year	31.03.2017			488,420	0.28	488,420	0.28
11	KAUSHAL D BHUTA*						
	At the beginning of the year	01.04.2016		467,000	0.27	467,000	0.27
	Changes during the year			-	0.00	467,000	0.27
At the end of the year	31.03.2017			467,000	0.27	467,000	0.27
12	SNEHA BAJAJ*						
	At the beginning of the year	01.04.2016		438,057	0.25	438,057	0.25
	Changes during the year			-	0.00	438,057	0.25
At the end of the year	31.03.2017			438,057	0.25	438,057	0.25

Notes: Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

\* Ceased to be in the list of Top 10 shareholders as on 31-03-2017. The same is reflected above since the shareholder was one of the Top 10

# DOLAT INVESTMENTS LIMITED

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. RAJENDRA D. SHAH						
	At the beginning of the year	01.04.2016		20,000	0.01	20,000	0.01
	Changes during the year			-	0.00	20,000	0.01
	At the end of the year	31.03.2017		20,000	0.01	20,000	0.01
2	Mrs. HARSHA H SHAH						
	At the beginning of the year	01.04.2016		165,000	0.09	165,000	0.09
	Changes during the year			-	0.00	165,000	0.09
	At the end of the year	31.03.2017		165,000	0.09	165,000	0.09
3	Mr. SHASHIKANT H. GOSALIA*						
	At the beginning of the year	01.04.2016		-	0.00	-	0.00
	Changes during the year			-	0.00	-	0.00
	At the end of the year	31.03.2017		-	0.00	-	0.00
4	Mr. SUNIL PARMANAND SHAH						
	At the beginning of the year	01.04.2016		-	0.00	-	0.00
	Changes during the year			-	0.00	-	0.00
	At the end of the year	31.03.2017		-	0.00	-	0.00
5	Mr. SAILESH K. NAIK#						
	At the beginning of the year	01.04.2016		-	0.00	-	0.00
	Changes during the year			-	0.00	-	0.00
	At the end of the year	31.03.2017		-	0.00	-	0.00
6	Mr. VAIBHAV PANKAJ SHAH						
	At the beginning of the year	01.04.2016		20,000	0.01	20,000	0.01
	Changes during the year			-	0.00	20,000	0.01
	At the end of the year	31.03.2017		20,000	0.01	20,000	0.01
7	Mr. SANDEEPKUMAR G. BHANUSHALI						
	At the beginning of the year	01.04.2016		-	0.00	-	0.00
	Changes during the year			-	0.00	-	0.00
	At the end of the year	31.03.2017		-	0.00	-	0.00

Notes: \* Ceased to be Director w.e.f. 14.02.2017

# Appointed as Independent Director w.e.f. 14.02.2017

# DOLAT INVESTMENTS LIMITED

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. In ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amt. ₹ Lacs)

Sr. No.	Particulars of Remuneration	Name of Director	Total Amount (₹)
	Name	Mr. Rajendra D. Shah	
	Designation	Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10.50	10.50
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		-
	- others, specify		-
5	Others, please specify		-
	<b>Total (A)</b>	10.50	10.50

# DOLAT INVESTMENTS LIMITED

## B. Remuneration to other Directors:

(Amt. ₹ Lacs)

Sr No.	Name of Directors	Category	Particulars of Remuneration			Total (₹)
			Sitting Fees	Commission	Other, please Specify	
1	Mr. Sunil P. Shah	Independent director	0.96	-	-	0.96
2	Mr. Shashikant H. Gosalia*	Independent director	0.96	-	-	0.96
3	Mr. Sailesh K. Naik #	Independent director	-	-	-	-
4	Mrs. Harsha H. Shah	Non-Executive Director - Promoter Director	-	-	-	-
	Total					1.92

Note: Overall ceiling as per the Act is not applicable to sitting fees paid to non-executive director

\* Ceased to be Director w.e.f. 14.02.2017

# Appointed as Independent Director w.e.f. 14.02.2017

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amt. ₹ Lacs)

Sr No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹)
	Name	Vaibhav P. Shah	Sandeepkumar G. Bhanushali	
	Designation	CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	7.84	7.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	-	7.84	7.84

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

# DOLAT INVESTMENTS LIMITED

## ANNEXURE V TO THE DIRECTORS' REPORT

[Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of Director	Ratio
RAJENDRA DOLATRAI SHAH	1.97
HARSHA HARENDRA SHAH	-
SHASHIKANT HARIDAS GOSALIA*@	-
SAILESH KASANJI NAIK*#	-
SUNIL PARMANAND SHAH*	-

\*No remuneration was paid to the independent Directors except sitting fees.

@ Ceased to be Director w.e.f. 14.02.2017

# Appointed as Independent Director w.e.f. 14.02.2017

- The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Name of Director	% Increase in remuneration
RAJENDRA DOLATRAI SHAH	33.33
SANDEEPKUMAR G. BHANUSHALI	11.59

No remuneration is paid to Independent Directors, Non – Executive Directors and Chief Financial Officer.

- The percentage increase in the median remuneration of employees in the financial year: 1.12%
- The number of permanent employees on the rolls of Company: 19**
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year was 25.47% whereas increase in the managerial remuneration was 22.46% in the last financial year.
- Affirmation that the remuneration is as per the remuneration policy of the Company: **Yes**  
The Company affirms remuneration is as per the remuneration policy of the Company.
- The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:  
None of the employees of the Company earned remuneration of ₹1,02,00,000/- per annum or ₹8,50,000/- per month, during the year under review.

**For And on Behalf of The Board of Directors**

**Harsha H. Shah**

Director

DIN: 00012623

**Rajendra D. Shah**

Managing Director

DIN: 00005013

Date: 28<sup>th</sup> August, 2017

Place: Mumbai

## MANAGEMENT DISCUSSION AND ANALYSIS

### The Indian Economy

During the year 2016-17, the Indian economy continued its journey towards restoring macro-economic stability. Despite the global sluggishness, economic growth continued to be robust as inflation remained stable, while key macro parameters such as Fiscal Deficit and Current Account Deficit, improved – estimated at 3.5 percent and 0.7 percent of GDP respectively, by the end of the year. The IMF revised India's growth forecast to 6.8% in FY17, a decline from the official advance estimates of 7.1%. Measured in terms of Gross Value Added (GVA) at constant prices, agriculture grew at 4.9%, while manufacturing recorded a growth of 7.9% in 2016-17. Among the services sector, growth rate of 'financial, real estate & professional services' remained at 5.7% during the year.

Large terms-of-trade gains, positive policy actions, structural reforms (the introduction of GST and formalisation of the inflation targeting framework) and improved confidence are expected to support consumer demand and investment. In the near term, however, private investment will likely be constrained by weakened corporate and public bank balance sheets and after effects of temporary negative consumption shock induced by cash shortages and payment disruptions associated with the recent currency note withdrawal and exchange initiative.

The Union budget remained focused on boosting personal consumption through a reduction in the tax rates at the lowest slabs and record high allocation towards Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), which is expected to increase the spending power of the salaried class and rural population.

### GLOBAL ECONOMIC OUTLOOK

Global economic environment remained challenging in 2016 although economic activity is expected to pick up in 2017 and 2018, especially in emerging markets and developing economies. International Monetary Fund (IMF) in its latest outlook has upped the world GDP growth projections from 3.1% in 2016 to 3.5% in 2017.

The real GDP growth in the United States dropped sharply to 1.6% in 2016 primarily on account of soft exports and declining investments. The growth is expected to rebound to 2.3% in 2017 and 2.5% in 2018 backed by expectations of fresh fiscal stimulus from the administration.

The US seems to be the driver of global equity markets. Undoubtedly, the world's largest basket of wealth is managed in the US and therefore allocations are driven by the views of Fund Managers in the US. A vibrant US market motivates fund managers to allocate larger funds to other markets in search of new opportunities and as a means of diversification. Equity investors look for growth and global market capitalisation has grown with substantial growth in GDP.

Going forward, perhaps the biggest risk to equity markets are the extended valuations in the US markets. The S&P 500 EPS over the last decade has remained in a narrow band of 85 -110 whereas the value of the S&P has appreciated significantly, especially in the last five years. The S&P EPS has fallen in the last three years. Further, since 2010, US companies have borrowed funds to do share buybacks which, according to some research reports, aggregated \$3.25 trillion for the S&P 500 companies and net of issuances, has reduced the number of shares issued by about 9.3%. Thus, in essence, if the number of shares had remained the same, the EPS would be lower by about 11%, reflecting a higher degrowth in this period of rampant exuberance.

### Company's Financial Review

The Company total Revenue was ₹8,267.63 Lakhs as against ₹8,909.01 Lakhs earned in the previous year. Other significant financial parameters of the Company are given below:

#### Profit Before interest, Depreciation, Extraordinary Items & Tax:

The Profit Before interest, Depreciation, Extraordinary Items & Tax aggregated ₹195.11 lakhs in FY 2016-17 as against ₹430.47 lakhs in previous year

#### Profit Before Extraordinary Items & Tax:

The Profit Before Extraordinary Items & Tax aggregated ₹194.66 lakhs in FY 2016-17 as against ₹427.83 lakhs in previous year

# DOLAT INVESTMENTS LIMITED

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**Profit before tax (PBT):** PBT aggregated ₹196.53 Lakhs in FY 2016-17 as against ₹427.83 Lakhs

**Profit after tax (PAT):** PAT reduced to ₹152.58 Lakhs in FY 2016-17 as against ₹302.15 Lakhs in previous year

**Earnings per share (EPS):** EPS aggregated ₹0.09 in FY 2016-17 as against ₹0.17 in previous year

## **Opportunities & Challenges**

To summarize the Indian economy and markets are standing on stronger and exciting fundamentals. Equities have already begun to discount the prospects of higher growth in earnings with the BSE 200 appreciating 23% during the fiscal year ended March 2017. Having made these observations, Your Company focuses on making diversified portfolio of investments and trading strategy with available liquid funds was particularly well placed to benefits on improvement in the sentiment in market. The expected growth in the industry, with stable government at Centre, will really provide the opportunity to the Company to invest in selected high profile companies and opportunity in the commodities markets to further improve its performance in the years to come. Your Company focuses on making investment/trading in such industry/ products, which provides the company high revenue/ gain as well as capital yield with cautious approach.

## **Risk & Concern**

Company's performance is closely linked to Indian Capital and Commodities Markets and risk associated with market operations. The value of Company's investments may be affected by factors affecting capital and/or commodities markets, such as price, volume, volatility, interest rates, and currency exchange rates, flow of foreign investments, changes in government policies, political, economic and other developments, inflation, crude oil prices and global economic performance.

Company believes that the long-term growth of Indian Economy, with stable Government in place, being emerging and developing remains intact though there would be several short-term upheavals like high inflation in India etc.

The Company manages the risk by diversifying its investment portfolio, by maintaining a conservative financial profile, by following prudent business & risk management practices, hedging the risk of investments on the advice of the expertise equity/commodity research team engaged by the company.

## **INTERNAL CONTROL SYSTEM**

The Company has an adequate system of internal control, which assures us of maintaining proper accounting records and reliability of financial information. The Company ensures adherence to all internal control policies and procedures as well as compliances with regulatory guidelines.

## **HUMAN RESOURCES**

The Company continues to strengthen its people capabilities in its quest to build a growing and sustainable business. An increased focus is being maintained to further build employee retention at all levels in the Company. Your Company gives significant importance to its human capital and is dedicated for continuous enhancement of their skills and knowledge by way of training and supervision. Your Company's belief in trust, transparency and teamwork improved employee productivity at all levels.

## **CAUTIONARY STATEMENT**

Statement in this Management Discussion and analysis describing the Company's objective, projection, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

## CORPORATE GOVERNANCE REPORT

### Company's Philosophy on Corporate Governance

The Company is committed to the highest standards of Corporate Governance. The Company's philosophy on Corporate Governance stresses the importance of transparency, accountability, ethical corporate behavior and fairness to all stakeholders. Good Corporate Governance framework enables the Board and Management to achieve the goals and objectives effectively for the benefit of the Company and its Stakeholders.

The Company has complied with the required provisions of the Corporate Governance as per the Securities Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

#### I. Board of Directors

- i. As on March 31, 2017, the Company has four Directors. Of the Four Directors, One is Executive Director and Three are Non-Executive Directors which comprise of Two Independent Directors and One Woman - Non Executive - Promoter Director. Mrs. Harsha H. Shah has been elected to Chair the Board Meeting by Board of Directors in their meeting held on 27th May, 2016. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act").
- ii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or Chairman / Chairperson of more than five committees across all the public companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors. Other than Mr. Rajendra Dolatrai Shah & Mrs. Harsha Harendra Shah who are related to each other, No other Directors are related to each other Director.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- iv. Five Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held:  
May 27, 2016; August 11, 2016; August 26, 2016; November 11, 2016 and February 14, 2017.  
The necessary quorum was present for all the meetings.
- v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairpersonships / Memberships held by them in other public companies as on March 31, 2017 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.



# DOLAT INVESTMENTS LIMITED

Sr. No.	Name of Director	Category	No of Board Meeting attended during 2016 - 17		Whether attended AGM held on 30 <sup>th</sup> September, 2016	Number of Directorships in other Public Companies as on 31/03/2017		Number of Committee positions held in other Public Companies as on 31/03/2017	
			Held	Attended		Chairman	Member	Chairman	Member
1	Mrs. Harsha Harendra Shah (Chairperson of Board)* DIN: 00012623	Non-Executive; Non-Independent; Promoter Director	5	5	Yes	-	-	-	-
2	Mr. Rajendra Dolatrai Shah (Managing Director) DIN: 00005013	Executive; Non-Independent; Promoter Director	5	5	Yes	-	-	-	-
3	Mr. Sunil Parmanand Shah DIN: 00010068	Non - Executive - Independent Director	5	5	Yes	-	-	-	-
4	Mr. Shashikant Haridas Gosalia DIN: 00010042**	Non - Executive - Independent Director	5	5	No	N.A.	N.A.	N.A.	N.A.
5	Mr. Sailesh Kasanji Naik DIN: 07726968#	Non - Executive - Independent Director	5	-	N.A.	-	-	-	-

\* Elected as Chairperson of the Board in Board meeting dated May 27, 2016

\*\*Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

- vi. During the year 2016-17, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- vii. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
- viii. During the year under the review, Independent Directors met once on February 14, 2017. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, and the Board as a whole.
- ix. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.
- x. The details of the familiarisation programme of the Independent Directors are available on the website of the Company (<http://www.dolatinvest.com>).

# DOLAT INVESTMENTS LIMITED

## xi. Information on Directors being appointed/ re-appointed

Name of Director	Mrs. Harsha H. Shah	Mr. Sailesh Kasanji Naik
Date of Birth	15th April, 1951	26th May, 1962
Date of Appointment	25th September, 2014	14th February, 2017
Expertise in specific functional areas	Ms. Harsha H. Shah, has been associated with stock broking firms for last two decades and has vast experience, specifically in the field of Finance and Capital Market.	Mr. Sailesh Kasanji Naik has vast experience in shares and commodities market.
Qualification	Commerce Graduate	B.Sc. (Physics)
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL
Number of shares held in the Company	165,000	NIL

## xii. Details of equity shares of the Company held by the Directors as on March 31, 2017 are given below:

Sr. No.	Name of Director	Category	Number of equity shares
1	Mr. Rajendra Dolatrai Shah	Executive; Promoter Director	20,000
2	Mrs. Harsha Harendra Shah	Non-Executive; Promoter Director	165,000
3	Mr. Sunil Parmanand Shah	Non - Executive; Independent Director	-
4	Mr. Shashikant Haridas Gosalia*	Non - Executive; Independent Director	-
5	Mr. Sailesh Kasanji Naik#	Non - Executive; Independent Director	-

\* Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

## II. Audit committee

- The audit committee of the Company is constituted in compliance with the provisions of Section 177 of the Act and the Regulation 18 of Listing Regulations.
- The composition of the Audit Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Nature of Membership	No of Meetings during FY 2016 - 17	
			Held	Attended
1	Mr. Sunil Parmanand Shah	Chairman	4	4
2	Mr. Shashikant Haridas Gosalia*	Member	4	4
3	Mr. Sailesh Kasanji Naik#	Member	4	-
4	Mr. Rajendra Dolatrai Shah	Member	4	4

\*Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

iii. Four audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows:

May 27, 2016; August 11, 2016; November 11, 2016; and February 14, 2017. The necessary quorum was present for all the meetings.

iv. The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to the items mentioned in the Para A (4) of part C of Schedule II of the Listing Regulations;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) (as also provided in the Act), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture

holders, shareholders (in case of non-payment of declared dividends) and creditors;

- To review the functioning of the whistle blower mechanism;
  - Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
  - To review management discussion and analysis of financial condition and results of operations;
  - To review statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - To review management letters / letters of internal control weaknesses issued by the statutory auditors;
  - To review internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
  - To oversee financial reporting controls and process for material subsidiaries;
  - To oversee compliance with legal and regulatory requirements including the Code of Conduct for the company;
  - To oversee the implementation of code of conduct for prevention of insider trading; and
  - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- v. The previous Annual General Meeting (“AGM”) of the Company was held on September 30, 2016 and was attended by Mr. Sunil P. Shah, Chairman of the audit committee.
- vi. Statutory Auditors / Internal Auditors, Chief Financial Officer attended the meetings as and when called for. The Company Secretary acted as the Secretary to the Committee.

### III. Nomination and remuneration committee

- i. The Nomination and Remuneration committee of the Company has been constituted in compliance with the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations.
- ii. The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Category	No of Meetings during FY 2016 - 17	
			Held	Attended
1	Mr. Sunil Parmanand Shah	Chairman	2	2
2	Mr. Shashikant Haridas Gosalia*	Member	2	2
3	Mr. Sailesh Kasanji Naik#	Member	2	-
4	Mrs. Harsha H. Shah	Member	2	2

\* Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

- iii. Two nomination and remuneration committee meetings were held. The dates on which the said meetings were held are as follows:  
August 11, 2016 and February 14, 2017

# DOLAT INVESTMENTS LIMITED

- iv. The extracts of terms of reference of the nomination and remuneration committee are as under:
- Recommend to the Board the setup and composition of the Board and its committees. This shall include Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
  - Devising a policy on Board Diversity;
  - Recommend to the Board the Appointment/Re-appointment of Directors and Key Managerial Personnel.
  - Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors;
  - Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of employees; and
  - Undertake any other matters as the Board may decide from time to time.
- v. Details of the Remuneration for the year ended March 31, 2017

• **Remuneration of Non-Executive Directors:**

Non-Executive Independent Directors were paid sitting fee of ₹8,000 for attending each Board Meeting and Audit committee meeting and ₹6,000 for Nomination and remuneration committee and Stakeholders Relationship Committee for attending each Committee Meeting. No sitting fees is paid for CSR Committee. The Company has not paid any commission to Non Executive Directors for the year under review.

Details of the remuneration paid to the Directors of the Company for the financial year 2016-17 are as follows:

**Amount in ₹**

Name	Commission	Sitting Fees
Mr. Sunil Parmanand Shah	-	96,000
Mr. Shashikant Haridas Gosalia*	-	96,000
Mr. Sailesh Kasanji Naik#	-	-
Mrs. Harsha Harendra Shah	-	-

\* Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

• **Remuneration to the Executive Directors:**

The Executive Director, Mr. Rajendra D. Shah was paid remuneration as per respective terms of appointment approved by the shareholders of the Company.

Upon retirement, Mr. Rajendra D. Shah will be entitled to retiral benefits as per the rules of the Company. No pension will be paid by the Company to any of the Directors.

**Amount in ₹**

Name	Period of appointment	Salary (p.a.)	Benefits Perquisites and Allowances	Commission	Total
Mr. Rajendra Dolatrai Shah	w.e.f. 1st June 2013 for a period of 5 years	10,50,000	-	-	10,50,000

## IV. Performance Evaluation Criteria for Directors and Independent Directors:

The Board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the guidance note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the performance of the board as a whole was evaluated.

## V. Remuneration Policy:

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate Directors/employees to achieve results. The Non-Executive Independent Directors are paid sitting fees for every meeting of the Board and its Committees. The remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of your Company. The said policy is available on the website of the Company at <http://www.dolatinvest.com/investor>.

## VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- i. In compliance with Section 178 of Act and Regulation 20 of the Listing Regulations, the Stakeholders' Relationship Committee has been constituted.

The composition of the **Composition of Stakeholders Relationship Committee** and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Category	No of Meetings during FY 2016 - 17	
			Held	Attended
1	Mr. Sunil Parmanand Shah	Chairman	2	2
2	Mr. Shashikant Haridas Gosalia*	Member	2	2
3	Mr. Sailesh Kasanji Naik#	Member	2	-
4	Mr. Rajendra D. Shah	Member	2	2

\*Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

- iii. During the year under review, the Stakeholders Relationship Committee twice on August 11, 2016; and February 14, 2017 and all the members of the committee attended the meeting.

# DOLAT INVESTMENTS LIMITED

- iv. The broad terms of reference of the stakeholders' relationship committee are as under:
  1. Review and oversee the process of transfer, rematerialisation, etc. and other shares related formalities.
  2. Review and oversee the process of resolving of shareholders /investors/ security-holders grievances.
  3. Advise the Board of Directors on matters which can facilitate better investor services and relations.
  4. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.
- v. Mr. Sandeepkumar G. Bhanushali, Company Secretary is designated as the Compliance Officer. The Company has designated e-mail id grievances@dolatinvest.com exclusively for the purpose of registering complaints.
- vi. During the year under review, the Company has not received any complaints from the shareholders and there were no complaint pending as on March 31, 2017.

## VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee has been constituted under Section 135 of Companies Act, 2013.

The composition of the **Corporate Social Responsibility Committee** and the details of meetings attended by its members are given below:

Sr. No.	Name of Director	Category	No of Meetings during FY 2016 - 17	
			Held	Attended
1	Mr. Sunil Parmanand Shah	Chairman	1	1
2	Mr. Shashikant Haridas Gosalia*	Member	1	1
3	Mr. Sailesh Kasanji Naik#	Member	1	-
4	Mr. Rajendra D. Shah	Member	1	1

\* Ceased to be a Director of the Company w.e.f. February 14, 2017

# Appointed as an Additional Director (Independent) w.e.f. February 14, 2017

During the year under review, the Corporate Social Responsibility Committee met once on August 26, 2016. All the members of the Committee attended the meeting.

The broad terms of reference CSR committee is as follows:

- Formulate and recommend to the board, a CSR policy indicating the activities to be undertaken
- by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR Policy of the Company periodically;
- Attend to such other matters and functions as may be prescribed from time to time.

# DOLAT INVESTMENTS LIMITED

## VIII. General Body Meetings:

(a) Details of General Meetings held during last three years are given below:

Financial Year	Day, Date & time	Venue
2013-14	Thursday, 18 <sup>th</sup> September, 2014 at 11.00 A.M.	203, City Centre, 186, Purswakkam High Road, Keleelys, Chennai 600010.
2014-15	Tuesday, 29 <sup>th</sup> September, 2015 at 11.00 A.M.	Office No.141, Center Point, Somnath, Daman, Daman & Diu 396210
2015-16	Friday, 30 <sup>th</sup> September, 2016 at 11.00 A.M.	Hotel Lotus Residency, Somnath Mandir Road, Somnath, Nani Daman, Daman & Diu 396210

(b) Special Resolution:

There were no special resolutions passed during previous three Annual General Meetings.

(c) Postal Ballot:

During the year under review, no special resolution has been passed through the exercise of postal ballot.

## IX. Means of communication

The quarterly, half-yearly and annual results of the Company are published in English newspaper (Financial Express – All editions), and vernacular newspaper (Divya Bhaskar) shortly after its submission to the BSE. The financial results and other relevant information are regularly and promptly updated on the website of the Company “[www.dolatinvest.com](http://www.dolatinvest.com)”.

## X. Subsidiary companies

The Company does not have any subsidiary during the financial year 2016-17. The company has framed a policy for determining the Material subsidiary is available at the website at <http://www.dolatinvest.com/investor>

## XI. Other disclosures

### i. Related party transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, during the financial year were in the ordinary course of business and on an arms’ length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. All related party transactions with related parties are disclosed in the notes to the Financial Statements. The board has approved a policy for related party transactions which is available on the website of the Company at <http://www.dolatinvest.com/investor>.

ii. There were no instances of non-compliance and that no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital market during the past three years.

iii. During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.



**iv. Whistle Blower Policy (Vigil Mechanism)**

The Company has Formulated Whistle Blower Policy for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The said policy is available on the website of the Company at <http://www.dolatinvest.com/investor>.

**v. The Company has adopted Policy On Determination Of Materiality Of Events and Policy on Document Retention and Archival and said policies are available on the website of the Company at <http://www.dolatinvest.com/investor>**

**vi. Code of conduct**

The Company has adopted a Code of Ethics for the Directors and senior management of the Company. The same has been posted on the website of the Company.

The members of the Board and senior management of the Company have submitted their affirmation on compliance with the code for the effective period. The declaration by the Managing Director to that effect forms part of this Report.

**vii. Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code.

**viii. CEO / CFO Certification**

The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO / CFO certification for the Financial Year ended 31 March, 2017.

**xi. Compliance**

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance. The Company has adopted Non Mandatory requirements wherever necessary. Also the Company's financial statements are free from any qualifications by the Auditors.

## **XII. General shareholder information**

**i. Annual General Meeting for FY 2016-2017**

Day & Date: Friday, September 29, 2017

Time: 11.00 a.m.

Venue: Hotel Lotus Residency, Somnath Mandir Road, Somnath, Nani Daman, Daman & Diu - 396210.

**ii. Date of Book Closure: Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive)**

**iii. Evoting dates: From 9.00 a.m. (IST) on September 26, 2017 (Tuesday) Upto 5.00 p.m. (IST) on September 28, 2017 (Thursday)**

**iv. Listing on Stock Exchanges:**

BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001

**v. Stock Codes/Symbol:**

BSE: 505526

Listing Fees as applicable have been paid.

# DOLAT INVESTMENTS LIMITED

- vi. ISIN in NSDL & CDSL for Company's Equity Shares (face value of ₹1/- each): INE966A01022.
- vii. Corporate Identity Number (CIN) of the Company: L67100DD1983PLC004760
- viii. **Financial Calendar For The Year 2017-18 (tentative and subject to change):**

**First Quarter Results** – 2nd Week of August, 2017

**Second Quarter Results** – 2nd Week of November, 2017

**Third Quarter Results** – 2nd Week of February, 2018

**Last Quarter and Annual Audited Results** – 4th week of May, 2018

**37th Annual General Meeting** – 2/3rd week of September

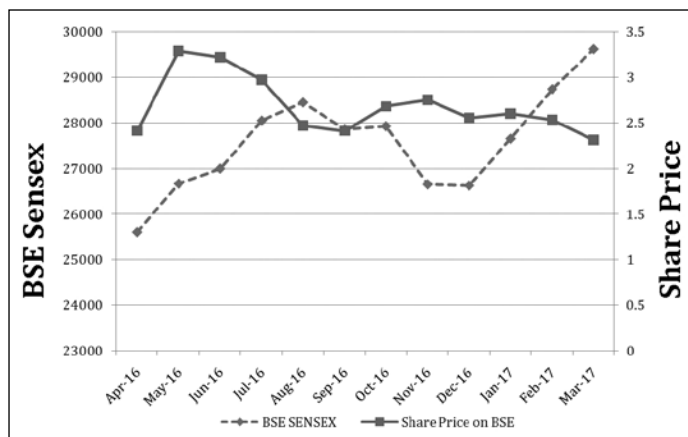
- ix. **Dividend Payment Date:** Not applicable

- x. **Market Price Data:**

High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2016-17 on BSE:

Month	BSE Share Price (₹)		Volume (No. of Shares)	BSE Sensex	
	High	Low		High	Low
Apr-16	2.6	2.05	287971	26100.54	24523.2
May-16	4.2	2.11	1616397	26837.2	25057.93
Jun-16	3.67	2.95	852418	27105.41	25911.33
Jul-16	3.59	2.86	768320	28240.2	27034.14
Aug-16	3.15	2.42	607622	28532.25	27627.97
Sep-16	3	2.25	660885	29077.28	27716.78
Oct-16	3.07	2.27	741750	28477.65	27488.3
Nov-16	3	2.1	663417	28029.8	25717.93
Dec-16	3.14	2.35	423145	26803.76	25753.74
Jan-17	2.92	2.44	374804	27980.39	26447.06
Feb-17	3.15	2.4	650705	29065.31	27590.1
Mar-17	2.7	2.2	676205	29824.62	28716.21

- xi. **Stock performance of the company vis a vis BSE Sensex:**



# DOLAT INVESTMENTS LIMITED

## xii. Shareholding as on March 31, 2017 :

### a. Distribution of equity shareholding as on March 31, 2017 :

No. of Equity Shares held (Range)	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
UPTO 5,000	8,751	88.87	9,200,806	5.23
5,001 - 10,000	499	5.07	4,028,877	2.29
10,001 - 20,000	255	2.59	3,845,589	2.18
20,001 - 30,000	127	1.29	3,182,812	1.81
30,001 - 40,000	44	0.45	1,563,180	0.89
40,001 - 50,000	41	0.42	1,921,467	1.09
50,001 - 1,00,000	62	0.63	4,369,306	2.48
1,00,001 AND ABOVE	68	0.69	147,887,963	84.03
<b>TOTAL</b>	<b>9,847</b>	<b>100</b>	<b>176,000,000</b>	<b>100.00</b>

### b. Categories of equity shareholders as on March 31, 2017 :

Category	No. of Equity shares held	Percentage of Holding
Promoter and Promoter Group	131,026,390	74.45
Individuals	40,463,100	22.99
Bodies Corp.	1,266,972	0.72
Non Resident Indians (Repat & Non Repat)	420,244	0.24
Hindu Undivided Family	2,323,188	1.32
Clearing Members	500,106	0.28
<b>Grand Total</b>	<b>176,000,000</b>	<b>100.00</b>

## xiii. Registrars and Transfer Agents

Name and Address: M/s. Purva Sharegistry (India) Pvt. Ltd.

Unit No. 9, Shiv Shakti Industrial Estate,

J.R. Boricha Marg,

Opp. Kasturba Hospital,

Lower Parel (East),

Mumbai-400011

Telephone: 91-22-23016761/8261

Fax: 91-22-2301 2517

Email: busicomp@vsnl.com

## xiv. Share Transfer System

99.84% of the equity shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with Purva Sharegistry (India) Pvt. Ltd at above mentioned addresses. Share transfers received are registered within 15 days from the date of receipt in most of the cases, provided the documents are complete in all respects.

## xv. Dematerialisation of Shares

During the year 2016-17, no shares were dematerialized. The distribution of shares in physical and electronic modes as at March 31, 2017 and March 31, 2016 is as per below:

Categories	Position as at March 31, 2017		Position as at March 31, 2016	
	No. of Shares	% to total shareholding	No. of Shares	% to total shareholding
Physical	273,600	0.16	273,600	0.16
Demat:				
NSDL	158,744,804	90.2	158,485,260	90.05
CDSL	16,981,596	9.65	17,241,140	9.8
Sub-total	175,726,400	99.84	175,726,400	99.84
<b>Total</b>	<b>176,000,000</b>	<b>100</b>	<b>176,000,000</b>	<b>100</b>

## xvi. Transfer of Unclaimed / Unpaid amounts & shares to the Investor Education and Protection Fund (IEPF)

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government.

Accordingly, during the financial year 2016-17, the Company has transferred the unpaid dividend amount ₹121,904 for FY 2008-09 to IEPF on 07.11.2016. Further, during the financial year 2017-18, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2010. Members who have not yet encashed their dividend warrant for the financial years 2009-10 are requested to lodge their claim with the Company or PSIPL to avoid transfer of the same to IEPF.

**The details of unclaimed dividend as on 31.03.2017 are as under:**

Dividend for the year	No. of shareholders	Amount (₹)	Date of Declaration of Dividend	Due Date of transfer to the IEPF
Financial year ended 31.03.2010	1,766	81,873	24/09/2010	22/10/2017

In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.

In accordance with the IEPF Rules, for cases wherein the period of 7 (seven) years provided under Section 124(5) of the Companies Act, 2013 has been completed or will be completed during the period from 7th September, 2016 to 31st May, 2017, the due date of transfer of such shares shall be deemed to be 31st May, 2017. The Company has already sent notices to all such members. In case the Company receives no communication from the members, necessary steps will be initiated by the Company to transfer shares held by the members to the IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.

List of unclaimed dividend for FY 2009-10 and list of shares to be transferred to IEPF are available on the website of the Company at [www.dolatinvest.com](http://www.dolatinvest.com).

# DOLAT INVESTMENTS LIMITED

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## **xvii. Address for correspondence:**

Dolat Investments Limited

301-308, Bhagwati House, A/19, Veea Desai Road, Andheri (West), Mumbai 400058. Tel: +91 22 26732602 Fax: +91 22 26732642

E-mail: [grievance@dolatinvest.com](mailto:grievance@dolatinvest.com) | Website: <http://www.dolatinvest.com>

## **XIII. Auditors' Certificate on Corporate Governance**

A certificate from the Auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report.

## **XIV. Management Discussion and Analysis**

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

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## **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the code of conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2017.

**For Dolat Investments Limited**

**Rajendra D. Shah**

Managing Director

DIN: 00005013

Place: Mumbai

Date: 29<sup>th</sup> May, 2017

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## **CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE**

**To,**

**The Members of Dolat Investments Limited**

I have examined the compliance of conditions of Corporate Governance by Dolat Investments Limited ("the Company"), for the year ended 31st March, 2017, as stipulated in Regulations 34(3) read with para E of Schedule V of the of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Dinesh Kumar Deora**

Practising Company Secretary

Membership No FCS5683

COP No.: 4119

Place: Mumbai

Date: 18<sup>th</sup> August, 2017

# DOLAT INVESTMENTS LIMITED

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## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DOLAT INVESTMENTS LTD. REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **Dolat Investments Limited ('the company')**, which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and applications of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017 and its profit and its cash flows for the year ended on that date.

# DOLAT INVESTMENTS LIMITED

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## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
  - c. the balance sheet, statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of the written representations received from the directors as on 31 March 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017, from being appointed as a director in terms of section 164(2) of the Act ;
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" ; and
  - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position except as disclosed in point no 25 of the financial statements;
    - ii. the Company did not have any long term contract including derivative contract ; as such the question of commenting on any material foreseeable losses thereon does not arise;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. The company has provided requisite disclosures in the financial statements as regards its holding and dealing in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the company for the purpose of preparation of the financial statements and as produced to us by the Management. (Refer Note No.26 to the Financial Statements).

**For V. J. Shah & Co.**

Chartered Accountants

Firm Registration Number: 109823W

**Chintan V. Shah**

Partner

Membership No.: 164370

Place: Mumbai

Date: 29<sup>th</sup> May, 2017

## ANNEXURE – A TO THE AUDITORS' REPORT

**The Annexure referred to in our Auditors' Report to the members of the Company on the Financial Statements for the year ended 31<sup>st</sup> March, 2017, we report that:**

- i. a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The fixed assets have been physically verified by the management as per a phased programme of verification. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. The discrepancies reported on such verification are not material and have been property dealt with in the books of accounts.
- c. According to the information and explanations received by us, as the company owns no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
- ii. a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. As explained to us, there is no material discrepancy noticed on physical verification of inventory as compared to book record.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore para 3(iii) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. a. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, custom duty, value added tax, excise duty, cess and other statutory dues applicable to it.
- b. According to information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, custom duty, value added tax, excise duty, cess and other statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.



# DOLAT INVESTMENTS LIMITED

- c. According to the information and explanations given to us, there are no material dues including provident fund, employees state insurance, sales tax, custom duty, value added tax, excise duty, cess and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of the dues	Amount of Tax (₹)	Period to which amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	60,47,439/-	A.Y. 2010-2011	CIT (A)
The Income Tax Act, 1961	Income Tax	8,37,770/-	A.Y. 2011-2012	ITO
The Income Tax Act, 1961	Income Tax	2,92,50,020/-	A.Y. 2013-2014	ITO

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanation given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For V. J. Shah & Co.**

Chartered Accountants

Firm Registration Number: 109823W

**Chintan V. Shah**

Partner

Membership No.: 164370

Place: Mumbai

Date: 29<sup>th</sup> May, 2017

## **ANNEXURE – B TO THE AUDITORS’ REPORT**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 143 OF THE COMPANIES ACT, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Dolat Investments Limited (‘the company’), as of 31 March 2017, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

#### **AUDITORS’ RESPONSIBILITY**

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

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

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

# DOLAT INVESTMENTS LIMITED

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## MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

## OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V. J. Shah & Co.**

Chartered Accountants

Firm Registration Number: 109823W

**Chintan V. Shah**

Partner

Membership No.: 164370

Place: Mumbai

Date: 29<sup>th</sup> May, 2017

# DOLAT INVESTMENTS LIMITED

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017

(Amount In ₹)

Particulars	Notes	31st March, 2017	31st March, 2016
<b>EQUITY AND LIABILITIES:</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share Capital	3	176,000,000.00	176,000,000.00
Reserves and Surplus	4	534,564,954.85	519,306,861.83
		<u>710,564,954.85</u>	<u>695,306,861.83</u>
<b>NON-CURRENT LIABILITIES</b>			
Long Term Provisions	5	158,426.70	153,482.74
		<u>158,426.70</u>	<u>153,482.74</u>
<b>CURRENT LIABILITIES</b>			
Trade Payables	6	1,952,608.00	-
Other Current Liabilities	7	1,680,954.00	1,060,268.78
Short Term Provision	8	277,094.00	4,784,731.00
		<u>3,910,656.00</u>	<u>5,844,999.78</u>
	<b>Grand Total</b>	<b><u>714,634,037.55</u></b>	<b><u>701,305,344.35</u></b>
<b>ASSETS:</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets			
Tangible Assets	9	216,764.12	257,719.12
Non-Current Investments	10	1,100.00	1,100.00
Deferred Tax Assets (Net)	11	107,855,078.00	112,209,924.06
	<b>Total (A)</b>	<u>108,072,942.12</u>	<u>112,468,743.18</u>
<b>CURRENT ASSETS</b>			
Current Investments	12	94,000,000.00	164,349,735.20
Inventories	13	433,796,671.95	159,946,255.02
Trade Receivables	14	-	129,675,802.95
Cash and Cash Equivalents	15	3,536,481.80	1,798,276.80
Short-term Loans and Advances	16	73,772,319.00	22,180,679.00
Other Current Assets	17	1,455,622.68	110,885,852.20
	<b>Total (B)</b>	<u>606,561,095.43</u>	<u>588,836,601.17</u>
	<b>Grand Total (A+B)</b>	<b><u>714,634,037.55</u></b>	<b><u>701,305,344.35</u></b>
<b>Significant Accounting Policies</b>	2		
<b>Notes are an integral part of the Financial Statements.</b>			

As per our attached report of even date  
**For V. J. Shah & Co.**  
**Firm Registration Number: 109823W**  
**Chartered Accountants**

**Chintan V. Shah**  
 Partner  
 Membership No. 164370

**Place:** Mumbai  
**Date:** 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Dolat Investments Ltd.**

**Rajendra D. Shah**  
 Managing Director  
 DIN: 00005013  
**Vaibhav P. Shah**  
 Chief Financial Officer

**Harsha H. Shah**  
 Director  
 DIN: 00012623  
**Sandeepkumar G. Bhanushali**  
 Company Secretary

# DOLAT INVESTMENTS LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(Amount In ₹)

Particulars	Note	31st March, 2017	31st March, 2016
Revenue from Operations	18	826,564,308.79	887,988,158.77
Other Income	19	198,262.00	2,912,934.00
<b>Total Revenue (I)</b>		<b>826,762,570.79</b>	<b>890,901,092.77</b>
<b>Expenses:</b>			
Purchase of traded goods	20	1,213,411,917.76	811,111,871.37
Changes in Inventories of traded goods	21	(433,551,382.58)	-
Employee Benefit Expenses	22	11,228,620.39	11,762,823.62
Finance Costs	23	4,112.70	197,236.09
Depreciation and Amortization Expenses	9	40,955.00	66,895.00
Other Expenses	24	16,162,737.44	24,979,489.04
<b>Total Expenses (II)</b>		<b>807,296,960.71</b>	<b>848,118,315.12</b>
Profit before extraordinary items and tax		19,465,610.08	42,782,777.65
Extraordinary Items		187,498.00	-
Profit Before Tax		19,653,108.08	42,782,777.65
Tax Expense:			
Current Tax		3,100,000.00	9,247,000.00
Deferred Tax		4,354,846.06	12,483,054.31
Tax adjustments of earlier years		(14,029.00)	-
Add: MAT Credit Receivable		3,045,802.00	9,162,531.00
Total Tax Expense		4,395,015.06	12,567,523.31
<b>Profit For The Period</b>		<b>15,258,093.02</b>	<b>30,215,254.34</b>
Earning per Equity Share [Nominal Value of Share ₹1]			
(1) Basic		0.09	0.17
(2) Diluted		0.09	0.17

### Significant Accounting Policies

2

Notes are an integral part of the Financial Statements.

As per our attached report of even date

For V. J. Shah & Co.

Firm Registration Number: 109823W

Chartered Accountants

Chintan V. Shah

Partner

Membership No. 164370

Place: Mumbai

Date: 29<sup>th</sup> May, 2017

For and on behalf of the Board of Dolat Investments Ltd.

Rajendra D. Shah

Managing Director

DIN: 00005013

Vaibhav P. Shah

Chief Financial Officer

Harsha H. Shah

Director

DIN: 00012623

Sandeepkumar G. Bhanushali

Company Secretary

# DOLAT INVESTMENTS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(Amount In ₹)

	For the year ended 31-03-2017	For the year ended 31-03-2016
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	19,653,108.08	42,782,777.65
Adjustment for:		
Depreciation	40,955.00	66,895.00
Employee Benefit	17,211.39	(166,314.38)
Interest on delayed payment of advance Tax	-	153,000.00
Assets Discarded	-	42,426.00
Reversal of Provision for diminution in the value of Equity/Index Futures	(2,459,303.00)	
Reversal of Provision for diminution in the value of Equity/Index Option	(2,325,428.00)	
Provision for diminution in the value of Commodities Futures	268,455.00	
Provision for diminution in the value of Equity/Index Futures	-	658,959.00
Provision for diminution in the value of Equity/Index Options	-	2,325,428.00
Operating Profit before Working Capital Changes and Provisions	15,194,998.47	45,863,171.27
Adjustment for Changes in Working Capital:		
Inventory	(273,850,416.93)	231,618,782.71
Trade Payables	1,952,608.00	(2,942,085.79)
Other Current Liabilities	620,685.22	(3,395,416.46)
Trade Receivable	129,675,802.95	(24,897,399.98)
Short Term Loans and advances	(14,617,951.43)	182,584.12
Other Current Assets	109,430,229.52	(109,834,428.20)
Cash Generated/(used) in operations	(31,594,044.20)	136,595,207.67
Direct Taxes Paid (Net)	(37,017,486.00)	(4,793,627.00)
<b>Net Cash from Operating Activities</b>	<b>(68,611,530.20)</b>	<b>131,801,580.67</b>
<b>(B) CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase/Sale of Investments	70,349,735.20	(135,849,735.20)
<b>Net Cash from Investing activities</b>	<b>70,349,735.20</b>	<b>(135,849,735.20)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Inc./(Dec.) in Cash & Cash equivalents [A+B+C]	1,738,205.00	(4,048,154.53)
Cash & Cash Equivalents- Opening Balance	1,798,276.80	5,846,431.33
Cash & Cash Equivalents- Closing Balance	3,536,481.80	1,798,276.80
Cash and cash equivalents comprise of:		
Balances with Banks:		
in Current accounts	2,815,731.80	1,046,341.95
Cash in hand	638,877.00	548,157.85
Unclaimed dividend accounts*	81,873.00	203,777.00
	<b>3,536,481.80</b>	<b>1,798,276.80</b>

\* Unclaimed dividend accounts which are not available for use by the Company.

As per our attached report of even date  
**For V. J. Shah & Co.**  
**Firm Registration Number: 109823W**  
**Chartered Accountants**

**Chintan V. Shah**  
 Partner  
 Membership No. 164370

**Place:** Mumbai  
**Date:** 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Dolat Investments Ltd.**

**Rajendra D. Shah**  
 Managing Director  
 DIN: 00005013  
**Vaibhav P. Shah**  
 Chief Financial Officer

**Harsha H. Shah**  
 Director  
 DIN: 00012623  
**Sandeepkumar G. Bhanushali**  
 Company Secretary

## Significant accounting policies and notes to financial statements for the year ended 31st March, 2017.

### 1. Corporate Information

Dolat Investments Ltd. (the company) is a public company incorporated under the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange Ltd. The company is engaged in the trading in shares, securities and the commodities through various stock/commodities exchanges.

### 2. Significant accounting policies

#### 2.1 Basis of preparations

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) including Accounting Standards notified under the relevant provisions of the Companies Act; 2013. The financial statements have been prepared on accrual basis and under the historical cost conventions. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

#### 2.2 Use of Estimates:

The presentation of financial statements in conformity with the GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

#### 2.3 Revenue Recognition:

- a) Income from Shares & Securities trading is recognized as income or loss on the date of actual trade and is shown net of brokerage expenses.
- b) Income in respect of derivative contracts are accounted in respect of expired contracts.
- c) In respect of derivative contracts open as on balance sheet date, treatment is given as per Guidance Note on Accounting for Equity Index and Equity/Stock Futures & Options issued by The Institute of Chartered Accountants of India.

Futures contracts: Amounts received or paid are credited or debited respectively to Mark to Market Margin account and anticipated losses are provided for in the Statement of Profit & Loss.

Options contracts: Premium paid on Option Contracts is carried forward to next financial year. Profits are not considered but provision for loss is made in the Statement of Profit & Loss.

- d) The dividend income is accounted for when the right to receive the payment is established whereas, interest income and other income is accounted on accrual basis.
- e) In respect of commodities derivative contracts open as on balance sheet date, amounts received and paid are credited and debited respectively to Mark to Market Margin account and anticipated loss are provided for in the Statement of Profit & Loss.
- f) Sales

The amount recognized as sale is exclusive of sales tax/VAT and are net of returns and excludes freight and other charges and accounted for at time when the invoices are raised.

#### 2.4 Fixed Assets and Depreciation:

- a) Tangible fixed assets are stated at cost less accumulated depreciation/impairment losses if any. Cost includes original cost of acquisition, including incidental expenses related to such acquisition and installation.

## Significant accounting policies and notes to financial statements for the year ended 31st March, 2017.

- b) Depreciation on tangible fixed assets is provided on written down value method based on useful life of the assets as prescribed in Schedule II to the Companies Act; 2013. Depreciation on addition to fixed assets is provided on pro-rata basis from the date the asset is put to use. Depreciation on sale/deduction from the fixed asset is provided for upto the date of sale/deduction as the case may be.

### 2.5 Impairment of Assets:

At each balance sheet date, the Company reviews the carrying value of tangible and intangible assets for any possible impairment. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or estimated future cash flows.

### 2.6 Investments:

Investments are either classified as current or long term based on Managements intention at the time of purchase. Investments that are intended to be held for one year or more are classified as long term investments and investments that are intended to be held for less than one year are classified as current investments. Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary in the carrying value of each investment. Current investments are valued at the lower of cost and fair value of each investment individually.

### 2.7 Stock in trade

- a) The securities acquired with the intention of short term holding and trading are considered as stock-in-trade and shown under current assets.
- b) Equity Shares held as stock-in-trade under current assets are valued at cost.
- c) Commodities Stock held as stock-in-trade under current assets are valued at cost or net realizable value, whichever is lower on FIFO basis.

### 2.8 Employee Benefits

- a) The Defined Contribution plans and short term employee benefits such as salary, bonus, provident fund, etc. are charged to Profit & Loss account as incurred. The present value of the obligations under defined benefit plans is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognized immediately in the Profit & Loss Account. In case of funded defined benefit plans, the fair value of the plan assets is reduced from gross obligation under the defined benefit plan to recognize the obligation on a net basis.
- b) The provisions of provident fund laws are not applicable in view of number of employees of the company being less than the prescribed number.
- c) As per company's policy, no encashment of leave to any employee is allowed.

### 2.9 Taxes on Income:

- a) Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with income tax laws) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).
- b) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that the assets can be realized in future.



## Significant accounting policies and notes to financial statements for the year ended 31st March, 2017.

- c) Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.
- d) Tax credit is recognised in respect of Minimum Alternate Tax (MAT) paid in terms of Section 115JAA of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within the statutory time frame and the same is reviewed at each balance sheet date.

### **2.10 Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as results of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in Notes to Accounts, while contingent assets are neither recognized nor disclosed in the financial statements.

### **2.11 Cash Flow Statements**

Cash flow statements are prepared in accordance with the “Indirect Method” as explained in the Accounting Standard (AS) 3 – Cash Flow Statements as prescribed under section 133 of the Companies Act 2013.

### **2.12 Earning Per Shares**

Basic Earning per Share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of shares outstanding during the year.

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount In ₹)

Particulars	31st March, 2017	31st March, 2016
<b>3 SHARE CAPITAL</b>		
<b>Authorized Capital</b>		
18,10,00,000 Equity Shares Of ₹1/- Each	181,000,000.00	181,000,000.00
<b>Issued, Subscribed and Paid-Up :</b>		
17,60,00,000 (P.Y. 17,60,00,000) Equity Shares of ₹1/- each	176,000,000.00	176,000,000.00
<b>Total issued, subscribed and fully paid up share capital</b>	<b>176,000,000.00</b>	<b>176,000,000.00</b>

### Reconciliation of Outstanding Shares:

Particulars	31st March 2017		31st March 2016	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	176,000,000	176,000,000	176,000,000	176,000,000
Add: Issued during the year	-	-	-	-
<b>At the end of the year</b>	<b>176,000,000</b>	<b>176,000,000</b>	<b>176,000,000</b>	<b>176,000,000</b>

### Terms/ Rights Attached to Equity Shares:

The company has only one class of equity shares having par value of Re 1 each. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### Details of Shareholders Holding more than 5% Shares of the Company:

Name of the Shareholder	As at 31 March 2017		As at 31 March 2016	
	Number	Percentage	Number	Percentage
Dolat Capital Market Pvt. Ltd.	72,782,101	41.35	72,782,101	41.35
Purvag Commodities & Deri. Pvt. Ltd	16,563,124	9.41	16,563,124	9.41
Jigar Commodities & Deri. Pvt. Ltd	16,159,218	9.18	16,159,218	9.18

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount In ₹)

Particulars	31st March, 2017	31st March, 2016
<b>4 RESERVES AND SURPLUS</b>		
a) General Reserve :-		
- Opening Balance	108,233,504.00	108,233,504.00
- Add: Transferred from surplus balance in statement of profit & loss	-	-
<b>Closing Balance</b>	<b>108,233,504.00</b>	<b>108,233,504.00</b>
b) Surplus :-		
Opening Balance	411,073,357.83	380,858,103.49
Add: Profit for the period	15,258,093.02	30,215,254.34
	426,331,450.85	411,073,357.83
Less: Appropriations:		
Transferred to General reserve	-	-
<b>Net surplus in the statement of profit &amp; loss</b>	<b>426,331,450.85</b>	<b>411,073,357.83</b>
<b>Total reserves and surplus</b>	<b>534,564,954.85</b>	<b>519,306,861.83</b>
<b>5 LONG TERM PROVISION</b>		
For Employee Benefit		
- Provision For Gratuity	158,426.70	153,482.74
	<b>158,426.70</b>	<b>153,482.74</b>
<b>6 TRADE PAYABLE</b>		
Trade Payable to micro and small enterprises	-	-
Others	1,952,608.00	-
	<b>1,952,608.00</b>	-
<b>7 OTHER CURRENT LIABILITIES</b>		
a) Unpaid Dividend	81,873.00	203,777.00
b) Other Payables:		
- TDS Payable	163,416.00	190,883.00
- Other Statutory Dues Payable	8,850.00	3,400.00
- Other Liabilities	1,426,815.00	662,208.78
	1,599,081.00	856,491.78
	<b>1,680,954.00</b>	<b>1,060,268.78</b>
<b>8 SHORT TERM PROVISIONS</b>		
For Employee Benefit		
- Provision For Gratuity	8,639.00	-
Provision for diminution in the value of Equity/Index futures	-	2,459,303.00
Provision for diminution in the value of Equity/Index Options	-	2,325,428.00
Provision for diminution in the value of Commodities Futures	268,455.00	-
	<b>277,094.00</b>	<b>4,784,731.00</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

### 9 TANGIBLE ASSETS:

Particular	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
	As at 01.04.2016	Deduction	As at 31.03.2017	As at 01.04.2016	For the Year	Adjustment	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
	(Amount In ₹)								
Furniture & Fixture	911,108.00	-	911,108.00	854,081.16	7,003.00	-	861,084.16	50,023.84	57,026.84
Motor Vehicles	1,049,455.00	-	1,049,455.00	963,030.72	33,952.00	-	996,982.72	52,472.28	86,424.28
Office Equipments	40,850.00	-	40,850.00	38,807.00	-	-	38,807.00	2,043.00	2,043.00
Computers	137,500.00	-	137,500.00	130,625.00	-	-	130,625.00	6,875.00	6,875.00
Elec. Installation	150,549.25	-	150,549.25	143,022.25	-	-	143,022.25	7,527.00	7,527.00
Air Conditioners	1,877,730.00	-	1,877,730.00	1,783,843.00	-	-	1,783,843.00	93,887.00	93,887.00
Intercom System	78,727.00	-	78,727.00	74,791.00	-	-	74,791.00	3,936.00	3,936.00
<b>Total</b>	<b>4,245,919.25</b>	<b>-</b>	<b>4,245,919.25</b>	<b>3,988,200.13</b>	<b>40,955.00</b>	<b>-</b>	<b>4,029,155.13</b>	<b>216,764.12</b>	<b>257,719.12</b>

Particular	GROSS CARRYING AMOUNT			DEPRECIATION			NET CARRYING AMOUNT		
	As at 01.04.2015	Deduction	As at 31.03.2016	As at 01.04.2015	For the Year	Adjustment	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
	(Amount In ₹)								
Furniture & Fixture	911,108.00	-	911,108.00	843,105.16	10,976.00	-	854,081.16	57,026.84	68,002.84
Motor Vehicles	1,049,455.00	-	1,049,455.00	907,111.72	55,919.00	-	963,030.72	86,424.28	142,343.28
Office Equipments	40,850.00	-	40,850.00	38,807.00	-	-	38,807.00	2,043.00	2,043.00
Computers	985,865.00	848,365.00	137,500.00	936,564.00	-	805,939.00	130,625.00	6,875.00	49,301.00
Elec. Installation	150,549.25	-	150,549.25	143,022.25	-	-	143,022.25	7,527.00	7,527.00
Air Conditioners	1,877,730.00	-	1,877,730.00	1,783,843.00	-	-	1,783,843.00	93,887.00	93,887.00
Intercom System	78,727.00	-	78,727.00	74,791.00	-	-	74,791.00	3,936.00	3,936.00
<b>Total</b>	<b>5,094,284.25</b>	<b>848,365.00</b>	<b>4,245,919.25</b>	<b>4,727,244.13</b>	<b>66,895.00</b>	<b>805,939.00</b>	<b>3,988,200.13</b>	<b>257,719.12</b>	<b>367,040.12</b>

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount In ₹)

Particulars	31st March, 2017	31st March, 2016
<b>10 NON -CURRENT INVESTMENT</b>		
<b>(I) Non Trade investment:</b>		
<b>a. Investment in Equity Shares: (Unquoted) Others</b>		
700 ( 31.03.2015: 700) Equity Shares with face value of ₹10/- each full paid up of Nirshilp Securities Pvt. Ltd.	1,100.00	1,100.00
	<b>1,100.00</b>	<b>1,100.00</b>
<b>11 DEFERRED TAX ASSETS (NET)</b>		
<b>Deferred Tax Assets</b>		
Provision for group gratuity for employees	55,237.00	50,746.00
Business Loss Carried Forward	107,728,031.00	112,090,804.00
Capital Loss Carried Forward	75,127.00	75,127.00
<b>Deffered Tax Liabilities</b>		
Difference between book and tax depreciation	3,317.00	6,752.94
	<b>107,855,078.00</b>	<b>112,209,924.06</b>
<b>12 CURRENT INVESTMENT</b>		
<b>Investment in mutual funds (Unquoted)</b>		
a) Nil (31.03.2016: 5515.422 ) Reliance Liquid Fund (NAV as on 31.03.2017: N.A. (31.03.2016: 3695.0159)	-	20,000,000.00
b) 52143.150 (31.03.2016: 12073.104. ) Axis Liquid Fund (NAV as on 31.03.2017: 1802.7296 (31.03.2016: 1675.9403)	94,000,000.00	20,000,000.00
c) Nil (31.03.2016: 91899.874. ) Birla Sunlife (NAV as on 31.03.2017: N.A. (31.03.2016: 242.774)	-	21,349,735.20
d) Nil (31.03.2016: 41631.884 ) UTI Liquid Cash Plan (NAV as on 31.03.2017: N.A. (31.03.2016: 2476.6457)	-	103,000,000.00
	<b>94,000,000.00</b>	<b>164,349,735.20</b>
Provision for diminution in the value of Current Investment	-	-
<b>13 INVENTORIES</b>		
Stock-in-Trade of shares & securities (Valued at Cost)	245,289.37	159,946,255.02
Stock-in-Trade of Commodities (Lower of cost or net realisable value)	433,551,382.58	-
	<b>433,796,671.95</b>	<b>159,946,255.02</b>
<b>14 TRADE RECEIVABLE</b>		
Unsecured, considered good:-		
Outstanding for more than 6 months from the date they are due for payment	-	-
Others(#)	-	129,675,802.95
	-	<b>129,675,802.95</b>
(#) Note: Includes debt due by Private Companies in which Director is a Director.	-	129,675,802.95

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount In ₹)

Particulars	31st March, 2017	31st March, 2016
<b>15 CASH AND BANK BALANCES:</b>		
<b>CASH AND CASH EQUIVALENTS:</b>		
Balance with Banks:		
- in current account	2,815,731.80	1,046,341.95
Cash on Hand	638,877.00	548,157.85
(Refer Note No.26 to the Financial Statements)	3,454,608.80	1,594,499.80
<b>OTHER BANK BALANCES:</b>		
Balance in Unpaid Dividend Account	81,873.00	203,777.00
	81,873.00	203,777.00
	<b>3,536,481.80</b>	<b>1,798,276.80</b>
<b>16 SHORT TERM LOANS AND ADVANCES</b>		
Taxes Paid in Advance	37,165,137.00	3,369,366.00
(net of provision of tax of ₹13,58,50,000/- ,P.Y. ₹14,19,36,765/-)		
Margin Money (#)	15,000,000.00	-
Advance to Staff	-	249,933.00
MAT Credit Entitlement	21,587,182.00	18,541,380.00
Others	20,000.00	20,000.00
	<b>73,772,319.00</b>	<b>22,180,679.00</b>
(# ) due by Private Companies in which Director is having interest.		
<b>17 OTHER CURRENT ASSETS</b>		
Others	1,455,622.68	110,885,852.20
	<b>1,455,622.68</b>	<b>110,885,852.20</b>
<b>18 REVENUE FROM OPERATIONS:</b>		
(a) Sale of Products:		
Traded Goods	786,472,033.33	811,164,531.95
(b) Income from Shares & Securities trading	24,250,403.83	54,828,271.08
(c) Other Operating Revenue		
Income from Liquid Fund	15,841,871.63	16,940,181.66
Commodities Derivatives Income	-	5,055,174.08
<b>Revenue From Operations</b>	<b>826,564,308.79</b>	<b>887,988,158.77</b>
<b>DETAILS OF PRODUCTS SOLD:</b>		
Silver	756,006,511.95	811,164,531.95
Gold	30,465,521.38	-
	<b>786,472,033.33</b>	<b>811,164,531.95</b>

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount In ₹)

Particulars	31st March, 2017	31st March, 2016
<b>19 OTHER INCOME:</b>		
<b>Interest Income on:</b>		
- On Taxfree Bond	188,187.00	238,760.00
- On Bond	-	285,576.00
- On Income Tax Refund	-	1,407,365.00
	<b>188,187.00</b>	<b>1,931,701.00</b>
<b>Dividend Income on</b>		
- Current investments	10,075.00	981,233.00
	<b>10,075.00</b>	<b>981,233.00</b>
<b>Total Other Income</b>	<b>198,262.00</b>	<b>2,912,934.00</b>
<b>20 PURCHASE OF TRADED GOODS:</b>		
Silver	1,185,533,079.86	811,111,871.37
Gold	27,878,837.90	-
	<b>1,213,411,917.76</b>	<b>811,111,871.37</b>
<b>21 CHANGE OF INVENTORIES OF TRADED GOODS</b>		
Inventories of Traded Goods at the end of the year	433,551,382.58	-
Inventories of Traded Goods at the beginning of the year	-	-
	<b>(433,551,382.58)</b>	<b>-</b>
<b>22 EMPLOYEES BENEFIT EXPENSES</b>		
Salaries, wages and bonus	9,984,910.00	10,663,126.00
Directors Remunerations	1,050,000.00	900,000.00
Staff welfare expenses	176,499.00	366,012.00
Current Service Cost	17,211.39	(166,314.38)
	<b>11,228,620.39</b>	<b>11,762,823.62</b>
<b>23 FINANCE COST</b>		
Bank charges	4,112.70	16,366.09
Interest Expenses(#)	-	180,870.00
	<b>4,112.70</b>	<b>197,236.09</b>

(#)Note: Interest expenses include ₹NIL (P.Y. ₹1,53,000/-) is on account of short payment of advance tax.

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

(Amount In ₹)

Particulars	31st March, 2017	31st March, 2016
<b>24 OTHER EXPENSES</b>		
Rent	758,525.00	768,071.00
Repairs and maintenance:		
- Building	159,621.00	177,985.00
- Computers	41,948.00	134,491.00
Securities Transaction Tax	6,690,219.00	14,689,143.00
Director sitting fees	192,000.00	192,000.00
Payment to Auditor (refer details below)	60,000.00	100,000.00
Provision for diminution in the value of Equity/Index Futures	-	658,959.00
Provision for diminution in the value of Equity/Index Options	-	2,325,428.00
Provision for diminution in the value of Commodities Futures	268,455.00	-
Loss on Commodities Futures	2,727,933.90	-
Miscellaneous Expenses	5,264,035.54	5,933,412.04
<b>Total</b>	<b>16,162,737.44</b>	<b>24,979,489.04</b>
<b>PAYMENT TO AUDITOR</b>		
<b>As Auditors:</b>		
- Audit fee	60,000.00	25,000.00
- Tax audit fee	-	10,000.00
<b>In Other Capacity:</b>		
- Taxation matters	-	25,000.00
- Other services (certification fees)	-	40,000.00
	60,000.00	100,000.00



# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

25. Contingent liabilities not provided in respect of
- Income-tax liabilities in respect of A.Y. 2010-2011 of ₹60,47,439/- for which appeal is pending before CIT(A).
  - Income-tax liabilities in respect of A.Y. 2011-2012 of ₹8,37,770/- for which rectification is pending before the Income Tax Department.
  - Income-tax liabilities in respect of A.Y. 2013-2014 of ₹2,92,50,020/- for which rectification is pending before the Income Tax Department.
26. Details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are provided in the Table below;

Particular	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08/11/2016	5,00,000.00	4,38,877.85	9,38,877.85
(+) Permitted Receipts	-	1,50,000.00	1,50,000.00
(-) Permitted Payments	-	-	-
(-) Amount deposited in banks	5,00,000.00	-	5,00,000.00
Closing cash in hand as on 30/12/2016	-	5,88,877.85	5,88,877.85

For the purpose of this clause the term specified Bank notes shall have same meaning provided in notification of the Government of India in the ministry of finance department of Economic Affairs number SO 3407 (E) dated 08 November 2016.

27. Accounting policy related to employee's benefits of gratuity and other benefits is accounted in accordance with AS 15 (Revised)-"Employees Benefit". In the opinion of the management, the provisions of provident fund laws are not applicable in view of number of employees of the company being less than the prescribed number. No provision for leave encashment is made during the year in view of company's policy of not allowing encashment and accumulation of eligible leave.

The Company is recognizing and accruing the employees benefits as per accounting standard (AS) -15 On "Employees Benefits".

Details are given below:-

Assumptions	2016-2017	2015-2016
Discount Rate	8.00%	8.00%
Salary Escalation	3.00%	3.00%

Change in Benefit Obligation	2016-2017	2015-2016
Liabilities at the beginning of the year	1,86,077.00	3,49,472.00
Interest Cost	14,886.00	27,958.00
Current Service Cost	48,658.00	1,62,970.00
Benefit Paid	-	-
Add: Actuarial Loss/(Gain) on obligations	(43,398.00)	(3,54,323.00)
Liabilities at the end of the year	2,06,223.00	1,86,077.00

Change in fair value of Plan Assets	2016-2017	2015-2016
Fair value of the plan assets at the beginning of the year	32,594.26	26,597.00
Actual Return on the plan assets	2,934.61	2,919.38
Contributions	3,628.43	3,077.88
Benefits Paid	-	-
Fair value of the plan assets at the end of the year	39,157.30	32,594.26

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

<b>The amount to be recognized in the Balance Sheet</b>	<b>2016-2017</b>	<b>2015-2016</b>
Present value of the obligation as at the end of the year	2,06,223.00	1,86,077.00
Present value of the plan assets as at the end of the year	39,157.30	32,594.26
Funded Status	(1,67,065.70)	(1,53,482.74)
Net liability recognized in Balance Sheet	(1,67,065.70)	(1,53,482.74)

<b>Expenses recognized in the Statement of Profit &amp; Loss A/c</b>	<b>2016-2017</b>	<b>2015-2016</b>
Current Service Cost	48,658.00	1,62,970.00
Interest Cost	14,886.00	27,958.00
Expected Return on Plan Assets	2,934.61	2,919.38
Actuarial gain/(loss) on obligation	43,398.00	(3,54,323.00)
Net Actuarial Gain/(Loss) recognized in the year	17,211.39	(1,66,314.38)
Expenses recognized in Statement of Profit & Loss A/c	17,211.39	(1,66,314.38)

28. Segment Reporting:

The company has identified business segment as the primary segment after considering all the relevant factors. The companies trading and investment activities are carried out primarily in India and as such there are no reportable geographical segments.

The expenses, which are not directly identifiable to a specific business segment, are clubbed under "Unallocated Corporate Expenses" and similarly, the common assets and liabilities, which are not directly identifiable to a specific segment are clubbed under "Unallocated Corporate Assets/Liabilities on the basis of reasonable estimates.

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

Segment Revenue, Results and Other Information.

	(Amount In ₹)	
	2016-17	2015-16
<b>a) Segment Revenue</b>		
Shares & Securities	40,290,537.46	73,274,021.74
Commodities	786,472,033.3	816,219,706.03
<b>Total</b>	<b>826,762,570.79</b>	<b>889,493,727.77</b>
<b>b) Segment Results</b>		
Shares & Securities	32,497,148.27	53,905,551.99
Commodities	2,480,626.31	4,270,123.23
<b>Total</b>	<b>34,977,774.58</b>	<b>58,175,675.22</b>
Less: Unallocable Expenses (Net of Income)	15,508,051.80	15,195,661.48
	19,469,722.78	42,980,013.74
Less: Interest & Finance Charges	4,112.70	197,236.09
<b>Profit before extraordinary items and tax</b>	<b>19,465,610.08</b>	<b>42,782,777.65</b>
Extraordinary Items	187,498.00	-
<b>Profit before Tax</b>	<b>19,653,108.08</b>	<b>42,782,777.65</b>
Provision for Tax		
Income Tax	3,100,000.00	9,247,000.00
Deferred Tax Expense/(Credit)	4,354,846.06	12,483,054.31
Tax adjustments of earlier years	(14,029.00)	
Add: MAT Credit Receivable	3,045,802.00	9,162,531.00
Total Tax Expense	4,395,015.06	12,567,523.31
<b>Profit After Tax</b>	<b>15,258,093.02</b>	<b>30,215,254.34</b>
<b>c) Segment Assets and Liabilities</b>		
Shares & Securities	94,245,289.37	559,021,490.37
Commodities	446,470,669.26	(66,186.55)
Unallocated Corporate Assets less Liabilities	169,848,996.22	136,351,558.01
<b>Total</b>	<b>710,564,954.85</b>	<b>695,306,861.83</b>

### 29. Related parties disclosures

#### i. Key Management Personnel

Rajendra D. Shah & Harsha H. Shah

#### ii. Relative of Key Management Personnel

Harendra D. Shah, Shailesh D. Shah & Pankaj D. Shah

#### iii. Where person mentioned in (a) or (b) exercise significant influence

Purvag Commodities & Derivatives Pvt. Ltd., Nirpan Securities Pvt. Ltd.

Shailesh Shah Securities Pvt. Ltd.

# DOLAT INVESTMENTS LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

### iv. Transactions carried out with Related Parties referred above in ordinary course of business:

(₹ in Lacs)

Sr. No.	Nature of Transactions	2016-2017			2015-2016		
		Key Mgt. Personnel	Relative of Key Mgt. Personnel	Where person mentioned in a or b exercise significant influence	Key Mgt. Personnel	Relative of Key Mgt. Personnel	Where person mentioned in a or b exercise significant influence
1	Directors Remuneration	10.50	-	-	9.00	-	-
2	Brokerage Paid	-	-	80.15	-	-	121.58
3	Electricity Charges Paid	-	-	4.77	-	-	4.57
4	Telephone Charges Paid	-	-	0.30	-	-	0.48
5	Rent Paid	1.79	5.72	-	2.01	5.68	-
6	Interest Paid	-	-	-	0.28	-	-
7	Other outstanding balance as on balance sheet date						
	- Receivable from brokers	-	-	-	-	-	1296.76
	- Payable to brokers	-	-	-	-	-	-

Related party relationship have been identified by the management and relied upon by the auditors.

### 30. Basic & Diluted Earning / (Loss) per shares

Particulars	2016-2017	2015-2016
Net Profit Attributable to equity shareholders (In Lakhs)	152.58	302.15
Weighted Number of Outstanding equity shares for Basic EPS Face Value Re 1 each	17,60,00,000	17,60,00,000
Weighted Number of equity Outstanding shares for Diluted EPS Face Value Re 1 each	17,60,00,000	17,60,00,000
Basic Earning Per Shares (EPS) (₹)	0.09	0.17
Diluted Earning Per Shares (EPS) (₹)	0.09	0.17

### 31. Taxation:

- Provision for current tax for the current year has been made, taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
- In accordance with AS - 22 "Taxes on Income" issued by the Institute of Chartered Accountants of India, net deferred tax liabilities on account of timing difference for current year of ₹43,54,846.06 is charged to the Statement of Profit & Loss.

# DOLAT INVESTMENTS LIMITED

32. As at March 31, 2017, the company has reviewed the future earnings of all the cash generating units in accordance with the Accounting Standard 28 "Impairment of Assets. As the carrying amount of assets does not exceed the future recoverable amount, consequently, no adjustment to carrying amount of assets is considered necessary by the Management.
33. In the Opinion of the Management, the current Assets and Loans and Advances as shown in the books are expected to realize at their Book Values in the normal course of business and adequate provision have been made in respect of all known liabilities.
34. Based on the information available with the Company, there are no suppliers who are registered as micro, small or medium enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2017.
35. Open Interest in individual Stock/Index Futures as on 31st March, 2017.

a. Open Short Positions:

Particulars	Expiry Date	No. of Contract	Quantity
SILVER	05-May-17	364	10920

b. Open Long Positions:

Particulars	Expiry Date	No. of Contract	Quantity
SILVERM	28-Apr-17	5	5
SILVERMIC	28-Apr-17	7	7

36. Previous year's figures have been regrouped wherever necessary to confirm with this year's classification.

As per our attached report of even date

**For V. J. Shah & Co.**  
**Chartered Accountants**

**Chintan V. Shah**  
Partner  
Membership No. 164370

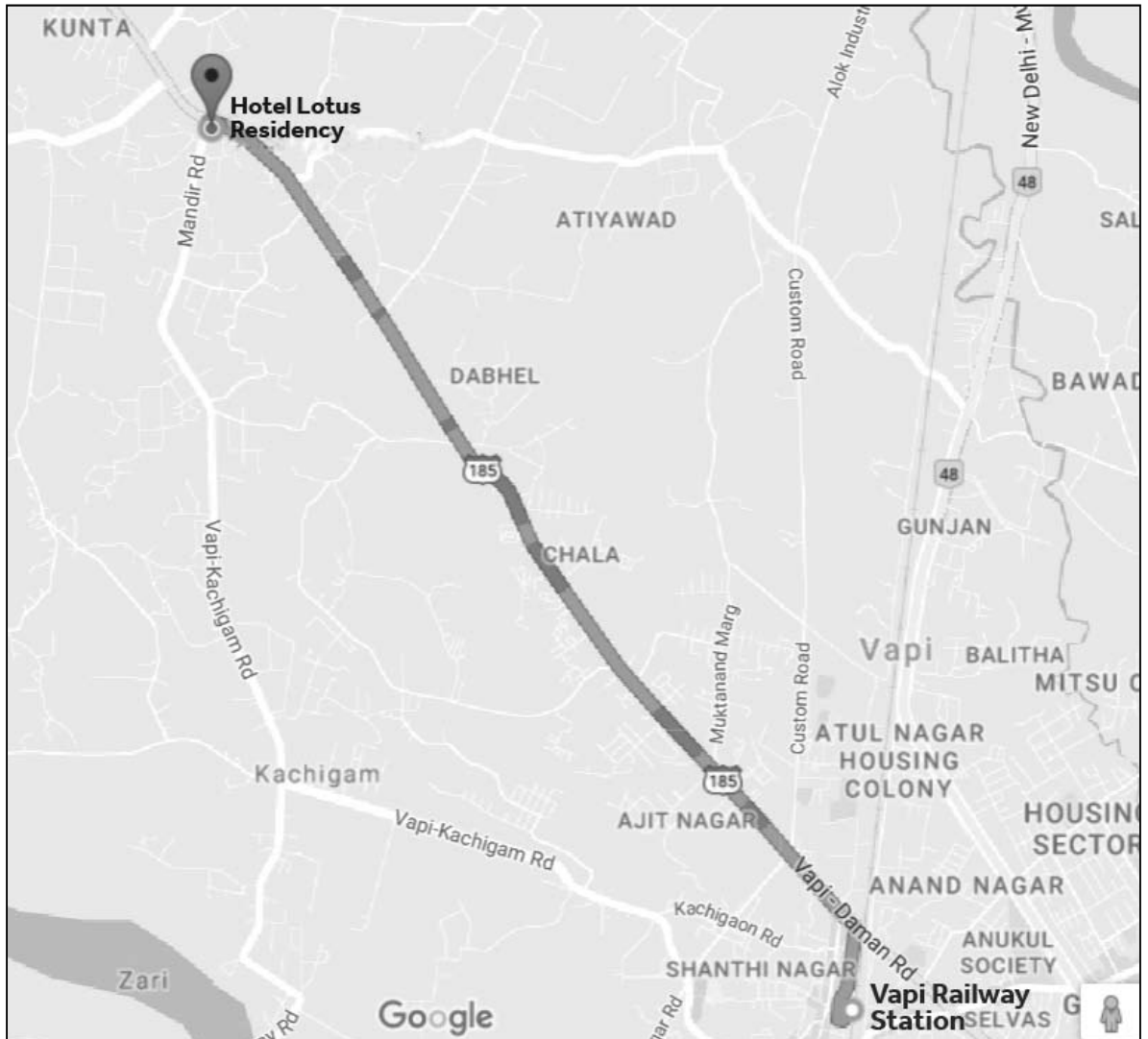
**Place:** Mumbai  
**Date:** 29<sup>th</sup> May, 2017

**For and on behalf of the Board of Dolat Investments Ltd.**

**Rajendra D. Shah**  
Managing Director  
DIN: 00005013  
**Vaibhav P. Shah**  
Chief Financial Officer

**Harsha H. Shah**  
Director  
DIN: 00012623  
**Sandeepkumar G. Bhanushali**  
Company Secretary

**Map to the venue of the Annual General Meeting**



## DOLAT INVESTMENTS LIMITED

**Registered Office:** Office No. 141, Center Point, Somnath, Daman, Daman & Diu - 396210.

**Tel:** 0260 2241034 **Website:** www.dolatinvest.com **Email:** post@dolatinvest.com **CIN:** L67100DD1983PLC004760

### ATTENDANCE SLIP

(To be presented at the entrance)

**36<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 29, 2017 AT 11.00 A.M.**

at Hotel Lotus Residency, Somnath Mandir Road, Somnath, Nani Daman, Daman & Diu 396210

Folio No. .... DP ID No. .... Client ID No. ....

Name of the Member ..... Signature.....

Name of the Proxyholder ..... Signature.....

1. Only Member/Proxyholder can attend the Meeting.

2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USED ID	PASSWORD
170828099	DP ID & CLIENT ID	Refer e-voting instructions

#### Note:

Please refer to the instructions printed under the Notes of the Notice of the 36<sup>th</sup> Annual General Meeting carefully before voting electronically. The e-voting periods starts from 9.00 am on Tuesday, 26<sup>th</sup> September, 2017 and will end at 5.00 pm on Thursday, 28<sup>th</sup> September, 2017. The e-voting module shall be disabled by CDSL for voting thereafter.

# DOLAT INVESTMENTS LIMITED

**Registered Office:** Office No. 141, Center Point, Somnath, Daman, Daman & Diu - 396210.

**Tel:** 0260 2241034 **Website:** www.dolatinvest.com **Email:** post@dolatinvest.com **CIN:** L67100DD1983PLC004760

## PROXY FORM

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

Name of the Member(s):.....

Registered address:.....

E-mail Id: ..... Folio No. / Client ID No.:..... DP ID: .....

I / We, being the member(s) of..... Shares of Dolat Investments Limited, hereby appoint

1. Name: ..... E-mail Id: .....

Address: .....

..... Signature:..... or failing him

2. Name: ..... E-mail Id: .....

Address: .....

..... Signature:..... or failing him

3. Name: ..... E-mail Id: .....

Address: .....

..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Sixth Annual General Meeting of the Company to be held on Friday, **SEPTEMBER 29, 2017 AT 11.00 A.M.** at Hotel Lotus Residency, Somnath Mandir Road, Somnath, Nani Daman, Daman & Diu 396210 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution
Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mrs. Harsha H. Shah (DIN 00012623), who retires by rotation and, being eligible, offers herself for re-appointment.
3	Appointment of Statutory Auditors and fixing their remuneration.
Special Business	
4	Appointment of Mr. Sailesh Kasanji Naik as an Independent Director

Signed this ..... day of ..... 2017

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

Affix Revenue  
Stamp  
(signature)

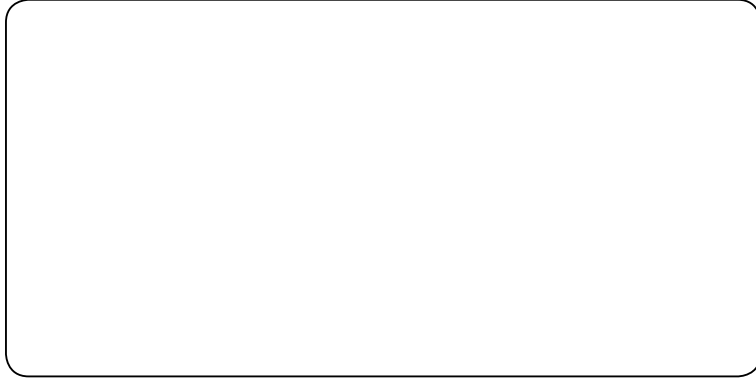
### NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Office No. 141, Center Point, Somnath, Daman, Daman & Diu - 396210, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.





**To,**



If undelivered, Please return to:

**DOLAT INVESTMENTS LIMITED**

301-308, 3rd Floor, Bhagwati House, Plot A/19,  
Veera Desai Road, Andheri (West), Mumbai - 400 058.

**Tel.:** 91-22-2673 2602, 6570 4167 / 4171 **Fax:** 91-22-2673 2642

