

DOLAT INVESTMENTS LIMITED

Registered Office: 203, City Centre, 186, Purswakkam High Road, Keleelys, Chennai 600 010.

NOTICE FOR PASSING OF RESOLUTION BY POSTAL BALLOT (Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given that pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for the consent of the Members of **Dolat Investments Limited** ("the Company") for the proposed resolutions set out below, which consent is sought to be obtained by means of Postal Ballot. The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Company has appointed Shri Dinesh Kumar Deora, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with Stock Exchange on which its Equity Shares are listed and provisions of Section 192A of the Companies Act, 1956, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com till 5.30 p.m. on **Monday, April 28, 2014**. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours on **Monday, April 28, 2014**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny and the result of the voting by postal ballot will be announced on **Friday, May 02, 2014** at the registered office of the Company besides being communicated to the stock exchange on which the Company's equity shares are listed. The results of the postal ballot will also be uploaded on the web-site of the Company i.e. www.dolatinvest.com and shall also be published through press releases. The day on which result of the postal ballot is announced by the Company would be the date on which the Special Resolutions are passed.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass through Postal Ballot, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Sections 17, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Central Government and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or re-enactment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Tamil Nadu to the Union Territory of Daman & Diu and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

- II. The registered office of the Company will be situated in the Union Territory Daman & Diu."

"RESOLVED FURTHER THAT upon confirmation of the Central Government, and pursuant to the provisions of Section 146(2) of the Companies Act, 1956 the registered office of the Company be removed from Chennai in the State of Tamil Nadu and be situated at Daman, in the Union Territory Daman & Diu."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

2. To consider and, if thought fit, to pass through Postal Ballot, the following Resolution as a Special Resolution:

Amendment to the Object Clause of the Memorandum of Association of the Company:

"RESOLVED THAT pursuant to provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as 'the Act'), including any statutory modification or reenactment thereof for the same being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, and subject to necessary approval as may be required in this regard from appropriate authorities, the Object Clause of the Memorandum of Association of the Company be and is hereby amended by way of replacement and alteration in the manner set out hereunder:

Modification/Alteration:

To replace the existing Clause III(A)(2) with the following :

- 2 To buy, sell or deal in all types of commodities traded on the Commodities and/or Spot and/or Bullion Exchange(s) in India or abroad in cash or derivatives segments including forward contracts and to carry on business of investing and/or trading in all types of Commodities including gold, silver or other precious metals through dealer, merchants, agents and the Commodities Exchange(s) and /or Spot and/or Bullion Exchange(s) including taking and/or giving physical delivery of commodities, articles, products, metals including gold, silver and other precious metals.

By order of the Board of Directors
For DOLAT INVESTMENTS LIMITED

Rajendra D. Shah
Managing Director

Place: Chennai
Dated: March 20, 2014

Notes:

1. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 and Section 102 of the Companies Act, 2013 setting out all material facts and the reasons thereto is annexed hereto.
2. The Postal Ballot Form for voting by you as a Member of the Company is enclosed.
3. The Board of Directors has appointed Mr. Dinesh Kumar Deora, FCS, Practicing Company Secretary as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
4. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the enclosed self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or **before 28th April, 2014**. Please note that any Postal Ballot Form (s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced on **2nd May, 2014** at the Registered Office of the Company. The result shall also be announced to the Stock Exchange where equity shares of the Company are listed and thereafter will be published in newspapers. The result will also be put on the Company's website www.dolatinvest.com. The Resolution, if approved, will be taken as passed effectively on the date of declaration of result.
5. Document referred to in the accompanying Notice and the Explanatory Statement is open for inspection by members at the Registered Office of the Company during business hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m.
6. In compliance with Clause 35B of the Listing Agreement the Company offers e-voting option to all the shareholders. For this purpose, the Company will be making necessary arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
7. Members have option to vote either through e-voting or through Postal Ballot Form. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the Green Initiative and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://www.evoting.cdsi.com> or seek duplicate form from R & T Agent M/s Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai 400011, fill in the details and send the same to the Scrutinizer by Post at 301-308, Bhagwati House, A/19, Veera Desai Road, Andheri (W), Mumbai 400 058.

8. The instructions for Members for voting electronically, are as under:

E-VOTING

The procedure and instructions for the same are as follows:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv. Now, fill up the following details in the appropriate boxes:

| | |
|----------|---|
| User-ID | For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company |
| Password | Your Unique password is printed on the Postal Ballot Form |
| PAN* | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department |

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'DEFAULT NUMBER' in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs.dkdeora@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com, or purvashr@mtnl.net.in.
- xvii. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-Voting shall be treated as invalid.

Enclosures:

1. Postal Ballot Form
2. Postage pre-paid self-addressed Envelope

Annexure to Notice:

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 and Section 102 of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956:

Item No.1:

Presently the company has its Registered Office in Chennai in the State of Tamil Nadu. The Directors at their meeting held on 20th March, 2014 decided to shift the Registered Office to Daman in Union Territory Daman & Diu, as the same will bring down cost of operation and administration of the company and the Board is of the view that the proposed shifting of the registered office would improve the access to the management and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently.

The proposed shifting of registered office would also enable the company to avail the expertise of the management operational matters and availability of other means to enhance the operational efficiency of the Company.

Since the underlying purpose of proposed shifting of office falls within the permitted range under section 17 of the Companies Act, 1956 the proposal could be carried to effect by way of postal ballot in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011. However the shifting of the Registered Office to another state as proposed is subject to confirmation of Regional Director Ministry of Corporate Affairs, Southern Region, Chennai.

The Board of Directors of your company recommends the passing of the resolutions set out under item No.1 of Notice as Special Resolution in terms of Section 17, 146 and 192A of the Companies Act, 1956.

None of the Company's Directors and / or Key Managerial Person and / or their relatives is, in any way concerned or interested in the aforesaid special resolution except to the extent of shares held by them in the company. Memorandum of Association of the Company is open for inspection by member at the Registered office of the Company during business hours on any working day except Saturday between 11.00 am to 1.00 pm.

Item No.2:

The Company is presently engaged mainly in the business of investment in shares, stock, securities etc in cash and derivatives of shares, stocks and commodities.

In this era of rapid economic liberalization and growth, the Company is also looking at various other business opportunities in the areas of trading/investing in commodities including gold and silver and precious metals and derivatives activities. Whilst, there is a reference to some of the activities described above Object Clause 2 of the existing object clause in the Memorandum of Association, as these activities are covered as open ended clauses. Hence, the amendment of Object Clause is proposed to bring clarity. It is felt that the new business activities which we plan to undertake need to be clearly stated in the object clause of the Memorandum of Association. Section 17 of the Companies Act, 1956 stipulates that the Object Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution Postal Ballot) Rules, 2011 stipulates that the consent of the shareholders of the Company for this purpose shall be obtained by means of Postal Ballot. Accordingly, it is proposed to seek the shareholders approval by way of Postal Ballot to pass the aforesaid Resolution. The proposal has therefore, been submitted for consideration and approval that the Object Clause of the Memorandum of Association be proposed to be amended by amendment and modification of Clause III(A)(2) permitting to the new activities to expand the scope of activities. It is also further proposed to seek approval of the shareholders through the postal ballot process as prescribed under the rules.

The business activities discussed herein above can be conveniently and advantageously combined with the existing business of the Company.

The Board recommends the Special Resolution as set out in the Notice for approval by the shareholders.

None of the Company's Directors and / or Key Managerial Person and / or their relatives is, in any way concerned or interested in the aforesaid special resolution except to the extent of shares held by them in the company. Memorandum of Association of the Company is open for inspection by member at the Registered office of the Company during business hours on any working day except Saturday between 11.00 am to 1.00 pm.

For **DOLAT INVESTMENTS LIMITED**

RAJENDRAD. SHAH
MANAGING DIRECTOR

March 20, 2014
Registered Office:
203, City Centre,
186, Purswakkam High Road,
Kelees, Chennai 600010.

DOLAT INVESTMENTS LIMITED

Registered Office: 203, City Centre, 186, Purswakkam High Road, Keleeyes, Chennai 600 010.

POSTAL BALLOT FORM

Sr. No. : _____

1. Name(s) of Member(s) :
(including joint holders,
if any)
2. Registered address of :
the Sole/ First named
Member
3. Registered Folio No./ :
DPID No./Client ID No. *
(* Applicable to members
holding shares in
Dematerialised form)
4. No. of Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending, my/our assent or dissent to the said resolution by placing (✓) mark at the Appropriate box below in my capacity as the member/authorized representative of the Company/trust/society hereby caste my vote on the resolution.

| Item No. | Description of Resolution | No. of Shares | I/We assent to the resolution (for) | I/We dissent to the resolution (against) |
|----------|---|---------------|-------------------------------------|--|
| 1. | Change of Clause II of the Memorandum of Association of the Company, for shifting the Registered Office of the Company from the State of Tamil Nadu to Union Territory Daman & Diu. | | | |
| 2. | Amendment to Memorandum of Association by replacing existing Clause III(A)(2). | | | |

Place :

Date :

Signature of Member/Authorised Signatory

ELECTRONIC VOTING PARTICULARS

| EVEN (E-voting Event Number) | User ID | PASSWORD |
|---|----------------|-----------------|
| | | |

Notes:

- 1.The last date for the receipt of the Postal Ballot Form by the Scrutinizer is 28th April, 2014
- 2.Please read instruction printed overleaf before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it after signature to the scrutinizer in the attached self-addressed postage pre-paid envelope, which should be properly sealed with adhesive or adhesive tape. However, envelopes containing postal ballots, if sent by courier at the expenses of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be signed by the Shareholder as per Specimen Signature registered with the Company. In case shares are jointly held, this form should be completed and signed by the first named shareholder and in his absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Forms will be rejected.
4. Members holding shares in dematerialized form are advised, in their own interest, to get their signature verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker/DP and name, stamp and signature of the Manager.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (17.30) hrs) on or before 28th April, 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received. Members are requested to send the duly completed Postal Ballot Form well before 28th April, 2014 providing sufficient time for Postal Ballot.
6. The voting shall be reckoned in proportion to a member's share of the paid up equity share capital of the Company as on 28th April, 2014.
7. In case of shares held by the Companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization and preferably with attested specimen signature(s) of the duly authorized signatory (s) giving requisite to the person voting on the Postal Ballot Form.
8. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under item No.3 and 7 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
9. The votes in a Postal Ballot cannot be exercised by a Proxy.
10. There will be only one Postal Ballot Form for every folio/client ID respective of the number of Joint Member(s).
11. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
12. Members from whom no postal ballot form is received or is received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Umesh V Moolya, Company Secretary, Dolat Investments Limited, 301-308, Bhagwati House, A/19, Veera Desai Road, Andheri (West), Mumbai- 400058 or email post@dolatinvest.com.