

# DOLAT ALGOTECH LIMITED

(FORMERLY KNOWN AS DOLAT INVESTMENTS LIMITED)

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Corporate Office: 301-308, Bhagwati House, Plot, A/19, Veera Desai, Andheri (West), Mumbai - 400 058  
TEL.: 91-22-2673 2602/03/04/65704167/68/69/70/71 FAX: 91-22-26732642,  
Website: [www.dolatalgotech.in](http://www.dolatalgotech.in) ; E-mail: [investor@dolatalgotech.in](mailto:investor@dolatalgotech.in)  
Corporate Identity Number: L67100GJ1983PLC126089

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13<sup>th</sup> February '24

## **BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001.

Scrip code : 505526

## **National Stock Exchange Of India Limited**

Exchange Plaza, 5th Floor,  
Plot No.C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

Symbol : DOLATALGO

Dear Sir / Madam,

### **Sub.: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

We enclose herewith a copy of the Postal Ballot Notice of **DOLAT ALGOTECH LIMITED** (‘the Company’) dated 29<sup>th</sup> January ‘24, along with the Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and related Rules read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable SEBI Circulars (‘Notice’) for seeking approval of the Member(s) of the Company on the following One Ordinary resolution:

S.no.	Particulars
1.	TO APPROVE / RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) for facilitating remote e-Voting to enable the Members to cast their votes electronically. A Member shall only avail this facility as per the instructions provided herein. The remote e-Voting period shall commence on **Friday, February 16, 2024 at 9.00 a.m. (IST) and ends on Saturday, March 16, 2024 at 5:00 p.m. (IST)**.

The remote e-Voting module shall be disabled by NSDL thereafter. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. Friday, 9 February, 2024, shall cast their vote electronically.

This Postal Ballot Notice will also be available on the Company’s website <https://dolatalgotech.in/investor-relations> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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**Registered Office:** 1401-1409, Dalal Street Commercial Co-op Soc Ltd, Block 53 (Bldg No.53E) Zone-5,  
Road-5E, Gift city, Gandhinagar - 382355, Gujarat

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TEL.: 91-22-2673 2602/03/04/65704167/68/69/70/71      FAX: 91-22-26732642,  
Website: [www.dolatalgotech.in](http://www.dolatalgotech.in) ; E-mail: [investor@dolatalgotech.in](mailto:investor@dolatalgotech.in)  
Corporate Identity Number: L67100GJ1983PLC126089

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This is for your information and record.

For **DOLAT ALGOTECH LIMITED**

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

Place : Mumbai  
Encl: As above

# DOLAT ALGOTECH LIMITED

Registered Office: 1401-1409, Dalal Street Commercial Co-op Soc Ltd, Block 53 (Bldg No.53E) Zone-5, Road-5E, Gift city, Gandhinagar - 382355, Gujarat

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

Tel: 9122 267 32602 Fax: 9122 267 32642

CIN: L67100GJ1983PLC126089 website: [www.dolatalgotech.in](http://www.dolatalgotech.in) Email: [investor@dolatalgotech.in](mailto:investor@dolatalgotech.in)

## NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following Ordinary resolution:

S.no.	Particulars
1.	TO APPROVE / RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED

An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP").

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

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to

e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited (“NSDL”) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Friday, 16 February, 2024
Conclusion of e-voting period	5.00 p.m. IST on Saturday, 16 March, 2024
Cut-off date for eligibility to vote	Friday, 9 February, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Saturday, 16 March, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman / Managing Director of the Company or such person as authorized by Chairman / Managing Director, and the result will be announced within two working days from the conclusion of the postal ballot e-voting period. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Saturday, 16 March, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

##### **ITEM NO 1:**

#### **TO APPROVE / RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH M/S. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) and 2(1)(zc) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in partial modification to the resolution passed by the Members of the Company through postal ballot on May 13, 2023, approving the related party transaction(s) of the Company with M/S. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED for receiving of Loan and Payment of Loan an amount not exceeding Rs 5000 crore for respective transactions per financial year for the financial years 2023-24 to 2027-28, the approval of the Members be and is hereby accorded to the Board of Directors of Company (hereinafter referred to as the ‘**Board**’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to amend/modify the terms of the said related party contract(s)/ arrangement(s)/ transaction(s) with M/S. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED and increase the transaction value of Receiving of Loan and Payment of Loan by Rs 4000 crores for each respective related party transaction(s), thereby now aggregating upto Rs 9000 crore for Receiving of Loan and amount aggregating upto Rs 9000 crore for Payment of Loan per financial year for the financial years 2023-24 to 2027-28, provided that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company:

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

1401-1409, Dalal Street Commercial Co-op Soc Ltd,  
Block 53 (Bldg No.53E) Zone-5, Road-5E,  
Gift city, Gandhi Nagar, Gujarat, 382355  
CIN: L67100GJ1983PLC126089  
Email: [investor@dolatalgotech.in](mailto:investor@dolatalgotech.in)  
Website: [www.dolatalgotech.in](http://www.dolatalgotech.in)  
Place: Mumbai  
Date: 29<sup>th</sup> January '24

**By the Order of the Board of Directors**

**For Dolat Algotech Limited**

**Sandeepkumar G. Bhanushali**

**Company Secretary & Compliance Officer**

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") setting out the material facts and reasons for the proposed Resolution(s) above, is appended herein below for your consideration.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on 9 February, 2024 ("the Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 9 February, 2024, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 16 March, 2024. Further, resolution

passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

5. The Scrutinizer will submit his report to the Chairman / Managing Director of the Company or such person as authorized by Chairman / Managing Director after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be declared within two working days from the conclusion of the postal ballot e-voting period and will also be displayed on the Company website [www.dolatalgotech.in](http://www.dolatalgotech.in), on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges where the Company's Equity Shares are listed viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. 16 March, 2024. Members may send their requests to [investor@dolatalgotech.in](mailto:investor@dolatalgotech.in) from their registered email address(es) mentioning their names, folio numbers, DP ID and Client ID (voting period).
7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Purva Sharegistry (India) Private Limited (PSIPL) at [support@purvashare.com](mailto:support@purvashare.com). The forms for updating the same are available at <https://dolatalgotech.in/investor-relations?id=146%20&level=2>

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

8. Members may download the Notice from the website of the Company at <https://dolatalgotech.in/investor-relations> or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com)
9. The vote in this Postal Ballot cannot be exercised through proxy.

#### **INSTRUCTIONS FOR E-VOTING:**





The process to vote electronically on NSDL e-Voting system consists of 2 steps:

##### **Step 1: Access to NSDL e-Voting system**

###### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 127528 then user ID is 127528001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also

upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com), to get your grievances on e-voting addressed.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [support@purvashare.com](mailto:support@purvashare.com) or use the link <https://www.purvashare.com/investor-service/form-15g-15h-10f>
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [support@purvashare.com](mailto:support@purvashare.com) & [investor@dolatagotech.in](mailto:investor@dolatagotech.in) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**ITEM NO. 1**

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Members of the Company through postal ballot on May 13, 2023, approved the related party transaction(s) of the Company with M/S. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED for receiving of Loan and Payment of Loan aggregating amount upto Rs 5,000 crore for respective transactions per financial year for the financial years 2023-24 to 2027-28. Further, subsequent changes to the material related party transactions, as already approved by the Members of the Company, are required to be placed before the Members for their approval.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 (“**SEBI Circular**”) are set forth below:

1	<p>Name of the Related Party</p> <p>Relationship with the listed entity including nature of its concern or interest (financial or otherwise)</p> <p>Value of the proposed transaction</p>	<p>M/s. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED</p> <p>Entity on which one or more KMP and/or their relative(s) have a significant influence / control</p> <p>a) Loan Taken - Rs. 9,000 Crore per financial year for FY 2023-24 to FY 2027-28.</p> <p>b) Loan Repaid - Rs. 9,000 Crore per financial year for FY 2023-24 to FY 2027-28.</p>
2	<p>Type, tenure, material terms and particulars</p>	<p>a) Loan taken</p> <p>b) Loan repaid</p> <p>Company avails loans on short term basis from time to time and as per requirement basis for meeting its business needs from the related parties of the company and interest is paid on loan taken to the related parties at the competitive rate.</p> <p>The terms of the arrangements have been agreed by the Company with the related party. The above arrangements are continuing / recurring transactions. Approval of the shareholders is being sought for ratification / modification of value of transactions during the 5 financial years i.e. from FY 2023-24 to FY 2027-28.</p>
3	<p>Value of RPT as % of Company's audited consolidated annual turnover</p>	<p>In the absence of Company's audited consolidated turnover for the financial year ended 31st March, 2024, Company has considered the turnover of the last available audited financial statement (i.e. financial year ended 31st March, 2023) which is Rs 241.34 Crores for below RPT's respectively:</p> <ul style="list-style-type: none"> <li>• Loan taken / repaid - 3,729.22%</li> </ul>

4	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
5	Justification as to why the RPT is in the interest of the Company	Loan Taken / repaid & Interest paid on Loan taken Company avails loans on short term basis from time to time and as per requirement basis for meeting its business needs; from the related parties of the company. Further payment of interest to the related parties is at the competitive rate. The amount of loan taken or the financial assistance obtained from the related parties is for very short term period which is for meeting margin requirement and repaid immediately.
6	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
7	Any other information relevant or important for the members to take a decision on the proposed transaction.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The Management has provided the Audit Committee with the relevant details, as required under law, of aforesaid proposed RPTs including rationale and material terms. The Audit Committee, after discussion and deliberation, has granted approval for modifying the terms of already approved RPTs with M/s. NIRSHILP COMMODITIES AND TRADING PRIVATE LIMITED for an aggregate value upto Rs 9000 crore for Receiving of Loan and amount aggregating upto Rs 9000 crore for Payment of Loan per financial year for the financial years 2023-24 to 2027-28. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for ratifying / modification of transaction value from Rs 5000 crore to Rs 9,000 crore per financial year for the financial years 2023-24 to 2027-28 for aforesaid arrangements / transactions undertaken or to be undertaken by the Company.

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

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

Except Mr. Pankaj D. Shah (Managing Director), Mr. Shailesh D. Shah (Director), Mr. Harendra D. Shah (Director) and Mr. Vaibhav P. Shah (Chief Financial Officer) and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

**Registered Office:**

1401-1409, Dalal Street Commercial Co-op Soc Ltd,

Block 53 (Bldg No.53E) Zone-5, Road-5E,

Gift city, Gandhi Nagar, Gujarat, 382355

CIN: L67100GJ1983PLC126089

Email: [investor@dolatalgotech.in](mailto:investor@dolatalgotech.in)

Website: [www.dolatalgotech.in](http://www.dolatalgotech.in)

Place: Mumbai

Date: 29<sup>th</sup> January '24

**By the Order of the Board of Directors**

**For Dolat Algotech Limited**

**Sandeepkumar G. Bhanushali**

**Company Secretary & Compliance Officer**