

NOTICE

NOTICE is hereby given that **Annual General Meeting of M/S. Dollar Industries Limited** will be held at 'Om Tower', 32, J. L. Nehru Road, 15th Floor, Kolkata – 700 071 on Friday, the 19th day of August, 2016 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2016, Audited Profit & Loss Account and the Cash Flow statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Krishan Kumar Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Binay Kumar Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of the next AGM and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s Amit Ved Garg & Co., Chartered Accountants (Registration No. 325121E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS:

6. ISSUE OF BONUS SHARES

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

"RESOLVED THAT pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Reserve Bank of India and other appropriate Authorities, wherever applicable, a sum not exceeding ₹3,09,80,640/- (Rupees Three Crores Nine

lac Eighty Thousand Six Hundred and Forty only) out of the credit of the Securities Premium Account and Free Reserves of the Company, as appropriate, for the financial year ended 31st March, 2016 be capitalized and accordingly the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized to appropriate the said sum for distribution to and amongst the Members of the Company whose names shall appear in the Register of Members as on Friday, 12th August, 2016 ("the Record Date") or such other date as may be fixed by the Board in accordance with law and to apply the said sum in paying up in full a maximum of 30,98,064 Equity Shares ("the Bonus Shares") of the Company of ₹10/- (Rupees Ten) each, to be allotted, distributed and credited as fully paid up to and amongst the Members in the proportion of two Bonus Shares for every five existing fully paid up Equity Shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the nominal amount in the capital of the Company held by each Member, and not as income.

RESOLVED FURTHER THAT in making the allotment of the Bonus Shares, the Company shall not issue fractional certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificates had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the Members in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid Equity Shares of the Company.

RESOLVED FURTHER THAT no Letter of Allotment shall be issued but in the case of Members who hold shares in dematerialized mode, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of Members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be despatched within the prescribed time limit in the permitted mode.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares in favour of non-resident Members, if any, on the record date of the Company shall be subject to approval of the Reserve Bank of India.

RESOLVED FURTHER THAT the Board be and is hereby authorized

to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board, in respect of issue and allotment of Bonus Shares as aforesaid, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or, expedient and to settle any question, difficulty or doubt that may arise in relation to fixing of the Record Date, Shareholders' entitlement of bonus shares, delegation all such powers to Committee of Directors and/or officers of the Company, as the Board in their sole discretion may deem fit or desirable and their decision shall be final and binding."

7. INCREASE IN AUTHORISED SHARE CAPITAL

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

"RESOLVED THAT pursuant to Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Authorised Capital of the Company be and is hereby increased from present ₹8,00,00,000 (Rupees Eight Crores) divided into 80,00,000 (Eighty Lac) Equity Shares of ₹10/- (Rupees Ten) each to ₹11,00,00,000 (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lac) Equity Shares of ₹10/- (Rupees Ten) each by creation of further 30,00,000 (Thirty lac) Equity Shares of ₹10/- (Rupees Ten) each and consequently, Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced by substituting the following new Clause V:

- V. The Authorised Share Capital of the Company is ₹11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lac) Equity Shares of ₹10/- (Rupee Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Company in general meeting at the time of issue. The Company has and shall always have power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate the rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take all such necessary steps and actions as may be required in relation to the aforesaid increase in Authorised Share Capital and replacement of the

Clause of Memorandum of Association and also to do all such necessary acts, deeds, matters and things as may be required to give effect to the above."

8. RE-APPOINTMENT OF MR. VINOD KUMAR GUPTA AS A MANAGING DIRECTOR & KMP

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Vinod Kumar Gupta (DIN: 00877949) as a Managing Director of the Company (designated as Key Managerial Personnel), for a period of 5 (five) years with effect from September 1, 2016 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Vinod Kumar Gupta, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part I) of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. RE-APPOINTMENT OF MR. BINAY KUMAR GUPTA AS A MANAGING DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Binay Kumar Gupta (DIN:01982889) as a Managing Director of the Company, for a period of 5 (five) years with effect from September 1, 2016 on the terms and conditions including remuneration as set out

in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Binay Kumar Gupta, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part I) of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. RE-APPOINTMENT OF MR. BAJRANG LAL GUPTA AS A WHOLE-TIME DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Bajrang Lal Gupta (DIN: 01783906) as Whole-time Director of the Company, for a period of 5 (five) years with effect from September 1, 2016 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Bajrang Lal Gupta, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part I) of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. RE-APPOINTMENT OF MR. KRISHAN KUMAR GUPTA AS A WHOLE-TIME DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Krishan Kumar Gupta (DIN:01982914) as Whole-time Director of the Company, for a period of 5 (five) years with effect from September 1, 2016 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Krishan Kumar Gupta, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part I) of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. APPROVAL OF REMUNERATION OF COST AUDITORS

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Debabrota Banerjee & Associates, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
32, J. L. Nehru Road
Kolkata – 700 071.
Date: 08.07.2016

By Order of the Board of Directors
For Dollar Industries Limited
sd/-
Shraddha
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form is enclosed.
3. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
4. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
5. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange is annexed hereto and forms part of this Notice.
6. The Register of Members and Transfer Books of the Company will be closed from 13.08.2016 to 19.08.2016 (both days inclusive) for the AGM.
7. Dividend and Bonus on equity shares, when approved at the Meeting, will be paid to those members:
 - (a) whose names appear as Beneficial Owners as at the end of business hours on 12th August, 2016, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 12th August, 2016.
8. There is no un-paid or un-claimed dividend for any of the dividend declared in the earlier years.
9. Members holding shares in physical form are requested to intimate, indicating their respective folio number, the change of their addresses, the change of Bank Accounts etc. to M/s Niche Technologies Pvt. Ltd., D511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata – 700 001, the Registrar and Share Transfer Agents of the Company, while members holding shares in electronic form may write to their respective Depository Participant for immediate updation, so as to enable the Company to dispatch dividend warrants to the correct address.
10. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to Registrar and Share Transfer Agent.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
12. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via e-mail. All the shareholders holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company, electronically.**
15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
17. All Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all the working days during business hours upto the date of meeting.
18. **Voting Through Electronic Means**
 - i) As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the

electronic voting system ("e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through-voting, a Member shall not be allowed to change it subsequently.

- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on August 16, 2016 at 9.00 A.M. and ends on August 18, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 12, 2016, may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or Company then please enter the member-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (i v).

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

(ix) 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.

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

(xi) Click on the EVSN for the relevant "Dollar Industries Ltd." on which you choose to vote.

(xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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.
 - After receiving the login details they have to create a compliance user 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Institutional Members / Bodies Corporate (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 through e-mail at santibrewalla@gmail.com with a copy mark to helpdesk.evoting@cdslindia.com on or before 18.08.2016 upto 5.00 p.m. without which the vote shall not be treated as valid.
20. **The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th August, 2016.** A person who is not a member as on cut-off date should treat this notice for information purpose only.
21. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 8th July, 2016.
22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 12th August, 2016 are requested to send the duly signed written / email communication to the Company at investors@dollarinternational.com and to the RTA at nichetechpl@nichetechpl.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
23. **The shareholders shall have one vote per equity share held by them as on the cut-off date of 12th August, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.**
24. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
25. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
26. **Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.**
27. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dollarglobal.in and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 6 to 12 of the accompanying Notice dated 8th July, 2016:

Item No. 6

In view of consistent growth in the profitability of the Company over the years, the Board of Directors of the Company decided to reward the Stakeholders of the Company by capitalising a part of the accumulated profits standing to the credit of reserve and surplus of the Company. Accordingly, your Board has recommended issue of Bonus Shares in the proportion of two equity shares for every five fully paid Equity Shares held by the Members of the Company as detailed in the proposed resolution, by capitalising the funds in the Securities Premium Account and Free Reserves in the manner deemed appropriate by the Board in accordance with laws applicable for the time being. The issue of bonus shares is subject to the approval by Members in the general meeting.

Application will be made to the Stock Exchanges where the existing shares of the Company are listed for listing and to deal in the Bonus Shares at par with the existing equity shares of the Company.

Your Board of Directors recommends the above resolution set out in Item No. 6 of the accompanying notice for your approval.

The Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the above Resolution to the extent of their respective shareholdings or entitlement to Bonus shares in the Company.

Item No. 7

The present Authorised Share Capital of the Company is ₹8.00 crores. To issue and allot the bonus shares, the Company is required to increase the Authorised Share Capital of the Company by ₹3.00 Crores. To give effect to the increase in the Authorized Capital of the Company, it is necessary to amend clause V of the Memorandum of Association of the Company by altering and substituting the exiting capital clause. This would require approval of members of the Company in the general meeting.

Your Board of Directors recommends the above resolution set out in Item No. 7 of the accompanying notice for your approval.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the above resolution.

Item No. 8

The terms of appointment of Mr. Vinod Kumar Gupta as Mg. Director would expire on 1st December, 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 8th July, 2016, subject to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013,

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and subject to the approval of members in the Annual General Meeting, has re-appointed Mr. Vinod Kumar Gupta as Managing Director, for a period of 5 (five) years w.e.f. September 1, 2016, on the terms & conditions and at the remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Vinod Kumar Gupta as Managing Director (designated as Key Managerial Personnel), in terms of the applicable provisions of the Act and the rules made thereunder.

The terms of re-appointment and remuneration payable to Mr. Vinod Kumar Gupta are as follows:

Salary: ₹6,00,000/- per month with an increment @ 10% p.a. of the last salary drawn or such higher amount as may be recommended by the Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule - V of the Companies Act, 2013 and the rules made thereunder or any amendment thereto.

Perquisites: In addition to Salary he shall be entitled to the following perquisites which, may be reviewed by the Board from time to time on recommendation by the Nomination & Remuneration Committee:

- a. **Rent Free Furnished Accomodation:** He shall be provided with Rent free furnished accommodation for self and family.
- b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
- c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
- d. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
- e. **Personal Accident Insurance:** Premium not to exceed ₹50,000/- per annum.
- f. **Gratuity:** Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- g. **Car & Telephone:** He shall be provided car with driver and telephone at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.
- h. **Other Benefits:**
 - i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax

Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.

- ii. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- iii. He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in his capacity as Mg. Director.
- iv. Mr. Vinod Kumar Gupta, as long as they function as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- v. He shall not be liable to retire by rotation.

Either party may terminate the agreement by giving 3(Three) months notice in writing or remuneration in lieu thereof without showing any reason.

The existing terms would stand terminated from the date of his re-appointment.

Your Board of Directors recommends the above resolution set out in Item No. 8 of the accompanying notice for your approval.

None of the Directors of the Company or any Key Managerial Personnel(s) or their relatives except Mr. Din Dayal Gupta, Mr. Binay Kumar Gupta, Mr. Bajrang Lal Gupta and Mr. Krishan Kumar Gupta are in any way, financially or otherwise, directly or indirectly, concerned or interested in the above resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Vinod Kumar Gupta, Managing Director is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

Item No. 9

The terms of appointment of Mr. Binay Kumar Gupta as Mg. Director would expire on 14th February, 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 8th July, 2016, subject to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and subject to the approval of members in the Annual General Meeting, has re-appointed Mr. Binay Kumar Gupta as Managing Director, for a period of 5 (five) years w.e.f. September 1, 2016, on the terms & conditions and at the remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Binay Kumar Gupta as Managing Director, in terms of the applicable provisions of the Act and the rules made thereunder.

The terms of re-appointment and remuneration payable to Mr. Binay Kumar Gupta are as follows:

Salary: ₹6,00,000/- per month with an increment @ 10% p.a. of the

last salary drawn or such higher amount as may be recommended by the Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule – V of the Companies Act, 2013 and the rules made thereunder or any amendment thereto.

Perquisites: In addition to Salary, he shall be entitled to the following perquisites which, may be reviewed by the Board from time to time on recommendation by the Nomination & Remuneration Committee:

- a. **Rent Free Furnished Accomodation:** He shall be provided with Rent free furnished accommodation for self and family.
- b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
- c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
- d. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
- e. **Personal Accident Insurance:** Premium not to exceed ₹50,000/- per annum.
- f. **Gratuity:** Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- g. **Car & Telephone:** He shall be provided car with driver and telephone at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.
- h. **Other Benefits:**
 - i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
 - ii. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
 - iii. He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in his capacity as Mg. Director.
 - iv Mr. Binay Kumar Gupta, as long as they function as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
 - v. He shall not be liable to retire by rotation.

Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without showing any reason.

The existing terms would stand terminated from the date of his re-appointment.

Your Board of Directors recommends the above resolution set out in Item No. 9 of the accompanying notice for your approval.

None of the Directors of the Company or any Key Managerial Personnel(s) or their relatives except Mr. Din Dayal Gupta, Mr. Vinod Kumar Gupta, Mr. Bajrang Lal Gupta and Mr. Krishan Kumar Gupta are in any way, financially or otherwise, directly or indirectly, concerned or interested in the above resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Binay Kumar Gupta, Managing Director is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

Item No. 10

The terms of appointment of Mr. Bajrang Lal Gupta as a Whole-time Director would expire on 1st December, 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 8th July, 2016, subject to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and subject to the approval of members in the Annual General Meeting, has re-appointed Mr. Bajrang Lal Gupta as a Whole-time Director, for a period of 5 (five) years w.e.f. September 1, 2016, on the terms & conditions and at the remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Bajrang Lal Gupta as Whole-time Director, in terms of the applicable provisions of the Act and the rules made thereunder.

The terms of re-appointment and remuneration payable to Mr. Bajrang Lal Gupta are as follows:

Salary: ₹4,00,000/- per month with an increment @ 10% p.a. of the last salary drawn or such higher amount as may be recommended by the Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule - V of the Companies Act, 2013 and the rules made thereunder or any amendment thereto.

Perquisites: In addition to Salary he shall be entitled to the following perquisites which, may be reviewed by the Board from time to time on recommendation by the Nomination & Remuneration Committee:

- a. **Rent Free Furnished Accommodation:** He shall be provided with Rent free furnished accommodation for self and family.
- b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
- c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.

d. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.

e. **Personal Accident Insurance:** Premium not to exceed ₹50,000/- per annum.

f. **Gratuity:** Gratuity payable shall not exceed half of a month's salary for each completed year of service.

g. **Car & Telephone:** He shall be provided car with driver and telephone at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.

h. **Other Benefits:**

i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.

ii. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.

iii. He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in his capacity as a Whole-time Director.

iv. Mr. Bajrang Lal Gupta, as long as they function as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without showing any reason.

The existing terms would stand terminated from the date of his re-appointment.

Your Board of Directors recommends the above resolution set out in Item No. 10 of the accompanying notice for your approval.

None of the Directors of the Company or any Key Managerial Personnel(s) or their relatives except Mr. Din Dayal Gupta, Mr. Vinod Kumar Gupta, Mr. Binay Kumar Gupta and Mr. Krishan Kumar Gupta are in any way, financially or otherwise, directly or indirectly, concerned or interested in the above resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Bajrang Lal Gupta, Whole-time Director is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

Item No. 11

The terms of appointment of Mr. Krishan Kumar Gupta as a Whole-time Director would expire on 1st December, 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 8th

July, 2016, subject to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and subject to the approval of members in the Annual General Meeting, has re-appointed Mr. Krishan Kumar Gupta as a Whole-time Director, for a period of 5 (five) years w.e.f. September 1, 2016, on the terms & conditions and at the remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Krishan Kumar Gupta as Whole-time Director, in terms of the applicable provisions of the Act and the rules made thereunder.

The terms of re-appointment and remuneration payable to Mr. Krishan Kumar Gupta are as follows:

Salary: ₹4,00,000/- per month with an increment @ 10% p.a. of the last salary drawn or such higher amount as may be recommended by the Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule – V of the Companies Act, 2013 and the rules made thereunder or any amendment thereto.

Perquisites: In addition to Salary he shall be entitled to the following perquisites which, may be reviewed by the Board from time to time on recommendation by the Nomination & Remuneration Committee:

- a. **Rent Free Furnished Accomodation:** He shall be provided with Rent free furnished accommodation for self and family.
- b. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
- c. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
- d. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
- e. **Personal Accident Insurance:** Premium not to exceed ₹50,000/- per annum.
- f. **Gratuity:** Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- g. **Car & Telephone:** He shall be provided car with driver and telephone at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.
- h. **Other Benefits:**
 - i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax

Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.

- ii. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- iii. He shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging his duties in his capacity as a Whole-time Director.
- iv. Mr. Krishan Kumar Gupta, as long as they function as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without showing any reason.

The existing terms would stand terminated from the date of his re-appointment.

Your Board of Directors recommends the above resolution set out in Item No. 11 of the accompanying notice for your approval.

None of the Directors of the Company or any Key Managerial Personnel(s) or their relatives except Mr. Din Dayal Gupta, Mr. Vinod Kumar Gupta, Mr. Binay Kumar Gupta and Mr. Bajrang Lal Gupta are in any way, financially or otherwise, directly or indirectly, concerned or interested in the above resolution.

Pursuant to Section 190 of the Companies Act, 2013, the copy of the letter of appointment issued to Mr. Krishan Kumar Gupta, Whole-time Director is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

Item No. 12

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Debabrota Banerjee & Associates, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of ₹1,50,000/- plus applicable taxes and out of pocket expenses, if any as his Audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the general meeting. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

Your Board of Directors recommends the above resolution set out in Item No. 12 of the accompanying notice for your approval.

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

ANNEXURE TO NOTICE OF AGM

Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting
[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Name of Director	Mr. Vinod Kumar Gupta	Mr. Binay Kumar Gupta	Mr. Bajrang Lal Gupta	Mr. Krishan Kumar Gupta
Date of Birth and Age	08/07/1964 52 years	02/03/1968 48 years (approx.)	19/09/1972 44 years (approx.)	09/11/1970 46 years (approx.)
Date of Appointment	30/03/1996.Re-appointed as a Managing Director of the Company w.e.f. 01/12/2012	10/01/2005.Appointed as a Managing Director of the Company w.e.f. 14/02/2014	10/01/2005.Re-appointed as a Whole-time Director of the Company w.e.f. 01/12/2012	04/08/2005.Re-appointed as a Whole-time Director of the Company w.e.f. 01/12/2012
Remuneration last drawn	30 lac p.a.	30 lac p.a.	24 lac p.a.	24 lac p.a.
Expertise in specific Functional areas	Expertise in the field of financial management, marketing management and administration. He is looking after overall management of the Company.	Looking after production and sales of the products of the Company.	Expertise in technical aspect of production, quality control, purchase management and export.	Manufacturing activities. Looking after Production of the Company.
Qualifications	Chartered Accountant and Company Secretary	Commerce Graduate	Technical Graduate from IIT	Science graduate
Shareholding in the Company	220390 shares	226950 shares	237350 shares	236190 shares
No. of Board Meetings Attended	15	11	4	11
List of listed Companies in which Directorships held as on 31st March, 2016*	NIL	NIL	NIL	NIL
Chairman/ Member of the Committee of the Board of other listed c Companies in which he is a Director as on 31st March, 2016	NIL	NIL	NIL	NIL

* Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

The disclosure of relationships between Directors inter se as required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as follows;

Relationship between the Directors inter se:

Name of Directors	Name of Other Director	Name of Relationship
Mr. Vinod Kumar Gupta	Shri. Din Dayal Gupta	Father
	Mr. Binay Kr Gupta	Brother
	Mr. Bajrang Lal Gupta	Brother
	Mr. Krishan Kr Gupta	Brother
Mr. Binay Kumar Gupta	Shri. Din Dayal Gupta	Father
	Mr. Vinod Kr Gupta	Brother
	Mr. Bajrang Lal Gupta	Brother
	Mr. Krishan Kr Gupta	Brother
Mr. Bajrang Lal Gupta	Shri. Din Dayal Gupta	Father
	Mr. Vinod Kr Gupta	Brother
	Mr. Binay Kr Gupta	Brother
	Mr. Krishan Kr Gupta	Brother
Mr. Krishan Kumar Gupta	Shri. Din Dayal Gupta	Father
	Mr. Vinod Kr Gupta	Brother
	Mr. Bajrang Lal Gupta	Brother
	Mr. Binay Kr Gupta	Brother