

DOLLAR INDUSTRIES LIMITED

(CIN: L17299WB1993PLC058969)

'Om Tower', 32, J. L. Nehru Road, 15th floor, Kolkata - 700 071.

Tel No. 033-22884064-66; Fax No. 033-22884063.

Website: www.dollarglobal.in Email: care@dollarglobal.in

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management & Administration) Rules, 2014)**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) that the Resolutions are given below are proposed to be passed, by way of Postal Ballot.

The Member's consideration and approval is being sought for the Resolutions annexed hereto. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions, setting out material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, (Membership No. FCS. 3811, C.P No 3982), as Scrutinizer for conducting the Postal Ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

You are requested to carefully read the instructions printed in the Notice and the attached Postal Ballot Form and return the Form duly completed in the accompanying self-addressed, prepaid postage envelope (if posted in India), so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P. M. on **Wednesday, 25th October, 2017**. The Ballot Forms received after the said date will be treated as not received.

We are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical postal ballot form. Please carefully read and follow the instructions on e-voting printed in this notice. The Company has engaged Central Depository Services Ltd. (CDSL) to provide e-voting facility/services to its members.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced by any one of the Directors of the Company on Friday, October 27, 2017 at the Registered Office of the Company at 5.00 pm. The results of the Postal Ballot shall be posted on the Company's website viz. <https://www.dollarglobal.in/> and on CDSL's website viz. <https://www.evotingindia.com/> besides communicating to the National Stock Exchange (NSE) and The Calcutta Stock Exchange Ltd. (CSE), where the shares of the Company are listed.

The proposed Resolutions shall be declared as passed if the number of votes casted in favour of the Resolution is not less than the number of votes casted against the Resolution in case of Ordinary Resolutions and if the number of votes casted in favour of the Resolution is not less than three times the number of votes casted against the Resolution in case of Special Resolutions.

The **last date specified for receipt of duly completed postal ballot forms or e-voting** shall be considered to be the date of **passing the Resolutions** for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

**By the Order of the Board
For Dollar Industries Limited**

Sd/-
Shraddha
(Company Secretary)

Place: Kolkata
Date: August 11, 2017

SPECIAL BUSINESS

PROPOSED RESOLUTION NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL:

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

“RESOLVED THAT pursuant to Section 61 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Authorized Equity Share Capital of the Company be and is hereby increased from the existing Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity Shares of Rs. 2/- each to Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs Only) divided into 5,75,00,000 (Five Crores Seventy Five Lakhs) Equity Shares of Rs. 2/- each and consequently, clause No. V of Memorandum of Association of the Company be altered by substituting the following clause, in place of the existing clause:

Clause V:

V. The Authorised Share Capital of the Company is Rs.11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs Only) divided into 5,75,00,000 shares of Rs.2/- each with 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.”

PROPOSED RESOLUTION NO. 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “**SEBI (ICDR) Regulations**”) and any other rules / regulations/guidelines prescribed by the Securities and Exchange Board of India (“**SEBI**”) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the

Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, on preferential basis upto maximum of 25,00,000 (Twenty Five Lakhs) equity shares of face value of Rs.2/- each at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulations:

Sr. No.	Name	Category	No. of securities proposed to be allotted
1	Simplex Impex Private Limited	Promoter/Promoter Group	25,00,000

FURTHER RESOLVED THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

FURTHER RESOLVED THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.

FURTHER RESOLVED THAT in accordance with Regulation 71 and 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the ‘**Relevant Date**’ for determination of the Issue Price of equity shares, shall be Monday, September 25, 2017, being the date which is 30 (Thirty) days prior to last date for receipt of duly completed postal ballot forms or e-voting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

FURTHER RESOLVED THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

FURTHER RESOLVED THAT the equity shares allotted on preferential basis shall be listed with the Stock exchanges where the existing shares of the Company are listed.

FURTHER RESOLVED THAT the monies received by the Company from the Subscriber(s) for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account as may be opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

FURTHER RESOLVED THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares and listing, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

FURTHER RESOLVED THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint Merchant Banker, Scrutinizer, registrars, bankers and other consultants and advisors to the issue and to remunerate them by way of fees and/or other incidental charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law and also to delegate any or all of the powers conferred upon it to any Committee of Directors, any other Director(s), and/or officer(s) of the Company.”

PROPOSED RESOLUTION NO. 3: VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE CALCUTTA STOCK EXCHANGE LIMITED:

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

“ **RESOLVED THAT** subject to the provisions of the Securities Contracts (Regulations) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules framed thereunder and other applicable laws, rules, regulations and guidelines and SEBI (Delisting of Securities) Guidelines, 2003 and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed by the Securities and Exchange Board of India, the Stock Exchanges and / or any other relevant authority(ies) while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company, which expression shall be deemed to include any Committee of the Board for the time being exercising the powers conferred by the Board, the consent of the Company be and is hereby accorded to the Board to voluntarily de-list the Equity Shares of the Company from the Calcutta Stock Exchange Ltd.(CSE).

FURTHER RESOLVED THAT the Board of Directors (including a Committee of Directors as may authorized by the Board for the purpose) be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the Equity Shares from CSE.”

PROPOSED RESOLUTION NO. 4 : TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN REPLACEMENT OF THE EXISTING ARTICLES :

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

“ **RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association as displayed in the website of the Company (which deemed to be circulated) be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

FURTHER RESOLVED 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.”

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

Place: Kolkata
Date: August 11, 2017

NOTES:

1. Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed to this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 & Rule 20 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), assent or dissent of the members in respect of the Special Resolutions contained in the Postal Ballot Notice are sought by postal ballot or through electronic voting. **If a Shareholder has voted through e-voting facility, he is not required to send Postal Ballot Form. However, in case a member votes through e-voting facility as well as sends his Postal Ballot Form, the votes casted through e-voting shall be considered and his/her votes casted through Postal Ballot shall be ignored by the Scrutinizer.**
3. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No. FCS. 3811, C.P No 3982) as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner.
4. The Company has appointed Ms. Shraddha, Company Secretary of the Company as the person responsible for the entire postal ballot voting process.
5. A member desiring to exercise vote by e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
6. The Shareholders opting to vote through physical mode i.e. by sending duly filled up Postal Ballot Form are requested to send the postal ballot to the Scrutinizer so as to reach not later than 5.00 p.m. on 25th October, 2017. Any Postal Ballot Form received after the aforesaid date & time shall be treated as invalid and shall be ignored.
7. The voting through e-voting facility and through Postal Ballot Form shall commence from 10.00 a.m. on 26th September, 2017 and shall end at 5.00 p.m. on 25th October, 2017. Therefore, the Shareholders are requested to cast their votes within the aforesaid period.
8. On 27th October, 2017, the Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the postal ballot process (including e-voting) will be announced by Mr. Din Dayal Gupta, Chairman of the Company, or in his absence by any other person so authorized by him, at 6.00 p.m. at the Corporate office of the Company at 'Om Tower' 32, J. L. Nehru Road, 15th Floor, Kolkata – 700 071. The members, who wish to be present at the time of declaration of the results, may do so at the said venue.
9. The last date specified for receipt of duly completed postal ballot forms or e-voting will be reckoned to be the date of passing of the aforesaid Resolutions, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution.
10. The result of the Postal Ballot along with the scrutinizer's report will be placed on the website of the Company at www.dollarglobal.in and CDSL at www.cdslindia.com.
11. A copy of the document referred to in the accompanying Explanatory Statement is open for inspection in physical or in electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday & Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 25.10.2017.

12. The proposed new draft Articles of Association is being uploaded on the Company's website for the perusal by the shareholders and can be viewed by using the link https://www.dollarglobal.in/pdf/proposed_articles_11082017.pdf and physical copy is also available at the Registered Office of the Company which can be obtained free of cost by the shareholders on request to the Company.

13. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No. FCS. 3811, C.P No 3982), at the Company's Registered Office at 'Om Tower', 32, J. L. Nehru Road, 15th Floor, Kolkata – 700 071 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. 5:00 P. M. on 25.10.2017 at the Registered Office of the Company. Postal Ballot Forms received after this date will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. Niche Technologies Pvt. Ltd., D511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata – 700 001, Phone : (033) 2235 7270/7271, Fax : (033) 2215 6823, Email: nichetechpl@nichetechpl.com or to the e-mail id: care@dollarglobal.in. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 25.10.2017.
- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

14. VOTING THROUGH ELECTRONIC MEANS

- I. The E-Voting facility as is provided to the members to exercise their right to vote for the resolution proposed to be passed through Postal Ballot vide electronic means may be done through E-voting Services provided by Central Depository Services (India) Limited (CDSL). However, the E-voting is optional for the members.

II. The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 26.09.2017 at 10.00 A.M. and ends on 25.10.2017 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 15.09.2017, 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
- a. For CDSL : 16 digits beneficiary ID,
b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company, 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) *Members who have not updated their PAN with the Company / Depository participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 Limited” 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 should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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 on toll free number 18002005533.
15. 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 marked to helpdesk.evoting@cdslindia.com on or before, 25th October, 2017 upto 5.00 P.M. without which the vote shall not be treated as valid.
16. 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 15th September, 2017.

17. The Consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate column.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

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

Item No. 1

The Issue of Equity Shares referred to in Resolution at Item No. 2, will result in the increase in Paid-up Share Capital of the Company. The current Authorised Share Capital of the Company is not sufficient to accommodate the enhanced capital on issuance of shares. The Company therefore, proposes to increase its Authorised Share Capital to Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs Only) divided into 5,75,00,000 (Five Crores Seventy five Lakhs) Equity Shares of Rs. 2/- each from the existing Authorized Share Capital of Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs. 2/- each.

As per section 61, 64 and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the Authorized Share Capital of the Company. Consequent to increase in the Authorised Share Capital, it is necessary to change and replace the existing capital clause of the Memorandum of Association of the Company.

Therefore, the Board recommends the proposed resolution for your approval.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, financially or otherwise concerned or interested in the resolution.

Item no. 2

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“*ICDR Regulations*”).

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment, upto maximum of 25,00,000 equity shares of the Company, having a face value of Rs. 2/- (Rupees Two only) each at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulation, on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this Special Resolution by the members or in the event allotment of equity shares would require any approval(s) from Stock Exchanges where the shares of the Company are listed or any regulatory authorities or the Central Government, within 15 days from the date of such approval(s), as the case may be.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and as per Regulation 73 of the ICDR Regulations, the relevant disclosures / details are given below:

A. Objects of The Issue:

The Company proposes to raise additional funds through issue of equity shares on preferential basis. The proceeds of the issue is proposed, inter alia, to be utilized towards meeting the long term working capital requirements, repayment of secured/unsecured loans, to meet the capital expenditure in expanding the operational capacity of the existing units and general corporate purposes. The Board of Directors of the Company, at its meeting held on

Friday, August 11, 2017 has decided to issue and allot, upto maximum of 25,00,000 (Twenty five Lakhs) equity shares of face value of Re.2/- (Rupees Two Only) each at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulation, as amended.

B. The total number of securities to be issued:

The resolution set out in the accompanying Notice authorizes the Board to issue to M/s Simplex Impex Private Limited being a company within the Promoter/Promoter Group (as defined in the ICDR Regulations) upto 25,00,000 equity shares on preferential basis.

C. Pricing:

The equity shares will be issued on preferential basis at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulation, as amended for Preferential Issue.

D. Relevant date:

“Relevant Date” will be 30 days prior to the last date for receipt of duly completed postal ballot forms or e-voting will be reckoned to be the Relevant Date.

E. Proposal of the Promoters / Directors / Key Management Personnel to subscribe to the Offer:

None of the Promoter/Director / Persons in Promoter/ Promoter Group / Key Management Persons are subscribing to the offer except the following:

Name of Applicant (Proposed Allottees)	Category	Maximum No. of Shares proposed to be allotted
Simplex Impex Private Limited	Promoter/Promoter Group	25,00,000

F. Shareholding pattern before and after the proposed preferential issue :

Category	Pre-Issue Equity Holdings		Preferential Allotment of equity shares	Post-Issue Equity Holdings *	
	No. of Shares#	% of Share Holding		No. of Shares	% of Share Holding
1) Promoter Holdings					
a. Indian Promoters	29739570	54.85	2500000	32239570	56.84
b. Foreign Promoters	-	-	-	-	-
Sub-total	29739570	54.85	2500000	32239570	56.84
2) Non-Promoters Holding					
a. Resident Indians (Individuals)	6011230	11.09	-	24476550	43.16
b. Bodies Corporate	12877980	23.75			
c. NRI/FI/FII/NRR/OCB/FPI	1725880	3.18			
d. Others					
Clearing Members	266565	0.49			
Mutual Funds	3594895	6.631			
Sub-Total	24476550	45.15	-	24476550	43.16

Total	54216120	100.00	2500000	56716120	100.00
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The number of shares has been re-arranged due to proposed split of the face value of the Shares from Rs. 10/- each to Rs. 2/- each resulting into 5 equity shares of Rs. 2/- each post split.

*On assumption that entire 25,00,000 equity shares would be allotted.

G. Proposed time within which allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders or in the event allotment of equity shares would require any approval(s) from Stock Exchanges where the shares of the Company are listed or any regulatory authorities or the Central Government, within 15 days from the date of such approval(s), as the case may be.

H. Identity of natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by the allottee:

Identity of Proposed allottees	Category	Pre-Holding		No. of equity shares proposed to be issued	Post- Holding (*)		Beneficial Ownership
		Shares	%		Shares	%	
Simplex Impex Private Limited	Promoter/ Promoter Group	21262640	39.22	2500000	23762640	41.90	Mr. Din Dayal Gupta, Mr. Bajrang Kumar Gupta, Mr. Vinod Kumar Gupta, Mr. Binay Kumar Gupta

* On assumption that entire 25,00,000 equity shares shall be allotted.

The consent of the Members is sought for the issue of equity shares, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the ICDR Regulations and the Listing Agreement entered into by the Company with the stock exchange, where the Company's equity shares are listed.

I. Change in control, if any, in the Company that would occur consequent to the preferential issue:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment.

J. Undertaking by the Company:

This is to undertake that the price will be recomputed in terms of the provision of the SEBI (ICDR Regulations). If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR Regulations), the specified securities shall continue to be locked in till such amount is paid by the allottees.

K. Lock-in period

The equity shares allotted will be subject to applicable lock in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchange.

L. Transferability period

The equity shares allotted on preferential basis shall be non-transferrable from the date of allotment till trading approval is granted by all the recognized Stock Exchanges as prescribed in Regulation 79(2) of SEBI (ICDR) Regulations.

M. Certificate from auditors

A copy of the certificate of the Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations which shall be open for inspection at the Registered Office of the Company between 11:00 a.m. and 4.00 p.m. on all working days, other than Sundays or holidays, upto the last day of receipt of Postal Ballot Form by the Company.

N. Persons to whom allotment on preferential basis have been made during the year

During the year, the company has not made any preferential allotment to any person.

The Board accordingly recommends the Special Resolution set out at Item No.2 for approval of the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the above referred Resolution except the Promoter Directors of the Company and also being the Directors of the proposed allottee Company and their relatives to the extent the allotment is to be made under this resolution.

Item no. 3

The Shares of the Company were listed with the Calcutta Stock Exchange Ltd (CSE) and was got listed with National Stock Exchange Ltd. (NSE) on 21st April, 2017. There is basically no trading in the shares of the Company in CSE since the trading platform of CSE is non-operational for last few years. Since the shares of the Company have got listed in the NSE having nationwide trading terminals, there is no requirement to continue listing with CSE. There is no utility to the investors/Company for making compliances as per listing requirements and the listing fees being paid. This would save both time and money to the Company. Therefore, the Board of Directors proposes to get the shares delisted from CSE.

The consent of the members is sought for approval of the resolution by means of special resolution.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, financially or otherwise concerned or interested in the resolution.

Item no. 4

The Articles of Association ('AOA') of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections/provisions of the Companies Act, 1956 and some of the regulations in the existing AOA are no longer valid or not in conformity with the new Companies Act, 2013. Accordingly, several regulations of the existing AOA of the Company require alteration or deletions in several Articles. Therefore, it is considered expedient to replace the entire existing AOA by a new set of Articles.

The proposed new draft AOA is being uploaded on the Company's website for the perusal by the shareholders which can be viewed by using the link https://www.dollarglobal.in/pdf/proposed_articles_11082017.pdf. The AOA as displayed in the website is deemed to be circulated to the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the Special Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution for consideration and adoption by the members.

**By the Order of the Board
For Dollar Industries Limited**

sd/-
Shraddha
(Company Secretary)

Place: Kolkata

Date: August 11, 2017

Encl: (i) Auditors' Certificate;
(ii) Postal Ballot Form; and
(iii) Self-addressed Reply Envelope.

**The Board of Directors
Dollar Industries Limited
Om Tower, 15th Floor,
32, J.L. Nehru Road,
Kolkata - 700071**

We are informed by Dollar Industries Limited ('The Company'), having their registered office at 'Om Tower', 32, J. L. Nehru Road, 15th floor, Kolkata – 700 071 that the Company proposes to issue equity shares to M/s. Simplex Impex Private Limited on preferential basis, subject to approval of shareholders through Postal Ballot. On the basis of request made by the company and in terms of Chapter VII of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended ("the SEBI ICDR Regulations"), we are issuing the Auditor's Certificate.

In connection with the proposed preferential issue and on the basis of the relevant records, the information and explanation provided by the Company, we certify the following:

1. The relevant date for the purpose of the proposed issue is 25th September, 2017 being, thirty days prior to the last date for receipt of duly completed postal ballot forms or e-voting.
2. As per confirmation from Registrar and statement of holding from depository, the proposed allottee i.e. M/s. Simplex Impex Private Limited holds 2,12,62,640 equity shares of face value of Rs.2/- each in dematerialized form as on 15th September, 2017.
3. As represented by the management of the company, the Equity shares will be issued and allotted at a price being not lower than the minimum price calculated in accordance with Regulation 76 of SEBI (ICDR) Regulations.
4. As represented by the management of the company, proposed issue will be made in accordance with the requirements of chapter VII of SEBI (ICDR) Regulations 2009 and section 62(1)(c) of the Companies Act 2013 and the rules made thereunder. The Company has confirmed that it will comply with all the legal and statutory formalities and no statutory authority has restrained the Company from issuing the proposed securities.

This certificate is being issued at the request of the Company for submitting to the relevant stock exchanges and should not be used for any other purpose without our prior consent in writing.

**For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E**

**Place: Kolkata
Date: 15th September, 2017**

**sd/-
(Shrenik Mehta)
Partner
Membership No. 063769**

DOLLAR INDUSTRIES LIMITED

(CIN: L17299WB1993PLC058969)

Regd. Office: 'Om Tower', 32, J. L. Nehru Road, 15th Floor, Kolkata – 700 071

Phone No. (+91) 33-2288 4064-66, Fax No. (+91) 33-22884063

Email: care@dollarglobal.in Website: www.dollarglobal.in

POSTAL BALLOT FORM

Sr. No.

1. Name and Registered Address of Sole/ First named Shareholder(s) :
(In block letters) :
2. Name of Joint holder(s), if any :
3. Folio No./DP ID No.& Client ID No.* :
(* Applicable to investors holding shares in dematerialized form)
4. Number of Shares held :

I / We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below :

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for increase in the Authorised Share Capital from existing Rs. 11.00 Crores to Rs. 11.50 Crores.			
2.	Special Resolution pursuant to Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder for issue of Equity Shares on Preferential Basis to the Promoters' Group.			
3.	Special Resolution for voluntary delisting of equity shares of the Company from The Calcutta Stock Exchange Limited.			
4.	Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013 and Rules made thereunder to adopt new set of Articles of Association of the Company in replacement of the existing Articles.			

Place:

Date:, 2017

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID (Please refer to Note No. 13 of the Notice of the Postal Ballot)	PAN/ SEQUENCE NUMBER
170951025		

NOTE:

Please read carefully the instructions mentioned overleaf before exercising your vote.

INSTRUCTIONS

1. A Shareholder desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer in the enclosed prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per specimen signature registered with the Company).
3. Un-Signed Postal Ballot forms will be rejected.
4. Where the Postal Ballot form has been signed by an authorised representative of a Body Corporate, a certified copy of the relevant board resolution / appropriate authorisation, to vote on the Postal Ballot should accompany the Postal Ballot form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form.
5. A shareholder need not to use all his votes or cast his votes in the same way.
6. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5:00 P.M. on 25.10.2017 at the Registered Office of the Company. Postal Ballot Forms received after this date will be considered invalid.
7. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to Ms. Shraddha, Company Secretary & Compliance Officer at 'Om Tower', 32, J. L. Nehru Road, 15th Floor, Kolkata – 700 071. Phone: (033) 2288 4064-66, Fax : (033) 2288 4063, Email: investors@dollarglobal.in or to the Registrars & Transfer Agents i.e. M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road. Kolkata – 700 001, Phone: (033) 2235 7270 / 7271, Fax: (033) 2215 6823, Email: nichetechpl@nichetechpl.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 25.10.2017.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder as on the cut-off date i.e. 15.09.2017.
9. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
10. The E-voting facility as is provided to the members by the Company can be done through the e-voting services provided by the Central Depository Services (India) Limited. However, the e-voting is optional for the members.
11. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 15.09.2017. The facility of e-voting would be provided only once for every folio/client id irrespective of the number of Joint holders.
12. Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary has been appointed as a scrutinizer to conduct the entire Postal Ballot process in a fair and transparent manner.
13. Members are informed that the votes casted electronically shall be treated as final, in case, the votes are casted by any member through both the modes.
14. The Scrutinizers decision on the validity of the vote shall be final and binding.