

**Date: 10th November 2023**

<b>The Secretary National Stock Exchange of India Limited Exchange Plaza, C-1, Block 'G' Bandra- Kurla Complex, Bandra (E) Mumbai – 400 051  Symbol - DOLLAR</b>	<b>The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  Scrip Code - 541403</b>
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Dear Sir / Madam,

**Reg: Notice of Postal Ballot and E-voting**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated 7<sup>th</sup> November, 2023.

The aforesaid postal ballot notice will be sent electronically to the members whose name will appear in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e Friday, 10<sup>th</sup> November, 2023, on their registered email address.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Thursday, 23<sup>rd</sup> November, 2023 at 9 A.M. (IST) and end on Friday, 22<sup>nd</sup> December, 2023 at 5:00 P.M. (IST).

The Postal Ballot Notice will also be available on the Company's website at <https://www.dollarglobal.in/news-highlight> and CDSL's website at [www.cdslindia.com](http://www.cdslindia.com).

**DOLLAR INDUSTRIES LTD.**

(AN ISO 9001:2015 CERTIFIED ORGANISATION)

Regd. Office 📍 Om Tower 15th Floor 32 J. L. Nehru Road Kolkata 700071 India  
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CIN NO. : L17299WB1993PLC058969



This may please be taken on record and kindly inform to all the members of your Stock Exchanges.

**For Dollar Industries Limited**

**Lalit Lohia**  
**Company Secretary and Compliance Officer**

**Encl: As above**

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## **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]*

To  
All Members,

### **DOLLAR INDUSTRIES LIMITED**

**NOTICE** is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020; 17/2020 dated 13<sup>th</sup> April 2020; 22/2020 dated 15<sup>th</sup> June 2020; 33/2020 dated 28<sup>th</sup> September 2020 and 39/2020 dated 31<sup>st</sup> December, 2020 General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 (the “Relevant Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to transact the below mentioned proposed special businesses by the members of the **Dollar Industries Limited** (“the Company”) by passing resolutions through postal ballot (“Postal Ballot”) only through remote e-voting.

In view of COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the “MCA”) by virtue of its Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business only by postal ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email only to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of

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assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1. RE-APPOINTMENT OF MR. SRIKUMAR BANDYOPADHYAY AS AN INDEPENDENT DIRECTOR**

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

“ **RESOLVED THAT** pursuant to the provisions of Sections 149, 150 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Srikumar Bandyopadhyay (DIN 03504452) be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f. 10<sup>th</sup> November 2023 upto 9<sup>th</sup> November, 2028.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

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**Registered Office:**  
**‘Om Tower’, 15<sup>th</sup> floor,**  
**Directors**  
**32, J. L. Nehru Road,**  
**Limited**  
**Kolkata- 700 071**

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

**sd/-**  
**Lalit Lohia**  
**Company Secretary**

**Date: 7<sup>th</sup> November, 2023**

**Notes:**

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and Secretarial Standard- 2 on General Meetings (“SS-2”) stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. The Postal Ballot Notice is being sent via e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **November 10, 2023** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated April 13, 2020.
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’) as amended from time to time, Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed **Central**

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**Depository Services (India) Limited** (hereinafter referred to as “CDSL”) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).

4. The Postal Ballot Notice has been uploaded on the websites of the Company ([www.dollarglobal.in](http://www.dollarglobal.in)), CDSL ([www.cdslindia.com](http://www.cdslindia.com)), Bombay Stock Exchange of India ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), in compliance with the Relevant Circulars.
5. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
  - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). Member(s) may also intimate the same to the Company by writing an email at [investors@dollarglobal.in](mailto:investors@dollarglobal.in). The members shall provide the following information in the email–

Full Name

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN

DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this

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Postal Ballot. In case of any queries, member may write to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or [investors@dollarglobal.in](mailto:investors@dollarglobal.in).

- c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Link Intime India Private Limited, by following due procedure.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **December 22, 2023** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Kolkata.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **November 10, 2023 (Cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes electronically.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by

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CDSL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on November 23, 2023 at 9:00 A.M. and will end on December 22, 2023 at 5:00 P.M.** E-Voting shall not be allowed beyond the said time and date.

11. The Company has appointed **Mr. Santosh Kumar Tibrewalla, (Membership No. FCS. 3811, C.P No 3982)** Practicing Company Secretary (Peer Reviewed), as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
12. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before December 22, 2023, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on December 23, 2023. The Result shall be announced by the Chairman of the Company by December 23, 2023 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. December 22, 2023 will be taken to be date of passing the resolution.
13. The results of the postal ballot will be placed on the Company's website at [www.dollarglobal.in](http://www.dollarglobal.in) and CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchanges where the shares of the Company are listed i.e. NSE & BSE in accordance with the provisions of SEBI Listing Regulations.
14. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, 22<sup>nd</sup> December, 2023.**

## VOTING THROUGH ELECTRONIC MEANS

- I. The instructions for members for voting electronically are as under:
  - a) The remote e-voting period commences on **Thursday, November 23, 2023 (9:00 A.M.) and ends on Friday, December 22, 2023 (5:00 P.M).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. on November 10, 2023**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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- b) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on “Members” tab.
- d) Now Enter your User ID
- 1) For CDSL: 16 digits beneficiary ID,
  - 2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 3) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>

- h) After entering these details appropriately, click on “SUBMIT” tab.

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- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant < Dollar Industries Limited >on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) Note for Non–Individual Members and Custodians:
  - ❖ Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) The Scrutinizer shall after the conclusion of voting, count the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit his consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- t) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.dollarglobal.in](http://www.dollarglobal.in) and shall intimate the same to the NSE.

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

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

### **ITEM NO. 1**

The Board of Directors, on recommendation of Nomination and Remuneration Committee in their respective meetings held on November 7, 2023, re-appointed Mr. Srikumar Bandyopadhyay, as an as Independent Director of the Company, with effect from November 10, 2023, under Section 149, 150 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of Members in the General Meetings and any other approval as may be required from time to time.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, Mr. Srikumar Bandyopadhyay shall hold office upto the date of

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next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Mr. Srikumar Bandyopadhyay, confirming his eligibility for re-appointment as an Independent Director and has also furnished his consent in writing on 12.10.2023 to continue to act as an Independent Director. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received a declaration from his confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that he do not have any interest and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company. In accordance to the verification made by the Company and its Nomination and Remuneration Committee, Mr. Srikumar Bandyopadhyay is not debarred from holding of office as Director(s) pursuant to any SEBI order. Further, he shall not be liable to retire by rotation.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considered the re-appointment of Mr. Srikumar Bandyopadhyay as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

A copy of the draft Letter of re-appointment for Independent Director is available for inspection through electronic mode and the same is also displayed on the website of the Company at [www.dollarglobal.in](http://www.dollarglobal.in).

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings (“SS-2”) -2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 1 of the accompanying Notice.

Except Mr. Srikumar Bandyopadhyay, 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.

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

**sd/-**  
**Lalit Lohia**  
**Company Secretary**

**Date: 7<sup>th</sup> November, 2023**

**ANNEXURE TO THE EXPLANATORY STATEMENT:**

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Sl. No.	Name of Director	Mr. Srikumar Bandyopadhyay
1	DIN	03504452
2	Date of Birth	10-01-1956
3	Age	67 years
4	Date of First Appointment on the Board	November 10, 2018
5	Qualifications	Professional (Chartered Accountant)
6	Experience and expertise in Specific functional Area	Mr. Srikumar Bandyopadhyay is a commerce graduate from Goenka College of Commerce and has completed Honours in advanced accountancy. He is a Member of the Institute of Chartered Accountants of India (ICAI) with more than three decades of post qualification experience in direct and indirect taxation, international taxation, finance, commercial laws including FEMA,

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		GST, and Company Law matters. He has handled accounts of big corporate houses including foreign companies in India.		
7	Terms and conditions of appointment or re-appointment	As placed on the Company's website i.e. <a href="http://www.dollarglobal.in">www.dollarglobal.in</a>		
8	Details of remuneration sought to be paid.	Sitting fee for attending Board and Committee Meetings of the Company.		
9	Details of remuneration last drawn	NIL		
10	Attendance at Board, Committee & General Meetings held from the date of his appointment and Postal ballot Notice	Board Meetings	Committee Meetings	Annual General Meeting
		one out of one	Not applicable	Not applicable
11	Number of Shares held in Equity Capital of the Company	Nil		
12	Directorship held in other Indian Listed Companies	Beekay Steel Industries Ltd.		
13	Chairman/Member of Committees of Board of Director of other Listed Companies	Nil		
14	Disclosure of relationships between Directors/KMP inter-se	None		

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 📞 + 91 33 2288 4064-66 📠 +91 33 2288 4063 ✉ care@dollarglobal.in 🌐 dollarglobal.in

CIN NO. : L17299WB1993PLC058969



**Registered Office:**  
**'Om Tower', 15<sup>th</sup> floor,**  
**Directors**  
**32, J. L. Nehru Road,**  
**Limited**  
**Kolkata- 700 071**

**Date: 7<sup>th</sup> November, 2023**

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

**sd/-**  
**Lalit Lohia**  
**Company Secretary**

**DOLLAR INDUSTRIES LTD.**

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