

Donear/SECD/SE/2026-27

May 30, 2026

<p><b>To,</b> <b>The Manager,</b> <b>Corporate Relations Department,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai – 400 001</p> <p>Scrip Code: <b>512519</b></p>	<p><b>To,</b> <b>The Manager,</b> <b>Listing Department,</b> <b>National Stock Exchange of India Limited,</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051,</p> <p>Symbol: <b>DONEAR</b></p>
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Dear Sir / Madam,

**Sub: Annual Secretarial Compliance Report pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

**Ref: Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable circulars issued by the Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited, please find enclosed the Annual Secretarial Compliance Report of the Company for the Financial Year ended March 31, 2026 issued by M/s. Yogesh Sharma & Co., Company Secretaries.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

**For Donear Industries Limited**



**Rajendra Agarwal**  
**Managing Director**  
DIN: 00227233

Encl: as above

**YOGESH SHARMA & CO.**  
COMPANY SECRETARIES

**Yogesh M. Sharma**  
M.Com, M. Phil, M.M.M, M.F.M, LLB, FCS

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**Secretarial Compliance Report of Donear Industries Limited**

**For the Financial Year Ended 31<sup>st</sup> March, 2026**

To,  
Board of Directors,  
**DONEAR INDUSTRIES LIMITED**  
Donear House, 8<sup>th</sup> Floor,  
Plot No. A - 50 Road No. 1,  
MIDC, Andheri (East),  
Mumbai-400093

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Donear Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Donear House, 8<sup>th</sup> Floor, Plot No. A - 50 Road No. 1, MIDC, Andheri (East), Mumbai 400093. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that, in my opinion the listed entity has, during the review period covering the financial year ended 31<sup>st</sup> March, 2026 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Yogesh Sharma, Proprietor of M/s. Yogesh Sharma & Co., Practicing Company Secretary have examined:

- (a) all the documents and records made available to me and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31<sup>st</sup> March, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **-Not Applicable to listed entity during review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **-Not Applicable to listed entity during review period;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 **-Not Applicable to listed entity during review period;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable to listed entity during review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure-1**.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

(c) I hereby report that, during the Review Period the Compliance Status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1)	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	None
2)	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	None
3)	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes	None

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	None
4)	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by Listed entity.</p>	Yes	None
5)	<p><b><u>Details related to Subsidiaries of listed Entity w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Not Applicable</p> <p>Not Applicable</p>	The Listed Entity does not have any subsidiary Company
6)	<p><b><u>Preservation of Documents:</u></b></p> <p>Listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,2015.</p>	Yes	None
7)	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	None

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
8)	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	<p>Yes</p> <p>Not Applicable</p>	<p>None</p> <p>Prior approval of Audit Committee was obtained for all related party transactions.</p>
9)	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>None</p>
10)	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>None</p>
11)	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	<p>Yes</p>	<p>Details of Action taken by Stock Exchange have been specified in Annexure-A</p>

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
12)	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Not Applicable	No such event
13)	<p><b><u>No additional non-compliances observed:</u></b></p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Not Applicable	No such additional non-compliance

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: **Not Applicable**

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For YOGESH SHARMA & Co.**

Place: MUMBAI

Date: 30/05/2026

UDIN: F011305H000549141

Peer Review: 1583/2021

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Prop. YOGESH SHARMA

FCS No. - 11305

C.P No. - 12366

### Annexure-1

<b>Sr. No.</b>	One
<b>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</b>	SEBI LODR Regulations, 2015
<b>Regulation/ Circular No.</b>	Regulation 17(1), 19(1) and 19(2), 20(2) and (2A)
<b>Deviations</b>	<p><b>Regulation 17(1)(a), 17(1)(b) &amp; 17(1)(c)</b></p> <p>Non-compliance in Board composition during the period from September 26, 2025 to October 17, 2025 due to cessation of an Independent Director upon completion of tenure, resulting in a shortfall in the number of Independent Directors, absence of a Woman Director, non-fulfilment of the requirement relating to minimum 50% Non-Executive Directors and the Board strength falling below the prescribed limit.</p> <p><b>Regulation 19(1)(a) &amp; 19(1)(c)</b></p> <p>The composition of the Nomination and Remuneration Committee was not in compliance during the period from September 26, 2025 to October 17, 2025 due to cessation of an Independent Director upon completion of tenure, resulting in the Committee having less than the prescribed minimum number of members and non-fulfilment of the requirement relating to Independent Directors.</p>

<b>Deviations</b>	<b>Regulation 20(2) &amp; 20(2A)</b>  The composition of the Stakeholders Relationship Committee was not in compliance during the period from September 26, 2025 to October 17, 2025 due to cessation of an Independent Director upon completion of tenure, resulting in the Committee having less than the prescribed minimum number of members, absence of an Independent Director and the Chairperson not being a Non-Executive Director.
<b>Action Taken by</b>	BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”)
<b>Type of Action</b>	Fine
<b>Details of Violation</b>	Consequent to the cessation of an Independent Director upon the completion of tenure on September 25, 2025, the Company experienced a temporary cascading non-compliance across its Board and Committee structures for a period of 22 days (from September 26, 2025, to October 17, 2025), specifically resulting in:
<b>Details of Violation</b>	<ol style="list-style-type: none"> <li>1) <b>Board Composition [Reg. 17(1)]:</b> A shortfall in the prescribed minimum number of Independent Directors, absence of a Woman Director, non-fulfillment of the minimum 50% Non-Executive Directors requirement, and total Board strength falling below the statutory limit.</li> <li>2) <b>Nomination &amp; Remuneration Committee [Reg. 19(1)]:</b> Total membership falling below the prescribed minimum, and non-fulfilment of the required proportion of Independent Directors.</li> <li>3) <b>Stakeholders Relationship Committee [Reg. 20]:</b> Total membership falling below the prescribed minimum, total absence of an Independent Director, and the Chairperson not being a Non-Executive Director.</li> </ol>

<b>Fine Amount</b>	<p>For Regulation 17(1), 19(1) and 19(2), 20(2) and (2A)</p> <p><b>BSE:</b> Rs.2,33,640 (Including 18% GST)  <b>NSE:</b> Rs.2,33,640 (Including 18% GST)</p>
<b>Observations/ Remarks of the Practicing Company Secretary</b>	<p>Out of the total levied amounts, the Company has paid an initial amount of Rs.48,600 to BSE and Rs. 2,13,840 to NSE. Further, the Company had submitted formal waiver applications to BSE and NSE in line with the SEBI SOP Circular. The waiver application submitted to NSE has not been accepted by NSE, whereas the waiver application submitted to BSE is currently pending for disposal.</p>
<b>Management Response</b>	<p>The Management had finalized the appointment of Independent Director considering the need to ensure the appointment of a competent and eligible candidate who would effectively contribute to the governance framework of the Company, the process took longer than anticipated. The Management assures that there was no deliberate intent to delay compliance.</p> <p>The Company remains committed to maintaining the highest standards of corporate governance and regulatory compliance and will continue to strengthen its Board composition in line with statutory and regulatory requirements.</p>
<b>Remarks</b>	None