

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the members of DONEAR INDUSTRIES LIMITED will be held at Hotel Kohinoor Continental, J.B.Nagar, Andheri Kurla Road, Andheri (East), Mumbai – 400 059 on 24th September, 2014 at 11.30 am to transact the following business

Ordinary business :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss account for the year ended on that date together with Directors and Auditors Report thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Vishwanath L. Agarwal (DIN: 00223140) who retires by rotation and being eligible offers himself for reappointment
4. To appoint Auditors and to fix their remuneration and to pass the following resolution with or without modification(s) as an Ordinary Resolution.

“**RESOLVED THAT** M/s. M. L. Bhuwania & Co., Chartered Accountants (Firm Registration No. 101484W) be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 31st Annual General Meeting on such remuneration as may be fixed by the board of directors of the Company.”

Special Business :

5. To appoint Mr. Rajagopal Sivaraj (DIN: 02661385) as an independent director and in this regard to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Rajagopal Sivaraj (DIN: 02661385) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5(five) consecutive years for a term up to the conclusion of 33rd Annual General Meeting of the Company.

6. To appoint Mr. Durgaprasad Agarwal (DIN: 00284675) as an independent director and in this regard to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)

and clause 49 of the Listing Agreement, Mr. Durgaprasad Agarwal (DIN: 00284675), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company .”

7. To appoint Mr. Santkumar Agarwal (DIN: 00153607) as an independent director and in this regard to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Santkumar Agarwal (DIN: 00153607), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company .”

EXPLANATORY STATEMENT PURSUANT TO SEC.102 (1) OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors has appointed Mr. Rajagopal Sivaraj as an Additional Director of the Company on 30th April, 2014. Pursuant to Sec.161(1) of the Companies Act, 2013, Mr. Rajagopal Sivaraj continues as a Director upto the ensuing Annual General Meeting. The Company has received notice under Sec. 160 of the Companies Act, 2013 proposing the name of Mr. Rajagopal Sivaraj as a Director of the Company.

Mr. Rajagopal Sivaraj is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received the consent from Mr. Rajagopal Sivaraj to act as Director of the Company.

The Company has received a declaration from Rajagopal Sivaraj stating that he meets with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

The Company has received notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act proposing the candidature of Mr. Rajagopal Sivaraj for office of Director of the Company.

Mr. Rajagopal Sivaraj is M.Sc., MMS, CAIIB. He joined State Bank group in 1976 and rose upto the level of DGM. He functioned at various levels in State Bank of Hyderabad, State Bank of Bikaner and Jaipur, State Bank of Patiala and State Bank of Mysore. He has also worked as senior finance functionary in Sejal Glass Limited, Hotel Leelaventure Limited and also consultant in loan syndication for few Companies.

Mr. Rajagopal Sivaraj holds NIL shares in the Company.

Mr. Rajagopal Sivaraj is not holding directorship in any of the companies.

The board recommends the appointment of Mr. Rajagopal Sivaraj as an Independent Director of the Company as set out in item no. 5 of the notice.

Except Mr. Rajagopal Sivaraj none of the directors are interested in the above Resolution.

Item No. 6

Mr. Durgaprasad Agarwal is an independent Director of the Company.

Securities and exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by listed companies.

It is proposed to appoint Mr. Durgaprasad Agarwal as an Independent Director of the Company under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 33rd Annual General Meeting of the Company.

Mr. Durgaprasad Agarwal is not disqualified from being appointed as director in terms of Section 164 of the Act.

The Company has received a notice from a member in writing along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Durgaprasad Agarwal as director of the Company.

The Company has also received declarations from Mr. Durgaprasad Agarwal that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

Mr. Durgaprasad Agarwal has vast experience and knowledge in Finance, Marketing, and Administration etc.

Mr. Durgaprasad Agarwal is a Director of Duratex Silk Mills Limited.

Mr. Durgaprasad Agarwal together with his family members holds 1,00,377 shares in the Company.

The board recommends the appointment of Mr. Durgaprasad Agarwal as an Independent Director of the Company as set out in item no. 6 of the notice.

Except Mr. Durgaprasad Agarwal none of the directors are interested in the above Resolution.

Item No. 7

Mr. Santkumar Agarwal is an independent Director of the Company.

Securities and exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by listed companies.

It is proposed to appoint Mr. Santkumar Agarwal as an Independent Director of the Company under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company.

Mr. Santkumar Agarwal is not disqualified from being appointed as director in terms of Section 164 of the Act.

The Company has received a notice from a member in writing along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Santkumar Agarwal as director of the Company.

The Company has also received declarations from Mr. Santkumar Agarwal that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

Mr. Santkumar Agarwal has vast experience in Finance and Share Broking.

Mr. Santkumar Agarwal is a Director of Brijmohan Sagarmal Capital Services Pvt. Ltd. He is also an active member of Bombay Stock Exchange Ltd. and National Stock exchange of India Ltd.

Mr. Santkumar Agarwal together with his family members holds 6,800 shares in the Company.

The board recommends the appointment of Mr. Santkumar Agarwal as an Independent Director of the Company as set out in item no. 7 of the notice.

Except Mr. Santkumar Agarwal none of the directors is interested in the above Resolution.

By Order of the Board of Directors
For Donear Industries Limited

Shreedhar H.
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE 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 PERSON OR MEMBER.
2. The instrument appointing the proxy should be deposited with the Registered Office of the company not less than 48 hours before the commencement of the meeting.
3. Members are requested to intimate any change in their address to the Registrar and Transfer Agents of the Company at the following address:
LINK INTIME INDIA PVT LTD
C-13, PANNALAL SILK MILLS COMPOUND
LBS MARG, BHANDUP (W)
MUMBAI – 400 078
4. The Register of members and share Transfer Register will remain closed from 15.09.2014 to 24.09.2014 (both days inclusive).
5. Dividend, if declared, will be payable to those members whose names appear on the Register of members of the Company on 15th September, 2014 and in respect of shares held in Electronic form the dividend will be paid to the beneficial owners as per details furnished by the depositories for this purpose.
6. Shareholders are requested to inform their Bank Account Numbers, name and address of the Bank/Branch so that the same can be incorporated with their names in dividend warrants to avoid fraudulent encashment.
7. Members who hold shares in dematerialized form are requested to bring their ID & DPID numbers for easy identification of attendance at the meeting.
8. Shareholders seeking any information with regards to audited accounts are requested to write to the Company at least 10 days in advance so as to keep the information ready.
9. Members may note that the company has to transfer the dividends which remain unclaimed/unencashed over a period of 7 years to Investor Education and Protection Fund U/S 125 of the Companies Act, 2013. The details of dividend paid by the Company and respective due dates of transfer to the said Fund of the Central Governments, which remain unencashed, are as under:

Date of Declaration	Dividend for the year	Due date for transfer to the Government
14-09-2007	2006-2007	14th October, 2014
27-09-2008	2007-2008	27th October, 2015
26-09-2009	2008-2009	26th October, 2016
25-09-2010	2009-2010	25th October, 2017
24-09-2011	2010-2011	24th October, 2018
22-09-2012	2011-2012	23rd October, 2019
28-09-2013	2012-2013	27th October, 2020

Shareholders are advised to send the unencashed dividend warrants to the Registered Office of the company for revalidation and encash them before the due date for transfer to the Central Government.

In terms of the provisions of section 125 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years is required to be transferred to Investor Education and Protection Fund and in compliance thereof the Company had transferred unclaimed dividend amount for the financial years upto 2005-2006 to the Investor Education and Protection Fund set up by the Central Government and now no claim in respect thereof lies either against the Company or the Fund.

As mandated by the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Company) Rules, 2012, the particulars of the shareholders whose dividend amounts have remained unpaid for the financial years 2006-07 onwards are made available on website of the Company i.e www.donear.com. The said details are also available on the portal of Investor Education and Protection Fund at www.iepf.gov.in. Shareholders who have not encashed dividend warrants for the aforesaid period are requested to write to the Company/ RTA to claim unpaid amounts.

10. Re-appointment of Director:

Mr. Vishwanath Agarwal retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for appointment. The information/details pertaining to the Director in terms of clause 49 of the Listing Agreement with the Stock Exchanges are as under:

Details of Director seeking reappointment at the forthcoming Annual General Meeting on 24th September, 2014 (in terms of Clause 49 of the Listing Agreement with Stock Exchanges)

(i) Name of the Directors.	Mr. Vishwanath L. Agarwal
(ii) Date of Birth.	10-07-1938
(iii) Date of appointment	01-01-1990
(iv) Experience in Specific Area	Promoter Director. He has more than 40 years of experience in Textile Industry
(v) List of other companies in which directorships	Donear Synthetics Limited

11. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder, the Company is pleased to provide its shareholders with the facility to exercise his /her rights to vote at the ensuing Annual General Meeting by electronic means and business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

In case of members receiving e-mail:

- i) The voting period begins on 17th September 2014 at 10 a.m. and ends on 19th September, 2014 at 6 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 29th August, 2014, 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
- iii) Click on "Shareholders" tab.
- iv) Now enter your User ID
 - a. For CDSL: 16 digit beneficiary ID.
 - b. For NSDL: 8 characters DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vii) Now, fill up the following details in the appropriate boxes:

Details of	For Members holding shares in Demat Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)</p> <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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the field.
DOB	<p>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.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or 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 as mentioned in instruction (iv).

- 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 "DONEAR 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 "RESOLUTION 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 changed 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 Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.

- 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.

In case of members receiving the Physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- b) The voting period begins on 17th September 2014 at 10 a.m. and ends on 19th September, 2014 at 6 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 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut off date of 29th August 2014.
- e) Mr. Yogesh Sharma, Practising Company Secretary (C.P.No. 12366) has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) As the voting of the Members is through electronic means, the members who do not have access to e-voting, may requisite a Physical Ballot form from the Registered office of the Company or detach the same as given in the Annual Report sent to them. These Members are required to fill in the ballot form and enclose it in sealed envelope and send it the scrutinizer Mr. Yogesh Sharma, Practising Company Secretary B/1, Neha Apartment, Opp. Badwaik Hospital, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 so as to reach the Scrutinizer not later than 19th September, 2014 at 6.00 p.m. Ballot Form received after this date will be treated as invalid. The Scrutinizer’s decision on the validity of the forms will be final. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- g) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unlock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith forward to the Chairman of the Company.
- h) The results shall be declared at the AGM of the Company. The results declared alongwith the scrutinizers report shall be placed on the Company’s website www.donear.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

By Order of the Board of Directors
For Donear Industries Limited

Shreedhar H.
Company Secretary

Registered Office:
210, Key Tuo Industrial Estate,
Kondivita Lane, Near MIDC,
Andheri (East), Mumbai – 400 059