

Donear/SECD/SE/2022/017

May 31, 2022

To,

The Manager,
Corporate Relations Department,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai – 400 001

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Scrip Code: 512519

Symbol: DONEAR

Sub: Intimation of Postal Ballot Notice

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").

Dear Sir / Madam,

Further to our letter no. Donear/SECD/SE/2022/015 dated May 28, 2022 and in terms of SEBI Listing Regulation, please find attached herewith a copy of the Postal Ballot Notice, along with the Explanatory Statement ("Postal Ballot Notice"), dispatched today, for seeking the approval of the shareholders of Donear Industries Limited ("the Company").

Please note that, in compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice is being sent through e-mail to all those Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with Depositories, Company and/or Link Intime India Private Limited ("RTA") as on Friday, May 27, 2022 (Cut-off date).

The schedule of events for the Postal Ballot is as given under:

Cut-off date (for dispatch and e-voting)	Friday, May 27, 2022
Completion date of sending of Postal Ballot Notice through e-mail	Tuesday, May 31, 2022
E-voting start date/time	Wednesday, June 01, 2022 (9:00 a.m. IST)
E-voting end date/time	Thursday, June 30, 2022 (5:00 p.m. IST)
Date of declaration of results	On or before Monday, July 04, 2022

Further, the Postal Ballot notice is also available on the Company's website at <https://www.donear.com/>, and on the website of the e-voting service provider viz., NSDL at www.evoting.nsdl.com.

This is for your information and appropriate dissemination.

Thanking You,
Yours faithfully,

For Donear Industries Limited



Sachin Gupta
Company Secretary
A35645

Encl.: As Above



DONEAR INDUSTRIES LIMITED

CIN: L99999MH1987PLC042076

Registered Office: Donear House, 8th Floor, Plot No. A – 50, Road No. 1,
MIDC, Andheri (East), Mumbai – 400 093.

Tel No: +91 22 6834 8100 **Fax No.:** +91 22 6834 8313

E-mail: investor@donear.com **Website:** www.donear.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rules made thereunder]

NOTICE is hereby given pursuant to Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No: 14/2020 dated April 8, 2020, the General Circular No: 17/2020, dated April 13, 2020, the General Circular No: 22/2020 dated June 15, 2020, the General Circular No: 33/2020 dated September 28, 2020, the General Circular No: 39/2020 dated December 31, 2020, the General Circular No: 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by Ministry of Corporate Affairs and any other regulatory authorities, that approval of the members of the Company through postal ballot via remote e-voting is being sought in respect of the resolution set out hereinafter.

The Company has appointed Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process through e-voting in a fair and transparent manner.

The Remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, June 1, 2022 and ends at 5.00 P.M. (IST) on Thursday, June 30, 2022. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Thursday, June 30, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote E-Voting. The results of the Postal Ballot will be announced on or before Monday, July 4, 2022.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.donear.com.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE ARTICLE NOS. 37 AND 58 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, pass the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to amend / append the following Article(s) of the Article of Association of the Company:

“Article 37

Nominee Directors

- (A) Upon the occurrence and the continuance of an event of default, inter alia default in repayment or cross default, under the Working Capital Financing Documents, the Lenders, shall have the right to appoint, remove and replace from time to time, a non-executive director on the board of directors of the Company (such director is referred to as the **“Nominee Director”**) nominated or appointed by the Lenders, and the Company shall at the request of the Lenders take all corporate action to effectuate such right. The Nominee Director shall:
- i) not be required to hold qualification shares nor be liable to retire by rotation;
 - ii) be entitled to all the rights and privileges of other directors including the sitting fees and expenses as payable to other directors but if any other fees, commission, monies or remuneration in any form is payable to the Directors, the fees, commission, monies and remuneration in relation to such Nominee Director shall be paid by the Company directly to the Lenders.
 - iii) be appointed a member on the committees of the board of directors of the Company, if so desired by the Lenders; and
 - iv) be entitled to receive all notices, agenda and other documents circulated and to attend all General Meetings and board meetings and meetings of any committees of the board of which he is a member.
- (B) Any expenditure incurred by the Lenders or the Nominee Director in connection with his appointment as such, shall be borne and payable by the Company.
- (C) If, at any time, the Nominee Director is not able to attend a meeting of the board of directors or any of its committees of which he is a member, the Nominee Director may depute any other person to attend the meeting. The expenses incurred by the agent so deputed or the Lenders in this connection shall be borne and payable by the Company.
- (D) The Nominee Director may furnish to the said agent and the Lenders a report of the proceedings of all such meetings.
- (E) The Nominee Director shall have the right to provide information regarding the Company, that is in the Nominee Directors’ discretion, relevant for the Lenders, or relevant to or pertaining to the Working Capital Financing Documents.
- (F) The Nominee Director shall not be liable for any act or omission of the Company.

- (G) The Company to hold the Nominee Director and the Lenders harmless and to indemnify the Nominee Director and the Lenders from and against any and all expenses, liabilities and losses incurred or suffered by the Nominee Director or the Lenders, as the case may be in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, asserted against, imposed upon, or incurred or suffered by the Nominee Director or the Lenders (including attorney's fees and expenses), directly or indirectly, resulting from, based upon, arising out of or relating to the appointment of the Nominee Director by the Lenders. The indemnification as provided by the provisions under the Working Capital Financing Documents or any law for the time being in force, shall not be deemed exclusive of any other rights to which the Nominee Director or the Lenders may be entitled under any provision of law, or any other agreement, or otherwise.
- (H) The Company will permit officers and designated representatives of the Lenders (including without limitation, any Nominee Directors appointed by the Lenders) to carry out technical, legal or financial inspections and visit and inspect, any of the properties of the Company, including the business facilities, works, and buildings thereon, and to examine the books of record and Accounts of the Company. The cost of any such visit shall be borne by the Company.
- (I) Notwithstanding anything contained in the Working Capital Financing Documents, any non-sharing of information required to be shared as mentioned in the Working Capital Financing Documents shall be liable to be considered an Event of Default under the Working Capital Financing Documents and the entire amounts of the working capital facilities then due shall, if so decided by the Lenders, become forthwith due and payable by the Company to the Lenders and the Lenders shall be entitled to enforce its security interest.
- (J) For the purpose of the aforesaid clause, the cross default shall constitute the following:
- i) Default by the Company to any other bank under the consortium lending; or
 - ii) Default by the Company's associate/ sister concern/ subsidiary to the Lenders; or
 - iii) Default by the Company's associate/ sister concern to any other bank/financial institution.

Further, cross default would be deemed to have occurred only in case default to particular lenders is not cured within 30 days."

"Article 58

General Powers and Amendment

- (i) Notwithstanding anything to the contrary, the provisions of the Working Capital Financing Documents entered into between the Company and the Lenders pursuant to the working capital facilities advanced/ to be advanced by the Lenders are deemed to be incorporated in articles of association and the rights and interests of the Lenders shall prevail over any provision inconsistent therewith (whether contained herein or in any other document/instrument relating to the Company and/or its members) and all such inconsistent provisions herein/or in any other document/instrument relating to the Company shall stand automatically waived;
- (ii) Notwithstanding anything contained herein, any amendment to the memorandum of association and/or articles of association of the Company, until the working capital facilities advanced/to be advanced by the Lenders or the debentures are subscribed/ to be subscribed for the working capital requirement is settled in full to the satisfaction of the Lenders, except in compliance with the requirements of the regulatory authority, shall require prior written consent of the Lenders."

“For the purpose of this Articles,

“**Lenders**” shall mean the lenders who have/will provide the working capital facility.

“**Working Capital Financing Documents**” shall mean the documents (including the financing documents and the security documents) entered/ to be entered into by the Company with the Lenders.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized by the members to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage.”

ITEM NO. 2: TO APPROVE THE CONVERSION OF LOAN INTO EQUITY SHARES OF THE COMPANY, IN THE EVENT OF DEFAULT

To consider and, if thought fit, pass the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (as amended from time to time), SEBI Regulations and in accordance with the memorandum of association and articles of association of the Company and applicable regulations, guidelines and/or rules issued by Reserve Bank of India (the “**RBI**”) and/or any appropriate statutory, governmental and other authorities and departments from time to time in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow the Facilities from the Lenders, on the terms and conditions contained in the facility agreement or any other financing agreements executed in relation to the Facilities, *inter-alia*, by giving an option to the Lenders, to convert either whole or part of the outstanding Facilities, outstanding interest and any other outstanding secured obligation, in relation to the Facilities into fully paid up and voting equity shares of the Company (in accordance with the applicable laws and terms of the facility agreement) in the event (i) the Borrower/ Guarantor/ Security Provider commits a default under the terms of the facility agreement or any other financing agreements/transaction documents entered in relation with the Facilities and such default not corrected within 90 days or restructuring of debt, and/or (ii) any stressed situation and/or (iii) restructuring of outstanding Facilities and/or (iv) in the event of exercise of right by the Lenders under the extant RBI guidelines and applicable laws, at the valuation to be decided by the valuer appointed by the Lenders at the time of such conversion, whether under the rights of the Lenders as per the financing agreements for the Facilities or under the extant guidelines of the RBI, subject to the applicable laws on the date of conversion and in the manner specified in the written notice provided by the Lenders to the Company of their intention to convert such outstanding Facilities. Subject to applicable laws, the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions according to the provisions of the facility agreement executed in relation to the Facilities or in accordance with the extant guidelines of the Reserve Bank of India.”

“**RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Company shall, subject to the provisions of the facility agreement entered in connection with the Facilities, take all steps necessary to get the equity shares issued to the Lenders or such other person identified by them as a result of such conversion and allot and issue the requisite number of fully paid-up equity shares to the Lenders or such other person identified by the Lenders as from the date of conversion and the Lenders shall accept the same in satisfaction of the part of the outstanding Facilities so converted.”

“RESOLVED FURTHER THAT the fully paid up equity shares so allotted and issued to the Lenders or any other person identified by the Lenders pursuant to their exercising the right of conversion shall carry from the date of such conversion the right to receive proportionate dividends and other distributions declared or to be declared in respect of the equity share capital of the Company and shall rank *pari passu* in all respects with other equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the Lenders.”

“RESOLVED FURTHER THAT the consent of members is hereby given for any amendment, change, modification to the memorandum of association and articles of association of the Company to give effect to the above resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to issue and allot such number of shares to the Lenders, as may be required or as may be necessary in regard to such conversion.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to create, offer, issue and allot the aforesaid fully paid up equity shares and to resolve and settle all questions and difficulties or doubts that may arise in this regard including in the proposed allotment, utilization of the proceeds and to do all acts, deeds and things in connection therewith as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board of Directors are also authorized to increase the authorized share capital of the Company accordingly, if required and take necessary steps to complete the compliance in this regard”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid term providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

“RESOLVED FURTHER THAT, subject to applicable law, the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more directors of the Company, with power to delegate to any authorized officer of the Company, to give effect to this resolution.”

By Order of Board of Directors

Sd/-

Sachin Gupta

Company Secretary & Compliance Officer

(ACS 35645)

Place: Mumbai

Date: May 28, 2022

Registered Office:

Donear House, 8th Floor, Plot No. A – 50, Road No. 1,
MIDC, Andheri (East), Mumbai – 400 093.

Notes:

1. A statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 20 & 22 of Companies (Management & Administration) Rules, 2014 stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of the notice.
2. In compliance with the provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to the shareholders to exercise votes through electronic voting system ("Remote E-voting") on the E-voting platform provided by National Securities and Depositories Limited ("NSDL"). The instructions for E-voting are provided as part of this Postal Ballot Notice.
3. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, May 27, 2022, being the "cut-off date" fixed for this purpose. The Postal Ballot Notice is being sent electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
4. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the Remote E-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 27, 2022 will be considered for the purpose of E-voting.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Link Intime India Private Limited, by clicking the link: https://web.linkintime.co.in/EmailReg/Email_Register.html

Post successful registration of the e-mail, 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 Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in.

6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The Postal Ballot Notice is hosted on the website of the Company at www.donear.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at

www.bseindia.com and www.nseindia.com respectively and Notice of the Meeting is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
9. **The Remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, June 1, 2022 and ends at 5.00 P.M. (IST) on Thursday, June 30, 2022.** Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Thursday, June 30, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Board has appointed Mr. Yogesh Sharma, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be declared by placing it along with scrutinizer report on the website of the Company (www.donear.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
12. The Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., Thursday, June 30, 2022.
13. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at Donear House, 8th Floor, Plot No. A – 50, Road No. 1, MIDC, Andheri (East), Mumbai – 400 093. on or before Monday, July 4, 2022 after completion of scrutiny of E-voting by the Scrutinizer. The result of the Postal Ballot shall be communicated to the stock exchanges where the Company's shares are listed and the same shall also be placed on the website of the Company i.e. www.donear.com.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csymsharma@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in and investor@donear.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in and investor@donear.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Company has been enjoying various working capital facilities from its lenders as per the working capital consortium agreement. At the request of the Company, the Lenders have revised the working capital facilities for a principal amount not exceeding Rs. 314,28,00,000 (Rupees Three Hundred and Fourteen Crores Twenty Eight Lakhs Only) (hereinafter referred to as the “**Working Capital Facilities**”) on the terms and conditions contained in the respective sanction/arrangement letters of the Lenders. As per covenants of Working Capital Facilities, Bank can appoint a Nominee Director on the Board of Company, in case of default.

The Board at its meeting held on May 28, 2022, subject to the necessary approval(s), has approved to amend Article 37 and insert Article 58 in the Articles of Association of the Company.

Pursuant to the provisions of section 14 of the Companies Act, 2013, the Articles of Association cannot be altered without approval of members of the Company. Accordingly, consent of the members is being sought by way of a special resolution pursuant to Section 14 of the Companies Act, 2013 to amend Article 37 and insert Article 58 in the Articles of Association of the Company. The Copy of the draft revised Articles of Association shall be available for inspection by the Members electronically.

Accordingly, consent of the members is now sought for passing a special resolution as set out at Item No. 1 of the Notice. The Board recommends the special resolution set out in Item No. 1 of the notice for approval by the Members.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company if any.

ITEM NO. 2:

The Company has availed the enhanced working capital facilities to meet its working capital requirement and has approached the Lenders for availing working capital facilities (including Cash Credit, CCECL, GECL Facility, Bank Guarantee, Letter of credit, CEL) for an aggregate principal amount not exceeding Rs. 314,28,00,000/- (Rupees Three Hundred and Fourteen Crores Twenty Eight Lakhs Only) (hereinafter referred to as the “**Working Capital Facilities**”/ “**Facilities**”). The Working Capital Facilities being availed on such terms and condition as contained under the Sanction Letters and the Financing Documents from (i) State Bank of India, (ii) HDFC Bank Limited, (iii) Yes Bank Limited, (iv) Indian Bank and (v) Bank of Baroda (hereinafter collectively referred to as the “**Lenders**”) which expression shall, unless repugnant to the subject, context or meaning thereof, include its successors, transferees, novatees and assigns). The Lenders extended the aforesaid Facilities pursuant to the terms as stipulated under their individual sanction letter issued by (i) State Bank of India dated February 22, 2021 and bearing reference number OBMU: AMT-II: 2020-21:2602 and SBI/OB/AMT-II/2020-21/2816 dated March 19, 2021 (ii) HDFC Bank Limited dated December 30, 2021 bearing reference number 86101220 , (iii) Yes Bank Limited dated December 02, 2021 and bearing reference number YBL/MUM/ELC/FL/0597/2021-22, (iv) Indian Bank dated March 24, 2021, bearing reference number IB:MUM:MCB/09/2020-21, bearing reference no. FGMO/Credit/813A/2020-21 dated December 15, 2020, and bearing reference no. IB/MF/Credit/25/2020-21 dated July 13, 2020 (v) Bank of Baroda dated December 15, 2020, bearing reference number BOB/ANDHER/ADV/2020-21 and dated March 31, 2021, bearing reference number

BOB/ANDHER/ADV/2020-21, all as may be amended, supplemented, novated or otherwise modified from time to time ("**Sanction Letters**") and the Financing Documents executed/to be executed thereof.

The Board at its meeting held on May 28, 2022, subject to the necessary approval(s), has approved the proposal of the Company to authorize right of conversion under Section 62(3) of the Companies Act, 2013 which includes:

(i) Approval to the terms and condition of the Facilities Agreements executed/to be executed between the Company and the Lenders ("**Facilities Agreements**") and other documents executed/to be executed, until any amount under the Facilities is outstanding (collectively referred to as "**Financing Documents**") to convert the amount outstanding under the Facilities (including interest and other secured obligations) into paid-up equity share capital of the Company (as per prevailing RBI and Lender's policy) with voting rights, in the manner specified in a notice in writing to be given by Lenders.

Accordingly, consent of the members is now sought for passing a special resolution as set out at Item No. 2 of the Notice. The Board recommends the passing of special resolution set out at Item No. 2 of the Notice for approval of the members.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company if any.

By Order of Board of Directors

Sd/-

Sachin Gupta

**Company Secretary & Compliance Officer
(ACS 35645)**

Place: Mumbai

Date: May 28, 2022

Registered Office:

Donear House, 8th Floor, Plot No. A – 50, Road No. 1,
MIDC, Andheri (East), Mumbai – 400 093.