

Name: Donear Industries Limited

Sr. No.	Description			
A	Date of AGM		26 <sup>th</sup> September, 2015	
B	Book Closure Date		17 <sup>th</sup> September, 2015 to 25 <sup>th</sup> September, 2015	
C	Total number of Shareholders on Record Date (i.e. 16 <sup>th</sup> September, 2015 - Record Date for Dividend purpose)		5123	
	Total number of Shareholders on Record Date (i.e. 19 <sup>th</sup> September, 2015 - Cut off Date for E-voting purpose)		5126	
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and Promoter Group	4	Nil	4
	Public	64	Nil	64
	Total	68		68
E	No. of shareholders attended the meeting through Video conferencing NIL No video conferencing facility was made available			

# YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma  
M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322  
Email ID: csymsharma@gmail.com  
Mob No. 9833124864

B-1, Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai – 400 078.

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To,  
The Chairman,  
**DONEAR INDUSTRIES LIMITED,**  
Donear House, 9<sup>th</sup> Floor,  
Plot No. A-50, Road No. 1, MIDC,  
Andheri (East),  
Mumbai 400 093

Dear Sir,

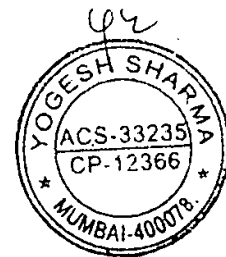
Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at 29<sup>th</sup> Annual General Meeting (AGM) held on 26<sup>th</sup> September, 2015.

The Board of the Company at its meeting held on 30<sup>th</sup> May, 2015 had appointed me as a scrutinizer for the remote e-voting held from 22<sup>nd</sup> September, 2015 at 10.00 a.m. and ended on 24<sup>th</sup> September, 2015 at 6.00 p.m. and the Chairman of 29<sup>th</sup> Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 26<sup>th</sup> September, 2015.

The Company had appointed Central Depository Services Limited ("CDSL") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 22<sup>nd</sup> September, 2015 at 10.00 a.m. and ended on 24<sup>th</sup> September, 2015 at 6.00 p.m.. The remote e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting process kindly refer my scrutinizer's report dated 26<sup>th</sup> September, 2015.

At the AGM of the Company held on 26<sup>th</sup> September, 2015, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 26<sup>th</sup> September, 2015.

I hereby submit my following consolidated report on remote e-voting together with the poll.



## CONSOLIDATED REPORT

**1) Resolution No. 1:**

**To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit and Loss Account for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3491	35361199	35364690	99.99
Votes against the Resolution	69	0	69	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>

**2) Resolution No. 2:**

**To Declare Dividend:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3541	35361199	35364740	99.99
Votes against the Resolution	19	0	19	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>



3) Resolution No.3:

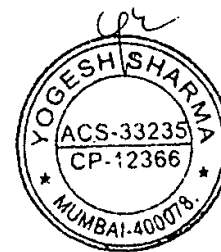
To appoint a Director in place of Mr. Ajay V. Agarwal (DIN: 00227279), who retires by rotation and being eligible, offers himself for reappointment:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3491	5657751	5661242	99.99
Votes against the Resolution	69	0	69	0.01
<b>Total</b>	<b>3560</b>	<b>5657751</b>	<b>5661311</b>	<b>100</b>

4) Resolution No.4:

Appointment of M/s. M. L. Bhuwania and Co., Chartered Accountants as Auditors and fixing their remuneration:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3491	35361199	35364690	99.99
Votes against the Resolution	69	0	69	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>



5) Resolution No.5:

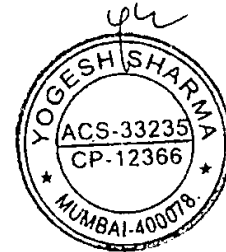
To regularize the appointment of Mrs. Meena Agarwal (DIN: 00454717), as Director of the Company:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3491	5657751	5661242	99.99
Votes against the Resolution	69	0	69	0.01
<b>Total</b>	<b>3560</b>	<b>5657751</b>	<b>5661311</b>	<b>100</b>

6) Resolution No.6:

To regularize the appointment of Mrs. Medha Pattanayak (DIN: 07157952), as Director of the Company:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3541	35361199	35364740	99.99
Votes against the Resolution	19	0	19	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>



7) Resolution No.7:

To appoint M/s. Y. R. Doshi & Co., Cost Accountant, as Cost Auditors of the Company for Financial Year ending 31<sup>st</sup> March, 2016:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3541	35361199	35364740	99.99
Votes against the Resolution	19	0	19	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>

8) Resolution No.8:

To authorise the Company u/s 180(1)(a) of the Companies Act, 2013 to create charge or mortgage on company's movable or immovable property to borrow upto Rs. 1500 Crore:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3491	35361199	35364690	99.99
Votes against the Resolution	69	0	69	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>



9) Resolution No.9:

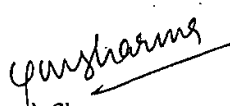
To authorise the Company u/s 180(1)(c) of the Companies Act, 2013 to borrow upto Rs. 1500 Crore in excess of Aggregate of paid up capital and free reserves

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	3541	35361199	35364740	99.99
Votes against the Resolution	19	0	19	0.01
<b>Total</b>	<b>3560</b>	<b>35361199</b>	<b>35364759</b>	<b>100</b>

From the above report I state that the entire resolutions stated above stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary.

Thanking You,  
Yours Faithfully,

  
Yogesh Sharma  
Practicing Company Secretary  
C.P. No. 12366



Date: 26<sup>th</sup> September, 2015  
Place: Mumbai

# YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322

Email ID: csymsharma@gmail.com

Mob No. 9833124864

B-1, Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai - 400 078.

To,  
The Chairman,  
**DONEAR INDUSTRIES LIMITED,**  
Donear House, 9<sup>th</sup> Floor,  
Plot No. A-50, Road No. 1, MIDC,  
Andheri (East),  
Mumbai 400 093

Dear Sir,

Subject: Scrutinizer's Report on remote e-voting process.

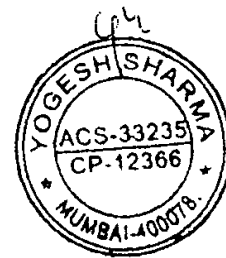
I, Yogesh M Sharma, Practicing Company Secretary, had been appointed as the scrutinizer by the Board of Directors of **DONEAR INDUSTRIES LIMITED** vide Board Resolution dated 30<sup>th</sup> May, 2015 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 29<sup>th</sup> Annual General Meeting (AGM) to be held on 26<sup>th</sup> September, 2015.

The notice dated 30<sup>th</sup> May, 2015 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders.

The shareholders have been informed about the facility to exercise their right to vote at AGM by electronic means. The Company has availed the remote e-voting facility offered by Central Depository Services Limited ("CDSL") for conducting remote e-voting by the shareholders of the Company.

The voting period for e-voting commenced from 22<sup>nd</sup> September, 2015 at 10.00 a.m. and ended on 24<sup>th</sup> September, 2015 at 6.00 p.m. and platform provided by CDSL was blocked thereafter and the votes cast under remote e-voting facility were then unblocked in the presence of two witness who were not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting process and based on the data downloaded from the e-voting platform provided by CDSL, I submit my following report on remote e-voting process.





**1) Resolution No. 1:**

**To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon:**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
16	3491	98.06

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	69	1.94

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

**2) Resolution No. 2:**

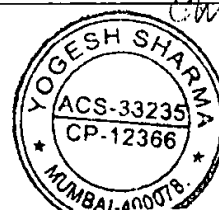
**To Declare Dividend:**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
17	3541	99.47

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	19	0.53



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**3) Resolution No.3:**

**To appoint a Director in place of Mr. Ajay V. Agarwal (DIN: 00227279), who retires by rotation and being eligible, offers himself for reappointment:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5657751	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
12*	29703448

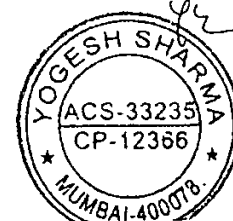
*\*Note: 12(Twelve) shareholders neither voted in favour nor against the resolution.*

**4) Resolution No.4:**

**Appointment of M/s. M. L. Bhuwania and Co., Chartered Accountants as Auditors and fixing their remuneration:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5) Resolution No.5:

**To regularize the appointment of Mrs. Meena Agarwal (DIN: 00454717), as Director of the Company:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5657751	100

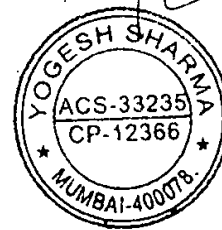
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
12*	29703448

\*Note: 12 (Twelve) shareholders neither voted in favour nor against the resolution.



**6) Resolution No.6:**

**To regularize the appointment of Mrs. Medha Pattanayak (DIN: 07157952), as Director of the Company:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**7) Resolution No.7:**

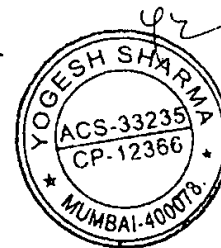
**To appoint M/s. Y. R. Doshi & Co., Cost Accountant, as Cost Auditors of the Company for Financial Year ending 31<sup>st</sup> March, 2016:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

8) **Resolution No.8:**

**To authorise the Company u/s 180(1)(a) of the Companies Act, 2013 to create charge or mortgage on company's movable or immovable property to borrow upto Rs. 1500 Crore:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

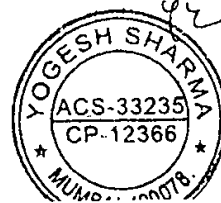
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

9) **Resolution No.9:**

**To authorise the Company u/s 180(1)(c) of the Companies Act, 2013 to borrow upto Rs. 1500 Crore in excess of Aggregate of paid up capital and free reserves:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

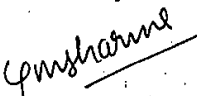
(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,  
Yours Faithfully,

  
Yogesh Sharma  
Practicing Company Secretary  
C.P. No. 12366



Date: 26<sup>th</sup> September, 2015  
Place: Mumbai

# YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma  
M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office : 25952322  
Email ID: csymsharma@gmail.com  
Mob No. 9833124864

B-1, Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai - 400 078.

FORM No. MGT-13

## Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

Mr. Vishwanath L. Agarwal,

Chairman of

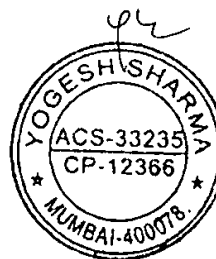
29<sup>TH</sup> Annual General Meeting of the Equity Shareholders of **DONEAR INDUSTRIES  
LIMITED**

Held on Saturday, 26<sup>th</sup> September, 2015 at 11.30 a.m. at Donear House, 9<sup>th</sup> Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai 400 093.

Dear Sir,

I Yogesh M. Sharma, Practicing Company Secretary appointed as a Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of **DONEAR INDUSTRIES LIMITED** held on Saturday, 26<sup>th</sup> September, 2015 at 11.30 a.m. at Donear House, 9<sup>th</sup> Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai 400 093, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/our presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



**1) Resolution No. 1:**

**To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**2) Resolution No. 2:**

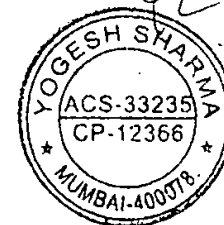
**To Declare Dividend:**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	35361199	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil





iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

3) **Resolution No.3:**

**To appoint a Director in place of Mr. Ajay V. Agarwal (DIN: 00227279), who retires by rotation and being eligible, offers himself for reappointment:**

i) Voted in favour of the Resolution:

Number of Member's voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
16	3491	98.06

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	69	1.94

iii) Invalid Votes:

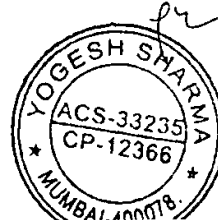
Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

4) **Resolution No.4:**

**Appointment of M/s. M. L. Bhuwania and Co., Chartered Accountants as Auditors and fixing their remuneration:**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
16	3491	98.06



ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	69	1.94

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

5) Resolution No.5:

**To regularize the appointment of Mrs. Meena Agarwal (DIN: 00454717), as Director of the Company:**

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
16	3491	98.06

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	69	1.94

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



6) Resolution No.6:

To regularise the appointment of Mrs. Medha Pattanayak (DIN: 07157952), as Director of the Company:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
17	3541	99.47

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	19	0.53

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

7) Resolution No.7:

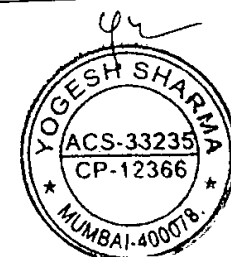
To appoint M/s. Y. R. Doshi & Co., Cost Accountant, as Cost Auditors of the Company for Financial Year ending 31<sup>st</sup> March, 2016:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
17	3541	99.47

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	19	0.53



iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

8) Resolution No.8:

To authorise the Company u/s 180(1)(a) of the Companies Act, 2013 to create charge or mortgage on company's movable or immovable property to borrow upto Rs. 1500 Crore:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
16	3491	98.06

ii) Voted against the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	69	1.94

iii) Invalid Votes:

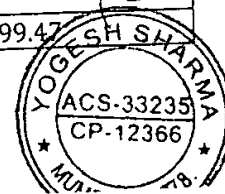
Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

9) Resolution No.9:

To authorise the Company u/s 180(1)(c) of the Companies Act, 2013 to borrow upto Rs. 1500 Crore in excess of Aggregate of paid up capital and free reserves:

i) Voted in favour of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
17	3541	99.47



ii) Voted against the Resolution:

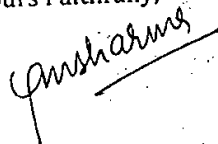
Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	19	0.53

iii) Invalid Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,  
Yours Faithfully,



Yogesh Sharma  
Practicing Company Secretary  
C.P. No. 12366



Date: 26<sup>th</sup> September, 2015  
Place: Mumbai