

NOTICE

NOTICE is hereby given that the 38th (Thirty-Eighth) Annual General Meeting of the members of **Donear Industries Limited** (“the Company”) will be held on Friday, September 27, 2024 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact, with or without modification(s) the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr. Rajendra Agarwal (DIN: 00227233), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Ratify the remuneration payable to Cost Auditors of the Company for the Financial Year 2024-25

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Y. R. Doshi & Co., Cost Accountants, Mumbai (Membership No. 3286), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025, amounting to ₹ 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified;

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

5. To approve the Material Related Party Transaction with the GBTL Limited

To consider and if thought fit, to pass the following resolution an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s) /transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with GBTL Limited (“GBTL”), a related party of Donear Industries Limited (“Company”) on such terms and conditions as may be agreed upon between the Company and GBTL, for an aggregate value not exceeding Rs. 200 crore (Rupees Two Hundred Crores Only) for the Financial year 2024-2025, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board, or by any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item No. 4 to 5 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of AGM.
3. The Ministry of Corporate Affairs (“MCA”) in continuation to previous Circulars has further extended the relaxation of convening the AGM through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) vide circular dated September 25, 2023. The Securities and

Exchange Board of India (“SEBI”) has also extended the same relaxation vide its Circular dated October 07, 2023 (collectively referred to as “said Circulars”), Companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the 38th AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 38th AGM shall be the Registered Office of the Company, i.e. Donear House, 8th Floor, Plot No. A – 50, Road No. 1, MIDC, Andheri (East), Mumbai, Maharashtra 400093, India.

4. **As AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.**
5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/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 investor@donear.com / evoting@nsdl.co.in at least 48 hours before the commencement of AGM.
6. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No. 23 below.
7. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 21, 2024 through email on investor@donear.com. The same shall be answered by the Company suitably.
9. The Registers as required under the Act and all documents referred to in the Notice shall be available for inspection by the members up to the date of this Annual General Meeting (‘AGM’), on all working days, during business hours, at the Registered Office of the Company. Members who are interested in obtaining the said particulars may please write to the Company at investor@donear.com stating Folio no. / DP ID - Client ID.
10. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 (hereinafter referred to as “Registrar/RTA”). Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company’s Registrar & Transfer Agents by quoting their Folio number or their DP ID and Client ID number, as the case may be.
11. **‘SWAYAM’ - Investor Self-Service Portal**

During the year under review, the RTA of the Company has launched ‘SWAYAM’, Investor Self-Service Portal, designed exclusively for the Members serviced by the RTA of the Company.

‘SWAYAM’ is a secure, user-friendly web-based application, developed by “Link Intime India Pvt Ltd.”, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. Following are the key features and benefits of ‘SWAYAM’ Portal:

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
- A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

This application can be accessed at <https://swayam.linkintime.co.in>

12. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
13. **Dividend:** Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories/ Registrar and Transfer Agent (“RTA”) for this purpose as at the close of the business hours on Friday, September 20, 2024 (i.e. record date). The final dividend, once approved by the members in the 38th AGM will be paid on or after Friday, September 27, 2024 within the stipulated time, electronically, through various online modes to those members who have updated their bank account details or through any other mode.

For members who have not updated their bank account details, the demand drafts/ warrants, etc. will be sent to their registered addresses. Further, to avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s RTA (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

14. **TDS on Dividend:** Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Residential Status, Category as per IT Act, PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.

Communication in respect of deduction of tax at source on Final Dividend payout: The forms for tax exemption can be downloaded from website of Link Intime India Private Limited. The URL for the same is www.linkintime.co.in/client-downloads.html - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F".

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below:

<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> - On this page the user shall be prompted to select / share the following information to register their request.

- a) Select the company (Dropdown)
- b) Folio / DP-Client ID
- c) PAN
- d) Financial Year (Dropdown)
- e) Form selection
- f) Document attachment-1 (PAN)
- g) Document attachment- 2 (Forms)
- h) Document attachment-3 (other attachments)

Please note that the uploading of documents (duly completed and signed) on the website of Link Intime India Pvt. Ltd. should be done on or before Tuesday, September 17, 2024 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered if received after Tuesday, September 17, 2024, 5:00 p.m.

Alternatively, resident individual Shareholder having PAN and entitled to receive dividend amount exceeding Rs. 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rnt.helpdesk@linkintime.co.in on or before Tuesday, September 17, 2024. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at a higher rate of 20%.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rnt.helpdesk@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Tuesday, September 17, 2024.

15. Further, in order to receive the dividend in a timely manner and to prevent fraudulent encashment of dividend warrants, the Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque, self-attested identity proof and address proof, for remittance of dividend through ECS/NEFT with RTA in respect of shares held in physical form by email at rnt.helpdesk@linkintime.co.in and with Depositories in respect of shares held in Demat form.
16. **IEPF:** The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the Financial Year 2015-16 to the IEPF Authority. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on IEPF website. Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below.

Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2016-17 and thereafter, are requested to make their claim to RTA well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

Dividend for the year	Date of Declaration	Due date for transfer to the IEPF
2016-2017	September 23, 2017	October 29, 2024
2017-2018	September 29, 2018	November 04, 2025
2018-2019	September 23, 2019	October 29, 2026
2019-2020	September 25, 2020	October 31, 2027
2020-2021	September 21, 2021	October 27, 2028
2021-2022	September 21, 2022	October 27, 2029
2022-2023	September 25, 2023	October 31, 2030

The details of unpaid dividend can be viewed on the Company's website at www.donear.com/investor. As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) of those beneficial owners who have not encashed any dividend during the last 7 (seven) years to the IEPF demat account as identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.donear.com/investor. The Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

17. **Nomination:** As per the provision of Section 72 of the Companies Act, 2013, facility for making nominations is now available to individuals holding shares in the Company, Members holding shares in physical form may obtain the Nomination Form No SH-13 from the RTA of the Company. The prescribed forms, in this regard, is available on the website of the Company at www.donear.com/investor and on the website of the RTA at www.linkintime.co.in/. Further, Members holding shares in electronic form must approach their DPs for completing the nomination formalities.

Further, member desires to opt out / cancel the nomination and to record a fresh nomination, requested to submit Form ISR-3 (in case of shares are held in physical form).

18. **Transfer of shares permitted in Demat Form only:** As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form. In this regards, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members are requested to get in touch with Company's RTA or any Depository Participant having registration with SEBI to open a Demat account. Members may also visit web site of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number.
21. **Electronic Dispatch of Notice and Annual Report:** In compliance with the MCA and SEBI Circulars, Notice of the 38th AGM along with the Annual Report for Financial Year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA, as applicable, up to the cut-off date i.e. wednesday, August 30, 2024. A copy of this Notice along with the Annual Report for Financial Year 2023-24 is uploaded on the Company's website www.donear.com/investor, 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 on the website of NSDL at www.evoting.nsdl.com.
22. Members who have not registered their E-mail Ids so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically. The Company through its RTA has enabled a following process for same:

a. **Registration of email ID for shareholders holding physical shares:**

Members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with RTA, Link Intime India Private Limited, by clicking the link at https://web.linkintime.co.in/EmailReg/Email_Register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the email/ bank registration heading and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email ID and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholder's details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

b. **For temporary registration for demat shareholders:**

Members of the Company holding Equity Shares of the Company in demat form and who have not registered their email addresses may temporarily get their email addresses registered with Link Intime India Private Limited by clicking the link at https://web.linkintime.co.in/EmailReg/Email_Register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the email registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID/ Client ID, PAN, mobile number and email ID. This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.

23. **Instructions for Voting by Electronic means i.e., Remote E-voting and E-voting during the AGM:**

- I. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, including any amendments therein, the Company is providing to its members the facility to cast their votes electronically, through e-voting service provider viz., National Securities and Depositories Limited ("NSDL"), on all the businesses/ resolutions set forth in this Notice.

Members are requested to take note of the key points related to e-voting for this AGM mentioned below:

- II. **The remote e-voting period begins on Monday, September 23, 2024 at 09:00 A.M. and ends on Thursday, September 26, 2024 at 05:00 P.M.**
- III. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. The details of the process and manner for remote e-voting are explained herein below:

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 and joining virtual meeting 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.nSDL.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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 or joining virtual meeting & voting during the meeting. 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;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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 or joining virtual meeting & voting during the meeting.
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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 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena 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), AADHAR (self-attested scanned copy of AADHAR Card) by email to 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 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor@donear.com. The same will be replied by the company suitably.
24. The voting rights of Members shall be in proportion to their shares of the paid up capital of the Company as on cut-off date of Friday, September 20, 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who has ceased to be the member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the meeting.
25. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday, September 20, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 20, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
26. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting after 15 minutes from the conclusion of the Meeting.
27. **Scrutinizer for E-Voting:** Mr. Yogesh Sharma (Membership No.: F11305, C.P. No.: 12366), on the behalf of Yogesh Sharma & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner. The Scrutinizer shall within 2 working days from the conclusion of the AGM, make a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, and hand it over to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the voting results within permissible time.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.donear.com and on the website of NSDL www.evoting.nsdl.com immediately. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For **Donear Industries Limited**

Rajendra Agarwal
Managing Director
DIN: 00227233

Place: Mumbai
Date: August 13, 2024

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The Board of Directors, at its Meeting held on May 29, 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. Y. R. Doshi & Co., Cost Accountants, Mumbai (Membership No. 3286), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2025, at a remuneration of ₹ 1,25,000/- (Rupees One Lakhs Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

M/s. Y. R. Doshi & Co., Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Pursuant to Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs), which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on the one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Details of the proposed RPTs between the Company and GBTL Limited ("GBTL") including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No	Description	Details of Proposed RPT between Company and GBTL
1.	Name of the Related Party and its relationship with the Company	GBTL Limited ("GBTL"), Part of Promoter Group.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Related Director(s) : 1. Mr. Rajendra Vishwanath Agarwal: Chairman, Managing Director & Promoter of the Company and GBTL and 2. Mr. Ajay Vishwanath Agarwal: Whole-Time Director & Promoter of the Company and GBTL; 3. Mrs. Medha Pattanayak Independent Director of the Company and GBTL. Related KMP: Nil
3.	Nature, Type, material terms, monetary value and particulars of the proposed RPTs	Transactions in the nature of purchase/Sale/ Supply of Goods, property; & Other Services for an amount not exceeding in aggregate ₹ 200 (Two Hundred) Crores for the Financial year 2024-25. These transactions are in the ordinary course of business and are on an arm's length basis.
4.	Percentage of the Company's annual consolidated Turnover	25.03% (for RPTs to be entered during FY 2024-25)
5.	Value of Transaction	Not exceeding ₹ 200 (Two Hundred) Crores
6.	Justification for the proposed RPTs	Proposed RPTs are aimed to reduce operational costs; ensure consistent supply of materials required by each of the entities and thereby mutually benefiting each of the entities. The transactions will be purely on day-to-day commercial business requirements at a prevailing market price. The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm's length basis and in the ordinary course of business to enhance Shareholder value. The Company will benefit from such transactions with GBTL and hence, the Material RPTs are recommended for approval of the Members.

7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	Not Applicable
8.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.

Annexure – I

Information as required pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), in respect of Directors seeking appointment/re-appointment/payment of remuneration at the Annual General Meeting:

Name of Director	Mr. Rajendra Agarwal
DIN	00227233
Date of Birth	September 19, 1962
Age	61 Years
Date of first Appointment on the Board	September 29, 1993
Qualifications	He is a gold medalist in Textile Technology.
Experience and Expertise in Specific Functional Area	He has over three decades of techno-commercial experience in the textile industry. He is also involved in the Company’s Design & Development Department and oversees Export Marketing of Fabrics. He is instrumental in taking strategic decisions on the selection of Technology, production processes and setting up of the infrastructure facilities for the Company. His ability to understand the requirements of the market in terms of Designs, Colours & Finishes of the fabrics has helped the Company to command premium in the market, which has benefited the Company. He has sharp business acumen and excellent administrative skills, which has led to the growth in volume and turnover apart from building a strong team of loyal, experienced and efficient professional management team.
Terms and conditions of re-appointment / revision / remuneration	NIL
Remuneration last drawn	During the year 2023-24, Mr. Rajendra Agarwal was paid a remuneration of Rs. 32.59 Lakhs from the Company.
Number of Board Meetings attended during the year 2023-24	4 (Four) out of 4 (Four)
Directorship held in other Listed companies (As on March 31, 2024)	-
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2024)	<ul style="list-style-type: none"> ▪ OCM Private Limited ▪ Gencrest Private Limited ▪ OCM Flooring Private Limited ▪ NEO Stretch Private Limited
Chairmanship/ Membership of Committees of the Board of Directors in this Company (As on March 31, 2024)	Donear Industries Limited <ul style="list-style-type: none"> ▪ Audit Committee - Member ▪ Stakeholders Relationship Committee - Member ▪ Risk Management Committee - Chairperson ▪ Corporate Social Responsibility Committee - Member
Chairmanship/ Membership of Committees of the Board of Directors of other Companies (As on March 31, 2024)	-
Shareholding as on March 31, 2024	38,61,814
Relationship with other Directors / Key Managerial Personnel(s)	Mr. Rajendra Agarwal is brother of Mr. Ajay Agarwal, who is the Whole-time Director of the Company.

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Directors’ Report and Corporate Governance Report forming part of the Annual Report.