

## NOTICE

**NOTICE** is hereby given that the Thirty-Fourth (34<sup>th</sup>) Annual General Meeting of the members of **Donear Industries Limited** (“the Company”) will be held on Friday, September 25, 2020 at 03:00 P.M. through two-way Video Conferencing (“VC”) facility / Other Audio Visual Means (“OAVM”) to transact the following business:

### Ordinary business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2020.
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.
4. **To re-appoint and fix the remuneration of Statutory Auditors of the Company**

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

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 read with 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Audit Committee and approved by the Board of the Company, the approval of Members be and is hereby accorded for re-appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as Statutory Auditors of the Company for a second term of five years to hold office from conclusion of this Annual General Meeting i.e. 34<sup>th</sup> Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting of the Company to be held in the year 2025 at an annual remuneration/ fees as recommended by the Board and given in the explanatory statement, with a power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision in the remuneration during the tenure of five years, in such manner and to such extent as may be mutually agreed with the Statutory Auditors;

**RESOLVED FURTHER THAT** any of the Director or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to file necessary intimation with Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities, in this regard on approval of said appointment by the Members and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

### Special Business:

5. **Ratification of remuneration of Cost Auditors of the Company**

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 recommendation of the Audit Committee, the remuneration payable to M/s. Y. R. Doshi & Co., Cost Accountant, Mumbai (Firm Registration No. 000003, 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, 2021, amounting to Rs. 1,25,000/- (Rupees One Lakhs Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified;

**RESOLVED FURTHER THAT** 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.”

6. **Appointment of Mr. Govind Shrikhande (DIN: 00029419) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Govind Shrikhande (DIN: 00029419), who was appointed as an Additional Director (Non-Executive and Independent) of the Company by the Board of Directors with effect from November 11, 2019 and who holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from November 11, 2019 to November 10, 2024;

**RESOLVED FURTHER THAT** anyone of the Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time.”

7. **Re-appointment of Mrs. Medha Pattanayak (DIN: 07157952) as an Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time

being in force) and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to recommendation of the Nomination and Remuneration Committee, Mrs. Medha Pattanayak (DIN: 07157952), who was appointed as an Independent Director of the Company at the 29<sup>th</sup> Annual General Meeting of the Company and who holds office of the Independent Director up to September 25, 2020 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of five consecutive years commencing from September 26, 2020 to September 25, 2025;

**RESOLVED FURTHER THAT** anyone of the Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

**8. Approval for Material Related Party Transactions:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 of the Companies Act, 2013 ("the Act") read with Companies (Meeting of Board and its Powers) Rules, 2014 ("the Rules") as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and as recommended by Audit Committee and approved by the Board of Directors of the Company, the approval of Members be and is hereby accorded to ratify/ approve all contracts / arrangements /agreements entered into/to be entered by the Company with the related party(ies) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2020-21, the value of which either singly or all taken together may exceed the limits as specified under Listing Regulations as per details set out in the explanatory statement annexed hereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including without limitation, negotiation, finalizing and executing necessary agreements, documents and such other papers or writings as may be deemed necessary or expedient and/or obtaining approvals, statutory or contractual, in relation to the above and/or approving the terms and conditions of transaction(s) thereof and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, in the best interest of the Company and to delegate all or any of its powers herein conferred to any Committee of Directors, Director(s) or Officer(s) of the Company, if Board deems fit, to give effect to this resolution."

**Notes:**

1. In view of the continuing CoVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as "SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. National Securities Depository Limited ("NSDL") shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
2. In view of the massive outbreak of the CoVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA and SEBI Circulars, physical attendance of the Members is not required at the AGM and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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.
5. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No. 27 below. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members of the Company under the category of Corporate/Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

8. The Statement pursuant to Section 102 of the Act and Secretarial Standard – 2 on General Meetings relating to the Special Business to be transacted at the AGM is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
9. A brief profile of Directors who retires by rotation/appointed/re-appointed including nature of their expertise along with related details as required under the provisions of Act, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) is provided in Annexure - I to this Notice.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to email at investor@donear.com to the Company on or before September 22, 2020. The same will be replied by the Company suitably.
11. The Registers as required under the Act and the documents referred to in the Notice shall be available for inspection. However a request for the same can be made at investor@donear.com. stating Folio no. / DP ID - Client ID. up to the date of AGM i.e., Friday, September 25, 2020.
12. 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 by quoting their Folio number or their DP ID and Client ID number, as the case may be at email id: rnt.helpdesk@linkintime.co.in.
13. **Book Closure:** The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive).
14. 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.
15. **Dividend:** Dividend as recommended by the Board of Directors for the financial year 2019-20, if declared at the AGM, will be paid within the time prescribed under the law subject to deduction of tax at source, as may be applicable, to those persons:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, September 18, 2020 (i.e. record date) in the list of Beneficial Owners to be furnished by Depositories in respect of the shares held in electronic form; and
  - (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Friday, September 18, 2020 (i.e. record date) after giving effect to valid request(s) received for transmission/ transposition of shares; and valid requests of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to April 01, 2019 and returned due to deficiency in the documents) lodged with the Company/ its Registrar & Share Transfer Agents on or before Friday, September 18, 2020.
16. **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, Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. A separate e-mail will be sent at the registered e-mail id of the Members describing about the detailed process to submit / upload the documents / declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents / declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company www.donear.com.

A Resident individual Shareholder with PAN 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 updating the details on the link provided by the Company’s RTA namely <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by emailing the documents at [doneartaxexemption@linkintime.co.in](mailto:doneartaxexemption@linkintime.co.in) latest by Thursday, September 17, 2020. Shareholders are requested to note that in case their PAN is not registered, 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 it on the link provided by the Company’s RTA namely <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by emailing the documents at [doneartaxexemption@linkintime.co.in](mailto:doneartaxexemption@linkintime.co.in) latest by Thursday, September 17, 2020.

The Company provides the facility to the Members for remittance of Dividend directly in electronic mode through Electronic Clearing Service or any other means. In view of the outbreak of the COVID-19 pandemic and resultant difficulties involved in dispatching of physical Dividend warrants, Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Bank Account Number, 9 digit MICR and 11 digit IFSC Code), along with their Folio Number on the link of the Company’s Registrar at [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) or by emailing at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [investor@donear.com](mailto:investor@donear.com).

Shareholder holding shares in dematerialized form are requested to provide the said details to their respective Depository Participants. The Company or its RTA cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars. Such changes are to be advised only to the Depository Participant of the Members.

17. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the bank account detail, the Company shall dispatch the dividend warrant/ bankers’ cheque/demand draft to such Members, upon normalisation of postal services and other activities.
18. **IEPF:** Under the Act, dividends that are unclaimed / unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government. An amount of Rs. 20,996 being unclaimed/unpaid dividend of the Company for the financial year ended March 31, 2012 was transferred to IEPF.

The Company paid to IEPF on October 10, 2019, an amount of Rs. 1,929.20 towards dividend for the financial year ended March 31, 2019 on such Shares which were transferred to IEPF.

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 2012-13 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
2012-2013	September 28, 2013	October 28, 2020
2013-2014	September 24, 2014	October 30, 2021
2014-2015	September 26, 2015	November 01, 2022
2015-2016	September 24, 2016	October 30, 2023
2016-2017	September 23, 2017	October 29, 2024
2017-2018	September 29, 2018	November 04, 2025
2018-2019	September 23, 2019	October 29, 2026

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2019 on the website of the Company at <https://www.donear.com>.

Members are requested to note that, pursuant to the provisions of Section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA. In accordance with the aforesaid IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regards in Newspapers.

Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

19. **Nomination:** Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
20. **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 dematerialised 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.  
Members are accordingly 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. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.
21. 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.
22. 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 by emailing at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [investor@donear.com](mailto:investor@donear.com).
23. **Electronic Dispatch of Notice and Annual Report:** In compliance with the MCA and SEBI Circulars, Notice of the 34th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. A copy of this Notice along with the Annual Report for Financial Year 2019-20 is uploaded on the Company's website [www.donear.com](http://www.donear.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
24. **Non-Resident Members:**  
Non-Resident Indian Members are requested to inform Registrar and Transfer Agents/ their respective Depository Participants immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their Bank Account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No., and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the Bank Account directly.
25. 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 by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or on their website [www.linkintime.co](http://www.linkintime.co). 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. On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification. Members can also contact by emailing at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [investor@donear.com](mailto:investor@donear.com).

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 RTA by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or on their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the email/bank 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. Members can also contact by emailing at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [investor@donear.com](mailto:investor@donear.com). This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.

26. **Procedure for Remote E-voting:**

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the proceeding of the AGM will be provided by NSDL.
- II. The remote e-voting period begins on Tuesday, September 22, 2020 at 09:00 A.M. and ends on Thursday, September 24, 2020 at 05:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020, 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.
- III. 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 September 18, 2020. 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.
- IV. The details of the process and manner for remote e-voting are explained herein below:

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

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

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

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 ‘Shareholders/ Member’ section.

A new screen will open. You will have to enter your User ID, your Password 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.*

1. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****.
a) 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*****.
a) 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***

2. Your password details 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 with the Company/ Depository, please follow the instructions mentioned in **Note/ Step No. 25**, of this notice.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:  
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](http://www.evoting.nsdl.com).  
Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.  
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**27. Instructions for Members attending the AGM through VC/OAVM are as under:**

1. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting. Member will be able to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM and submit votes on announcement by the Chairman. 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. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
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.  
Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at 022-24994360 or Mrs. Soni Singh, Assistant Manager, NSDL at 022- 2499 4559 / [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or Mr. Anubhav Saxena, Assistant Manager, NSDL at [anubhavs@nsdl.co.in](mailto:anubhavs@nsdl.co.in) / 022-2499 4835.
5. Members who hold shares of the Company as on Friday, September 18, 2020 being the cut of date and who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, mobile number at [investor@donear.com](mailto:investor@donear.com) between Saturday, September 19, 2020 and Tuesday, September 22, 2020 (05:00 P.M. IST).
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**28. The instructions for Members for e-voting on the day of AGM are as under:**

1. The procedure for e-Voting on the day of 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. For any grievances connected to voting during the AGM, Members can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at 022-24994360 or Mrs. Soni Singh, Assistant Manager, NSDL at 022- 2499 4559 / [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or Mr. Anubhav Saxena, Assistant Manager, NSDL at [anubhavs@nsdl.co.in](mailto:anubhavs@nsdl.co.in) / 022-2499 4835..
29. **General Guidelines for shareholders**
1. 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](mailto:csymsharma@gmail.com) with a copy marked to [investor@donear.com](mailto:investor@donear.com) / [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.  
  
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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-Voting, then he/she can use his/her existing User ID and password for casting the vote.
30. 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 15 minutes after the conclusion of the Meeting.
31. **Scrutinizer for E-Voting:** Mr. Yogesh Sharma (Membership No.: ACS 33235, 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.
32. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutiniser’s report shall be communicated to the stock exchanges on which the Company’s shares are listed, NSDL and will also be displayed on the Company’s website at [www.donear.com](http://www.donear.com).

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

Sakshi Bajaj  
Company Secretary

Mumbai,  
August 24, 2020

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

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

**Item No. 4**

The Members of the Company at the 31st Annual General Meeting ("AGM") held on September 23, 2017 approved the appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as the Statutory Auditors of the Company to hold office from the conclusion of the said AGM till the conclusion of 34<sup>th</sup> AGM. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval.

The present remuneration of Auditors for conducting the Statutory Audit for the financial year 2019-20 is Rs. 7,00,000 (Rupees Seven Lakhs Only) plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred and for other service(s) is Rs. 60,000 (Rupees Sixty Thousand Only).

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommends for the approval of the Members, the re-appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 39<sup>th</sup> AGM. On the recommendation of the Committee, the Board also recommends for the approval of the Members, the remuneration of Rs. 7,00,000 (Rupees Seven Lakhs Only), exclusive of applicable taxes thereon and out of pocket expenses, for the Statutory Audit of financial year ending March 31, 2021 payable to M/s. Kanu Doshi Associates LLP. The power shall be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration for remaining tenure as may be mutually agreed with the Statutory Auditors and to pay the fees separately for every permitted service/statutory certification (other than statutory audit) rendered by Statutory Auditor from time to time.

Before recommending their re-appointment and remuneration, the Audit Committee considered various parameters like capability to serve a diverse business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge, etc., and found Auditors to be best suited to handle the scale and diversity associated with the audit of the financial statements of the Company. Also, the Committee found their performance to be satisfactory in their previous term.

Kanu Doshi Associates ('KDA'), founded in year 1979, is the team of experienced professionals with diverse industry experience across verticals. They have extensive experience in dealing with corporate and institutional clients. It offers wide array of professional services in the fields of Audit & Assurance, Accountancy, Tax, Internal Financial Control, Regulatory matters etc. KDA also offers business advisory services in fields of merger & acquisitions, restructuring, fund raising, valuation & due diligence etc. through its consulting arm i.e. KDA Corporate Advisors LLP. It is also member firm of ANTEA (Alliance of Independent Firms) which has a strong presence in Europe and Latin America.

M/s. Kanu Doshi Associates LLP have given their consent to act as the Auditors of the Company and have confirmed that they are not disqualified from being appointed and the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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 of Directors recommends the ordinary resolution as set out in Item no. 4 for your approval.

**Item No. 5:**

The Board of Directors, at its Meeting held on June 30, 2020, upon the recommendation of the Audit Committee, approved the appointment of M/s. Y. R. Doshi & Co., Cost Accountant, Mumbai (Firm Registration No. 000003, 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, 2021, at a remuneration of Rs. 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 Accountant, 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 cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 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, 2021.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

**Item No. 6:**

The Board of Directors of the Company pursuant to recommendation of the Nomination and Remuneration Committee, has appointed Mr. Govind Shrikhande (DIN: 00029419) as an Additional Director (Non-executive and Independent) in their Meeting held on November 11, 2019 and who holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 ("the Act") and who qualifies for being appointed as an Independent Director. The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Mr. Govind Shrikhande holds a Masters' Degree in Marketing and Bachelors' Degree in Textile Technology. He has also served as Managing Director of Shoppers Stop for 8 years and stepped down in June 2018. He has worked in various capacities with Fabric, Apparel & Retail Business. He is presently in new role as Mentor of startups in Digital and Retail areas. & Independent Board Member of a few companies. He has an overall experience of 36 years and holds expertise in Strategy, People Management, Scaling up, Marketing, Loyalty & Analytics and Digitization.

Mr. Govind Shrikhande is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as a Director. The Company has also received declarations from Mr. Govind Shrikhande stating that he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Govind Shrikhande is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mr. Govind Shrikhande, fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and he is independent of the management.



Accordingly, the Board of Directors has proposed to the Members of the Company, the appointment of Mr. Govind Shrikhande (DIN: 00029419) as Independent Director on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from November 11, 2019 to November 10, 2024.

Mr. Govind Shrikhande would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof and profit related commission as may be approved by the members, from time to time.

The Board is of the view that Mr. Govind Shrikhande's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

Brief Profile of Mr. Govind Shrikhande, including nature of his expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure – I to this Notice.

Save and except Mr. Govind Shrikhande and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 6 of the Notice for approval of the Members.

**Item No. 7:**

Mrs. Medha Pattanayak (DIN: 07157952) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), by Shareholders at the 29th Annual General Meeting of the Company held on September 26, 2015. Accordingly, she hold office as Independent Director of the Company up to September 25, 2020 ("first term" in line with the provisions of the Act). The Company has received notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mrs. Medha Pattanayak, for the office of Director of the Company.

Mrs. Medha Pattanayak is B.Sc. in physics and Certified Associate of Indian Institute of Bankers (CAIIB). She joined State Bank group in 1988 and has worked through various assignments for about 25 years till she sought voluntary retirement from the Bank in 2013. She has handled primarily large corporate clients during her stint at the IFB & head of an Asset Management team at overseas branch of the bank at Mumbai. She worked as the Branch Manager of the bank's Dadar branch, a specialized MSME branch. She has also worked as a Vice President in SBI Capital Markets for a period of 4 years gaining experience of the Capital Markets and Investment banking activities. She holds an expertise in Banking, Investment Banking and other loan related facilities.

Mrs. Medha Pattanayak is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received declarations from Mrs. Medha Pattanayak stating that she meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Listing Regulations. Mrs. Medha Pattanayak is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mrs. Medha Pattanayak, fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

The Nomination and Remuneration Committee at its Meeting held on August 24, 2020 on the basis of performance evaluation of Independent Directors and taking into account the business knowledge, experience and the contribution made by Mrs. Medha Pattanayak during her tenure, has recommended to the Board that continued association of Mrs. Medha Pattanayak as Independent Director of the Company would be beneficial to the Company. Based on the above and the performance evaluation of Independent Director, the Board recommends the re-appointment of Mrs. Medha Pattanayak, as Independent Director of the Company, not liable to retire by rotation, to hold office for second term of five consecutive years commencing from September 26, 2020 upto September 25, 2025.

Mrs. Medha Pattanayak would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof and profit related commission as may be approved by the members, from time to time.

Brief Profile of Mrs. Medha Pattanayak including nature of her expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure – I to this Notice.

Save and except Mrs. Medha Pattanayak and her relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

**Item No. 8:**

The Chairman informed the Board that pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of the Members by resolution in case Related Party Transactions ("RPT") exceed such sum as specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on an arm's length basis. The Company shall enter the RPT(s) in the ordinary course of business and at arm's length basis.

However, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), approval of Audit Committee is required for all related party transactions and approval of Members is required for all material related party transactions even if they are entered into in the ordinary course of business on an arm's length basis.

For this purpose, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual consolidated turnover as per the last audited financial statements of Company.

During the Financial year 2020-21, the value of RPT either singly or all taken together may exceed the limit of 10% of the total turnover as per the financials of 2019-20 of the Company.

Pursuant to the requirements prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, the details in relation to such transactions with related parties, are as under:

Name of the Related Party	Nature of Transactions	Monetary value of transactions (Rs. in Lakhs)	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Any other information relevant or important for the Members to take decision on the proposed resolution
<b>Neptune Fabs</b>	Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	350.50	Mr. Rajendra Agarwal and Mr. Ajay Agarwal	Related party as per the definition provided under the Act and/or Listing Regulation.	The transaction have been reviewed and approved by the Audit Committee and Board. All the transactions entered /to be entered into by the Company shall be in ordinary course of business and at arm's length basis.
<b>Venus Textiles</b>	Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	815.57			
<b>Lotus Fabrics</b>	Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	394.00			
<b>Mercury Industries</b>	Sale & Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	1003.00			
<b>GBTL Limited</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	6316.00			
<b>OCM Private Limited</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	3510.00			
<b>Donear Synthices Limited</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	25.00			
<b>Vinayak Textiles</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	263.00			
<b>Krishna Fabrics</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	248.00			
<b>Laxmi Enterprises</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	203.00			
<b>Hanuman Fabrics</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	320.00			
<b>Shiv Textiles</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	300.00			
<b>Mr. Rajendra Agarwal</b>	Loan Received	2000.00			
<b>Mr. Ajay V. Agarwal</b>	Loan Received	500.00			
<b>R. Ajay Kumar Real Estate LLP</b>	Leasing of Property	25.00			
<b>UN Reality Private Limited</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	30.00			
<b>V.R.A. Reality Private Limited</b>	Sale & Purchase of Goods, Fixed Assets & Other Services	30.00			

The Audit Committee and the Board of Directors of the Company at their respective Meetings held on June 30, 2020 have reviewed and approved the above related party transactions and recommended for the approval of Members of the Company.

The contracts/ arrangements /transactions with the above entities are necessary in the ordinary course and have a significant role in the Company's operations. Therefore, the Board of Directors recommends the resolution as set out at Item no. 8 for approval of shareholders as an Ordinary Resolution.

Pursuant to Regulation 23 of the Listing Regulations, all entities falling under the definition "Related Party" shall abstain from voting in respect of the proposed resolution given in the notice, irrespective of whether the entity is a party to the particular transaction or not.

Except Mr. Rajendra Agarwal and Mr. Ajay Agarwal and their relatives, none of the other directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at item no. 8 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	Mr. Govind Shrikhande	Mrs. Medha Pattanayak
DIN	00227233	00029419	07157952
Date of Birth	September 19, 1962	September 07, 1960	November 5, 1964
Age	58 Years	60 Years	56 Years
Date of first Appointment on the Board	September 29, 1993	November 11, 2019	May 05, 2015
Qualifications	The Promoter and Managing Director of the Company. He is a gold medalist in Textile Technology.	Mr. Govind Shrikhande holds a Master's Degree in Marketing and Bachelor's Degree in Textile Technology.	Mrs. Medha Pattanayak is B.Sc. in physics and Certified Associate of Indian Institute of Bankers (CAIIB)
Experience and Expertise in Specific Functional Area	He has over two decades of techno-commercial experience in the textile industry.	Mr. Govind has also served as Managing Director of Shoppers Stop for 8 years and stepped down in June 2018. He has worked in various capacities with Fabric, Apparel & Retail Business. He is presently in new role as Mentor of startups in Digital and Retail areas. & Independent Board Member of a few companies. He has an overall experience of 36 years and holds expertise in Strategy, People Management, Scaling up, Marketing, Loyalty & Analytics and Digitization.	Mrs. Medha joined State Bank group in 1988 and has worked through various assignments for about 25 years till she sought voluntary retirement from the Bank in 2013. She has handled primarily large corporate clients during her stint at the IFB & head of an Asset Management team at overseas branch of the bank at Mumbai. She worked as the Branch Manager of the bank's Dadar branch, a specialized MSME branch. She has also worked as a Vice President in SBI Capital Markets for a period of 4 years gaining experience of the Capital Markets and Investment banking activities. She holds an expertise in Banking, Investment Banking and other loan related facilities.
Terms and conditions of appointment / re-appointment / revision / remuneration	As approved in the Annual General Meeting held on September 29, 2018.	As per the resolution at Item No. 6 of the Notice.	As per the resolution at Item No. 7 of the Notice.
Remuneration last drawn	During the year 2019-20, Mr. Rajendra Agarwal was paid a remuneration of Rs. 28.03 Lakhs from the Company	-	During the year 2019-20, Mrs. Medha Pattanayak was paid sitting fees of Rs. 0.09 Lakhs.
Number of Board Meetings attended during the year 2019-20	6 (Six) out of 6 (Six)	1 (One) out of 2 (Two) held since his appointment.	6 (Six) out of 6 (Six)
Directorship held in other Listed companies (As on March 31, 2020)	-	V-Mart Retail Limited	-
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2020)	OCM Private Limited	India Retails & Hospitality Private Limited	-
Chairmanship/ Membership of Committees of the Board of Directors of other Companies (As on March 31, 2020)	<ul style="list-style-type: none"> <li>Donear Industries Limited</li> <li>▪ Audit Committee - Member</li> <li>▪ Stakeholders Relationship Committee - Member</li> <li>▪ Risk Management Committee - Chairperson</li> <li>▪ Corporate Social Responsibility Committee - Member</li> </ul>	<ul style="list-style-type: none"> <li>V-Mart Retail Limited</li> <li>▪ Audit Committee - Member</li> <li>▪ Nomination and Remuneration Committee - Member</li> <li>▪ Corporate Social Responsibility Committee - Member</li> <li>▪ Risk Management Committee - Member</li> </ul>	<ul style="list-style-type: none"> <li>Donear Industries Limited</li> <li>▪ Audit Committee - Chairperson</li> <li>▪ Nomination and Remuneration Committee - Member</li> <li>▪ Stakeholders Relationship Committee - Chairperson</li> <li>▪ Risk Management Committee - Member</li> <li>▪ Corporate Social Responsibility Committee - Chairperson</li> </ul>
Shareholding as on March 31, 2020	38,61,814	1,651	-
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.	Not related to any other director or KMP of the Company.	Not related to any other director or KMP 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.

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

**Sakshi Bajaj**  
Company Secretary

Mumbai,  
August 24, 2020

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