

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of DONEAR INDUSTRIES LIMITED will be held on 23rd September, 2017 at Donear House, 9th Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai – 400 093 at 11.30 am to transact the following business:-

Ordinary business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Profit and Loss account for the year ended on that date together with Directors and Auditors Report thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Vishwanath L. Agarwal (DIN: 00223140) who retires by rotation and being eligible offers himself for reappointment.
4. To consider the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai (Firm Registration No.104746W/W100096), be and are hereby appointed as statutory auditors of the company in place of the retiring auditors M/s. M. L. Bhuwania and Co. LLP, Chartered Accountants, Mumbai (Firm Registration No.101484W/W100197) to hold the office from the conclusion of this meeting till the conclusion of 34th Annual General meeting) subject to ratification of their appointment at every Annual General meeting, if so required under the Act) at such remuneration including applicable taxes and out of pocket expenses, as may be mutually agreed between the board of directors of the company and the Statutory Auditors.

Special Business:

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Y. R. Doshi & Co., Cost Accountant, Mumbai (Membership No. 3286) be and are hereby appointed as Cost Auditors of the Company for financial year ending 31st March, 2018 on a remuneration of Rs. 1,25,000/- (Rupees One lac Twenty Five Thousand Only) plus taxes as applicable and out of pocket expenses as approved by the Board of Directors of the Company to conduct the Cost audit of the Companies Textile manufacturing unit at Surat and Silvassa”

6. To consider and if thought fit, to pass with or without modification(s) if any, the following as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014 and any other applicable Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members of the Company, maintained under Section 88 of the Companies Act, 2013 together with the Index of Members of the Company filed under Section 92 of the Companies Act, 2013, at the office of the Registrar and Share Transfer Agents of the Company, viz., Link Intime India Private Limited having its registered office located at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, instead of keeping such Register of Members and copies of Annual Returns at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

Explanatory Statement pursuant to Sec.102 (1) of the Companies Act, 2013

Item No. 5:

Pursuant to Section 148 of the Companies Act, 2013 and Rules 14 of the Companies (Audit and Auditors) Rules, 2014 the Board shall appoint a cost accountant in practice and fix the remuneration on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of directors and ratified by the shareholders.

The Audit Committee at its meeting held on 30th May, 2017 has considered M/s. Y. R. Doshi, Cost accountants for conducting cost audit of the Company's textile manufacturing units at Silvassa and Surat on a remuneration of Rs.1,25,000/- plus taxes as applicable and reimbursement of actual out of pocket expenses incurred for the financial year ending 2018.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at item No. 5 of the Notice.

Item No. 6:

The Register/Index of Members were maintained at the office of the Company's Registrar & Share Transfer Agents (RTA), Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078.

Due to the change in the Registered Office of Link Intime India Private Limited w.e.f. February 27, 2017, the Company's Register of Members and its accompanying documents are shifted to their registered office located at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.

The Board recommends the Resolution at Item No. 6 of the Notice for approval by the Members.

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

Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
2. The instrument appointing the proxy should be deposited with the Registered Office of the company not less than 48 hours before the commencement of the meeting.
3. Members are requested to intimate any change in their address to the Registrar and Transfer Agents of the Company at the following address:
LINK INTIME INDIA PVT LTD
C-101,247 PARK, L.B.S. MARG,
VIKHOLOI (WEST), MUMBAI - 400083
4. The Register of members and share Transfer Register will remain closed from **14.09.2017** to **22.09.2017** (both days inclusive).

5. Dividend, if declared, will be payable to those members whose names appear on the Register of members of the Company on 13th September, 2017 and in respect of shares held in Electronic form the dividend will be paid to the beneficial owners as per details furnished by the depositories for this purpose.
6. Shareholders are requested to inform their Bank Account Numbers, Name and address of the Bank/Branch so that the same can be incorporated with their names in dividend warrants to avoid fraudulent encashment.
7. Members who hold shares in dematerialized form are requested to bring their ID & DPID numbers for easy identification of attendance at the meeting.
8. Shareholders seeking any information with regards to audited accounts are requested to write to the Company at least 10 days in advance so as to keep the information ready.
9. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs. Members are requested to provide their e-mail address through SMS along with DP ID/Client Id to mobile No. +91 9769808373 and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
10. Members may note that the company has to transfer the dividends which remain unclaimed/unencashed over a period of 7 years to Investor Education and Protection Fund (IEPF) U/S 125 of the Companies Act, 2013. The details of dividend paid by the Company and respective due dates of transfer to the said Fund of the Central Governments, which remain unencashed, are as under:

Date of Declaration	Dividend for the year	Due date for transfer to the Government
25-09-2010	2009-2010	25 th October, 2017
24-09-2011	2010-2011	24 th October, 2018
22-09-2012	2011-2012	22 nd October, 2019
28-09-2013	2012-2013	28 th October, 2020
24-09-2014	2013-2014	24 th October, 2021
26-09-2015	2014-2015	26 th October, 2022
24-09-2016	2015-2016	24 th October, 2023

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

In terms of the provisions of section 125 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years is required to be transferred to Investor Education and Protection Fund and in compliance thereof the Company had transferred unclaimed dividend amount for the financial years upto 2008-2009 to the Investor Education and Protection Fund (IEPF) set up by the Central Government and now no claim in respect thereof lies either against the Company or the Fund.

As mandated by the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Company) Rules, 2013, the particulars of the shareholders whose dividend amounts have remained unpaid for the financial years 2009-10 onwards are made available on website of the Company i.e. www.donear.com. The said details are also available on the portal of Investor Education and Protection Fund at www.iepf.gov.in. Shareholders who have not encashed dividend warrants for the aforesaid period are requested to write to the Company/ RTA to claim unpaid amounts.

11. Re-appointment of Director:

Mr. Vishwanath Agarwal retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for appointment. The information/details pertaining to the Director in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Details of Director seeking reappointment at the forthcoming Annual General Meeting on 23rd September, 2017 (in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

(i)	Name of the Directors.	Mr. Vishwanath L. Agarwal
(ii)	Date of Birth.	10-07-1938
(iii)	Date of appointment	01-01-1990
(iv)	Experience in Specific Area	Promoter Director. He has more than 45 years of experience in textile Industry.
(v)	List of other companies in which directorships held	Donear Synthetics Limited

12. Voting through electronic means

In Compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Donear Industries Limited (“the Company”) is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select the Electronic Voting Sequence Number (EVSN) – **“As Allotted Later”** along with “Donear Industries Limited” from the drop down menu and click on “SUBMIT”
- iv) Now enter your User ID (For CDSL:16 digit beneficiary ID, For NSDL: 8 characters DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and Click on Login.
- v) If you are holding shares in Demat form and had logged on www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:

		For Members holding shares in Demat Form and Physical Form
PAN		Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use Sequence number which is printed on Address Stick indicated in the PAN field.
DOB#		Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#		Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the relevant <Company Name> EVSN on which you choose to vote.
- x) On the voting page, you will see Resolution Description and against the same the option "YES/No" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "Resolution File Link" if you wish to view the entire Resolutions.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the Physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b) The voting period begins on 20th September, 2017 at 9.00 a.m. and ends on 22nd September, 2017 at 5.00 p.m. During this period shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date 16th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- d) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut off date of 16th September 2017.
- e) Mr. Yogesh Sharma, Practising Company Secretary (C.P.No. 12366) has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f) As the voting of the Members is through electronic means, the members who do not have access to e-voting, may requisite a Physical Ballot form from the Registered office of the Company. You are required to fill in the ballot form and enclose it in sealed envelope and send it the scrutinizer so as to reach the Scrutinizer not later than 22nd September, 2017 at 5.00 p.m. Ballot Form received after this date will be treated as invalid. The Scrutinizer's decision on the validity of the forms will be final. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a

Member casts votes by both modes, voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- g) The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith forward to the Chairman of the Company.
- h) The results declared along with the scrutinizers report shall be placed on the Company's website www.donear.com and on the website of CDSL within 2 (two) days of passing of the resolutions.

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

Company Secretary

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

DONEAR INDUSTRIES LIMITED

CIN: L99999MH1987PLC042076

Registered Off. Add: Donear House, 8th Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai - 400 093E -mail id: info@donear.com Website: www.donear.com**BALLOT FORM
(In lieu of E-voting)**

Sr. No.

Registered Folio No. / DPID No. / Client ID No. :
Name & Address :Name(s) of the Joint Member(s), if any :
No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 31st Annual General Meeting of the Company dated 23rd September 2017, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
	Ordinary Business:			
1.	Adoption, of Financial statements for the year ended 31 March 2017 and the Directors' and Auditors' Report thereon			
2.	To declare dividend			
3.	Re-appointment of Mr. Vishwanath L. Agarwal as Director, who retires by rotation			
4.	Appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration.			
	Special Business:			
5.	Appointment of M/s Y. R. Doshi & Co., Cost Accountant as Cost Auditors and fixing their remuneration.			
6.	Change of the address for keeping the Register of Members of the Company			

Place :

Date :

Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 5.00 p.m. on 22nd September 2017 shall only be considered.

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E-Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - www.evotingindia.com

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, **Mr. Yogesh Sharma, Practicing Company Secretary at B/1, Neha Apartment, Opp. Badwaik Hospital, L.B.S. Marg, Bhandup (West), Mumbai - 400 078** to his email id **csymsharma@gmail.com**, so as to reach by 5.00 p.m. of 22nd September, 2017. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per records of the share transfer agent of the Company (i.e. Link Intime India Private Limited). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Notice of Annual General Meeting and are also placed on the website of the Company.

DONEAR INDUSTRIES LIMITED

CIN: L99999MH1987PLC042076

Registered Off. Add: Donear House, 8th floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East),
Mumbai - 400 93

E-mail id: info@donear.com Website : www.donear.com

ATTENDANCE SLIP

I / We hereby record my / our presence at the 31st Annual General Meeting of the Company on Saturday, 23rd September, 2017 at 11.30 a.m. at Donear House, 9th Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai - 400 093

Folio No. / DP ID and Client ID No. _____

Name/s

1st Name : _____

Joint Holder : _____

Joint Holder : _____

Full name of the *Shareholder/ Proxy
(in block letters)

Signature of *Shareholder/Proxy

*Strike out whichever is not applicable

E-mail ID _____

NOTE : Members who have multiple folios/demat accounts with different joint-holders may use copies of this attendance slip.

DONEAR INDUSTRIES LIMITED

CIN: L99999MH1987PLC042076

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

E –mail id: info@donear.com Website: www.donear.com

PROXY FORM

Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN L99999MH1987PLC042076
Name of the Company **DONEAR INDUSTRIES LIMITED**
Registered Office Donear House, 8th Floor, Plot No. A-50, Road No. 1, MIDC,
Andheri (East), Mumbai – 400 093
Name of the member(s) :

Registered Address

E-mail ID

Folio No. or DP ID

I/We, being the member(s) of the above named company and holding _____ no. of shares hereby appoint

1	Name		Or failing him / her	2	Name		Or failing him / her	3	Name	
	Address				Address				Address	
	Email ID				Email ID				Email ID	
	Signature				Signature				Signature	

As my/our proxy to attend and vote (on a poll) for me /us and on my / our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday, 23rd September, 2017 at 11.30 a.m. at Donear House, 9th Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai No. 400 093, and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1) Adoption of Financial statements for the year ended 31st March 2017 and the Directors and Auditors Reports thereon
- 2) To declare dividend
- 3) Re-appointment of Mr. Vishwanath L. Agarwal as Director liable to retire by rotation.
- 4) Appointment of M/s. Kanu Doshi Associates LLP , as Statutory Auditors of the Company.
- 5) Appointment of M/s. Y. R. Doshi & Co., as Cost Auditor of the Company.
- 6) Change of the address for keeping the Register of Members of the Company.

Signed this _____ day _____ 2017.

Signature of shareholder

Signature of the proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

ROUTE MAP TO THE VENUE OF THE AGM

Donear House, 9th floor, Plot No. A/50, Road No. 1, MIDC, Andheri (East), Mumbai - 400 093

