

NOTICE

NOTICE is hereby given that the Thirty-Fifth (35th) Annual General Meeting of the members of **Donear Industries Limited** (“the Company”) will be held on Tuesday, September 21, 2021 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, 2021 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, 2021.
3. To appoint a Director in place of Mr. Ajay Agarwal (DIN: 00227279), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. 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 the recommendation of the Audit Committee, the remuneration payable to M/s. Y. R. Doshi & Co., Cost Accountant, Mumbai (Membership No. 3286), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022, amounting to Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified;

FURTHER RESOLVED 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.”

5. Re-appointment of Mr Anup Kumar Singh as an Executive Professional Director of the Company and fix his remuneration

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto (“SEBI Listing Regulations”) and subject to the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and subject to such sanctions as may be necessary the consent of the members be and is hereby accorded to the re-appointment of Mr. Anup Kumar Singh (DIN: 07343361) as an Executive Professional Director of the Company for a period of five years with effect from November 19, 2020 to November 18, 2025, liable to retire by rotation, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution

6. 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 2021-22, 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. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item Nos. 4 to 6 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 15, 2021 to Tuesday, September 21, 2021 (both days inclusive) for the purpose of AGM.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively and by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) allowed companies whose AGMs were due to be held in the year 2020 or becoming due in the year 2021, to conduct their AGMs on or before December 31, 2021 through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India (‘SEBI’) also issued Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“SEBI Circulars”). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars, Special Business mentioned at Item Nos. 4 to 6 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company. 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.
4. 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.
5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csymsharma@gmail.com with a copy marked to investor@donear.com / evoting@nsdl.co.in at least 48 hours before the commencement of AGM.
6. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No. 23 below. 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.
7. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
8. 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.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 18, 2021 through email on investor@donear.com. The same will be replied by the Company suitably.
10. 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., Tuesday, September 21, 2021.
11. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 (hereinafter referred to as “Registrar/ RTA”). Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company’s Registrar & Transfer Agents (“RTA”) viz., Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 by quoting their Folio number or their DP ID and Client ID number, as the case may be.
12. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
13. **Dividend:** Dividend as recommended by the Board of Directors for the financial year 2020-21, if declared at the AGM, will be paid within a period of 30 (thirty) days from the date of declaration 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 Tuesday, September 14, 2021 (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 Tuesday, September 14, 2021 (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, 2020 and returned due to deficiency in the documents) lodged with the Company/ its Registrar & Share Transfer Agents on or before Tuesday, September 14, 2021.

14. **TDS on Dividend:** Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with effect from April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). Further effective July 1, 2021, Finance Act, 2021 has inserted Section 206AB of the IT Act as a special provision for TDS for non-filers of income-tax return whereby tax has to be deducted at twice the rate specified in the relevant provision of the IT Act. The Shareholders are requested to refer to the Finance Act, 2020, 2021 and amendments thereof.

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 latest by Thursday, September 10, 2021. 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 latest by Thursday, September 10, 2021.

15. Further, in order to receive the dividend in a timely manner and to get prevented from fraudulent encashment of dividend warrants, the Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque, self-attested identity proof and address proof, for remittance of dividend through ECS/NEFT with RTA in respect of shares held in physical form by email at rnt.helpdesk@linkintime.co.in and with Depositories in respect of shares held in Demat form.
16. **IEPF:** The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the financial year 2012-13 to the IEPF Authority. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html> Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below.

Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2013-14 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
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
2019-2020	September 25, 2020	October 31, 2027

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, 2020 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.

17. **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 the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
18. **Transfer of shares permitted in Demat Form only:** As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in 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.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number.
21. **Electronic Dispatch of Notice and Annual Report:** In compliance with the MCA and SEBI Circulars, Notice of the 35th AGM along with the Annual Report for Financial Year 2020-21 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 2020-21 is uploaded on the Company's website www.donear.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com
22. Members who have not registered their E-mail Ids so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically. The Company through its RTA has enabled a following process for same:
 - a. **Registration of email ID for shareholders holding physical shares:**

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

Members of the Company holding Equity Shares of the Company in demat form and who have not registered their email addresses may temporarily get their email addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the email registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID/ Client ID, PAN, mobile number and email ID. This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.
23. **Procedure for Remote E-voting:**
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 EGM/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 venue voting on the date of the EGM/AGM will be provided by NSDL.
 - II. The remote e-voting period begins on Saturday, September 18, 2021 at 09:00 A.M. and ends on Monday, September 20, 2021 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 14, 2021, 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 details of the process and manner for remote e-voting are explained herein below:

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




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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown in the image below. After successful authentication, you will be redirected to NSDL Depository site to cast your vote on company name or e-Voting service provider i.e. NSDL for casting your vote during the meeting & voting during the meeting. <p>NSDL Mobile App is available on</p>    <p>Download NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned c2copy of Aadhar Card) by email to investor@donear.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@donear.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@donear.com. The same will be replied by the company suitably.
24. The voting rights of Members shall be in proportion to their shares of the paid up capital of the Company as on cut-off date of September 14, 2021. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who has ceased to be the member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the meeting.
25. 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.
26. **Scrutinizer for E-Voting:** Mr. Yogesh Sharma (Membership No.: F11305, C.P. No.: 12366), on the behalf of Yogesh Sharma & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.
27. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting 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 favour or against, if any, forthwith to the Chairman of the Company or person authorized by him who shall countersign the same and declare the results of the voting forthwith.
28. The Results will be declared within 48 hours of conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.donear.com and on the website of NSDL www.evoting.nsdl.com immediately. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Mayur Vajat
Company Secretary
Mumbai,

August 12, 2021

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 Board of Directors, at its Meeting held on June 22, 2021, upon the recommendation of the Audit Committee, approved the appointment of M/s. Y. R. Doshi & Co., Cost Accountant, Mumbai (Membership No. 3286), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2022, 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 the 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, 2022.

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

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

Item No. 5:

The Shareholders of the Company, at their Thirtieth Annual General Meeting held on September 24, 2016 appointed Mr Anup Kumar Singh (DIN: 07343361) as an Executive Professional Director of the Company for a term of five years upto November 18, 2020, liable to retire by rotation.

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr Anup Kumar Singh (DIN: 07343361) as an Executive Professional Director, liable to retire by rotation, for a further period of 5 (Five) years from November 19, 2020 upto November 18, 2025, subject to approval of Shareholders at this Annual General Meeting.

He holds B.E. (Mechanical), Chartered Engineer, Certified Energy Auditor from Bureau of Energy Efficiency, Boiler Operation Engineer.

He has played vital role in formulating strategies and effective implementation for Engineering and Utilities and is also responsible for the expansion and overall project management of our Company.

In consideration of the performance of his duties to the Company, Mr Anup Kumar Singh shall be entitled to the following remuneration:

Compensation per Annum

Amount in (Rs.)

A. Basic Pay		360000
B.	Allowance/Benefit	
1	House Rent Allowance	180000
2	Medical Reimbursement	15000
3	Office Wear Allowance	24000
4	Fuel & Maintenance	150000
5	Meal Voucher	30000
6	Education Allowance	2400
7	Washing Allowance	9600
8	Special Allowance	402352
C.	Fringes As per Company Policy	
1	Bonus(20% of Basic)	72000
2	Leave Encashment)	29988
D	Retiral	
1	Gratuity	17308

Where in any financial year, during the tenure of Mr. Anup Kumar Singh, Executive Professional Director of the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Anup Kumar Singh remuneration by way of salary, commission and perquisites not exceeding the limits as specified under Section II of Part II of Schedule V to the Act, as amended from time to time.

Mr Anup Kumar Singh has granted the consent for his re-appointment as an Executive Professional Director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board is of the view that Mr. Anup Kumar Singh'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. Anup Kumar Singh, 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. Anup Kumar Singh, 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. 5 of the Notice.

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

Item No. 6:

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 certain 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 2021-22, 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 2020-21 of the Company.

Pursuant to the requirements prescribed under the Companies (Meetings of the 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 Transaction	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
Neptune Fabs	Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	500.00	Mr. Rajendra Agarwal and Mr. Ajay Agarwal	Related Party as per the definition provided under the Act and/or Listing Regulations	The Transaction have been reviewed and approved by the Audit Committee and Board. All the transactions entered into by the Company shall be in ordinary course of business and at arm’s length basis.
Venus Textiles	Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	500.00			
Lotus Fabric	Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	500.00			
Mercury Industries	Sale & Purchase of Goods, Fixed Assets, Rent receivables, Other Recovery of Expenses & Other Services	1003.00			
GBTL Limited	Sale & Purchase of Goods, Fixed Assets & Other Services	6316.00			
OCM Private Limited	Sale & Purchase of Goods, Fixed Assets & Other Services	3510.00			
Donear Synthetics Limited	Sale & Purchase of Goods, Fixed Assets & Other Services	30.00			
Vinayak Textiles	Sale & Purchase of Goods, Fixed Assets & Other Services	100.00			
Krishna Textiles	Sale & Purchase of Goods, Fixed Assets & Other Services	100.00			
Laxmi Enterprises	Sale & Purchase of Goods, Fixed Assets & Other Services	100.00			
Hanuman Fabrics	Sale & Purchase of Goods, Fixed Assets & Other Services	100.00			
Shiv Textiles	Sale & Purchase of Goods, Fixed Assets & Other Services	100.00			
Mr Rajendra Agarwal	Loan Received	3500.00			
Mr Ajay V. Agarwal	Loan Received	1500.00			
R. Ajay Kumar Real Estate LLP	Leasing of Property	25.00			
UN Reality Private Limited	Sale & Purchase of Goods, Fixed Assets & Other Services	30.00			
V.R.A. Reality Private Limited	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 22, 2021 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. 6 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 concerned or interested, in any way, in the resolution set out at item no. 6 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. Ajay Agarwal	Mr. Anup Kumar Singh
DIN	00227279	07343361
Date of Birth	02-07-1966	02-02-1975
Age	55 Years	46 Years
Date of first Appointment on the Board	01-01-1998	19-11- 2015
Qualifications	Commerce Graduate	B.E. (Mechanical), Chartered Engineer, Certified Energy Auditor from Bureau of Energy Efficiency, Boiler Operation Engineer
Experience and Expertise in Specific Functional Area	Mr Ajay Agarwal has excellent marketing skills, controlling marketing network, Organizing Sales Conferences and Seminars	He has sound technical knowledge, defined new standards in the field of Fabric manufacturing.
Terms and conditions of re-appointment / revision / remuneration	As approved in the Annual General Meeting held on September 29,2018	As per the resolution No.5 of the Notice.
Remuneration last drawn	During the year 2020-21 Mr Ajay Agarwal was paid Nil remuneration	During the year 2020-21 Mr Anup Kumar Singh was paid a remuneration of Rs. 7.33 Lakhs
Number of Board Meetings attended during the year 2020-21	5 (Five) out of 6 (Six)	1 (One) out of 6(Six)
Directorship held in other Listed companies (As on March 31, 2021)	Nil	Nil
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2021)	Nil	Nil
Chairmanship/ Membership of Committees of the Board of Directors of other Companies (As on March 31, 2021)	Donear Industries Limited <ul style="list-style-type: none"> ● Stakeholders Relationship Committee - Member ● Corporate Social Responsibility Committee - Member ● Risk Management Committee - Member 	Nil
Shareholding as on March 31, 2021	37,29,500	Nil
Relationship with other Directors / Key Managerial Personnel(s)	Mr. Ajay Agarwal is brother of Mr. Rajendra Agarwal who is Managing Director of the Company	-

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

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

Mayur Vajat
Company Secretary

Mumbai,
August 12, 2021

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