

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the members of DONEAR INDUSTRIES LIMITED will be held on 26th September, 2015 at Donear House, 9th Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai - 400 093 to transact the following business

Ordinary business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and Profit and Loss account for the year ended on that date together with Directors and Auditors Report thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Ajay V. Agarwal (DIN: 00227279) who retires by rotation and being eligible offers himself for reappointment
4. To ratify the appointment of Auditors of the Company and fix their remuneration and in this regard, 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 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. M. L. Bhuwania & Co., Chartered Accountants, Mumbai (Firm Registration No.101484W), whose appointment was approved by the Shareholders at the 28th Annual General Meeting, for a period until the conclusion of 31st Annual General Meeting of the Company, be and is hereby ratified, subject to further ratification by the members at every Annual General Meeting of the Company held after this meeting and the Board of Directors be and are hereby authorised to fix such remuneration as may be decided by the Board of Directors or any committee thereof.”

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 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Neena Agarwal (DIN 00454717), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation”.

6. 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 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Medha Pattanayak (DIN 07157952), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company”.

7. 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, 2016 on a remuneration of Rs. 1,00,000/- (Rupees One Lac Only) plus service tax 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.

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

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 19th Annual General Meeting held on 17th September, 2005 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons to mortgage and/or charge any of its movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking(s) and to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertaking or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding Rs. 1500 crore (Rupees One Thousand Five Hundred Crore) over and above the aggregate of the paid up capital and free reserves of the Company;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the 19th Annual General Meeting held on 17th September, 2005 and pursuant to Section 180 (1)(c) and any other applicable provisions of the Companies Act, 2013 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount so borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs.1500 crore (Rupees one thousand five hundred crore) over and above the aggregate of the paid up capital and free reserves of the Company.”

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

Item No. 5:

The Board of Directors has appointed Mrs. Neena Agarwal as an Additional Director of the Company on 30th March, 2015. Pursuant to Sec.161 (1) of the Companies Act, 2013, Mrs. Neena Agarwal continues as a Director upto the ensuing Annual General Meeting. The Company has received notice under Sec. 160 of the Companies Act, 2013 proposing the name of Mrs. Neena Agarwal as a Director of the Company.

Mrs. Neena Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received the consent from Mrs. Neena Agarwal to act as Director of the Company.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act 2013, proposing the candidature of Mrs. Neena Agarwal for office of Director of the Company.

Mrs. Neena Agarwal holds a Bachelor degree in Commerce from Bombay University. She has around one decade of experience in Textile Industry.

Mrs. Neena Agarwal holds 29, 17,750 equity shares in the Company.

Mrs. Neena Agarwal is holding directorship in the following companies:

1. Donear Retail Private Limited
2. Rajendra Synthetics Private Limited
3. U N Reality Private Limited
4. V R A Reality Private Limited
5. R Ajaykumar Real Estate LLP
6. Sonia Synthetics LLP
7. Donear Fashion Link Private Limited
8. Luv-Kush Traders Private Limited

The board recommends the appointment of Mrs. Neena Agarwal as an Additional Director of the Company as set out in item no. 5 of the notice.

Except Mr. Vishwanath Agarwal, Mr. Rajendra Agarwal, and Mr. Ajay Agarwal, none of the directors or key management personnel or their relatives is interested/concerned in the above Resolution. Mrs. Neena Agarwal is interested in the resolution since it pertains to her appointment.

Item No. 6:

The Board of Directors has appointed Mrs. Medha Pattanayak as an Additional Director of the Company on 5th May, 2015. Pursuant to Sec.161 (1) of the Companies Act, 2013, Mrs. Medha Pattanayak continues as a Director upto the ensuing Annual General Meeting. The Company has received notice under Sec. 160 of the Companies Act, 2013 proposing the name of Mrs. Medha Pattanayak as a Director of the Company.

Mrs. Medha Pattanayak is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received the consent from Mrs. Medha Pattanayak to act as Director of the Company.

The Company has received a declaration from Mrs. Medha Pattanayak stating that she meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

The Company has received notice in writing from a member along with deposit of requisite amount under section 160 of the Companies Act proposing the candidature of Mrs. Medha Pattanayak for office of Director of the Company.

Mrs. Medha Pattanayak is B.Sc. in physics and 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

Mrs. Medha Pattanayak holds NIL shares in the Company.

Mrs. Medha Pattanayak is not holding directorship in any of the companies.

The board recommends the appointment of Mrs. Medha Pattanayak as an Independent Director of the Company as set out in item no. 5 of the notice.

None of the Directors/key management personnel of the Company or their relatives except Mrs. Medha Pattanayak is interested or concerned in the above resolution.

Item No.7:

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, 2015 has considered M/s. Y. R. Doshi, Cost accountants for the conduct of cost audit of the Company's textile manufacturing units at Silvassa and Surat on a remuneration of Rs.1 lac plus service tax as applicable and reimbursement of actual out of pocket expenses incurred for the financial year ending 2016.

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. 7 of the Notice.

Item No. 8

The members of the Company at the 19th Annual General Meeting held on 17th September, 2005 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, and accorded consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties for an amount not exceeding Rs. 300 Crore (Rupees Three Hundred Crore).

In order to meet the expansion programme the Company needs more funds from banks. It is therefore, necessary to enhance the borrowing power upto Rs. 1500 crore in excess of aggregate of paid up capital and free reserves from the present borrowing power of Rs.300 crore.

Section 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the members accorded by way of a special resolution.

In view of that approval of members through Special Resolution under Section 180(1)(a) and other applicable provisions of Companies Act, 2013, as set out at item No.8 of the Notice, to enable the Board of Directors to create mortgage or charge on its movable or immovable properties, approval of members is being sought.

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. 8 of the Notice.

Item No. 9

At the 19th Annual General Meeting held on 17th September, 2005, the members approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 300 Crore (Three Hundred Crore)

In order to meet the expansion programme the Company needs more funds than the approval already given earlier vide resolution dated 17th September, 2005.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is, therefore, necessary that the members pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at item no. 9 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 1500 Crore (One Thousand Five Hundred Crore) in excess of the aggregate of the paid up share capital and free reserves of the Company.

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. 9 of the Notice.

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

Shreedhar H.
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-13, PANNALAL SILK MILLS COMPOUND
LBS MARG, BHANDUP (W)
MUMBAI - 400 078
4. The Register of members and share Transfer Register will remain closed from **17.09.2015** to **25.09.2015**(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 16th September, 2015 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.

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) - “150819037 “ 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 casted 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	For Members holding shares in Physical Form
User ID	For NSDL: 8 characters DP ID followed by 8 digit Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (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 the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the 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 number of shares held by you as on the cut off date in the Dividend Bank details field. 	

- 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 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.

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 22nd September, 2015 at 10.00 a.m. and ends on 24th September, 2015 at 6.00 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 19th September, 2015, 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 19th September, 2015.
- 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 24th September, 2015 at 6.00 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**

Shreedhar H.
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 - 400 093
E -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 29th Annual General Meeting of the Company dated 26th September 2015, 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 assent to the Resolution (Against)
1.	Adoption, of Financial statements for the year ended 31 March 2015 and the Directors' and Auditors' Report thereon			
2.	To declare dividend			
3.	Re-appointment of Mr. Ajay V. Agarwal as Director, who retires by rotation			
4.	Appointment of M/s. M. L. Bhuwania & Co., Chartered Accountants as Auditors and fixing their remuneration.			
5.	Appointment of Mrs. Neena Agarwal as a Director			
6.	Appointment of Mrs. Medha Pattanayak as an Independent Director			
7.	Approval for Appointment and Remuneration of Cost Auditor			
8.	Authorize the Company u/s 180(1)(a) of the Companies Act, 2013 to create charge or mortgage Company's movable or immovable property to borrow upto Rs. 1500 crore			
9.	Authorize the Company u/s 180(1)(c) of the Companies Act, 2013 to borrow upto Rs. 1500 crore in excess of aggregate of paid up capital and free reserves.			

Place :
Date :

Signature of Shareholder

NOTE: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 6.00 p.m. on 24th September 2015 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 6.00 p.m. of 24th September, 2015. 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 29th Annual General Meeting of the Company on Saturday, 26th September, 2015 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 093E -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

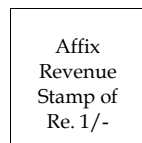
I/We, being the member(s) of the above named company and holding _____ no. of shares hereby appoint

(1)	Name	Address	Or raising num / her	(2)	Name	Address	Or raising num / her	(3)	Name	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 29th Annual General Meeting of the Company, to be held on Saturday, 26th September, 2015 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:

- | | |
|---|--|
| <ul style="list-style-type: none"> ❖ Adoption of Financial statements for the year ended 31 March 2015 and the Directors and Auditors Reports thereon ❖ To declare dividend ❖ Re-appointment of Mr. Ajay Agarwal as Director liable to retires by rotation. ❖ Appointment of M/s. M. L. Bhuwania & Co., as Auditors of the Company. ❖ Authorize the Company u/s 180(1)(c) of the Companies Act, 2013 to borrow upto Rs. 1500 crore in excess of aggregate of paid up capital and free reserves | <ul style="list-style-type: none"> ❖ Appointment of Mrs. Neena Agarwal as a Director. ❖ Appointment of Mrs. Medha Pattanayak as an Independent Director.. ❖ Approval of appointment and Remuneration of Cost Auditor. ❖ Authorize the Company u/s 180(1)(a) of the Companies Act, 2013 to create charge or mortgage Company's movable or immovable property to borrow upto Rs. 1500 crore. |
|---|--|

Signed this _____ day _____ 2015.



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.