

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the members of DONEAR INDUSTRIES LIMITED will be held on 24<sup>th</sup> September, 2016 at Donear House, 9<sup>th</sup> 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, 2016 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. Rajendra V. Agarwal (DIN: 00227233) 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 28<sup>th</sup> Annual General Meeting, for a period until the conclusion of 31<sup>st</sup> 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), Mr. Anup Singh (DIN 07343361), who was appointed as an Additional Director (Executive Professional Director) of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Executive Professional Director of the Company”.

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

**Item No. 5:**

The Board of Directors has appointed Mr. Anup Singh as an Additional Executive Professional Director of the Company on 19th November, 2015. Pursuant to Sec.161 (1) of the Companies Act, 2013, Mr. Anup Singh 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 Mr. Anup Singh as a Director of the Company.

Remuneration payable to Mr. Anup Singh is as under:

<b>Compensation per Annam (Rs.)</b>	
<b>A. Basic Salary</b>	352620
<b>B. Allowance/Benefit</b>	
1. House Rent Allowance	180000
2. Medical Reimbursement	15000
3. Office Wear Allowance	24000
4. Fuel and Maintenance	150000

5. Education Allowance	2400
6. Washing Allowance	9600
7. Special Allowance	324918

**C. Fringes As per  
Company Policy**

1. Bonus (20% of Basic)	70524
2. Leave Encashment	29373

**D. Retrial**

1. Gratuity	16953
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<b>E. Variable Pay (10% on Monthly Components)</b>	<b>105854</b>
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Mr. Anup Singh 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 Mr. Anup Singh to act as Director of the Company if appointed.

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 Mr. Anup Singh for office of Director of the Company.

Mr. Anup Kumar Singh holds a degree in B.E. - Mechanical. He has around 19 years experience in Textile Industry.

Mr. Anup Singh holds NIL shares in the Company.

Mr. Anup Singh is not holding directorship in any of the companies.

The board recommends the appointment of Mr. Anup Singh as an Executive Professional 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 Mr. Anup Singh is interested or concerned in the above resolution.

By Order of the Board of Directors

For **Donear Industries Limited**

**Sreedhar Hirimbi**  
**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 **15.09.2016** to **23.09.2016** (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 14<sup>th</sup> September, 2016 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/LIPL. Members are requested to provide their e-mail address through SMS along with DP ID/Client Id to +91 97698 08373 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:

<b>Date of Declaration</b>	<b>Dividend for the year</b>	<b>Due date for transfer to the Government</b>
26-09-2009	2008-2009	26 <sup>th</sup> October, 2016
25-09-2010	2009-2010	25 <sup>th</sup> October, 2017
24-09-2011	2010-2011	24 <sup>th</sup> October, 2018
22-09-2012	2011-2012	22 <sup>nd</sup> October, 2019
28-09-2013	2012-2013	28 <sup>th</sup> October, 2020
24-09-2014	2013-2014	24 <sup>th</sup> October, 2021

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 2007-2008 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 2008-09 onwards are made available on website of the Company i.e. [www.donear.com](http://www.donear.com). The said details are also available on the portal of Investor Education and Protection Fund at [www.iepf.gov.in](http://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. Rajendra 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 24<sup>th</sup> September, 2016 (in terms of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

(i)	Name of the Directors.	Mr. Rajendra V. Agarwal
(ii)	Date of Birth.	19-09-1962
(iii)	Date of appointment	29-09-1993
(iv)	Experience in Specific Area	Promoter & Managing Director. He is gold medalist in the field of Textile Industry. His sound technical knowledge defined new standards in the field of fabric manufacturing.
(v)	List of other companies in which directorships held	None

12. A Route map giving direction to reach the venue of the 30<sup>th</sup> Annual General Meeting is given along with the Notice.

#### 13. 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](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the Electronic Voting Sequence Number (EVSN) – "160819022" 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 21<sup>st</sup> September, 2016 at 9.00 a.m. and ends on 23<sup>rd</sup> September, 2016 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 17<sup>th</sup> September, 2016, 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 17<sup>th</sup> September, 2016.
- 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 23<sup>rd</sup> September, 2016 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](http://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**

**Sreedhar Hirimbi**  
Company Secretary

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

**DONEAR INDUSTRIES LIMITED****CIN: L99999MH1987PLC042076**Registered Off. Add: Donear House, 8<sup>th</sup> Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai – 400 093E –mail id: [info@donear.com](mailto:info@donear.com) Website : [www.donear.com](http://www.donear.com)**BALLOT FORM  
(In lieu of E-voting)**

Sr. No.

Registered Folio No. / DPID No. / Client ID No. :

Name &amp; 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 30<sup>th</sup> Annual General Meeting of the Company dated 24<sup>th</sup> September 2016, 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 2016 and the Directors' and Auditors' Report thereon			
2.	To declare dividend			
3.	Re-appointment of Mr. Rajendra V. Agarwal as Director, who retires by rotation			
4.	Appointment of M/s. M. L. Bhuvania & Co., Chartered Accountants as Auditors and fixing their remuneration.			
5.	Appointment of Mr. Anup Kumar Singh as an Executive Professional Director			

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 23<sup>rd</sup> September 2016 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](http://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 23<sup>rd</sup> September, 2016**. 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, 8<sup>th</sup> floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East),  
Mumbai – 400 93

E-mail id: [info@donear.com](mailto:info@donear.com) Website : [www.donear.com](http://www.donear.com)

**ATTENDANCE SLIP**

I / We hereby record my / our presence at the 30<sup>th</sup> Annual General Meeting of the Company on Saturday, 24<sup>th</sup> September, 2016 at 11.30 a.m. at Donear House, 9<sup>th</sup> Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai – 400 093

Folio No. / DP ID and Client ID No.

Name/s

1<sup>st</sup> 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, 8<sup>th</sup> Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East),  
Mumbai – 400 093E –mail id: [info@donear.com](mailto:info@donear.com) Website: [www.donear.com](http://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, 8<sup>th</sup> 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

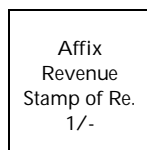
I/We, being the member(s) of the above named company and holding \_\_\_\_\_ no. of shares hereby appoint

(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 30<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, 24<sup>th</sup> September, 2016 at 11.30 a.m. at Donear House, 9<sup>th</sup> 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:

❖ Adoption of Financial statements for the year ended 31 March 2016 and the Directors and Auditors Reports thereon	❖ Appointment of Mr. Anup Singh as an Executive Professional Director
❖ To declare dividend	
❖ Re-appointment of Mr. Rajendra Agarwal as Director liable to retires by rotation.	
❖ Appointment of M/s. M. L. Bhuwania & Co., as Auditors of the Company.	

Signed this \_\_\_\_\_ day \_\_\_\_\_ 2016.



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, 9<sup>th</sup> floor, Plot No. A/50, Road No. 1, MIDC, Andheri (East),  
Mumbai – 400 093**

