

Donear/SECD/SE/2022-23/059

February 14, 2023

To,

**The Manager,**  
**Corporate Relations Department,**  
**BSE Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort, Mumbai - 400 001

**The Manager,**  
**Listing Department,**  
**National Stock Exchange of India Limited,**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

Scrip Code: 512519

Symbol: DONEAR

**Sub: Intimation of Postal Ballot Notice****Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").**

Dear Sir / Madam,

Further to our letter no. Donear/SECD/SE/2022-23/056 dated February 07, 2023 and in terms of SEBI Listing Regulation, please find attached herewith a copy of the Postal Ballot Notice, along with the Explanatory Statement ("Postal Ballot Notice"), dispatched today to the shareholders of Donear Industries Limited ("the Company") for seeking their approval.

Please note that, in compliance with Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice is being sent through e-mail to all those Members whose names appear in the Register of Members/ Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with Depositories, Company and/or Link Intime India Private Limited ("RTA") as on Friday, February 10, 2023 (Cut-off date).

The schedule of events for the Postal Ballot is as given under:

<b>Cut-off date (for dispatch and e-voting)</b>	Friday, February 10, 2023
<b>Completion date of sending of Postal Ballot Notice through e-mail</b>	Tuesday, February 14, 2023
<b>E-voting start date/time</b>	Friday, February 17, 2023 (9:00 a.m. IST)
<b>E-voting end date/time</b>	Saturday, March 18, 2023 (5:00 p.m. IST)
<b>Date of declaration of results</b>	On or before Tuesday, March 21, 2023

Further, the Postal Ballot notice is also available on the Company's website at [www.donear.com](http://www.donear.com), and on the website of the e-voting service provider viz., NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and appropriate dissemination.

Thanking You,  
Yours faithfully,  
**For Donear Industries Limited**

**Sachin Gupta**  
**Company Secretary**  
A35645



Encl.: As Above



**DONEAR INDUSTRIES LIMITED**

**CIN: L99999MH1987PLC042076**

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

**Tel No:** +91 22 6834 8100 **Fax No.:** +91 22 6834 8313

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

### **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with rules made thereunder]**

**NOTICE** is hereby given that pursuant to Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), read with the General Circular No. 11/2022 dated December 28, 2022 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA") ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that approval of the members of the Company through postal ballot via remote e- voting is being sought in respect of the resolution set out hereinafter.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the rules setting out all material facts related to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

In accordance with MCA Circulars, Members can vote only through the remote e-voting process. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The Remote e-voting period commences from 9.00 A.M. (IST) on Friday, February 17, 2023 and ends at 5.00 P.M. (IST) on Saturday, March 18, 2023. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Saturday, March 18, 2023 (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors has appointed Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practicing Company Secretary as the Scrutiniser for conducting the Postal Ballot through e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

The Scrutiniser will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutiniser's report will be announced by the Chairman of the Company or any other person authorized by him, on or before Tuesday, March 21, 2023. The said results along with the Scrutiniser's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.donear.com](http://www.donear.com).

**SPECIAL BUSINESS:**

**ITEM NO. 1: RE-APPOINTMENT OF MR. RAJENDRA VISHWANATH AGARWAL (DIN: 00227233) AS MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”) read with Schedule V of the Act and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be required, consent of the members be and is hereby accorded to the re-appointment of Mr. Rajendra Vishwanath Agarwal (DIN: 00227233) as Managing Director of the Company, for a further period of 5 (Five) years w.e.f. April 1, 2023 to March 31, 2028 upon terms and conditions including the terms of remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective meetings held on February 7, 2023, set out in the explanatory statement, annexed to the Notice convening this Meeting, with liberty to the Board of Directors (the “Board” which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary such terms and conditions of the said re-appointment and/or remuneration, in such manner as may be agreed between the Board and Mr. Rajendra Vishwanath Agarwal, provided that such alteration/variation/modification/ amendment is in conformity with the applicable provisions of the Act, as amended from time to time;

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded that where in any financial year, during the tenure of 5 (Five) years of Mr. Rajendra Vishwanath Agarwal as Managing Director the Company has no profits or its profits are inadequate, the Company may pay to Mr. Rajendra Vishwanath Agarwal, the same remuneration as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and Listing Regulations;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts, deeds and matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirables and to settle any questions, difficulty, or doubts that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

**ITEM NO. 2: RE-APPOINTMENT OF MR. AJAY VISHWANATH AGARWAL (DIN: 00227279) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”) read with Schedule V of the Act and applicable regulations of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be required, consent of the members be and is hereby accorded to the re-appointment of Mr. Ajay Vishwanath Agarwal (DIN: 00227279) as Whole-Time Director of the Company, for a further period of 5 (Five) years w.e.f. July 1, 2023 to June 30, 2028 upon terms and conditions including the terms of remuneration as approved by the Nomination and Remuneration Committee and by the Board of Directors at their respective meetings held on February 7, 2023, set out in the explanatory statement, annexed to the Notice convening this Meeting, with liberty to the Board of Directors (the “Board” which terms shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary such terms and conditions of the said re-appointment and/or remuneration, in such manner as may be agreed between the Board and Mr. Ajay Vishwanath Agarwal, provided that such alteration/variation/modification/ amendment is in conformity with the applicable provisions of the Act, as amended from time to time;

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded that where in any financial year, during the tenure of 5 (Five) years of Mr. Ajay Vishwanath Agarwal as Whole-Time Director the Company has no profits or its profits are inadequate, the Company may pay to Mr. Ajay Vishwanath Agarwal, the same remuneration as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder including any statutory modification(s) or re-enactment thereof read with Schedule V to the Act and Listing Regulations;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts, deeds and matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirables and to settle any questions, difficulty, or doubts that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

**By Order of Board of Directors**

**Sachin Gupta**  
**Company Secretary & Compliance Officer**  
**(ACS No. 35645)**

**Place: Mumbai**

**Date: February 7, 2023**

**Registered Office:**

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

**CIN:** L99999MH1987PLC042076

**Website:** [www.donear.com](http://www.donear.com)

**Notes:**

1. A statement pursuant to the provisions of Sections 102 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned is annexed hereto.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on **Friday, February 10, 2023 ("cut-off date")**. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
4. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Link Intime India Private Limited, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html)

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

5. This Postal Ballot Notice will also be available on the Company's website at [www.donear.com](http://www.donear.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Voting rights of a Member/ Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity capital of the Company as on the Cut-Off Date.
7. **The remote e-voting period commences at 09.00 A.M. (IST) on Friday, February 17, 2023 and ends at 5.00 P.M. (IST) on Saturday, March 18, 2023.** The remote e-voting module shall thereafter be disabled.
8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently. The Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **Saturday, March 18, 2023**.
9. On completion of the scrutiny of the Postal Ballot, the Scrutiniser will submit his report to the Chairman or in his absence, any other person authorised by him. The results of the voting by Postal Ballot (through

e-voting process) along with the Scrutiniser’s report will be announced by the Chairman of the Company or any other person authorized by him, on or before Tuesday, March 21, 2023. The said results along with the Scrutiniser’s Report would be intimated to BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.donear.com](http://www.donear.com).

10. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [investor@donear.com](mailto:investor@donear.com) from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID, until last date of remote e-voting of this Postal Ballot.

**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 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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	<p>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 on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  <span>App Store</span> </div> <div>  <span>Google Play</span> </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 40px;">  </div> <div>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful</li> </ol>



	authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on : 022-4886 7000/022-2499 7000
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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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 whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:csymsharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
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](http://www.evoting.nsdl.com) or call on: 022-4886 7000/022-2499 7000 or send a request at [evoting@nsdl.co.in](mailto: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 copy of Aadhar Card) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [investor@donear.com](mailto: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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [investor@donear.com](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), the Members of the Company had approved in its Annual General Meeting held on September 29, 2018, re-appointment and Remuneration of Mr. Rajendra Vishwanath Agarwal (DIN: 00227233), Managing Director of the Company, for a period of 5 (Five) years, from April 1, 2018 to March 31, 2023.

The existing tenure of Mr. Rajendra V. Agarwal as Managing Director of the Company is expiring on March 31, 2023. Keeping in view the vast experience of Mr. Rajendra V. Agarwal in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on February 7, 2023 approved the re-appointment and remuneration of Mr. Rajendra V. Agarwal, for a further period of 5 (Five) years with effect from April 1, 2023 to March 31, 2028 on the terms and conditions as mentioned in the notice, subject to approval of the members and other permissions and sanctions as may be applicable, if any.

Mr. Rajendra V. Agarwal has been looking after operations of the Company besides handling such other responsibilities as are assigned by the Board of Directors from time to time. Mr. Rajendra V. Agarwal is a member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

As recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the Members be and is hereby sought to re-appoint Mr. Rajendra V. Agarwal, as Managing Director of the Company, together with payment of remuneration, for a further period of 5 (Five) years, commencing from April 1, 2023 to March 31, 2028, by way of salary and perquisites and terms of appointment, as set out hereunder:

- 1) Salary:** Rs. 3,00,000 (Rupees Three Lakhs Only) per month in the scale of Rs. 3,00,000 to Rs. 4,00,000.
- 2) Perquisite:** In addition to the salary, he shall also be entitled to the following perquisites, as per the rules of the Company.
  - i) Housing:**

The Company shall provide free un-furnished accommodation. The Value of benefit will be determined as per the Income Tax Rules.
  - ii) Reimbursement of Medical Expenses:**

As per the Rules of the Company.
  - iii) Leave Travel Concession:**

As per the Rules of the Company.
  - iv) Club fee:**

Fees for club subject to a maximum for two clubs. This will not include admission and life membership fees.
  - v) Personal Accident Insurance:**

The actual premium paid.
  - vi) Contribution to Provident Fund and Super Annuation:**

Contribution to Provident Fund and Super Annuation fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
  - vii) Gratuity & Leave, Encashment of leave:**

As per the Rules of the Company.
  - viii) Use of Car and Telephone:**

Company will maintain car with driver for Official Purposes, telephone at residence and cellular phone provided by the Company will not be considered as perquisite.
  - ix) Reimbursement of Expenses:**

Apart from the remuneration as aforesaid, he shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**3) Minimum Remuneration:**

In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Rajendra V. Agarwal, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the provisions of sections 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with schedule V to the Act and applicable Regulations of the Listing Regulations, if any, or such other approvals as may be required.

**4) Other Terms & Conditions:**

- a. Subject to the supervision and control of the Board of Directors day to day activities of the Company shall be in the hands of the Managing Director.
- b. The Managing Director shall also perform such other duties and services and exercise such power as shall from time to time be entrusted to him by the Board of Directors. The Managing Director undertakes to the best of his skill and abilities to use this utmost to promote the interest and welfare of the company and to conform to and comply with the directions and regulations of the company and all such order, directions as may from time to time be given by the Board of Directors.
- c. The Managing Director shall not at any time hereinafter without the consent in writing of the company except under legal process divulge or make public any of the secrets of the dealing of the company which ought not be disclosed or make public.
- d. The Managing Director shall be true and faithful to the company in all his account of business dealings, transactions whatsoever and with at all times when required render its true and correct account thereof to the company or to such persons as shall be authorized to receive them.
- e. The Managing Director is not entitled to sitting fees for attending the meetings of the Board of Directors or of a Committee thereof.
- f. He shall be liable to retire by rotation.

Mr. Rajendra V. Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director. He is also not debarred from holding the office of Director, pursuant to any order of SEBI or any other authority.

The relevant details pertaining to Mr. Rajendra V. Agarwal are provided in Annexure-I in accordance with the requirement of Listing Regulations and Secretarial Standards on General Meetings ("SS-2").

Information pursuant Para 1(A) of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed in Annexure-II.

The above along with resolution at item no. 1 of the Notice may be treated as a written memorandum setting out the terms of reappointment of Mr. Rajendra V. Agarwal under section 190 of the Act.

Except Mr. Rajendra V. Agarwal himself, Mr. Ajay V. Agarwal and his relatives, none of the directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise, in the Resolution at item no. 1 of the Notice.

The Board recommends the Special Resolution as set out at item no. 1 of the Notice, for approval by the members.

## ITEM NO. 2:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), the Members of the Company had approved in its Annual General Meeting held on September 29, 2018, re-appointment and Remuneration of Mr. Ajay Vishwanath Agarwal (DIN: 00227279), Whole-Time Director of the Company, for a period of 5 (Five) years, from July 1, 2018 to June 30, 2023.

The existing tenure of Mr. Ajay V. Agarwal as Whole-Time Director of the Company is expiring on June 30, 2023. Keeping in view the vast experience of Mr. Ajay V. Agarwal in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on February 7, 2023 approved the re-appointment and remuneration of Mr. Ajay V. Agarwal, for a further period of 5 (Five) years with effect from July 1, 2023 to June 30, 2028 on the terms and conditions as mentioned in the notice, subject to approval of the members and other permissions and sanctions as may be applicable, if any.

Mr. Ajay V. Agarwal is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

As recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent of the Members be and is hereby sought to re-appoint Mr. Ajay V. Agarwal, as Whole-Time Director of the Company, together with payment of remuneration, for a further period of 5 (Five) years, commencing from July 1, 2023 to June 30, 2028, by way of salary and perquisites and terms of appointment, as set out hereunder:

- 1) **Salary:** Rs. 1,00,000 (Rupees One Lakhs Only) per month in the scale of Rs. 1,00,000 to Rs. 2,00,000.
- 2) **Perquisite:** In addition to the salary, he shall also be entitled to the following perquisites, as per the rules of the Company.
  - i) **Housing:**  
The Company shall provide free un-furnished accommodation. The Value of benefit will be determined as per the Income Tax Rules.
  - ii) **Reimbursement of Medical Expenses:**  
As per the Rules of the Company.
  - iii) **Leave Travel Concession:**  
As per the Rules of the Company.
  - iv) **Club fee:**  
Fees for club subject to a maximum for two clubs. This will not include admission and life membership fees.
  - v) **Personal Accident Insurance:**  
The actual premium paid.

**vi) Contribution to Provident Fund and Super Annuation:**

Contribution to Provident Fund and Super Annuation fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

**vii) Gratuity & Leave, Encashment of leave:**

As per the Rules of the Company.

**viii) Use of Car and Telephone:**

Company will maintain car with driver for Official Purposes, telephone at residence and cellular phone provided by the Company will not be considered as perquisite.

**ix) Reimbursement of Expenses:**

Apart from the remuneration as aforesaid, he shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**3) Minimum Remuneration:**

In the event of inadequacy or absence of profits in any financial year during his tenure, Mr. Ajay V. Agarwal, will be entitled to the above remuneration along with the perquisites/benefits mentioned above by way of minimum remuneration in accordance with the provisions of sections 197, 198 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof read with schedule V to the Act and applicable Regulations of the Listing Regulations, if any, or such other approvals as may be required.

**4) Other Terms & Conditions:**

- a. Subject to the supervision and control of the Board of Directors day to day activities of the Company shall be in the hands of the Whole-Time Director.
- b. The Whole-Time Director shall also perform such other duties and services and exercise such power as shall from time to time be entrusted to him by the Board of Directors. The Whole-Time Director undertakes to the best of his skill and abilities to use this utmost to promote the interest and welfare of the company and to conform to and comply with the directions and regulations of the company and all such order, directions as may from time to time be given by the Board of Directors.
- c. The Whole-Time Director shall not at any time hereinafter without the consent in writing of the company except under legal process divulge or make public any of the secrets of the dealing of the company which ought not be disclosed or make public.
- d. The Whole-Time Director shall be true and faithful to the company in all his account of business dealings, transactions whatsoever and with at all times when required render its true and correct account thereof to the company or to such persons as shall be authorized to receive them.
- e. The Whole-Time Director is not entitled to sitting fees for attending the meetings of the Board of Directors or of a Committee thereof.
- f. He shall be liable to retire by rotation.

Mr. Ajay V. Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Whole-Time Director. He is also not debarred from holding the office of Director, pursuant to any order of SEBI or any other authority.



The relevant details pertaining to Mr. Ajay V. Agarwal are provided in Annexure-I in accordance with the requirement of Listing Regulations and Secretarial Standards on General Meetings (“SS-2”).

Information pursuant Para 1(A) of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed in Annexure-II.

The above along with resolution at item no. 2 of the Notice may be treated as a written memorandum setting out the terms of reappointment of Mr. Ajay V. Agarwal under section 190 of the Act.

Except Mr. Ajay V. Agarwal himself, Mr. Rajendra V. Agarwal and his relatives, none of the directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise, in the Resolution at item no. 2 of the Notice.

The Board recommends the Special Resolution as set out at item no. 2 of the Notice, for approval by the members.

**By Order of Board of Directors**

**Sachin Gupta**  
**Company Secretary & Compliance Officer**  
**(ACS 35645)**

**Place: Mumbai**

**Date: February 7, 2023**

**Registered Office:**

Donear House, 8th Floor,  
Plot No. A – 50, Road No. 1, MIDC,  
Andheri (East), Mumbai – 400 093  
CIN: L99999MH1987PLC042076  
Website: [www.donear.com](http://www.donear.com)

## ANNEXURE I TO NOTICE

In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2).

Details of Directors seeking appointment/re-appointment:

Name of the Director	Mr. Rajendra V. Agarwal	Mr. Ajay V. Agarwal
<b>DIN</b>	00227233	00227279
<b>Category</b>	Promoter – Managing Director	Promoter – Whole-Time Director
<b>Date of Birth (Age)</b>	September 19, 1962 (60 Years)	July 02, 1967 (55 Years)
<b>Date of Appointment on the Board</b>	September 29, 1993	January 01, 1998
<b>Qualifications</b>	Gold medalist in Textile Technology	Commerce Graduate
<b>Expertise in Specific Functional Area</b>	Mr. Rajendra V. Agarwal has over three decades of techno commercial experience in the textile industry.	Mr. Ajay V. Agarwal has excellent marketing skills, controlling marketing network, Organizing Sales Conferences and Seminars.
<b>Terms and conditions of re-appointment / revision / remuneration</b>	As per the resolution at Item No. 1 of the Notice.	As per the resolution at Item No. 2 of the Notice.
<b>Remuneration last drawn (During the FY 2021-22)</b>	Mr. Rajendra V. Agarwal was paid a remuneration of Rs. 32.59 Lakhs from the Company.	Mr. Ajay V. Agarwal was paid a remuneration of Rs. 17.17 Lakhs from the Company.
<b>No. of Equity Shares held in the Company</b>	38,61,814	37,29,500
<b>Number of Board Meetings attended during the FY 2022-23</b>	5 out of 5	4 out of 5
<b>Directorship held in other Listed companies</b>	-	-
<b>Directorship in other Companies (excluding foreign companies &amp; Section 8 companies)</b>	<ul style="list-style-type: none"> <li>▪ OCM Private Limited</li> <li>▪ Gencrest Private Limited</li> <li>▪ OCM Flooring Private Limited</li> </ul>	OCM Flooring Private Limited
<b>Chairmanship Membership of Committees of the Board of Directors of other Companies</b>	Donear Industries Limited <ul style="list-style-type: none"> <li>▪ Audit Committee - Member</li> <li>▪ Stakeholders Relationship Committee - Member</li> <li>▪ Corporate Social Responsibility Committee - Member</li> <li>▪ Risk Management Committee - Chairperson</li> </ul>	Donear Industries Limited <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee - Member</li> <li>▪ Corporate Social Responsibility Committee - Member</li> <li>▪ Risk Management Committee - Member</li> </ul>
<b>Relationship with other Directors and other Key Managerial Personnel of the Company</b>	Mr. Rajendra V. Agarwal is brother of Mr. Ajay V. Agarwal, who is the Whole-Time Director of the Company.	Mr. Ajay V. Agarwal is brother of Mr. Rajendra V. Agarwal who is Managing Director of the Company.

**ANNEXURE II TO NOTICE**

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013**

**I. General Information:**

**1) Nature of Industry:**

The Company is engaged in the business of manufacturing and marketing of Yarn, Fabrics, Readymade Garments and other Textiles products.

**2) Date or expected date of commencement of commercial production:**

The Company was incorporated on January 01, 1987. The Company is already in operation after obtaining Certificate of Commencement of business on January 07, 1987.

**3) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable

**4) Financial Performance based on given indicators:**

**(Rs. In Lakhs)**

Particulars	F.Y. 2021-22	F.Y. 2020-21
<b>Total Income</b>	56,945.80	35,760.78
<b>Profit before Interest, Depreciation and Tax</b>	5,961.60	1,907.48
<b>Interest (Finance Cost)</b>	2,003.53	1,834.31
<b>Profit before Depreciation and Tax</b>	3,958.07	73.17
<b>Depreciation</b>	922.56	951.23
<b>Profit After Tax</b>	2,277.13	(626.98)

**5) Foreign Investments and Collaborations:**

Not Applicable

**II. Information about the Appointee:**

Particulars	Mr. Rajendra V. Agarwal	Mr. Ajay V. Agarwal
<b>Background Details</b>	Mr. Rajendra V. Agarwal (DIN: 00227233) is the Promoter and Managing Director of the Company. Mr. Rajendra V. Agarwal, aged about 60 years and he is Gold Medalist in Textile Industry. He is associated with the Company for more than 3 decades. He has over three decades of techno-commercial experience in Textile Industry.	Mr. Ajay V. Agarwal (DIN: 00227279) is the Promoter and Whole-Time Director of the Company. Mr. Ajay V. Agarwal, aged about 55 years holds a bachelor's degree in Commerce. He has over 25 Years of techno-commercial experience in Textile Industry. Mr. Ajay V. Agarwal has excellent marketing skills, controlling marketing network, Organizing Sales Conferences and Seminars.

<b>Past Remuneration for the FY ended March 31, 2022.</b>	Rs. 32.59 Lakhs	Rs. 17.17 Lakhs
<b>Recognitions and Awards</b>	Mr. Rajendra V. Agarwal has excellent performance/track record and has been well recognized in the industry.	Mr. Ajay V. Agarwal has excellent performance/track record and has been well recognized in the industry.
<b>Job Profile Suitability</b>	Mr. Rajendra V. Agarwal is associated with the Company for more than 3 decades and is on the Board of the Company since 1993. He looks after Commercial Operations of the Company.	Mr. Ajay V. Agarwal is associated with the Company for more than 25 Years and is on the Board of the Company since 1998. He looks after OTC Markets (Domestic) and Brand and Retailers Segment of the Company.
<b>Proposed Remuneration</b>	As stated in the Explanatory Statement (Item No. 01 of the Notice)	As stated in the Explanatory Statement (Item No. 02 of the Notice)
<b>Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person</b>	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rajendra V. Agarwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Ajay V. Agarwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel</b>	Excepting the payment of remuneration for his services as Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors and Key Managerial Personnel of the Company, except Mr. Rajendra V. Agarwal himself and his brother Mr. Ajay V. Agarwal is interested in the Resolution.	Excepting the payment of remuneration for his services as Whole-Time Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors and Key Managerial Personnel of the Company, except Ajay V. Agarwal himself and his brother Mr. Rajendra V. Agarwal is interested in the Resolution.

### III. Other Information:

#### 1. Reason of Loss or inadequate Profits:

Not Applicable.

#### 2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

During the FY 2021-22, the Company's performance was commendable. The Company is taking all measures and steps to ensure better performance in the current year and the times ahead.

### IV. Disclosure:

The remuneration proposed to be given to Mr. Rajendra V. Agarwal and Mr. Ajay V. Agarwal are as per the details given in the Resolutions under item 1 and 2.