

Donear/SECD/SE/2023-24/042

November 30, 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 the 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,

Pursuant to SEBI Listing Regulations, 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 i.e. 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, November 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, November 10, 2023
<b>Completion date of sending of Postal Ballot Notice through e-mail</b>	Thursday, November 30, 2023
<b>E-voting start date/time</b>	Monday, December 04, 2023 (9:00 a.m. IST)
<b>E-voting end date/time</b>	Tuesday, January 02, 2024 (5:00 p.m. IST)
<b>Date of declaration of results</b>	Thursday, January 04, 2024

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 & Compliance Officer**  
Membership No. F12500

Encl.: As Above



**DONEYAR INDUSTRIES LIMITED**

**CIN: L99999MH1987PLC042076**

**Registered Office:** Doneyar 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@doneyar.com](mailto:investor@doneyar.com) **Website:** [www.doneyar.com](http://www.doneyar.com)

## **POSTAL BALLOT NOTICE**

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

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 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”) including any statutory modifications or re-enactments thereof for the time being in force, as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023 (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 only by 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.

The Board of Directors has appointed Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot through e- voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. In accordance with MCA Circulars, Members can vote only through the remote e-voting process. The Remote e-voting period commences from 9.00 A.M. (IST) on Monday, December 04, 2023 and ends at 5.00 P.M. (IST) on Tuesday, January 02, 2024. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Tuesday, January 02, 2024 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote E-Voting. The results of e-voting will be announced on or before Thursday, January 04, 2024 and will be displayed on the Company's website [www.donear.com](http://www.donear.com) and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Mr. Aniruddha Prabhakar Deshmukh (DIN:01389267) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Aniruddha Prabhakar Deshmukh (DIN:01389267), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from November 08, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing him candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from November 8, 2023 to November 7, 2028 (both days inclusive) on the terms provided in the Explanatory Statement;

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company be and are hereby severally authorised, to do all acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard"

##### **2. Approval for Material Related Party Transaction with the GBTL Limited:**

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

**"RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as

amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s) /transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with GBTL Limited ("GBTL"), a related party of Donear Industries Limited ("Company") on such terms and conditions as may be agreed upon between the Company and GBTL, for an aggregate value not exceeding Rs. 200 crore (Rupees Two Hundred Crores Only) for the Financial year 2023-2024, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient in order to give effect to this Resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board, or by any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**By Order of Board of Directors**

**Sachin Gupta**  
**Company Secretary & Compliance Officer**  
(FCS No. 12500)

**Place: Mumbai**

**Date: November 08, 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 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, November 10, 2023 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with the Company/ Depositories.

There will be no dispatch of physical copies of the Notice or Postal Ballot Forms to the Members of the Company and no physical ballot forms will be accepted.

3. 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, 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.

4. 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).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) 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. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

8. **The remote e-voting period commences from 9.00 A.M. (IST) on Monday, December 04, 2023 and ends at 5.00 P.M. (IST) on Tuesday, January 02, 2024.** Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Tuesday, January 02, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
9. The Board has appointed Mr. Yogesh Sharma, Practicing Company Secretary (COP No.: 12366 / Membership No.: FCS 11305), as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or any other person authorised by him, after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be declared by placing it along with scrutinizer report on the website of the Company at [www.donear.com](http://www.donear.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
11. The Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., **on Tuesday, January 02, 2024.**
12. The result of the Postal Ballot will be announced on or before Thursday, January 04, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
13. 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>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.</p> <p>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></p> <p>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>



Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 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.</p>
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 at.: 022 - 4886 7000 and 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 toll free no. 1800 22 55 33.
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**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
- 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).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - 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.
  - 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?**

- 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 is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena 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), AADHAAR (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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Aniruddha Prabhakar Deshmukh (DIN:01389267), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from November 08, 2023.

Mr. Aniruddha Prabhakar Deshmukh, aged 65 years is graduate in Mechanical Engineering from VNIT, Nagpur and a post graduate in Management from the IIM, Calcutta. He has served as the Managing Director and CEO at Mafatlal Industries Ltd. Prior to that he spent more than 30 years in various business of Raymond Ltd and its group companies heading, as President, it's Textile, Retail and FMCG businesses at different times. He has led the teams that launched successful brands (KamaSutra condoms & deodorant's; Raymond Made to Measure & Ethnix), modernized and exponentially expanded the Raymond Retail Network; significantly grown in both revenue and margins the Textile business and developed a talent pool of managerial executives.

Mr. Aniruddha Deshmukh is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as a Director. The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company. The Company has also received declarations from Mr. Aniruddha Deshmukh stating that he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). Mr. Aniruddha Deshmukh is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mr. Aniruddha Deshmukh, fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and he is independent of the management.

Accordingly, the Board of Directors has proposed to the Members of the Company, the appointment of Mr. Aniruddha Deshmukh as Independent Directors on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from November 08, 2023 to November 07, 2028.

Mr. Aniruddha Deshmukh would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof as may be approved by the Board, from time to time.

The Board is of the view that Mr. Aniruddha Deshmukh's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends his appointment to the Members.

Brief Profile of Mr. Aniruddha Deshmukh, including nature of his expertise as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is attached as Annexure - I to this Notice.

Save and except Mr. Aniruddha Deshmukh and his relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

**Item No. 2:**

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1)(zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs), which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on the one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Details of the proposed RPTs between the Company and GBTL Limited (“GBTL”) including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

<b>Sr. No</b>	<b>Description</b>	<b>Details of Proposed RPT between Company and GBTL</b>
1.	Name of the Related Party and its relationship with the Company	GBTL Limited (“GBTL”), Part of Promoter Group.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Related Director(s) : 1. Mr. Rajendra Vishwanath Agarwal: Chairman, Managing Director & Promoter of the Company and GBTL and 2. Mr. Ajay Vishwanath Agarwal: Whole-Time Director & Promoter of the Company and GBTL; 3. Mrs. Medha Pattanayak  Independent Director of the Company and GBTL.  Related KMP: Nil
3.	Nature, Type, material terms, monetary value and particulars of the proposed RPTs	Transactions in the nature of purchase/Sale/ Supply of Goods, property; & Other Services for an amount not exceeding in aggregate Rs. 200 (Two Hundred) Crores for the Financial year 2023-24. These transactions are in the ordinary course of business and are on an arm’s length basis.
4.	Percentage of the Company’s annual consolidated Turnover	12.12% (for RPTs to be entered during FY 2023-24)

Sr. No	Description	Details of Proposed RPT between Company and GBTL
5.	Value of Transaction	Not exceeding Rs. 200 (Two Hundred) Crores
6.	Justification for the proposed RPTs	<p>Proposed RPTs are aimed to reduce operational costs; ensure consistent supply of materials required by each of the entities and thereby mutually benefiting each of the entities. The transactions will be purely on day-to-day commercial business requirements at a prevailing market price.</p> <p>The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm's length basis and in the ordinary course of business to enhance Shareholder value. The Company will benefit from such transactions with GBTL and hence, the Material RPTs are recommended for approval of the Members.</p>
7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	Not Applicable
8.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.

**By Order of Board of Directors**

**Sachin Gupta**  
**Company Secretary & Compliance Officer**  
(FCS 12500)

**Place: Mumbai**

**Date: November 08, 2023**

Information as required pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), in respect of Directors seeking appointment/re-appointment/payment of remuneration:

Name of Director	Mr. Aniruddha Prabhakar Deshmukh
DIN	01389267
Date of Birth	24-04-1958
Age	65 years
Date of first Appointment on the Board	November 08, 2023
Qualifications	Graduate in Mechanical Engineering from VNIT, Nagpur and a post graduate in Management from the IIM, Calcutta
Experience and Expertise in Specific Functional Area	<p>He has served as the Managing Director and CEO at Mafatlal Industries Ltd. Prior to that he spent more than 30 years in various business of Raymond Ltd and its group companies heading, as President, it's Textile, Retail and FMCG businesses at different times.</p> <p>He has led the teams that launched successful brands (KamaSutra condoms &amp; deodorant's; Raymond Made to Measure &amp; Ethnix), modernized and exponentially expanded the Raymond Retail Network; significantly grown in both revenue and margins the Textile business and developed a talent pool of managerial executives.</p>
Terms and conditions of re-appointment / revision / remuneration	As per the Resolution set out in the Item No. 01 of the Notice read with Explanatory Statement.
Remuneration last drawn	Not Applicable
Number of Board Meetings attended during the year 2022-23	Not Applicable
Directorship held in other Listed companies (As on November 08, 2023)	NIL
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on November 08, 2023)	NIL
Chairmanship/ Membership of Committees of the Board of Directors of other Companies as on November 08, 2023)	Not Applicable
Shareholding as on November 08, 2023	NIL
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any director or KMP or the Company.