

Donear/SECD/SE/2022/016

May 30, 2022

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: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2022.

Dear Sir / Madam,

In compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report for the financial year 2021-22 issued by M/s. Yogesh Sharma & Co., Company Secretaries.

You are requested to take the same on record.

Yours faithfully,

For Donear Industries Limited

**Sachin Gupta
Company Secretary
A35645**



Encl.: As Above

YOGESH SHARMA & CO.

COMPANY SECRETARIES

Yogesh M. Sharma
M.Com, M. Phil, M.M.M, M.F.M, LLB, FCS.

Office No: 9082951462
Mobile No: 9833124864
Email ID: csymsharma@gmail.com

Secretarial Compliance Report of Donear Industries Limited

For the Financial Year Ended 31st March, 2022

To,
The Board of Directors,
Donear Industries Limited
Donear House, 8th Floor,
Plot No. A - 50 Road No. 1,
MIDC, Andheri (East),
Mumbai 400093

We have examined:

- (a) all the documents and records made available to us through scanned copies by email and explanation provided by **Donear Industries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **-Not Applicable to listed entity during review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **-Not Applicable to listed entity during review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021) **-Not Applicable to listed entity during review period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021) - **Not Applicable to listed entity during review period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (upto 15th August, 2021) - **Not Applicable to listed entity during review period;**
- (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021) - **Not Applicable to listed entity during review period;**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder; and based on the above examination we hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 13(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of statement giving the number of investor complaints to BSE and NSE.	There was delay in submission of statement giving the number of investor complaints to BSE and NSE for the quarter ended 31 st December, 2021.
2)	Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of quarterly compliance report on corporate governance to BSE and NSE.	There was delay in submission of quarterly compliance report on corporate governance to BSE and NSE for the quarter ended 31 st December, 2021.
3)	Regulation 31(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of shareholding pattern to BSE and NSE.	There was delay in submission of Shareholding pattern to BSE and NSE for the quarter ended 31 st December, 2021.
4)	SEBI CIRCULAR D&CC/FITTC/CIR - 16/2002 dated 31 st December, 2002	Delay in submission of Audit Report on Reconciliation of Share capital to BSE and NSE.	There was delay in submission of Audit Report on Reconciliation of Share capital to BSE and NSE for the quarter ended 31 st December, 2021.



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following were details of actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary, if any.
1)	National Stock Exchange of India Limited	Delay in Submission of statement giving the number of investor complaints, quarterly compliance report on corporate governance and Shareholding pattern for the quarter ended 31 st December, 2021.	Total fine of Rs. 57,820 (inclusive of 18% GST) has been imposed on the listed entity by the National Stock Exchange of India Limited.	The listed entity has paid the necessary fine.
2)	BSE Limited	Delay in Submission of statement giving the number of investor complaints, quarterly compliance report on corporate governance and Shareholding pattern for the quarter ended 31 st December, 2021.	Total fine of Rs. 56,640 (inclusive of 18% GST) has been imposed on the listed entity by the BSE Limited.	The listed entity has paid the necessary fine.



(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

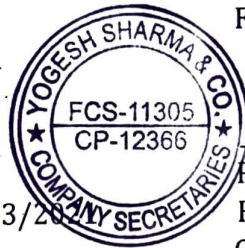
(e) No appointment/ re-appointment/ resignation of statutory auditor of the company had occurred and accordingly no compliance as per SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 was required to be made by the Company.

Place: MUMBAI

Date: 28th May, 2022

Peer Review Certificate No.: 1583/20

UDIN: F011305D000420551



For **YOGESH SHARMA & CO.**

Yogesh Sharma

Prop. **YOGESH M. SHARMA**

FCS No. - 11305

C.P No - 12366