Donear House, Plot No. A - 50, Road No. - 1, MIDC. Andheri (E) Mumbai - 400 093.
Tel: 022 - 30813591, 30768100 (Board Line) Fax: 022-28370041
E: info@donear.com Web: www.donear.com CIN: L99999MH1987PLC042076

29th September, 2018

To

The Manager, Corporate Relations Dept., BSE Ltd. 1st floor, Phiroze Jeejeebhoy Tower, Dalal Street, Fort Mumbai-400 001. The Manager, Listing Department National Stock Exchange of India Ltd Bandra-Kurla Complex Bandra (East) Mumbai – 400 051.

Scrip Code: 512519

Scrip Code: DONEAR EQ

Dear Sir,

Sub: Submission of Scrutinizer Report and Voting Results under Regulation 44(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 for the 32<sup>nd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2018

We would like to inform you that the 32<sup>nd</sup> Annual General Meeting of the Members of the Company was held on Saturday, 29<sup>th</sup> September, 2018 at 11.30 a.m.at Donear House, 9<sup>th</sup> Floor, Plot No. A/50, Road No. 1, MIDC, Andheri (East), Mumbai – 400 093.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the facility of E-voting and Ballot voting at the Annual General Meeting was provided to the members.

The remote e-voting was open from Wednesday, 26th September, 2018 (9.00 a.m.) to Friday, 28th September, 2018 (5.00 p.m.) to enable the members to cast their votes.

Mr. Yogesh Sharma (ACS No. 33235), Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the remote e-voting and ballot voting process.

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All the businesses as mentioned in the Notice of Annual General Meeting have been transacted and based on the report of the Scrutinizer all the Ten businesses contained in the notice of 32<sup>nd</sup> Annual General Meeting were passed with requisite majority through remote e-voting and by ballot voting at the AGM. We enclose the followings:

- 1. Scrutinizer Report
- 2. Voting results in prescribed format under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on record and do the needful.

Thanking you,

Yours faithfully,

For Donear Industries Limited

**Company Secretary** 

### YOGESH SHARMA

COMPANY SECRETARY

Yogesh M. Sharma

M.Com, M.Phil, M.M.M, M.F.M, LLB, ACS.

Phone Office: 25952322

Email ID: csymsharma@gmail.com

Mob No. 9833124864

To,

The Chairman,

#### DONEAR INDUSTRIES LIMITED,

Donear House,8th Floor, Plot No. A – 50 Road No. 1, MIDC, Andheri (East) Mumbai - 400093

Dear Sir.

Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at Annual General Meeting (AGM) held on 29th September, 2018.

The Board of the Company at its meeting held on 30th May,2018 had appointed me as a scrutinizer for the remote e-voting held from 26th September,2018 at 9.00 a.m. till 28th September,2018at 5.00 p.m.and the Chairman of Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 29th September, 2018. The shareholders of the Company holding shares as on "cut-off date" i.e.22nd September,2018 were entitled to vote on resolution as set out in the notice of the AGM.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 26<sup>th</sup> September, 2018 at 9.00 a.m. till 28<sup>th</sup> September, 2018 at 5.00 p.m. The remote e-voting facility was then unblocked after the AGM, in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting process kindly refer my scrutinizer's report dated 29<sup>th</sup> September, 2018.

At the AGM of the Company held on 29<sup>th</sup> September,2018, the Chairman of the Company had suomotto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 29<sup>th</sup> September,2018.

I hereby submit my following consolidated report on remote e-voting together with the poll.

andup (W), Macs

#### CONSOLIDATED REPORT

#### Item No. 1: Ordinary Resolution:

Adoption of Financial statements for the year ended 31 March 2018 and the Directors and Auditors Reports thereon:

| Particulars                      | · N                | Percentage<br>(%) |          |     |
|----------------------------------|--------------------|-------------------|----------|-----|
|                                  | Remote<br>e-voting | Poll ,            | Total    |     |
| Votes in Favour of<br>Resolution | 150075             | 37302896          | 37452971 | 100 |
| Votes against the<br>Resolution  | NIL NIL            |                   | NIL      | NIL |
| Total                            | 150075             | 37302896          | 37452971 | 100 |

#### Item No. 2: Ordinary Resolution:

To declare a dividend on equity shares for the financial year ended March 31, 2018:

| Particulars                      | N               | Number of Valid Votes |          |       |  |  |
|----------------------------------|-----------------|-----------------------|----------|-------|--|--|
|                                  | Remote e-voting | Poll                  | Total    | (%)   |  |  |
| Votes in Favour of<br>Resolution | 150025          | 37302896              | 37452921 | 99.99 |  |  |
| Votes against the<br>Resolution  | 50              | NIL ,                 | 50       | 0.01  |  |  |
| Total 150075 37302896            |                 | 37452971              | 100      |       |  |  |



#### Item No. 3: Ordinary Resolution:

To appoint director in place of Mr. Ajay V. Agarwal(DIN:00227279) who retires by rotation and being eligible offers himself for reappointment:

| Particulars                      | N                  | Number of Valid Votes |          |     |  |
|----------------------------------|--------------------|-----------------------|----------|-----|--|
|                                  | Remote<br>e-voting | Poll                  | Total    | [%) |  |
| Votes in Favour of<br>Resolution | 150075             | 37302896              | 37452971 | 100 |  |
| Votes against the<br>Resolution  | NIL                | NIL                   | NIL      | NIL |  |
| Total                            | 150075             | 37302896 ,            | 37452971 | 100 |  |

#### Item No. 4: OrdinaryResolution:

To Re-appointment Shri. Rajendra V. Agarwal(DIN: 00227279) as Managing Director of the Company:

| Particulars                      | N                  | Percentage<br>(%) |          |       |
|----------------------------------|--------------------|-------------------|----------|-------|
|                                  | Remote<br>e-voting | Poll              | Total    |       |
| Votes in Favour of<br>Resolution | 3557               | 37302896          | 37306453 | 99.60 |
| Votes against the<br>Resolution  | 146518             | NIL               | 146518   | 0.40  |
| Total                            | 150075             | 37302896          | 37452971 | 100   |

#### Item No. 5: Ordinary Resolution:

To Re-appointment Shri. Ajay V. Agarwal as Whole Time Director:

| Particulars                      | N               | Percentage<br>(%) |          |       |
|----------------------------------|-----------------|-------------------|----------|-------|
|                                  | Remote e-voting | Poll              | Total    |       |
| Votes in Favour of<br>Resolution | 3557            | 37302896          | 37306453 | 99.60 |
| Votes against the<br>Resolution  | 146518          | NIL               | 146518   | 0.40  |
| Total                            | 150075          | 37302896          | 37452971 | 100   |

Address: 'B-1' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhand

CP-12366 CP-12366 DW 17, Mumbai

0 078

#### Item No. 6: Ordinary Resolution:

To ratify the remuneration of Cost Auditors for the F.Y. ending 31st March, 2019:

| Particulars                      | N               | Percentage<br>(%) |          |     |
|----------------------------------|-----------------|-------------------|----------|-----|
|                                  | Remote e-voting | Poll              | Total    |     |
| Votës in Favour of<br>Resolution | 150075          | 37302896          | 37452971 | 100 |
| Votes against the<br>Resolution  | NIL             | NIL               | NIL      | NIL |
| Total                            | 150075          | 37302896          | 37452971 | 100 |

#### Item No. 7: Ordinary Resolution:

To appoint Mr.Santanu Mukherjee as an Independent Director for a tenure of Five(5) consecutive years:

| Particulars                      | N               | Percentage<br>(%) |          |     |
|----------------------------------|-----------------|-------------------|----------|-----|
|                                  | Remote e-voting | Poll              | Total    |     |
| Votes in Favour of<br>Resolution | 150075          | 37302896          | 37452971 | 100 |
| Votes against the<br>Resolution  | NIL             | NIL               | NIL      | NIL |
| Total                            | 150075          | 37302896          | 37452971 | 100 |

#### Item No. 8:: Ordinary Resolution:

#### **Approval of Material Related Party Transactions:**

| Particulars                      | Nu                 | Percentage |            |     |     |     |
|----------------------------------|--------------------|------------|------------|-----|-----|-----|
|                                  | Remote<br>e-voting | Poll       | Total      | (%) |     |     |
| Votes in Favour of<br>Resolution | 150075             | 6250       | 156325     | 100 |     |     |
| Votes against the<br>Resolution  |                    |            | ne NIL NIL |     | NIL | NIL |
| Total                            | 150075             | 6250       | 156325     | 100 |     |     |

\* Note: Members representing 37296646 Equity Shares being interested in the resolution have abstained from voting.

Address: 'B-1' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup

#### Item No. 9: Special Resolution:

Approval of Continuation of Directorship of Mr. Santkumar Agarwal who was reappointed as Independent Director for a period of 5 years from 28th Annual General Meeting of the Company till conclusion of 33rd Annual General Meeting and who has attained the age of 75 years, for the remaining period of their existing term of directorship as Independent Director of the Company:

| Particulars                      | N                  | Percentage<br>(%) |          |       |
|----------------------------------|--------------------|-------------------|----------|-------|
|                                  | Remote<br>e-voting | Poll              | Total    |       |
| Votes in Favour of<br>Resolution | 3557               | 37302896          | 37306453 | 99.60 |
| Votes against the<br>Resolution  | 146518             | NIL               | 146518   | 0.40  |
| Total                            | 150075             | 37302896          | 37452971 | 100   |

#### Item No. 10: Special Resolution:

Approval of Continuation of Directorship of Mr. Vishwanath Agarwal, Chairman and Non-executive Director of the Company who has attained the age of 75 years:

| Particulars                      | N               | Percentage<br>(%) |          |       |
|----------------------------------|-----------------|-------------------|----------|-------|
|                                  | Remote e-voting | Poll              | Total    |       |
| Votes in Favour of<br>Resolution | 3557            | 37302896          | 37306453 | 99.60 |
| Votes against the<br>Resolution  | 146518          | NIL               | 146518   | 0.40  |
| Total                            | 150075          | 37302896          | 37452971 | 100   |

From the above report, I state that the all resolutions stated above stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary of the Company duly authorized by the Board.

Thanking You,

Yours Faithfully

Yogesh Sharma

Practicing Company Secretary

C.P. No. 12366

Date: 29th September, 2018

Place: Mumbai

# Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Date of the Annual General Meeting   | 29th September, 2018 |
|--|----------------------|
| Total No. of Shareholders on record date   | 10517                |
| No. of Shareholders present in the meeting either in person or through proxy:  • Promoter and Promoter Group  • Public | <b>15</b><br>34      |
| No. of Shareholders attended the meeting through Video Conferencing:  • Promoter and Promoter Group  • Public          | Not Applicable       |

For Donear Industries Limited

**Company Secretary** 

Donear House, Plot No. A - 50, Road No. - 1, MIDC. Andheri (E) Mumbai - 400 093. Tel : 022 - 30813591, 30768100 (Board Line) Fax : 022-28370041 E: info@donear.com Web: www.donear.com CIN : L99999MH1987PLC042076

#### Resolution No. 1: Adoption, of Financial statements for the year ended 31 March 2018 and the Directors' and Auditors' Report thereon

| Resolution          | Required : (Ordinar | y/Special)       |                |   |  | Ordi   | nary Resolution                      |  |
|---------------------|---------------------|------------------|----------------|---|--|--|--------------------------------------|--|
| Whether pro         | omoter/promoter g   | roup are interes | ted in the age | nda/resolution                                | No   |  |                                      |  |
| Category            | Mode of Voting      |                  | No of Votes    | % of Votes Polled<br>on outstanding<br>shares | Votes - in favour No. of Votes - in against favour | Long-Michigan Land Company of the Co | % of Votes in favour on votes polled | % of Votes<br>against on votes<br>polled |
|                     |                     | 1                | 2              | (3)=[(2)/(1)]*100                             |  | (6)=[(4)/(2)]*100  | (7)=[(5)/(2)]*100                    |  |
| Promoter            | E-voting            | 37296646         | 0              | 0   | 0  | 0  | 0                                    | 0  |
| and                 | Poll                |                  | 37296646       | 100   | 37296646   | .0   | 100                                  | .0                                       |
| Promoter            | Postal Ballot       |                  | 0              | 0   | 0  | 0  | 0                                    | 0  |
| Group               | Total               | 37296646         | 37296646       | 100   | 37296646   | 0  | 100                                  | 0  |
|                     | E-voting            |                  | 146518         | 100   | 146518   | 0  | 100                                  | 0  |
| Public -            | Poll                | 146518           |                | 0   | 0  | 0  | 0                                    | 0  |
| Institutions        | Postal Ballot       |                  | 0              | 0   | 0  | 0  | 0                                    | 0  |
|                     | Total               | 146518           | 146518         | 100   | 146518   | 0  | 100                                  | 0  |
| Public -            | E-voting            |                  | 3557           | 36.27   | 3557   | 0  | 100                                  | 0  |
|                     | Poll                | 9807             | 6250           | 63.73   | 6250   | 0  | 100                                  | 0  |
| Non<br>Institutions | Postal Ballot       |                  | 0              | 0   | 0  | 0  | 0                                    | 0  |
|                     | Total               | 9807             | 9807           | 100   | 9807   | 0  | 100                                  | - 0                                      |
| Total               |                     | 37452971         | 37452971       | 100   | 37452971   | 0  | 100                                  | 0  |

#### Resolution No. 2: To declare dividend

| Resolution          | Required : (Ordinar | y / Special)          |                        |   | Ordinary Resolution No                   |                              |  |  |  |
|---------------------|---------------------|-----------------------|------------------------|---|--|------------------------------|--|--|--|
| Whether pro         | omoter / promoter g | roup are interes      | ted in the age         | nda/resolution                                |  |                              |  |  |  |
| Category            | Mode of Voting      | No. of Shares<br>held | No. of Votes<br>Polled | % of Votes Polled<br>on outstanding<br>shares | on outstanding Votes - in No. of Votes - | No. of Votes -<br>in against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |  |
|                     |                     | 1                     | 2                      | (3)=[(2)/(1)]*100                             | 4  | 5                            | (6)=[(4)/(2)]*100                          | (7)=[(5)/(2)]*100                        |  |
| Promoter            | E-voting            | 37296646              | 0                      | 0   | 0  | 0                            | 0  | 0  |  |
| and                 | Poll                |                       | 37296646               | 100   | 37296646                                 | 0                            | 100  | 0  |  |
| Promoter            | Postal Ballot       |                       | 0                      | 0   | 0  | 0                            | 0  | 0  |  |
| Group               | Total               | 37296646              | 37296646               | 100   | 37296646                                 | 0                            | 100  | 0  |  |
|                     | E-voting            | 146518                | 146518                 | 100   | 146518                                   | 0                            | 100  | 0  |  |
| Public -            | Poll                |                       | 0                      | 0   | 0  | 0                            | 0  | 0  |  |
| Institutions        | Postal Ballot       |                       | 0                      | 0   | 0  | 0                            | 0  | 0  |  |
|                     | Total               | 146518                | 146518                 | 100   | 146518                                   | 0                            | 100  | 0  |  |
| Public -            | E-voting            |                       | 3557                   | 36.27   | 3507                                     | 50                           | 98.59                                      | 1.41                                     |  |
| 202                 | Poll                | 9807                  | 6250                   | 63.73   | 6250                                     | 0                            | 100  | 0  |  |
| Non<br>Institutions | Postal Ballot       |                       | 0                      | 0   | 0  | 0                            | 0  | 0  |  |
|                     | Total               | 9807                  | 9807                   | 100   | 9757                                     | 0                            | 100  | 0  |  |
| Total               |                     | 37452971              | 37452971               | 100   | 37452921                                 | 0                            | 99.99                                      | 0.0001                                   |  |





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#### Resolution No. 3: Re-appointment of Mr. Ajay Agarwal as Director, who retires by rotation

| Resolution          | Required: (Ordinar | y/Special)            |                        |   | Ordinary Resolution Yes        |  |                   |                   |  |
|---------------------|--------------------|-----------------------|------------------------|---|--------------------------------|--|-------------------|-------------------|--|
| Whether pro         | omoter/promoter g  | roup are interes      | ted in the age         | nda/resolution                                |                                |  |                   |                   |  |
| Category            | Mode of Voting     | No. of Shares<br>held | No. of Votes<br>Polled | % of Votes Polled<br>on outstanding<br>shares | No. of<br>Votes - in<br>favour | % of Votes<br>against on votes<br>polled |                   |                   |  |
|                     |                    | 1                     | 2                      | (3)=[(2)/(1)]*100                             | 4                              | 5  | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |  |
| Promoter            | E-voting           | 37296646              | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |
| and                 | Poll               |                       | 37296646               | 100   | 37296646                       | 0  | 100               | 0                 |  |
| Promoter            | Postal Ballot      |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |
| Group               | Total              | 37296646              | 37296646               | 100   | 37296646                       | 0  | 100               | 0                 |  |
|                     | E-voting           | 146518                | 146518                 | 100   | 146518                         | 0  | 100.00            | 0.00              |  |
| Public -            | Poll               |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |
| Institutions        | Postal Ballot      |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |
|                     | Total              | 146518                | 146518                 | 100   | 146518                         | 0  | 100               | 0                 |  |
| Public -            | E-voting           |                       | 3557                   | 36.27   | 3557                           | 0  | 100               | 0                 |  |
|                     | Poll               | 9807                  | 6250                   | 63.73   | 6250                           | 0  | 100               | 0                 |  |
| Non<br>Institutions | Postal Ballot      | 1                     | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |
|                     | Total              | 9807                  | 9807                   | 100   | 9807                           | 0  | 100               | 0                 |  |
| Total               |                    | 37452971              | 37452971               | 100   | 37452971                       | 0  | 100               | 0.00              |  |

#### Resolution No. 4: Re-appointment of Mr. Rajendra Agarwal as Managing Director of the Company

| Resolution   | Required : (Ordinar | y / Special)          |                        |   | Ordinary Resolution            |  |                   |                   |  |  |
|--------------|---------------------|-----------------------|------------------------|---|--------------------------------|--|-------------------|-------------------|--|--|
| Whether pro  | omoter/promoter g   | roup are interes      | ted in the age         | nda/resolution                                | Yes                            |  |                   |                   |  |  |
| Category     | Mode of Voting      | No. of Shares<br>held | No. of Votes<br>Polled | % of Votes Polled<br>on outstanding<br>shares | No. of<br>Votes - in<br>favour | % of Votes<br>against on votes<br>polled |                   |                   |  |  |
|              |                     | 1                     | 2                      | (3)=[(2)/(1)]*100                             | 4                              | 5  | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |  |  |
| Promoter     | E-voting            |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |  |
| and          | Poll                | 37296646              | 37296646               | 100   | 37296646                       | 0  | 100               | 0                 |  |  |
| Promoter     | Postal Ballot       |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |  |
| Group        | Total               | 37296646              | 37296646               | 100   | 37296646                       | 0  | 100               | .0                |  |  |
|              | E-voting            | 146518                | 146518                 | 100   | 0                              | 146518                                   | 0                 | 100               |  |  |
| Public -     | Poll                |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |  |
| Institutions | Postal Ballot       |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |  |
|              | Total               | 146518                | 146518                 | 100   | 0                              | 146518                                   | 0                 | 100               |  |  |
| Public -     | E-voting            |                       | 3557                   | 36.27   | 3557                           | 0  | 100               | 0                 |  |  |
| Non          | Poll                | 9807                  | 6250                   | 63.73   | 6250                           | 0  | 100               | 0                 |  |  |
| Institutions | Postal Ballot       |                       | 0                      | 0   | 0                              | 0  | 0                 | 0                 |  |  |
|              | Total               | 9807                  | 9807                   | 100   | 9807                           | 0  | 100               | 0                 |  |  |
| Total        |                     | 37452971              | 37452971               | 100   | 37306453                       | 146518                                   | 99.61             | 0.39              |  |  |





## INDUSTRIES LTD.

Donear House, Plot No. A - 50, Road No. - 1, MIDC. Andheri (E) Mumbai - 400 093. Tel : 022 - 30813591, 30768100 (Board Line) Fax : 022-28370041 E: info@donear.com Web: www.donear.com CIN : L99999MH1987PLC042076

Resolution No. 5: Re-appointment of Mr. Ajay Agarwal as Whole Time Director of the Company

| Resolution                      | Required : (Ordinar | y / Special)          |                        |   |               | Ordi   | nary Resolution                      |  |  |
|---------------------------------|---------------------|-----------------------|------------------------|---|---------------|--------|--------------------------------------|--|--|
| Whether pro                     | omoter/promoter gr  | roup are interes      | ted in the ager        | nda/resolution                                | Yes           |        |                                      |  |  |
| Category                        | Mode of Voting      | No. of Shares<br>held | No. of Votes<br>Polled | % of Votes Polled<br>on outstanding<br>shares | No of Votes - |        | % of Votes in favour on votes polled | % of Votes<br>against on votes<br>polled |  |
|                                 |                     | 1                     | 2                      | (3)=[(2)/(1)]*100                             | 4             | 5      | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                        |  |
| Promoter                        | E-voting            | 37296646              | 0                      | 0   | 0             | 0      | 0                                    | 0  |  |
| and                             | Poll                |                       | 37296646               | 100   | 37296646      | 0      | 100                                  | 0  |  |
| Promoter                        | Postal Ballot       |                       | 0                      | 0   | 0             | 0      | 0                                    | 0  |  |
| Group                           | Total               | 37296646              | 37296646               | 100   | 37296646      | 0      | 100                                  | 0  |  |
|                                 | E-voting            | 146518                | 146518                 | 100   | 0             | 146518 | 0                                    | 100                                      |  |
| Public -                        | Poll                |                       |                        | 0   | 0             | 0      | 0                                    | .0                                       |  |
| Institutions                    | Postal Ballot       |                       | 0                      | 0   | 0             | 0      | 0                                    | 0  |  |
|                                 | Total               | 146518                | 146518                 |   | 0             | 146518 | 0                                    | 100                                      |  |
| Deslation                       | E-voting            |                       | 3557                   | 36.27   | 3557          | 0      | 100                                  | 0  |  |
| Public -<br>Non<br>Institutions | Poll                | 9807                  | 6250                   | 63.73   | 6250          | 0      | 100                                  | 0  |  |
|                                 | Postal Ballot       |                       | .0                     | 0   | 0             | 0      | 0                                    | 0  |  |
|                                 | Total               | 9807                  | 9807                   | 100   | 9807          | 0      | 100                                  | 0  |  |
| Total                           |                     | 37452971              | 37452971               | 100   | 37306453      | 146518 | 99.61                                | 0.39                                     |  |

#### Resolution No. 6: Approval of Cost Auditors Remuneration

| Resolution      | Required: (Ordinar  | y / Special)          |                        |   | Ordinary Resolution No         |                              |                          |                   |  |
|-----------------|---------------------|-----------------------|------------------------|---|--------------------------------|------------------------------|--------------------------|-------------------|--|
| Whether pro     | omoter / promoter g | roup are interes      | ted in the age         | nda/resolution                                |                                |                              |                          |                   |  |
| Category        | Mode of Voting      | No. of Shares<br>held | No. of Votes<br>Polled | % of Votes Polled<br>on outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of Votes -<br>in against | favour on votes   agains |                   |  |
|                 |                     | 1                     | 2                      | (3)=[(2)/(1)]*100                             | 4                              | 5                            | (6)=[(4)/(2)]*100        | (7)=[(5)/(2)]*100 |  |
| Promoter        | E-voting            | 37296646              | 0                      | 0   | 0                              | 0                            | 0                        | 0                 |  |
| and<br>Promoter | Poll                |                       | 37296646               | 100   | 37296646                       | 0                            | 100                      |                   |  |
|                 | Postal Ballot       |                       | 0                      | 0   | 0                              | 0                            | 0                        | 0                 |  |
| Group           | Total               | 37296646              | 37296646               | 100   | 37296646                       | 0                            | 100                      |                   |  |
|                 | E-voting            | 146518                | 146518                 | 100   | 146518                         | 0                            | 100                      |                   |  |
| Public -        | Poll                |                       | 0                      | 0   | 0                              | 0                            | 0                        | 0                 |  |
| Institutions    | Postal Ballot       |                       | 0                      | 0   | 0                              | 0                            | 0                        | 0                 |  |
|                 | Total               | 146518                | 146518                 | 100   | 146518                         | 0                            | 100                      | 0                 |  |
| Public -        | E-voting            |                       | 3557                   | 36.27   | 3557                           | 0                            | 100                      | 0                 |  |
| Non             | Poll                | 9807                  | 6250                   | 63.73   | 6250                           | 0                            | 100                      | 0                 |  |
| Institutions    | Postal Ballot       |                       | - 0                    | 0   | 0                              | 0                            | 0                        | 0                 |  |
|                 | Total               | 9807                  | 9807                   | 100   | 9807                           | 0                            | 100                      | 0                 |  |
| Total           |                     | 37452971              | 37452971               | 100   | 37452971                       | 0                            | 100                      |                   |  |





# INDUSTRIES LTD.

Donear House, Plot No. A - 50, Road No. - 1, MIDC. Andheri (E) Mumbai - 400 093. Tel : 022 - 30813591, 30768100 (Board Line) Fax : 022-28370041 E: info@donear.com Web: www.donear.com CIN : L99999MH1987PLC042076

Resolution No. 7: Appointment of Mr. Santanu Mukherjee as Director of the Company

| Resolution          | Required: (Ordinar   | y / Special)          |                 |   | Ordinary Resolution            |   |                                      |  |  |
|---------------------|----------------------|-----------------------|-----------------|---|--------------------------------|---|--------------------------------------|--|--|
| Whether pro         | omoter / promoter gr | roup are interes      | ted in the ager | nda/resolution                                | No                             |   |                                      |  |  |
| Category            | Mode of Voting       | No. of Shares<br>held |                 | % of Votes Polled<br>on outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of Votes -<br>in against favour on<br>polle | % of Votes in favour on votes polled | % of Votes<br>against on votes<br>polled |  |
|                     |                      | 1                     | 2               | (3)=[(2)/(1)]*100                             | 4                              |   | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                        |  |
| Promoter            | E-voting             |                       | 0               | 0   | 0                              | - 0   | 0                                    | 0  |  |
| and                 | Poll                 | 37296646              | 37296646        | 100   | 37296646                       | 0   | 100                                  | 0  |  |
| Promoter            | Postal Ballot        |                       | 0               | 0   | 0                              | 0   | 0                                    | 0  |  |
| Group               | Total                | 37296646              | 37296646        | 100   | 37296646                       | .0  | 100                                  | 0  |  |
|                     | E-voting             | 146518                | 146518          | 100   | 146518                         | 0   | 100                                  | 0  |  |
| Public -            | Poll                 |                       |                 | 0   | 0                              | 0   | 0                                    | 0  |  |
| Institutions        | Postal Ballot        |                       | 0               | 0   | 0                              | 0   | 0                                    | 0  |  |
|                     | Total                | 146518                | 146518          | 100   | 146518                         | 0   | 100                                  | 0  |  |
| Public -            | E-voting             |                       | 3557            | 36.27   | 3557                           | 0   | 100                                  | 0  |  |
|                     | Poll                 | 9807                  | 6250            | 63.73   | 6250                           | 0   | 100                                  | 0  |  |
| Non<br>Institutions | Postal Ballot        |                       | 0               | 0   | 0                              | 0   | 0                                    | 0  |  |
|                     | Total                | 9807                  | 9807            | 100   | 9807                           | 0   | 100                                  | 0  |  |
| Total               |                      | 37452971              | 37452971        | 100   | 37452971                       | 0   | 100                                  | 0  |  |

#### Resolution No. 8: Approval of Material Related Party Transactions

| Resolution 1        | Required: (Ordinar   | y / Special)     |                 |   | Ordinary Resolution Yes        |               |  |  |  |
|---------------------|----------------------|------------------|-----------------|---|--------------------------------|---------------|--|--|--|
| Whether pro         | omoter / promoter gr | roup are interes | ted in the ager | nda/resolution                                |                                |               |  |  |  |
| Category            | Mode of Voting       |                  |                 | % of Votes Polled<br>on outstanding<br>shares | No. of<br>Votes - in<br>favour | No of Votes - | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |  |
|                     |                      | 1                | 2               | (3)=[(2)/(1)]*100                             | 4                              | 5             | (6)=[(4)/(2)]*100                          | (7)=[(5)/(2)]*100                        |  |
| Promoter            | E-voting             |                  | 0               | 0   | 0                              | 0             | 0  | 0  |  |
| and<br>Promoter     | Poll                 | 0                | 0               | 0   | 0                              | 0             | 0  | 0  |  |
|                     | Postal Ballot        |                  | 0               | 0   | 0                              | 0             | 0  | 0  |  |
| Group               | Total                | 0                | 0               | 0   | 0                              | 0             | 0  | 0  |  |
|                     | E-voting             | 146518           | 146518          | 100   | 146518                         | 0             | 100  | 0  |  |
| Public -            | Poll                 |                  | 0               | 0   | 0                              | 0             | 0  | 0  |  |
| Institutions        | Postal Ballot        |                  | 0               | 0   | 0                              | 0             | 0  | - 0                                      |  |
|                     | Total                | 146518           | 146518          | 100   | 146518                         | 0             | 100  | 0  |  |
| Public -            | E-voting             |                  | 3557            | 36.27   | 3557                           | 0             | 100  | 0  |  |
|                     | Poll                 | 9807             | 6250            | 63.73   | 6250                           | 0             | 100  | - 0                                      |  |
| Non<br>Institutions | Postal Ballot        | QUALUTE.         | 0               | 0   | 0                              | 0             | 0  | 0  |  |
|                     | Total                | 9807             | 0               | 100   | 0                              | 0             | 100  | 0  |  |
| Total               |                      | 156325           | 156325          | 100   | 156325                         | 0             | 100  | 0  |  |





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Resolution No. 9: Approval of Continuation of Directorship of Mr. Santkumar Agarwal who was reappointed as Independent Director for a period of 5 years from 28th Annual General Meeting of the Company till conclusion of 33rd Annual General Meeting and who has attained the age of 75 years, for the remaining period of their existing term of directorship as Independent Director of the Company

| Resolution          | Required: (Ordinar  | y / Special)          |                |   |                                | Spec                         | cial Resolution                            |  |  |
|---------------------|---------------------|-----------------------|----------------|---|--------------------------------|------------------------------|--|--|--|
| Whether pro         | omoter / promoter g | roup are interes      | ted in the age | nda/resolution                                | No                             |                              |  |  |  |
| Category            | Mode of Voting      | No. of Shares<br>held |                | % of Votes Polled<br>on outstanding<br>shares | No. of<br>Votes - in<br>favour | No. of Votes -<br>in against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |  |
|                     |                     | 1                     | 2              | (3)=[(2)/(1)]*100                             | 4                              | 5                            | (6)=[(4)/(2)]*100                          | (7)=[(5)/(2)]*100                        |  |
| Promoter            | E-voting            | 37296646              | 0              | 0   | 0                              | 0                            | 0  | 0  |  |
| and                 | Poll                |                       | 37296646       | 100   | 37296646                       | 0                            | 100  | 0  |  |
| Promoter            | Postal Ballot       |                       | 0              | 0   | 0                              | 0                            | 0  | 0  |  |
| Group               | Total               | 37296646              | 37296646       | 100   | 37296646                       | 0                            | 100  | 0  |  |
| -                   | E-voting            | 146518                | 146518         | 100   | 0                              | 146518                       | 0  | 100                                      |  |
| Public -            | Poll                |                       | 0              | 0   | 0                              | 0                            | 0  | 0  |  |
| Institutions        | Postal Ballot       |                       | 0              | 0   | 0                              | 0                            | 0  | 0  |  |
|                     | Total               | 146518                | 146518         | 100   | 0                              | 146518                       | 0  | 100                                      |  |
| Public -            | E-voting            |                       | 3557           | 36.27   | 3557                           | 0                            | 100  | 0  |  |
|                     | Poll                | 9807                  | 6250           | 63.73   | 6250                           | 0                            | 100  | 0  |  |
| Non<br>Institutions | Postal Ballot       |                       | 0              | 0   | 0                              | 0                            | 0  | 0  |  |
|                     | Total               | 9807                  | 9807           | 100   | 9807                           | 0                            | 100  | .0                                       |  |
| Total               |                     | 37452971              | 37452971       | 100   | 37306453                       | 146518                       | 99.07                                      | 0.39                                     |  |

Resolution No. 10: Approval of Continuation of Directorship of Mr. Vishwanath Agarwal, Chairman and Non-executive Director of the Company who has attained the age of 75 years

| Resolution   | Required: (Ordinar   | y / Special)          |                             |                              |  | Spe                                      | cial Resolution   |                   |  |
|--------------|----------------------|-----------------------|-----------------------------|------------------------------|--|--|-------------------|-------------------|--|
| Whether pro  | omoter / promoter gr | roup are interes      | ted in the age              | nda/resolution               | Yes  |  |                   |                   |  |
| Category     | Mode of Voting       | No. of Shares<br>held | on outstanding   Votes - in | No. of Votes -<br>in against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |                   |                   |  |
|              |                      | 1                     | 2                           | (3)=[(2)/(1)]*100            | 4  | 5  | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |  |
| Promoter     | E-voting             |                       | 0                           | 0                            | 0  | 0  | 0                 | 0                 |  |
| and          | Poll                 | 37296646              | 37296646                    | 100                          | 37296646                                   | 0  | 100               | 0                 |  |
| Promoter     | Postal Ballot        |                       | 0                           | 0                            | 0  | 0  | 0                 | 0                 |  |
| Group        | Total                | 37296646              | 37296646                    | 100                          | 37296646                                   | 0  | 100               | - 0               |  |
|              | E-voting             | 146518                | 146518                      | 100                          |  | 146518                                   | 0                 | 100               |  |
| Public -     | Poll                 |                       | 1                           | 0                            |  | 0  | 0                 | 0                 |  |
| Institutions | Postal Ballot        |                       | 0                           | 0                            | 0  | 0  | 0                 | 0                 |  |
|              | Total                | 146518                | 146518                      |                              | 0  | 146518                                   | 0                 | 100               |  |
| Public -     | E-voting             |                       | 3557                        | 36.27                        | 3557                                       | 0  | 100               | 0                 |  |
|              | Poll                 | 9807                  | 6250                        | 63.73                        | 6250                                       | 0  | 100               | 0                 |  |
| Non          | Postal Ballot        |                       | 0                           | 0                            | 0  | 0  | 0                 | 0                 |  |
| Institutions | Total                | 9807                  | 9807                        | 100                          | 9807                                       | 0  | 100               | 0                 |  |
| Total        |                      | 37452971              | 37452971                    | 100                          | 37306453                                   | 146518                                   | 99.61             | 0.39              |  |

