



# DAMODAR INDUSTRIES LIMITED

Date: March 18, 2020

To,  
The Manager – CRD  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400001  
Script Code: 521220

To,  
National Stock Exchange of India Limited  
The Corporate Relation Department,  
Exchange Plaza, Plot no. C/1, G Block  
Bandra - Kurla Complex  
Bandra (E) Mumbai - 400 051  
Script Symbol : DAMODARIND

**Sub: Results of Postal Ballot Voting (including e-voting) along with the Scrutinizer's Report.**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder, a Postal Ballot Notice dated February 07, 2020 together with a Postal Ballot Form was sent to the members of the Company seeking their consent to the aforesaid matters, by way of Postal Ballot, including voting by way of electronic means.

The voting commenced on February 17, 2020 and ended on March 17, 2020. Mr. Vishal N. Manseta, Practicing Company Secretary (ACS: 25183, CP No. 8981), the Scrutinizer has submitted his report dated March 18, 2020 (Enclosed herewith as Annexure A).

Mr. Arunkumar Biyani, Chairman of the Company has declared the Postal Ballot results today. Resolutions set out in the Postal Ballot notice were duly approved by the shareholders of the Company with requisite majority.

Please find enclosed herewith the voting results of the Postal Ballot and scrutinizers report, pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure B).

Thanking You,  
Yours Faithfully  
For Damdoar Industries Limited

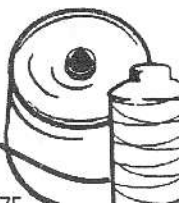
**Subodh Kumar Soni**  
Company Secretary

Regd. Office : 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai - 400 013.

Tel : + 91-22-66610301/ 02/ 08, + 91-22-49763180/ 3203

Factory : Survey No. 265 / 10 / 1, Demni Road, Dadra Village, D.& N. H. (U. T.) - 396 230 Tel.: 0260 3253390

:T- 26, MIDC Amravati, Addl. Indl. Area, MIDC, Textile Park, Nandgaon Peth, Maharashtra - 444 901.





**VISHAL N. MANSETA** (B.Com, A. C. S.)

Practicing Company Secretary

Off. No. 12, B Wing, Smital Avenue, Hatkesh Udyog Nagar Road, Near JP North,  
Mira Road (East), Thane - 401107. Mob. : +91 99870 66314, +91 93217 99780  
Web : [www.vishalmanseta.com](http://www.vishalmanseta.com) Email : [vishal\\_manseta@rediffmail.com](mailto:vishal_manseta@rediffmail.com) / [vishal@vishalmanseta.com](mailto:vishal@vishalmanseta.com)

**Report of Scrutinizer on E-Voting and Postal Ballot Process**  
[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To

Mr. Arun Kumar Biyani  
Chairman  
Damodar Industries Limited  
19/22, & 27/30, Madhu Estate,  
PandurangBudhakarMarg,  
Worli  
Mumbai-400013

Dear Sir,

Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Damodar Industries Limited (the Company) have vide resolution passed dated on February 07, 2020, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolutions for:

1. Issue of Equity shares to Promoters and Promoter Group entities on preferential basis.
2. Shifting of the Registered Office of the Company from One State to Union territory.
3. Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.

pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014,

I, Mr. Vishal N. Manseta, Practicing Company Secretary (ACS:25183, CPNo.8981), Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on February 07, 2020 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions mentioned above. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast in favour" or 'against' the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.



**VISHAL N. MANSETA**  
**Practicing Company Secretary**

The notice dated Friday, February 07, 2020 was sent to the shareholders of the Company along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut off date i.e. February 07, 2020 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:-

1. The e-voting period commences at 09.00a.m.(IST) on Monday, February 17, 2020 and ends at 05.00p.m.(IST) on Tuesday, March 17, 2020 . During this period, Member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 07, 2020, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL beyond the prescribed date and time for voting thereafter.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL(www.evotingindia.com).
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The company dispatched postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members List of beneficiaries as on Friday, February 07, 2020 and whose email ids were not registered for e voting.
6. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. All postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on Friday, March 17, 2020 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
8. The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

A summary of the E-voting and Postal Ballot Process is given below:

| Sr. No. | Particulars                               | No. of Postal Ballot forms f e-voting options | No. of Shares      |
|---------|---|---|--------------------|
| a)      | 1. Total Postal Ballot received           | 78  | 10,44,126          |
|         | 2. Total E-voting options received        | 55  | 1,54,20,794        |
|         | <b>Total (1+2)</b>                        | <b>133</b>                                    | <b>1,64,64,920</b> |
| b)      | Less : 1) Invalid Postal Ballot forms     | 4   | 374                |
|         | 2) Invalid/Abstained e-voting             | 0   | 0                  |
|         | <b>Total (1+2)</b>                        | <b>4</b>                                      | <b>374</b>         |
| c)      | 1) Net Valid Postal Ballot (a1-b1)        | 74  | 10,43,752          |
|         | 2) Net Valid e-Voting Options (a2-b2)     | 55  | 1,54,20,794        |
|         | <b>Consolidated Voting Result (c1+c2)</b> | <b>129</b>                                    | <b>1,64,64,546</b> |



\*  
VISHAL N. MANSETA  
Practicing Company Secretary

\*THE SUMMARY PROVIDED HEREINABOVE IS BASED ON TOTAL NUMBER OF MEMBERS VOTED IN POSTAL BALLOT PROCESS EITHER THROUGH E-VOTING OR THROUGH POSTAL BALLOT. RESOLUTION WISE SUMMARY MAY DIFFER DUE TO NO VOTING OR ANY OTHER REASON. THE RESOLUTION WISE SUMMARY IS AVAILABLE IN TABLE CONSOLIDATED RESULT SHOWING TOTAL MEMBERS VOTED AND TOTAL VOTING DONE IN EACH RESOLUTION BOTH YES AND NO.

Agenda-wise

| Item No. | Details of the Agenda  | Resolution required (Ordinary/Special) | Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting) | Remarks   |
|----------|--|--|--|---|
| 1.       | Issue of Equity shares to Promoters and Promoter Group entities on preferential basis. | Special                                | E-Voting and Postal Ballot                                 | The resolution was passed with the requisite majority |
| 2.       | Shifting of the Registered Office of the Company from One State to Union territory.    | Special                                | E-Voting and Postal Ballot                                 | The resolution was passed with the requisite majority |
| 3.       | Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.           | Ordinary                               | E-Voting and Postal Ballot                                 | The resolution was passed with the requisite majority |

The result of e-voting is as given below:

| Particulars  | In favour of the Ordinary/Special Resolution(s) |                  |                                 | Against the Ordinary/Special Resolution(s) |                  |                                 |
|--|---|------------------|---------------------------------|--|------------------|---------------------------------|
|  | Number of Members                               | Number of Shares | % of total number of votes cast | Number of Members                          | Number of Shares | % of total number of votes cast |
| Issue of Equity shares to Promoters and Promoter Group entities on preferential basis. | 34  | 9,661            | 75.51%                          | 2  | 3,134            | 24.49%                          |
| Shifting of the Registered Office of the Company from One State to Union territory.    | 46  | 1,54,14,412      | 99.96%                          | 9  | 6,383            | 0.04%                           |
| Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.           | 54  | 1,54,20,794      | 100.00%                         | 1  | 1                | 0.00%                           |



**VISHAL N. MANSETA**  
Practicing Company Secretary

The result of postal ballot is as given below:

| Particulars  | In favour of the Ordinary/Special Resolution(s) |                  |                                 | Against the Ordinary/Special Resolution(s) |                  |                                 |
|--|---|------------------|---------------------------------|--|------------------|---------------------------------|
|  | Number of Members                               | Number of Shares | % of total number of votes cast | Number of Members                          | Number of Shares | % of total number of votes cast |
| Issue of Equity shares to Promoters and Promoter Group entities on preferential basis. | 71  | 10,43,677        | 99.99%                          | 3  | 75               | 0.01%                           |
| Shifting of the Registered Office of the Company from One State to Union territory.    | 65  | 10,42,505        | 99.88%                          | 9  | 1,247            | 0.12%                           |
| Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.           | 73  | 10,43,751        | 100.00%                         | 1  | 1                | 0.00%                           |

The consolidated result of e-voting and postal ballot is as given below:

| Particulars  | In favour of the Ordinary/Special Resolution(s) |                  |                                 | Against the Ordinary/Special Resolution(s) |                  |                                 |
|--|---|------------------|---------------------------------|--|------------------|---------------------------------|
|  | Number of Members                               | Number of Shares | % of total number of votes cast | Number of Members                          | Number of Shares | % of total number of votes cast |
| Issue of Equity shares to Promoters and Promoter Group entities on preferential basis. | 105   | 10,53,338        | 99.70%                          | 5  | 3209             | 0.30%                           |
| Shifting of the Registered Office of the Company from One State to Union territory.    | 111   | 1,64,56,917      | 99.95%                          | 18   | 7,630            | 0.05%                           |
| Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.           | 127   | 1,64,64,545      | 100.00%                         | 2  | 2                | 0.00%                           |



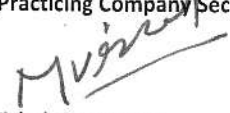
**VISHAL N. MANSETA**  
**Practicing Company Secretary**

The details of abstain/invalid votes of e-voting and postal ballot is as given below:

| Particulars  | Abstain e-voting  |                  |  | Invalid Postal Ballot |                  |                                 |
|--|-------------------|------------------|--|-----------------------|------------------|---------------------------------|
|  | Number of Members | Number of Shares | % of total number of votes cast                | Number of Members     | Number of Shares | % of total number of votes cast |
| Issue of Equity shares to Promoters and Promoter Group entities on preferential basis. | 19                | 1,54,08,000      | NA (as % exceeds 100% due to promoter holding) | 4                     | 374              | 0.00                            |
| Shifting of the Registered Office of the Company from One State to Union territory.    | 0                 | 0                | NA   | 4                     | 374              | 0.00                            |
| Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.           | 0                 | 0                | NA   | 4                     | 374              | 0.00                            |

The Chairman of the company may declare the results of the e-voting and Postal Ballot.

For Vishal N. Manseta  
(Practicing Company Secretary)

  
Vishal N. Manseta  
ACS No. : 25183  
C.P. No. : 8981  
Date : March 18, 2020  
Place : Mumbai



## Damodar Industries Limited

|   |  |
|---|--|
| Date of declaration of result of Postal Ballot and e-voting                   | March 18,2020  |
| Total number of shareholders on record date (February 07, 2020)               | 5040   |
| No. of shareholders present in the meeting either in person or through proxy: |  |
| Promoters and Promoter Group:   | Not Applicable   |
| Public:   |  |
| No. of Shareholders attended the meeting through Video Conferencing:          |  |
| Promoters and Promoter Group:   | Not Applicable   |
| Public:   |  |
| Resolution No. 1  | Special Resolution   |
| Whether promoter/promoter group are interested in the agenda/resolution       | Yes  |
| Description of resolution considered  | ISSUE OF EQUITY SHARES TO PROMOTER AND PROMOTER GROUP ENTITIES ON PREFERENTIAL BASIS |

| Category                           | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------------|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                    |                               | (1)                | (2)                 | (3)=[(2)/(1)] *100                      | (4)                      | (5)                    | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)] *100                 |
| Promoter and Promoter Group        | E-Voting                      |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|                                    | Poll                          | 15,408,000.00      | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|                                    | Postal Ballot (if applicable) |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|                                    | <b>Total</b>                  | 15,408,000.00      | -                   | -                                       | -                        | -                      | 0.0000                               | 0.0000                             |
| Public- Institutions               | E-Voting                      |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|                                    | Poll                          | 163,727.00         | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|                                    | Postal Ballot (if applicable) |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|                                    | <b>Total</b>                  | 163,727.00         | -                   | -                                       | -                        | -                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions           | E-Voting                      |                    | 12,795.00           | 0.19                                    | 9,661.00                 | 3,134.00               | 75.5061                              | 24.4939                            |
|                                    | Poll                          | 6,679,897.00       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|                                    | Postal Ballot (if applicable) |                    | 1,043,752.00        | 15.63                                   | 1,043,677.00             | 75.00                  | 99.9928                              | 0.0072                             |
|                                    | <b>Total</b>                  | 6,679,897.00       | 1,056,547.00        | 15.82                                   | 1,053,338.00             | 3,209.00               | 99.6963                              | 0.3037                             |
| <b>Total</b>                       |                               | 22,251,624.00      | 1,056,547.00        | 4.75                                    | 1,053,338.00             | 3,209.00               | 99.6963                              | 0.3037                             |
| Whether resolution is Pass or Not. |                               |                    |                     |   |                          |                        | Yes                                  |                                    |

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Institutions         |              |
| Public - Non Institutions   | 374          |



Ann - B

| Resolution No. 2  |                               | Special Resolution   |                     |   |                          |                        |                                      |                                    |
|---|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution |                               | No   |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                    |                               | SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ON ESTATE TO UNION TERRITORY |                     |   |                          |                        |                                      |                                    |
| Category  | Mode of voting                | No. of shares held   | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | (1)  | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group   | E-Voting                      |  | 15,408,000.00       | 100.00                                  | 15,408,000.00            | -                      | 100.0000                             | 0.0000                             |
|   | Poll                          | 15,408,000.00  | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |  | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Total                         | 15,408,000.00  | 15,408,000.00       | 100.00                                  | 15,408,000.00            | -                      | 100.0000                             | 0.0000                             |
| Public- Institutions  | E-Voting                      |  | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Poll                          | 163,727.00   | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable) |  | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Total                         | 163,727.00   | -                   | -                                       | -                        | -                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions  | E-Voting                      |  | 12,795.00           | 0.19                                    | 6,412.00                 | 6,383.00               | 50.1133                              | 49.8867                            |
|   | Poll                          | 6,679,897.00   | -                   | -                                       | -                        | -                      | -                                    | -                                  |
|   | Postal Ballot (if applicable) |  | 1,043,752.00        | 15.63                                   | 1,042,505.00             | 1,247.00               | 99.8805                              | 0.1195                             |
|   | Total                         | 6,679,897.00   | 1,056,547.00        | 15.82                                   | 1,048,917.00             | 7,630.00               | 99.2778                              | 0.7222                             |
| Total   | Total                         | 22,251,624.00  | 16,464,547.00       | 73.99                                   | 16,456,917.00            | 7,630.00               | 99.9537                              | 0.0463                             |
|   |                               |  |                     |   |                          |                        | Whether resolution is Pass or Not.   | Yes                                |

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    |              |
|                             | 374          |





| Resolution No. 3  | Ordinary Resolution   |                    |                     |   |                          |                        |                                      |                                    |
|---|---|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution | No  |                    |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                    | APPOINTMENT OF MR. KETAN PATEL (DIN: 08607454) AS AN INDEPENDENT DIRECTOR |                    |                     |   |                          |                        |                                      |                                    |
| Category  | Mode of voting  | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|   |   | (1)                | (2)                 | (3)=[(2)/(1)]* 100                      | (4)                      | (5)                    | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]* 100                 |
| Promoter and Promoter Group   | E-Voting  |                    | 15,408,000.00       | 100.00                                  | 15,408,000.00            | -                      | 100.0000                             | 0.0000                             |
|   | Poll  | 15,408,000.00      | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable)   |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | <b>Total</b>  | 15,408,000.00      | 15,408,000.00       | 100.00                                  | 15,408,000.00            | -                      | 100.0000                             | 0.0000                             |
| Public- Institutions  | E-Voting  |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Poll  | 163,727.00         | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable)   |                    | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | <b>Total</b>  | 163,727.00         | -                   | -                                       | -                        | -                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions  | E-Voting  |                    | 12,795.00           | 0.19                                    | 12,794.00                | 1.00                   | 99.9922                              | 0.0078                             |
|   | Poll  | 6,679,897.00       | -                   | -                                       | -                        | -                      | 0                                    | 0                                  |
|   | Postal Ballot (if applicable)   |                    | 1,043,752.00        | 15.63                                   | 1,043,751.00             | 1.00                   | 99.9999                              | 0.0001                             |
|   | <b>Total</b>  | 6,679,897.00       | 1,056,547.00        | 15.82                                   | 1,056,545.00             | 2.00                   | 99.9998                              | 0.0002                             |
| <b>Total</b>  | <b>Total</b>  | 22,251,624.00      | 16,464,547.00       | 73.99                                   | 16,464,545.00            | 2.00                   | 100.0000                             | 0.0000                             |
| Whether resolution is Pass or Not.                                      |   |                    |                     |   |                          |                        | Yes                                  |                                    |

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group |              |
| Public Insitutions          |              |
| Public - Non Insitutions    | 374          |

