



DAMODAR INDUSTRIES LIMITED

Date: March 30, 2019

To,
The Manager – CRD
BSE Limited
PhirozeJeejeebhoy 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.

Dear Sir/Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder, a Postal Ballot Notice dated February 22, 2019 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 28, 2019 and ended on March 29, 2019. Mr. Vishal N. Manseta, Practicing Company Secretary (ACS:25183, CP No. 8981), the Scrutinizer has submitted his report dated March 30, 2019(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, 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





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

Practicing Company Secretary

Ann-A

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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 22, 2019, decided to provide to the members of the Company, a facility to exercise their voting rights on the resolutions for:

1. To consider and approve the re-appointment of Mr. Girdharlal S. Daga (DIN: 00115772) as an Independent Director of the Company for the 2nd term of five (5) years commencing from 01st April, 2019 pursuant to provision of Section 149 (1) of the Companies Act, 2013.
2. To consider and approve the matter of revision in remuneration of Mr. Ajay Biyani (DIN: 00014896) Managing Director of the Company.
3. To consider and approve the matter of revision in remuneration of Mr. Arunkumar Biyani (DIN: 00016519) Chairman and Whole- Time Director of the Company.
4. To consider and approve the matter of revision in remuneration of Mr. Anil D. Biyani (DIN: 00016554) Whole-Time Director of the Company.

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 22, 2019 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 Scrutinizer's 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.



The notice dated Friday, February 22, 2019 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 22, 2019 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 Thursday, February 28, 2019 and ends at 05.00p.m.(IST) on Friday, March 29, 2019 . 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 22, 2019, 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 22, 2019 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 29, 2019 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	40	1,90,670
	2. Total E-voting options received	51	1,54,40,743
	Total (1+2)		
b)	Less : 1) Invalid Postal Ballot forms	1	2
	2) Invalid/Abstained e-voting		
	Total (1+2)	2	2
c)	1) Net Valid Postal Ballot (a1-b1)	39	1,90,668
	2) Net Valid Postal Ballot (a2-b2)	51	1,54,40,743
	Consolidated Voting Result (c1+c2)	90	1,56,31,411

*THE SUMMARY PROVIDED HEREIN ABOVE 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.	To consider and approve the re-appointment of Mr. Girdharlal S. Daga (DIN: 00115772) as an Independent Director of the Company for the 2nd term of five (5) years commencing from 01st April, 2019 pursuant to provision of Section 149 (1) of the Companies Act, 2013	Special	E-Voting and Postal Ballot	The resolution was passed with the requisite majority
2.	To consider and approve the matter of revision in remuneration of Mr. Ajay Biyani (DIN: 00014896) Managing Director of the Company.	Special	E-Voting and Postal Ballot	The resolution was passed with the requisite majority
3.	To consider and approve the matter of revision in remuneration of Mr. Arunkumar Biyani (DIN: 00016519) Chairman and Whole-Time Director of the Company.	Special	E-Voting and Postal Ballot	The resolution was passed with the requisite majority
4.	To consider and approve the matter of revision in remuneration of Mr. Anil D. Biyani (DIN: 00016554) Whole-Time Director of the Company.	Special	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
To consider and approve the re-appointment of Mr. Girdharlal S. Daga (DIN: 00115772) as an Independent Director of the Company for the 2nd term of five (5) years commencing from 01st April, 2019 pursuant to provision of Section 149 (1) of the Companies Act,2013	49	1,54,11,962	99.81%	2	28,781	0.19%
To consider and approve the matter of revision in remuneration of Mr. Ajay Biyani (DIN: 00014896) Managing Director of the Company.	30	6,912	19.34%	2	28,831	80.66%
To consider and approve the matter of revision in remuneration of Mr. Arunkumar Biyani (DIN: 00016519) Chairman and Whole- Time Director of the Company.	30	6,912	19.34%	2	28,831	80.66%
To consider and approve the matter of revision in remuneration of Mr. Anil D. Biyani (DIN: 00016554) Whole-Time Director of the Company.	30	6,912	19.34%	2	28,831	80.66%




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
To consider and approve the re-appointment of Mr. Girdharlal S. Daga (DIN: 00115772) as an Independent Director of the Company for the 2nd term of five (5) years commencing from 01st April, 2019 pursuant to provision of Section 149 (1) of the Companies Act,2013	39	1,90,668	100.00%	0	0	0.00%
To consider and approve the matter of revision in remuneration of Mr. Ajay Biyani (DIN: 00014896) Managing Director of the Company.	36	1,89,616	99.45%	3	1,052	0.55%
To consider and approve the matter of revision in remuneration of Mr. Arunkumar Biyani (DIN: 00016519) Chairman and Whole- Time Director of the Company.	36	1,89,616	99.45%	3	1,052	0.55%
To consider and approve the matter of revision in remuneration of Mr. Anil D. Biyani (DIN: 00016554) Whole-Time Director of the Company.	35	1,89,592	99.45%	3	1,052	0.55%




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
To consider and approve the re-appointment of Mr. Girdharlal S. Daga (DIN: 00115772) as an Independent Director of the Company for the 2nd term of five (5) years commencing from 01st April, 2019 pursuant to provision of Section 149 (1) of the Companies Act,2013	88	1,56,02,630	99.82%	2	28,781	0.18%
To consider and approve the matter of revision in remuneration of Mr. Ajay Biyani (DIN: 00014896) Managing Director of the Company.	66	1,96,528	86.80%	5	29,883	13.20%
To consider and approve the matter of revision in remuneration of Mr. Arunkumar Biyani (DIN: 00016519) Chairman and Whole-Time Director of the Company.	66	1,96,528	86.80%	5	29,883	13.20%
To consider and approve the matter of revision in remuneration of Mr. Anil D. Biyani (DIN: 00016554) Whole-Time Director of the Company.	65	1,96,504	86.80%	5	29,883	13.20%

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 30, 2019
Place : Mumbai



Ann-B

Damodar Industries Limited

March 30, 2019									
5617									
Date of declaration of result of Postal Ballot and e-voting									
Total number of shareholders on record date (February 22, 2019)									
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:									
Public:									
No. of Shareholders attended the meeting through Video Conferencing:									
Promoters and Promoter Group:									
Public:									
Special Resolution									
No									
To consider and approve the re-appointment of Mr. Girdharlal S. Daga (DIN: 00115772) as an Independent Director of the Company for the 2nd term of five (5) years commencing from 01st April, 2019 pursuant to provision of Section 149 (1) of the Companies Act, 2013									
Description of resolution considered									
Category	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		
Promoter and Promoter Group	E-Voting	15405000	100	15405000	0	100	0		
	Poll	NA	NA	NA	NA	NA	NA		
	Postal Ballot	0	0.00	0	0	0.00	0.00		
	Total	15405000	100	15405000	0	100	0		
Public- Institutions	E-Voting	NA	NA	NA	NA	NA	NA		
	Poll	9750	0	0	0	0	0		
	Postal Ballot	0	0	0	0	0	0		
	Total	9750	0	0	0	0	0		
Public- Non Institutions	E-Voting	35743	0.52	6962	28781	0.10	80.52		
	Poll	NA	NA	NA	NA	NA	NA		
	Postal Ballot	190668	2.79	190668	0	2.79	0		
	Total	6836874	26411	197630	28781	2.89	80.52		
	Total	22251624	15631411	15602630	28781	99.82	0.18		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	2



Special Resolution									
Yes									
To consider and approve the matter of revision in remuneration of Mr. Arunkumar Biyani (DIN: 00016519) Chairman and Whole Time Director of the Company									
Description of resolution considered	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		
Category	(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*		
Promoter and Promoter Group									
	E-Voting	0	0	0	0	0	0		
	Poll	15405000	NA	NA	NA	NA	NA		
	Postal Ballot		0	0	0	0.00	0.00		
	Total	15405000	0	0	0	0	0		
Public- Institutions									
	E-Voting		0	0	0	0	0		
	Poll	9750	NA	NA	NA	NA	NA		
	Postal Ballot	9750	0	0	0	0	0		
	Total	9750	0	0	0	0	0		
Public- Non Institutions									
	E-Voting		35743	6912	28831	0.52%	19.34%	80.66%	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot	6836874	190668	189616	1052	2.79%	99.45%	0.55%	
	Total	6836874	226411	196528	29883	3.31%	86.80%	13.20%	
Total		22251624	226411	196528	29883	3.31%	86.80%	13.20%	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	2



