



DAMODAR INDUSTRIES LIMITED

Date: July 19, 2022

To,
The Manager – CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400001
Ref.: 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

Dear Sirs,

Sub: Annual Report for Financial Year ended on March 31, 2022.


As required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Report for the Financial Year ended March 31, 2022.

Further, we shall submit the Annual Report in XBRL mode at the same time of filing Form AOC – 4 XBRL with the Ministry of Corporate Affairs within the prescribed time limit under the Companies Act, 2013.

We request you to take the same on your records.

Thanking you,

Yours faithfully,
For Damodar Industries Limited


Subodh Kumar Soni
Company Secretary

Encl.: a/a

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

Tel : +91-22-49763203

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.

Email : cs@damodargroup.com | Website : www.damodargroup.com | GST No. : 27AAACD3850G1ZV | CIN : L17110MH1987PLC045575



Tomorrow's creativity, brought today.

DAMODAR INDUSTRIES LTD

34th ANNUAL REPORT 2021-22

Tomorrow's creativity, brought today.

Tomorrow's creativity, brought today.

Tomorrow's creativity, brought today.

Tomorrow's creativity, brought today.



5 YEAR SNAP SHOT

(Rs. in Cr.)

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Turnover	908.61	567.64	767.92	771.38	649.65
Total Income	911.36	575.07	770.62	773.72	651.85
Total Expenses	829.68	583.75	781.78	761.40	634.15
PBDIT	81.68	46.14	45.67	38.65	37.13
Interest	28.88	30.72	33.80	13.92	10.96
PBDT	52.80	15.42	11.87	24.73	26.17
Depreciation	23.57	24.10	23.03	12.41	8.47
PBT	29.21	(8.68)	(11.16)	12.32	17.70
Tax	10.86	(2.48)	4.22	3.96	5.99
PAT	18.35	(6.20)	(6.94)	8.36	11.71
Earning Per Share (EPS)	7.88	(2.66)	(2.98)	3.76	10.53
Equity Share Capital	11.65	11.65	11.65	11.12	11.12
Dividend (%)	10%	0	0	15	30

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses to the Company or its Registrar and Share Transfer Agents (RTA).

You are requested to send an e-mail to cs@damodargroup.com for register your e-mail ID with Name of 1st registered shareholder, Folio/DP ID & Client ID.

On registration, all the communication will be sent to the e-mail ID registered in the Folio/DP ID & Client ID.



CORPORATE INFORMATION

Board of Directors

Mr. Arunkumar Biyani

Chairman (DIN:00016519)

Mr. Ajay Biyani

Managing Director (DIN:00014896)

Mr. Anil D. Biyani

Executive Director (DIN:00016554)

Mr. Ketan K. Patel

Independent Director (DIN:08607454)

Mrs. Mamta A. Biyani

Independent Director (DIN:01850136)

Mr. Pankaj Srivastava

Independent Director (DIN:06716582)

Registered Office

Damodar Industries Limited

19/22 & 27/30, Madhu Estate,
Pandurang Budhkar Marg, Worli,
Mumbai – 400 013 Maharashtra.

Tel.: 022-49763203

E-mail: cs@damodargroup.com

Website: www.damodargroup.com

CIN No.: L17110MH1987PLC045575

Registrar & Share Transfer Agent

Link Intime India Pvt. Limited,
C-101, 247 Park, L.B.S. Marg, Vikhroli (W),
Mumbai – 400083

Tel. No.: + 22-49763203

E-mail: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.com

Mr. Sheetal Prashad Singhal

Chief Financial Officer

Mr. Subodh Kumar Soni

Company Secretary & Compliance Officer

Auditors

M/s. Swati Kanse & Company
Chartered Accountants

Cost Auditors

M/s. Dilip M. Bathija
Cost Accountants

Bankers

State Bank of India
Bank of Baroda
Kotak Mahindra Bank Limited
Yes Bank Limited
HDFC Bank Ltd.

Plant Location

- Survey No. 265/10/1, 2 & 3
Demni Road, Dadra Village, D. & N.H. (U.T.) – 396230
Ph.: 0260-3264788, Fax: 0260-2668929
- Plot No. 165/67/68, Dabhel Ind. Co.-Op. Soc.
Dabhel, Nani Daman (U.T.) - 396210
- T-26, Add. Textile Park (MIDC Amravati)
Amravati, Maharashtra - 444605

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DAMODAR INDUSTRIES LIMITED

Reg. 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai – 400 013

CIN: L17110MH1987PLC045575, Tel. No. – 22-49763203

E-Mail – cs@damodargroup.com website: www.damodargroup.com

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting (AGM) of the Members of Damodar Industries Limited (“Company”) will be held on Wednesday, August 17, 2022 through Video Conferencing(‘VC’) / Other Audio Visual Means (‘OAVM’) at 11:30 a.m. to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Financial Statements of the Company which includes the Audited Balance Sheet as on March 31, 2022, the Statement of Profit and Loss for the financial year ended as on that and cash flow Statement together with Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Anil D. Biyani (DIN: 00016554) who retires by rotation and, being eligible, offers himself for re-election.
3. To declare a Final Dividend of Rs. 0.50 on equity share of face value of Rs.5/- each for the financial year 2021–22.

SPECIAL BUSINESS

4. To fix remuneration payable to the Cost Auditors for the financial year 2022-23 and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any and as recommended by the Audit Committee, the Company hereby approves the remuneration payable of Rs. 40,000/- (Rupees Forty Thousand Only) exclusive of out-of-pocket expenses to be paid to Mr. Dilip M. Bathija, Cost accountants (Mem. No. 10904) Cost Auditor appointed by the Board of Directors of the Company to conduct audit of the cost accounting records of the Company for the financial year 2022-23.

FURTHER RESOLVED THAT any Director and/or Company Secretary of the Company be and is/are hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

5. To revise remuneration of Mr. Arunkumar Biyani, Chairman & Whole Time Director of the Company for the financial year of 2022-23 and in this regard to Consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on September 18, 2020 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if , any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Arunkumar Biyani (DIN:00016519) Chairman and Whole –Time Director of the Company with effect from April 1, 2022 for the remaining period of his tenure ending on March 31, 2023.

RESOLVED THAT FURTHER THAT the remuneration payable to Mr. Arunkumar Biyani, Chairman & Whole- Time Director with effect from April 1, 2022 shall be as under:

- 1) Base salary: A salary of Rs.84,00,000/- (Rupees Eighty Four Lacs Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives: Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;



3) Perquisites:

- a) Medical benefits for self and family: All medical expenses incurred by the Chairman & Wholetime Director and his family shall be reimbursed in accordance with the Medclaim Policy.
- b) Personal Accident Insurance: Group Personal Accident Insurance Policy as applicable, as per the rules of the company.
- c) Reimbursement of expenses: The Company shall reimburse to the Chairman & Whole time Director, all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
- d) Retirement Benefits:

Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month's basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Explanation: "family" shall mean the spouse, the dependent children and the dependent parents of the Chairman & Wholetime Director."

RESOLVED FURTHER THAT the consent and ratification of the members of the Company be and is hereby accorded that Mr. Arunkumar Biyani, Chairman and Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances as specified above for the reaming period in case the Company has no profit or Its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification as may be deemed fit by the Board from time to time and subject to limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in current financial year, during the currency of the tenure of Mr. Arunkumar Biyani as Chairman and Whole Time Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013 as may amended from time to time.

RESOLVED FURHTER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Chairman and Whole Time Director of the Company held on year September 18, 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreements (s), deed(s) of amendments(s) or any such documents (s) as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate in order to give effect to this resolution."

6. To revise remuneration of Mr. Ajay Biyani, Managing director of the Company for the financial year of 2022-23 and in this regard to Consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on September 18, 2020 and pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if , any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 ("the Act), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Ajay Biyani (DIN:00014896) Managing Director of the Company with effect from April 1, 2022 for the remaining period of his tenure ending on March 31, 2023.



RESOLVED FURTHER THAT the remuneration payable to Mr. Ajay Biyani (DIN:00014896) Managing Director with effect from April 1, 2022 shall be as under:

- 1) Base salary: A salary of Rs.84,00,000/- (Rupees Eighty Four Lacs Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives: Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
- 3) Perquisites:
 - a) Medical benefits for self and family: All medical expenses incurred by the Managing Director and his family shall be reimbursed in accordance with the Mediclaim Policy.
 - b) Personal Accident Insurance: Group Personal Accident Insurance Policy as applicable, as per the rules of the company.
 - b) Reimbursement of expenses: The Company shall reimburse to the Managing Director, all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
 - d) Retirement Benefits:

Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month's basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Explanation: "family" shall mean the spouse, the dependent children and the dependent parents of the Managing Director.

RESOLVED FURTHER THAT the consent and ratification of the members of the Company be and is hereby accorded that Mr. Ajay Biyani, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances as specified above for the remaining period in case the Company has no profit or Its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification as may be deemed fit by the Board from time to time and subject to limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in current financial year, during the currency of the tenure of Mr. Ajay Biyani, Managing Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013 as may amended from time to time.

RESOLVED FURHTER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company held on September 18, 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreements (s), deed(s) of amendments(s) or any such documents (s) as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate in order to give effect to this resolution.



7. To revise remuneration of Mr. Anil D. Biyani, whole time director of the Company for the financial year of 2022-23 and in this regard to Consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

“RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on September 18, 2020 and pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if, any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 ("the Act), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Anil D. Biyani (DIN:00016554) Whole Time Director of the Company with effect from April 1,2022 for the remaining period of his tenure ending on March 31, 2023.”

RESOLVED FURTHER THAT the remuneration payable to Mr. Anil D. Biyani (DIN:00016554) with effect from April 1,2022 shall be as under:

- 1) Base salary: A salary of Rs.84,00,000/- (Rupees Eighty Four Lacs Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives: Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
- 3) Perquisites:
 - a) Medical benefits for self and family: All medical expenses incurred by the Wholetime Director and his family shall be reimbursed in accordance with the Mediclaim Policy.
 - b) Personal Accident Insurance: Group Personal Accident Insurance Policy as applicable, as per the rules of the company.
 - c) Reimbursement of expenses: The Company shall reimburse to the Whole time Director, all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
 - d) Retirement Benefits:

Provident Fund: The Company’s contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month’s basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Explanation: “family” shall mean the spouse, the dependent children and the dependent parents of the Wholetime Director.

RESOLVED FURTHER THAT the consent and ratification of the members of the Company be and is hereby accorded that Mr. Anil D. Biyani, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances as specified above for the reaming period in case the Company has no profit or Its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification as may be deemed fit by the Board from time to time and subject to limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in current financial year, during the currency of the tenure of Mr. Anil D. Biyani as Whole Time Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013 as may amended from time to time.



RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company held on September 18, 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreements (s), deed(s) of amendments(s) or any such documents (s) as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate in order to give effect to this resolution."

Registered Office:

19/22 & 27/30, Madhu Estate,
Pandurang Budhkar Marg,
Worli, Mumbai – 400 013

By Order of the Board of Directors
For **Damodar Industries Limited**

Sd/-
Subodh Kumar Soni
Company Secretary

Place : Mumbai

Date : May 28, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business(es) at Sr. 4 to 7 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Directors is also annexed.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021, 8th December 2021, 14th December 2021 and 5th May 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to vishal@manseta@rediffmail.com and to its RTA at instameet@linkintime.co.in



5. Dispatch of Annual Report through Electronic Mode:

The Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India have permitted listed companies to send the Notice of the Annual General Meeting (“AGM”) and the Annual Report to the shareholders by email only in view of prevailing COVID-19 pandemic situation and difficulties involved in despatch of physical copies. Pursuant to the General Circular Nos. 17/2020, 20/2020 and 02/2021 dated 13-April-2020, 5-May-2020 and 13-January-2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively issued by the MCA. Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website www.damodargroup.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

6. Shareholders are hereby informed that pursuant to Section 125 and Section 124 (5) of the Companies Act, 2013, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund (the “Fund”) established by the Central Government. It may be noted that, no claim shall lie against the Company in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due and duly transferred to IEPF Fund for payment and the concern shareholder could approach IEPF Authority to release of any such unclaimed dividend.
7. Notice is being issued pursuant to the provisions of the Investor Education and protection fund Authority (Accounting, Audit, Transfer and refund) rules, 2016 (“the IEPF Rules”) and any statutory amendments, modification etc. made and the notifications, circulars issued thereunder for the time being in force As per the said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven years or more to the DEMAT account of Investor Education and Protection Fund (“IEPF”) Authority. Adhering to various requirements set out in the IEPF Rules, the company has communicated individually to the shareholders whose shares are liable to be transferred to IEPF, Also, complete details of such shareholders has been uploaded on the Company’s website at www.damodargroup.com.

Shareholders must note that both the unclaimed dividend and shares transferred to IEPF Authority including all benefits on such shares, if any can be claimed back by them from IEPF authority after following the due procedure prescribed under these rules.

8. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the Financial Year 2014-2015, which remain unpaid or unclaimed for a period of 7 years and the dividends to be declared for the subsequent years, if any, will be transferred to the IEPF Fund. Shareholders who have so far not encashed/claimed the dividend warrant(s) for the financial year 2014-2015 are requested to make their claim to the Secretarial Department at the Corporate Office of the Company or the office of the R&TA on or before 11.09.2022, failing which the unpaid/ unclaimed amount will be transferred to the Fund as above, no claim shall lie against the Company or the Fund in respect of such amount by the Member.
9. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the company’s website information regarding unpaid and unclaimed dividend. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend on its website at www.damodargroup.com. Further, the Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday 19, July, 2022 to Friday 22, July, 2022 (both days inclusive) for the purpose of the Thirty-four Annual General Meeting of the Company.
11. Since the Thirty-third AGM will be held through VC/OAVM, the route map is not annexed.
12. Members are requested to:
- a. Register their email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, log in details for e-voting are being sent on the registered email address.



In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

i. Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

ii. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- b. Intimate the Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
- c. Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company’s registrar and share transfer agent in this regard.
- d. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company’s Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participant(s).
13. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt. Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
15. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on cs@damodargroup.com.
16. Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
19. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
20. A recent amendment to the SEBI Listing Regulations also permits sending the aforesaid documents through electronic mode to Members who have registered their email address with the Company for this purpose.
21. Consolidation of Shares under one folio:

The Company would urge shareholders holding shares of the Company under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs and benefit the shareholders and the Company. Shareholder



scan do so by writing to the Registrar with details on folio numbers, order of names, shares held under each folio, and the folio under which all shareholding should be consolidated. Share certificates need not be sent.

22. Voting through electronic means (Remote E-voting):

- a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, 8th December 2021, 14th December 2021 and 5th May 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 8th December 2021, 14th December 2021 and 5th May 2022 and Secretarial Standard on General Meetings (SS2) issued by the institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Link In Time India Private Limited and For this purpose, the Company has entered into an agreement with Link In Time India Private Limited for facilitating voting through electronic means, as the authorized e-Voting’s agency.
- c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- f. The Notice of the 34th Annual General Meeting of the Company along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars no. 17/2020 dated April 13, 2020 and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company’s website www.damodargroup.com and also on website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Exchange of India at www.nseindia.com. The AGM Notice is also disseminated on the website of Link In Time India Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM).
- g. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, 8th December 2021, 14th December 2021 and 5th May 2022.
- h. The remote e-voting period commences on Sunday, August 14, 2022 (9:00 a.m. IST) and ends on Tuesday, August 16, 2022 (5:00p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, August 10, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL e-voting platform for voting thereafter.



- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- j. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below: The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, August 10, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- *Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.



Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited

Process and manner for attending the Annual General Meeting through InstaMeet:

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.



2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

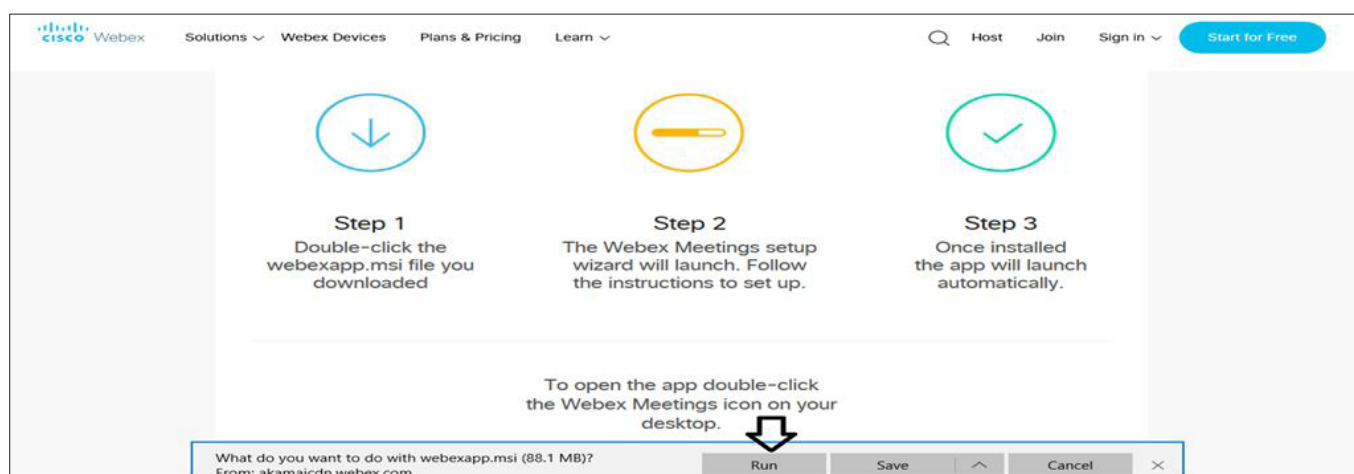
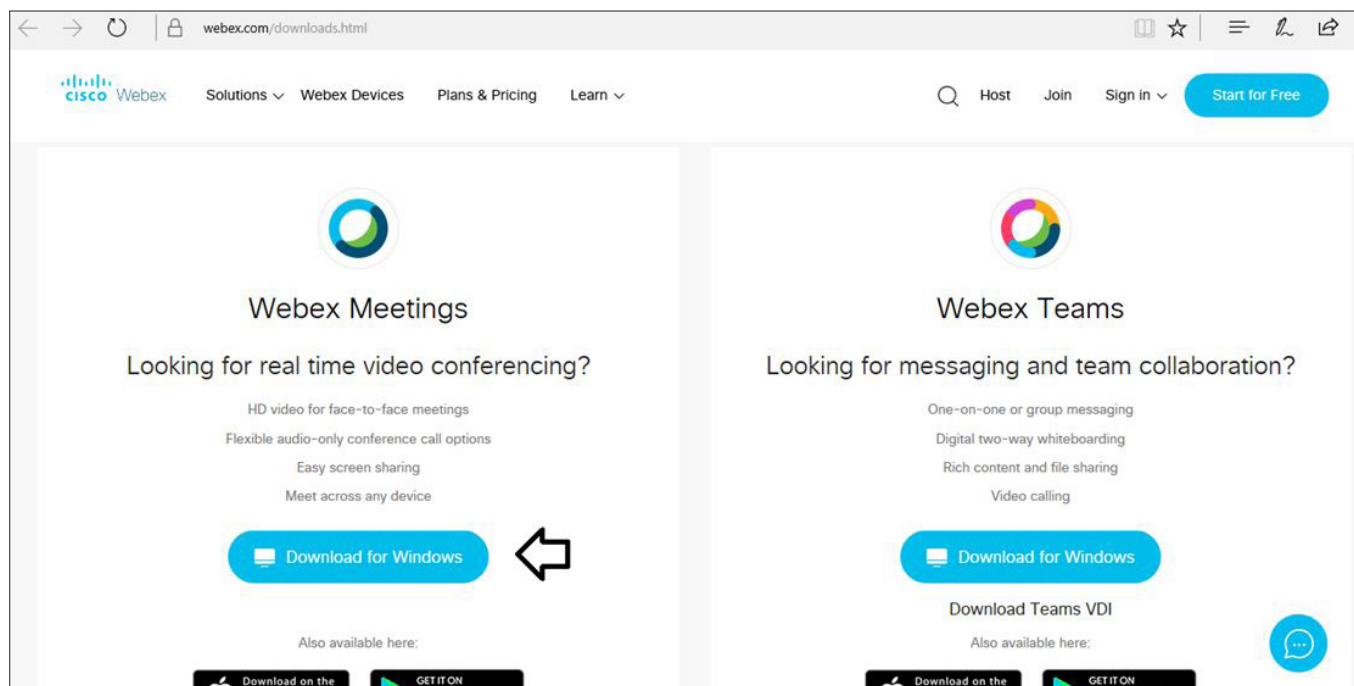
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed, the app will launch automatically.

To open the app double-click the Webex Meetings icon on your

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed, the app will launch automatically.

Step 1
Double-click the webexapp.msi file downloaded

Step 3
Once installed, the app will launch automatically.



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

- The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through e-voting.
- The Company has appointed Mr. Vishal Manseta, Practicing Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, would first unblock the e-voting at the meeting, thereafter unblock the votes cast through remote e-voting and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- The Resolution shall be deemed to be passed on the date of AGM i.e. August 17, 2022 subject to receipt of sufficient votes.
 - The voting right of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off Date of Wednesday, August 10, 2022.
 - The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.damodargroup.com and on the website of CDSL immediately. The Company Shall Simultaneously forward to the BSE Limited and the National Stock Exchange of India Ltd., Where the shares of the company are Listed.



EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item Nos. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Dilip M. Bathija, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 at a remuneration of Rs. 40,000/- (Rupees Forty Thousand only), subject to payment of applicable taxes thereon and re-imbursment of out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, is concerned or interested (financially or otherwise) in the resolution as set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the members.

Item Nos. 5 :

Mr. Arunkumar Biyani, Chairman & Whole Time Director, was reappointed by the Board at its Meeting held on July 31, 2020 for a period of 3 years i.e., from April 1, 2020 to March 31, 2023. The same was subsequently approved by the members at the AGM held on September 18, 2020.

Further, considering the contribution of Mr. Arunkumar Biyani, and the progress made by the Company under his leadership and guidance and as per recommendation of the Nomination and Remuneration committee the Board at its meeting held on May 28, 2022 approved the revision of remuneration of Mr. Arunkumar Biyani for a period of one year effective from April 1, 2022 on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 and all other application provisions and rules of the Companies Act, 2013, the revised remuneration of Mr. Arunkumar Biyani as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits in section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of Mr. Arunkumar Biyani, Chairman & Whole Time Director of the Company.

It is proposed to reappoint Mr. Arunkumar Biyani as the Chairman & Wholetime Director of the Company with effect from April 1, 2020 for a further period of 3 (three) years, i.e. up to March 31, 2023 . As a matter of good governance and prudent on same terms and conditions practice, the following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

I. General Information:

- (1) Nature of industry:- Manufacturing Company.
- (2) Date or expected date of commencement of commercial production:- NA
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: - NA
- (4) Financial performance based on given indicators: – The following are the results of the Company for the last 3 (three) years, at glance:



(₹ in crore)

Financial Parameters	2021-22	2020-21	2019-20
Turnover	908.61	567.63	767.92
Net Profit / (Loss) (as per Statement of P & L)	18.35	(6.19)	(6.94)
Amount of Equity Dividend (Recommended by the Board for the year 2021-22)	1.16	Nil	Nil
Rate of Equity Dividend Recommended by the Board for the year 2021-22	10%	Nil	Nil

- (5) Foreign investments or collaborations, if any:- NA

II. Information about the appointee:

- (1) Background details:- Mr. Arunkumar Biyani, has been on the board of the company since 1992. He is having valuable experience of Finance Department in Textile Industry.
- (2) Past remuneration – Rs. 54,00,000/-
- (3) Recognition or awards:- Nil
- (4) Job profile and his suitability:- As Chairman & Wholetime Director, Mr. Arunkumar Biyani is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them him by the Board. Mr. Arunkumar Biyani is of proven caliber and skill and are having wide ranging experience in the industry. Mr. Arunkumar Biyani, shall have all powers and duties as the Board may determine from time to time.
- (5) Remuneration proposed:- The details of remuneration proposed to be paid to Mr. Arunkumar Biyani have been disclosed in the resolution.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-

Taking in to consideration the size of the Company, profile of Mr. Arunkumar Biyani responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration pack ages paid to Managerial Personnel in similar other companies.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-

Besides the remuneration and dividend being received, the Mr. Arunkumar Biyani does not have any pecuniary relationship with the Company. He is a Promoter Director and holds 26,50,000 equity shares of the Company in his individual capacity as on the date of this Notice. He also holds equity shares in capacity as karta of HUF and jointly with others. Mr. Arunkumar Biyani is related to Mr. Anil D. Biyani, Whole Time Director and Mr. Ajay Biyani, Managing Director of the Company and except for that Mr. Arunkumar Biyani does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

Other Information:

- (1) Reasons of loss or inadequate profits:- At present the Company is earning profit which may be deemed inadequate for the purpose of limits of managerial remuneration.
- (2) Steps taken or proposed to be taken for improvement:- The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
- (3) Expected increase in productivity and profits in measurable terms:- The Company is very conscious about improvement In productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.



Disclosures:

The information, as required, is provided under Corporate Governance Section of the Annual Report 2022. The remuneration package proposed to be given to Mr. Arunkumar Biyani is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

The details of Mr. Arunkumar Biyani as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.5 of the accompanying Notice.

Mr. Arunkumar Biyani himself, Mr. Ajay Biyani, Managing Director and Mr. Anil D. Biyani, the Wholetime Director and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No.6

Mr. Ajay Biyani, Managing Director of the Company was reappointed by the Board at its Meeting held on July 31, 2020 for a period of 3 years i.e., from April 1, 2020 to March 31, 2023. The same was subsequently approved by the members at the AGM held on September 18, 2020.

Further, considering the contribution of Mr. Ajay Biyani, Managing Director, and the progress made by the Company under his leadership and guidance and as per recommendation of the Nomination and Remuneration committee the Board at its meeting held on May 28, 2022 approved the revision of remuneration of Mr. Ajay Biyani, Managing Director for a period of one year effective from April 1, 2022 on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 and all other application provisions and rules of the Companies Act, 2013, the revised remuneration of Mr. Ajay Biyani, Managing Director as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits in section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of Mr. Ajay Biyani, Managing Director of the Company.

It is proposed to reappoint Mr. Ajay Biyani, Managing Director of the Company with effect from April 1, 2020 for a further period of 3 (three) years, i.e. up to March 31, 2023. As a matter of good governance and prudent on same terms and conditions practice, the following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

III. General Information:

- (1) Nature of industry:- Manufacturing Company.
- (2) Date or expected date of commencement of commercial production:- NA
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: - NA
- (4) Financial performance based on given indicators: – The following are the results of the Company for the last 3 (three) years, at glance:



(₹ in crore)

Financial Parameters	2021-22	2020-21	2019-20
Turnover	908.61	567.63	767.92
Net Profit / (Loss) (as per Statement of P & L)	18.35	(6.19)	(6.94)
Amount of Equity Dividend (Recommended by the Board for the year 2021-22)	1.16	Nil	Nil
Rate of Equity Dividend Recommended by the Board for the year 2021-22	10%	Nil	Nil

- (5) Foreign investments or collaborations, if any:- NA

IV. Information about the appointee:

- (1) Background details:- Mr. Ajay Biyani, has been on the board of the company since 1988. He is having valuable experience of Production, Marketing, Finance Management and Administration in Textile Industry.
- (2) Past remuneration – Rs. 54,00,000/-
- (3) Recognition or awards:- Nil
- (4) Job profile and his suitability:- As Managing Director, Mr. Ajay Biyani is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them him by the Board. Mr. Ajay Biyani is of proven caliber and skill and are having wide ranging experience in the industry. Mr. Ajay Biyani, shall have all powers and duties as the Board may determine from time to time.
- (5) Remuneration proposed:- The details of remuneration proposed to be paid to Mr. Ajay Biyani have been disclosed in the resolution.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-
Taking in to consideration the size of the Company, profile of Mr. Ajay Biyani responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration pack ages paid to Managerial Personnel in similar other companies.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-

Besides the remuneration and dividend being received, the Mr. Ajay Biyani does not have any pecuniary relationship with the Company. He is a Promoter Director and holds 34,00,000 equity shares of the Company in his individual capacity as on the date of this Notice. He also holds equity shares in capacity as Karta of HUF and jointly with others. Mr. Ajay Biyani is related to Mr. Anil D. Biyani and Mr. Arunkumar Biyani, Whole Time Directors of the Company and except for that Mr. Ajay Biyani does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

Other Information:

- (1) Reasons of loss or inadequate profits:- At present the Company is earning profit which may be deemed inadequate for the purpose of limits of managerial remuneration.
- (1) Steps taken or proposed to be taken for improvement:- The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
- (3) Expected increase in productivity and profits in measurable terms:- The Company is very conscious about improvement In productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.



Disclosures:

The information, as required, is provided under Corporate Governance Section of the Annual Report 2022. The remuneration package proposed to be given to Mr. Ajay Biyani is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

The details of Mr. Ajay Biyani as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.6 of the accompanying Notice.

Mr. Ajay Biyani himself, Mr. Arunkumar Biyani and Mr. Anil D. Biyani, the Wholetime Directors and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Item No.7

Mr. Anil D. Biyani, Whole Time Director, was reappointed by the Board at its Meeting held on July 31,2020 for a period of 3 years i.e., from April 1, 2020 to March 31, 2023. The same was subsequently approved by the members at the AGM held on September 18,2020.

Further, considering the contribution of Mr. Anil D. Biyani, and the progress made by the Company under his leadership and guidance and as per recommendation of the Nomination and Remuneration committee the Board at its meeting held on May 28, 2022 approved the revision of remuneration of Mr. Anil D. Biyani for a period of one year effective from April 1, 2022 on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 and all other application provisions and rules of the Companies Act, 2013, the revised remuneration of Mr. Anil D. Biyani as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits in section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of Mr. Anil D. Biyani, Whole Time Director of the Company.

It is proposed to reappoint Mr. Anil D. Biyani, Wholetime Director of the Company with effect from April 1,2020 for a further period of 3 (three) years, i.e. up to March 31, 2023 . As a matter of good governance and prudent on same terms and conditions practice, the following additional information as required under Part II Section II of Schedule V to the Companies Act, 2013 is being furnished hereunder:

V. General Information:

- (1) Nature of industry:- Manufacturing Company.
- (2) Date or expected date of commencement of commercial production:- NA
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: - NA
- (4) Financial performance based on given indicators: – The following are the results of the Company for the last 3 (three) years, at glance:



(₹ in crore)

Financial Parameters	2021-22	2020-21	2019-20
Turnover	908.61	567.63	767.92
Net Profit / (Loss) (as per Statement of P & L)	18.35	(6.19)	(6.94)
Amount of Equity Dividend (Recommended by the Board for the year 2021-22)	1.16	Nil	Nil
Rate of Equity Dividend Recommended by the Board for the year 2021-22	10%	Nil	Nil

- (5) Foreign investments or collaborations, if any:- NA

VI. Information about the appointee:

- (1) Background details:- Mr. Anil Biyani, has been on the board of the company since 1992. He is having valuable experience of Marketing in Textile Industry.
- (2) Past remuneration – Rs. 54,00,000/-
- (3) Recognition or awards:- Nil
- (4) Job profile and his suitability:- As Whole Time Director, Mr. Anil Biyani is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them him by the Board. Mr. Anil Biyani is of proven caliber and skill and are having wide ranging experience in the industry. Mr. Anil Biyani, shall have all powers and duties as the Board may determine from time to time.
- (5) Remuneration proposed:- The details of remuneration proposed to be paid to Mr. Anil Biyani have been disclosed in the resolution.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:-
Taking in to consideration the size of the Company, profile of Mr. Anil Biyani responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration pack ages paid to Managerial Personnel in similar other companies.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-

Besides the remuneration and dividend being received, the Mr. Anil Biyani does not have any pecuniary relationship with the Company. He is a Promoter Director and holds 31,00,000 equity shares of the Company in his individual capacity as on the date of this Notice. Mr. Anil D. Biyani is related to Mr. Arunkumar Biyani, Chairman & Whole Time Director and Mr. Ajay Biyani, Managing Director of the Company and except for that Mr. Anil D. Biyani does not have any other relationship with any other Director / Key Managerial Personnel of the Company.

Other Information:

- (1) Reasons of loss or inadequate profits:- At present the Company is earning profit which may be deemed inadequate for the purpose of limits of managerial remuneration.
- (2) Steps taken or proposed to be taken for improvement:- The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
- (3) Expected increase in productivity and profits in measurable terms:- The Company is very conscious about improvement In productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

**Disclosures:**

The information, as required, is provided under Corporate Governance Section of the Annual Report 2022. The remuneration package proposed to be given to Mr. Anil D. Biyani is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

The details of Mr. Anil D. Biyani as required to be given in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided separately under Profile of Directors seeking appointment / re-appointment.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.7 of the accompanying Notice.

Mr. Anil D. Biyani, himself, Mr. Ajay Biyani, Managing Director and Mr. Arunkumar Biyani, Chairman & Whole time Director and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

**By Order of the Board of Directors
For Damodar Industries Limited**

**Sd/-
Subodh Kumar Soni
Company Secretary**

**Place : Mumbai
Date : May 28, 2022**



ANNEXURE TO THE NOTICE

Profile of Directors seeking appointment / re-appointment at the 34th Annual General Meeting as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard on General Meetings (“SS-2”), in respect of Directors seeking appointment/re-appointment/payment of remuneration at the Annual General Meeting is as under:

Particulars	Mr. Arunkumar Biyani	Mr. Ajay Biyani	Mr. Anil D. Biyani
Director Identification Number	00016519	00014896	00016554
Date of Birth	20.01.1956	04.05.1962	28/03/1967
Date of first Appointment on the Board	09.02.1992	05.06.1988	28/03/1992
Qualification	B.Com	B. Com.	MBA
Experience	Has expertise in financial management & Project Advisory & Financing and working Capital Arrangement	Has expertise in Production, management and Administration	He possesses a diverse and wide- ranging experience and profound knowledge of Textile Marketing.
No. of Shares held	2650000	3400000	3100000
Terms & Conditions	As per the resolution at Item No.5 of the Notice.	As per the resolution at Item No.6 of the Notice.	As per the resolution at Item No.7 of the Notice.
Remuneration Last Drawn	54,00,000 P.A.	54,00,000 P.A.	54,00,000 P.A.
Remuneration sought to be paid	84,00,000 P.A.	84,00,000 P.A.	84,00,000 P.A.
Number of Board Meetings attended during the Financial Year 2020-21	The details have been provided in the Corporate Governance Report	The details have been provided in the Corporate Governance Report	The details have been provided in the Corporate Governance Report
Relationship with other Directors/ Manager/ Key Managerial Personnel	Arunkumar Biyani, Ajay Biyani and Anil D. Biyani are brothers and not related to Independent Directors and KMP of the Company		
Directorships held in other Companies in India	Damosuam Carriers Pvt. Ltd.	Damosuam Carriers Pvt. Ltd.	Nil
Committee Membership held in other Companies	Audit Committee, Stakeholders Relationship Committee, CSR Committee	CSR Committee	Nil



BOARD'S REPORT

The Board of Directors ('Board') are pleased to submit its report on the performance of the Company, along with the audited standalone financial statements for the year ended 31st March, 2022

FINANCIAL RESULTS

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Revenue	90861.49	56,763.97
Other income	274.60	742.76
Total Income	91136.09	57,506.73
Expenses		
Operating expenditure	82968.16	52,892.28
Depreciation	2357.83	2,410.19
Total expenses	85325.99	55302.47
Profit before finance cost and tax	5810.10	2204.26
Finance costs	2888.26	3,072.17
Profit/(Loss) before Tax	2921.84	(867.91)
Less: Provision for Taxation		
Current Tax	510.50	0.00
Deferred Tax	1086.40	(248.24)
Mat Credit Entitlement	(510.50)	0.00
Profit/(Loss) after Tax	1835.44	(619.67)
Add/(Less): Other Comprehensive Income (net of taxes)	21.69	491.92
Total Comprehensive Income/(Expenses) for the year	1857.13	(127.75)
Opening balance of retained earnings	4066.89	4891.35
Profit for the year	1835.44	(619.67)
Less: Transfer to Reserves	200.00	200.00
Less : Remeasurement of Defined benefit plan	(6.07)	(4.78)
Balance carried forward	5708.41	4066.89
Earnings per share (EPS) -Basic/Diluted (in Rs.)	7.88	(2.66)

Financial Performance

The Company commenced the financial year amidst a global upheaval due to the COVID-19 pandemic. The environment continued to be challenging due to a relapse of the pandemic in many countries, supply chain disruptions and continuous rise in commodity prices and logistics costs. The situation showed signs of improvement with gradual reduction in commodity prices in the last quarter of FY 2021-22. However, the ongoing conflict in Ukraine created fresh geopolitical uncertainties and a further surge in the already elevated commodity prices.

The Company achieved a revenue of Rs. 90861.49 Lakhs in FY 2021-22 with growth of about 60.07 percent over last year and a net profit of Rs.1835.44 Lakhs as against loss of Rs.619.67 Lakhs in the previous year. The Company progressed well in deploying several mechanization a cross the production line, Marketing, new R&D and delivery of products to improve productivity and quality of execution.

DIVIDEND

The Board of Directors recommends a dividend of Rs. 0.50/- per equity share i.e. 10 percent of the nominal value of Rs. 5/- per equity share for the financial year ended March 31, 2022. The said dividend if approved, by the Members at the ensuing Annual General Meeting, would involve a cash outflow of about Rs.116.50 Lakhs.



BUSINESS OPERATIONS/PERFORMANCE OF THE COMPANY

Your Directors inform the members that during the year under review, the operations of the Company stabilised from the aftermath of Covid-19. Your Company geared itself to face the challenges and made all efforts to continue its operations with full efficiency and vigour. Damodar Industries Limited is set to report a robust double-digit growth in revenues and all-time high profits in FY22, with improvement in operating margins. The products of the Company are riding high on strong demand and realisations and have reported multi-year high operating profits in the past four quarters, even as cotton fibre prices increased parallelly.

Your Company took various steps to overcome the situation which included rationalisation, modernisation programme on need priority basis. Apart from this, the Company enhanced its focus on marketing and value addition to achieve the optimum benefits. Your Company also focused on cost reduction to improve the profitability along with better product mix and improving efficiency. Your Directors inform the members that due to above steps the profitability of the Company improved substantially in the Financial Year 2021-22.

TRANSFER TO RESERVES

The Company proposes to transfer Rs. 2.00 Crores to the General Reserve out of the amount available for appropriations and an amount of Rs. 57.08 Crores is proposed to be retained in the Profit and Loss Account.

RESERVE AND SURPLUS

Reserves and Surplus stood at to Rs.11542.06 Lakhs as at March 31, 2022 compared to Rs. 9684.92 Lakhs as at March 31, 2021.

SHARE CAPITAL DURING THE YEAR 2021-22

During the year under review, there is no change in share capital of the Company.

BOARD MEETINGS

The Board of Directors duly met 5 times during the financial year from April 1, 2021 to March 31, 2022. The dates on which the meetings were held are as follows: June 28, 2021, August 06, 2021, September 14, 2021, November 12, 2021 and February 10, 2022. The time gap between any two consecutive meetings are in compliance with the provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors. On March 31, 2022 the Board consists of Six members, three of whom are executive directors or whole Time Director and Three are independent directors.

The policy of the Company on directors' appointment and remuneration including criteria for determining qualification, positive attributes independence of director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 is available on our website www.damodargroup.com. There has been no change in the policy since the last fiscal year. We affirm that remuneration paid to directors is as per the terms laid out in the nomination and remuneration policy of the company.

As per the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the listed Companies are required to formulate certain policies. As a good corporate entity, the Company has already formulated several corporate governance policies and the same are available on the Company's website i.e. www.damodargroup.com. The said policies are reviewed periodically by the Board to make them in compliance with the new Regulations/ requirements.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors Retiring by Rotation

Pursuant to Section 152 and other applicable provisions of the Act, and the Articles of Association of your Company, one-third of the Directors (other than Independent Directors) as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr. Anil D. Biyani (DIN: 00016554), retires by rotation and being eligible, offers himself for re-appointment in accordance with provisions of the Act.



INDEPENDENT DIRECTORS

The Independent Directors have submitted a declaration that each of them meet the criteria for independence as laid down under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16 of the Listing Regulations and that they are not aware of any circumstance or situation, which exists or is anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as required under Regulation 25 of Listing Regulations.

KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to the provisions of Section 203 of the Act, the KMP's of your Company for Financial Year 2021-22 were Mr. Ajay Biyani, Managing Director, Mr. Sheetal Prasad Singhal, Chief Financial Officer and Mr. Subodh Kumar Soni, Company Secretary of the Company.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings.

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for prevention of insider trading is available on our website www.damodargroup.com. All Directors and Senior Management Personnel have affirmed compliance with the Code. A declaration to this effect signed by the Managing Director and Chief Financial Officer of the Company appears elsewhere in this Annual Report.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of business of the Company.

CREDIT RATING

The Company has obtained the credit rating on Long Term Bank Loan facility and short term Bank Loan, from Credit Rating Agency 'CRISIL' which is as under:

- (i) Rating on Long Term Bank Loan facility: 'CRISIL BBB-/Stable'
- (ii) Rating on Short Term Bank Loan: 'CRISIL A3'
- (iii) Rating on Fixed Deposit: 'FB-/Stable'

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act, 2013, the Directors would like to state:

- (a) that in the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;



- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DETAIL OF FRAUD AS PER AUDITORS REPORT

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the audit committee, under section 143 (2) of the Companies Act, 2013, any instance of fraud committed against the Company by its officers or employee, the details of which would need to be mentioned in the Board Report.

COMMITTEE OF THE BOARD

The composition and terms of reference of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee have been furnished in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee and Nomination and Remuneration Committee.

STATUTORY AUDITORS AND AUDITOR'S REPORT

M/s. Swati Kanse & Co., Chartered Accountants (FRN No. 132689W), have been appointed as the Statutory Auditors of the Company for an initial term of five years from the conclusion of the 32th Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company.

The Report of the Statutory Auditors along with the Notes to Schedules forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation, disclaimer or adverse remark.

The Statutory Auditors of the Company have not reported any fraud as specified in Section 143(12) of the Act.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company had appointed M/s. Pramod Jain and Co., Company Secretaries in Practice, to undertake the secretarial audit of the Company for the year 2021-22. The Secretarial Audit Report is annexed as Annexure I.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

During Financial Year 2021-22, the Company has complied with the relevant provisions of Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

COST AUDIT

The Board, on the recommendation of the Audit Committee, had appointed M/s. Dilip M. Bathija, Cost Accountants (FRN No.100106) as cost auditor to conduct the audit of Company's cost records for the financial year ended March 31, 2022. The Cost Auditors have submitted their report for the year 2020-21.

The Cost Audit Report, for the year ended March 31, 2021, will file with the Central Government within the prescribed time.



In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, since the remuneration payable to the Cost Auditors for FY 2022-23 is required to be ratified by the shareholders, the Board recommends the same for approval by shareholders at the ensuing AGM.

INTERNAL AUDITOR

As per requirements of Section 138(1) of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, the Board of Directors of the Company had appointed Mr. Vikas Kakani, Chartered Accountants, Employee of the Company as Internal Auditor of the Company to conduct Internal Audit of business processes, financial reporting controls, compliance with applicable laws, regulations etc. for the year 2021-22. He resigned as Internal Auditor of the Company w.e.f December 23, 2021. The Board of Directors had appointed Mr. K. Maliwal & Associate, Chartered Accountants as Internal Auditor of the Company w.e.f. 10/02/2022.

FIXED DEPOSITS:

Details relating to Fixed Deposits, covered under Chapter V of the Companies Act, 2013, as under:

- | | |
|---|---------------------|
| a. Accepted and renewed during the year | : Rs.23,45,31,000/- |
| b. Remained unpaid or unclaimed as at the end of the year | : 0.00 |
| c. Whether there has been any default in repayment of deposits or payment of interest thereon during the year | : Nil |

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto interim dividend for the financial year ended March 31, 2015 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website, www.damodargroup.com and in the website of the Ministry of Corporate Affairs at www.mca.gov.in

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto interim dividend for the financial years ended March 31, 2015 and remained unpaid or unclaimed were transferred to the IEPF. The details of such shares transferred have been uploaded in the Company's website www.damdoargroup.com.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF -5 (available on www.iepf.gov.in)

During the year under review, the Company has transferred a sum of Rs. 1,75,324 (for final dividend of FY 2013-14) to Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013. The said amount represents dividend for the Financial Year 2013-14 which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment. During the Financial Year the Company has also transferred 22000 Equity Shares of into IEPF, pursuant to Section 124(6) of the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.



Also, pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter as the “SEBI Listing Regulations”), particulars of Loans/ Advances have been disclosed in the notes to the Standalone Financial Statements, forming part of the Annual Report.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forms part of our Report. A certificate has been received from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Both appear elsewhere in the Annual Report.

RISK MANAGEMENT

The Company has laid down Risk Management Policy. The Policy aims to identify, evaluate, manage and monitor all types of risks associated with the business of the Company. The Board as well as Audit Committee regularly oversees the risk management process in the Company, as required under 134(3)(n) of the Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company is operating in Textile segment and has identified certain risks which may affect the performance of the Company. These are operational risks such as fluctuation in cotton prices, fluctuation in foreign exchange rates, Labour problems and regulatory risks such as change in Government Policy with respect to Textile Industry etc. The Company’s Risk Management Policy aims to suggest the steps to be taken to control and mitigate the risk associated with the Company’s Textile Business. We are of opinion that none of identified risk is such that which may threaten the existence of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS:

As required under Regulation 34(2) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism for directors and employees to report genuine concerns. The vigil mechanism provides for adequate safeguards against victimization of person who use vigil mechanism and also provide direct access to Chairman of the Audit Committee and Managing Director of the Company in appropriate and exceptional cases.

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.damodargroup.com

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As required under the above mentioned Act, we report that in the year 2021-22 no case of sexual harassment of women was filed under the said Act.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TILL DATE OF REPORT

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report other than those disclosed in the financial statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company’s operations. However, Members attention is drawn to the Statement on Contingent Liabilities and Commitments in the Notes forming part of the Financial Statement.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in the Annexure-II to this report.



EXTRACT OF ANNUAL RETURN

Draft Annual Return in form MGT 7 as on March 31, 2022 is available on the Company's website at www.damodargroup.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure- III** of this Report in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR policy is also available on the website of your Company at http://damodargroup.com/investors/policies/CSR_Policy_Final.pdf. For other details regarding the CSR Committee please refer to the Corporate Governance Report, which is a part of the Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The prescribed particulars of Employee required under section 197 read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure-IV** as form the part of Boards Report.

PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

There were Related Party Transactions (RPTs) entered into by the company during the financial year, which attracted the provisions of Section 188 of Companies Act, 2013. However, there were not material RPTs, which got covered as material RPTs under Regulation 23 of SEBI (LODR) 2015. During the year 2021-22, pursuant to Section 177 of the Companies Act, 2013 and Regulation 23 of SEBI LODR 2015, all RPTs were placed before Audit Committee for its prior/omnibus approval and taken prior approval from shareholders.

POLICY ON REMUNERATION OF DIRECTORS

Your Company has adopted a Remuneration Policy for the Directors, KMP, Senior Management and other employees, pursuant to the provisions of the Act and the Listing Regulations. The key principles governing your Company's Remuneration Policy and connected matter as provided in section 178(3) of the Act has been disclosed in the Corporate Governance Report which forms part of this Report. It is affirmed that the remuneration paid to Directors, KMP and all other employees is as per the Remuneration Policy of your Company. The Remuneration Policy for Directors, KMP and other Employees is uploaded on the website of your Company at http://damodargroup.com/investors/policies/remuneration_policy.pdf.

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTOR(S):

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and Responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization program are explained in the Corporate Governance Report and are also available on the Company's website at www.damdoargroup.com.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

According to Section 134(5)(e) of the Act, the term Internal Financial Control ('IFC') means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The Company's internal control systems are commensurate with its size and the nature of its operations. The Company has a strong and independent Internal Audit department. The Audit Committee also deliberates with the members of the management, considers the systems as laid down and meets the internal auditors and statutory auditors to ascertain their views on the internal financial control systems. Further details are provided in the Management Discussion and Analysis Report which forms a part of the Annual Report.



GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

(A) Issue of share with differential rights

The Company has not issued any shares with differential rights and hence no disclosure is required as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

(B) Issue of Sweat Equity Shares

The Company has not issued any sweat equity shares during the year under review and hence no disclosure is required as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.

(C) Issue of Equity Shares Under Employee Stock Option Scheme

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no disclosure is required as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.

ACKNOWLEDGMENTS

Your Directors wish to express their appreciation for the assistance and co-operation received from the Members, Banks, Government Authorities, Customers, Suppliers, Associates, Employees and Various Authorities. The directors of the Company thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company and look forward to their continued support during the year.

For and behalf of the Board

Arunkumar Biyani
Chairman

Place : Mumbai

Date : May 28,2022



Annexure – I to Boards' Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To
The Members of
DAMODAR INDUSTRIES LIMITED
19/22 & 27/30, Madhu Estate,
Pandurang Budhkar Marg,
Worli, Mumbai 400013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Damodar Industries Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from April 1, 2021 and ended March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Damodar Industries Limited ("The Company") for the financial year ended on March 31, 2022, according to the provisions of:
 - i. The Companies Act, 2013 ('the Act') and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) Overseas Direct Investment and External Commercial Borrowings [applicable to the extent of Foreign Direct Investment and Overseas Direct Investment];
 - v. The following Regulations and Guidelines, to the extent applicable, prescribed under The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with client;
 - vi. Other laws applicable specifically to the Company.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:
 - i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - ii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- iii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - v. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
3. We have also examined compliance with the applicable clauses of the following:
- i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India,;
 - ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
6. We further report that:
- i. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
 - ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.
 - iii. We observed that Gap between two consecutive Board Meetings /Audit Committee Meetings was 133 days, which is more than 120 days for the quarter ended June 30, 2021. MCA vide General Circular dated May 03, 2021 granted relaxation under the Companies Act, 2013, for gap between Board Meetings from 120 days to 180 Days. This relaxation was granted considering pandemic of COVID – 19 and uncertain situation arising out of the said pandemic and the SEBI also with its vide Circular issued on April 29, 2021 granted relaxation for approval of Audited Financial Results till June 30, 2021.
 - iv. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
7. We further report that based on the review of the Compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Chairman & Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
8. We further report that, during the audit period, there were no specific events/actions in pursuance of above referred the laws, rules, regulations, guidelines, standards, etc., having a major bearing on the company's affairs.

**For PRAMOD JAIN & CO.
Company Secretaries**

**Place: Indore
Date: May 28, 2022
UDIN: F006711D000415867**

**(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043**

This Report is to be read with our letter of even date which is annexed as '**Annexure A**' and forms an integral part of this report.



'Annexure A'

To
The Members of
DAMODAR INDUSTRIES LIMITED
19/22 & 27/30, Madhu Estate,
Pandurang Budhkar Marg,
Worli, Mumbai 400013

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For PRAMOD JAIN & CO.
Company Secretaries

Place : Indore
Date : May 28, 2022
UDIN: F006711D000415867

(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043



Annexure – II to Boards' Report

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO (PARTICULARS PURSUANT TO SECTION 134 (8) (3) OF THE COMPANIES ACT, 2013).

(A) Conservation Of Energy

The nature of the Company's Operation entails a very High Level of Energy Consumption. However, adequate measures have been taken to conserve energy. Total energy consumption and energy consumption per unit of production:

Particulars		2021-22	2020-21
[A]	Power and fuel consumption		
1.	Electricity		
	A) Purchased unit	58737969	60057757
	Amount (Rs. 000)	288723	270351
	Rate/Unit (Rs.)	4.92	4.50
	B) Own Generation	-	-
	i) Through Diesel Generator Unit	-	-
	ii) Unit/Liter of Diesel Oil	-	-
	iii) Fuel cost / unit (Rs.)	-	-
	C) Solar Roof Top (Unit)	-	-
[B]	Electricity units Consumption in		
	Production of Yarn per KG. (Unit/Kg)	2.07	2.52

(B) RESEARCH AND DEVELOPMENT

- a. Specific areas in which R & D was carried out by the Company:

The Company is actively engaged in product up gradation design development.

- b. Benefits derived as a result of the above R & D:

Improved product designs resulted in higher value added products and better realisations.

- c. Future plan of action:

Emphasis on the above activities is the ongoing exercise.

- d. Expenditure on R & D:

Since the expenditure incurred on research and development activities were not substantial, no separate account for the same were being maintained.

(C) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

Since the Company's products are being developed by an in-house R & D team, no further information under this head is required to be given.

(D) FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used Rs. 395.10Lacs (Previous year Rs. 473.51 Lacs) and earned 48520.89 Lacs (Previous Year Rs. 27608.76 Lacs).



Annexure – III to Board’s Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline on CSR Policy of the Company.

The Board of Directors of your Company (hereinafter referred to as the “Board”) approved the Corporate Social Responsibility (“CSR”) Policy of your Company during the year as recommended by the CSR Committee pursuant to section 135 Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company’s Corporate Social Responsibility involves initiatives on a micro level to include health and public safety, nurturing of environment, animal welfare. Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been amended substantially with effect from 22 January 2021. Accordingly, the CSR Policy which was framed by the Company and amended on time to time, with approvals of the CSR Committee and Board of Directors.

The Policy, inter alia, covers the following: Philosophy, Approach and Direction, Guiding Principles for selection, Implementation and monitoring of activities, Guiding Principles for formulation of Annual Action Plan

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Arunkumar Biyani	Chairman	1	1
2	Mr. Ketan K Patel	Member		1
3	Mr. Ajay Biyani	Member		1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Weblink to CSR Policy: [http://www.damodargroup.com/pdf/Corporate-Social-Responsibility-\(CSR\)-Policy.pdf](http://www.damodargroup.com/pdf/Corporate-Social-Responsibility-(CSR)-Policy.pdf)

Weblink to Composition of CSR committee [http:// damodargroup.com /Composition-of-the-Various-Committee. Aspx](http://damodargroup.com/Composition-of-the-Various-Committee.aspx)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) : Impact assessment is Not Applicable since average CSR obligation is less than ten crore rupees.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	-	NIL	NIL
	Total		

6. Average net profit of the company as per section 135(5). – Rs. 6,56,116.67

7. (a) Two percent of average net profit of the company as per section 135(5) – Rs. 13,122.33

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – N.A.



- (c) Amount required to be set off for the financial year, if any – NIL
- (d) Total CSR obligation for the financial year (7a+7b- 7c). – Rs. 13,122.33

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to unspent CSR Account as per section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).			
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
10,46,136	Not Applicable, since there is no unspent amount				

(b) Details of CSR amount spent against ongoing projects for the financial year: NA.

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2021-22

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the Project.		Amount spent for the project (in. Rs.)	Mode of Implementation Direct (Yes/No)	Mode of Implementation- Through Implementing Agency	
				State	District			Name	CSR Registration no
1.	Contribution to Damodar Foundation for animal welfare	(IV) Ensuring environmental sustainability, ecological balance, protection of flora and faun and, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soi	YES	Nani Tambadi	Gujarat	6,00,000	NO	Damodar Foundation	CSR00005387
2.	Heath Care	(i) Promoting health care including preventive health care	Yes	Vapi	Gujarat	4,46,136	Yes	-	-
	TOTAL					10,46,136			

(d) Amount spent in Administrative Overheads: NA

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 10,46,136/-



(g) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

9 (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
1	2018-19	0.00	2712342.00	Nil	Nil	Nil	2621537.05
2	2019-20	0.00	1308308.00	Nil	Nil	Nil	4570308.96
3	2020-21	0.00	6202033.96	Nil	Nil	Nil	Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): N.A

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A

Sd/-
Mr. Ajay Biyani
Managing Director
Mumbai
May 28, 2022

Sd/-
Arunkumar Biyani
(Chairperson CSR Committee).
Mumbai
May 28, 2022

Sd/-
Mr. Sheetal Prashad Singhal
Chief Financial Officer
Mumbai
May 28, 2022



Annexure-IV to Board's Report

Particulars of Employees pursuant to section 197 of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2021-22, The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2021-22:

Name of Directors	Ratio of remuneration of each director to median remuneration of the employees	% increase/Decrease(-) in Remuneration in the Financial Year 2020-21
Mr. Arunkumar Biyani	41.87	0.00
Mr. Ajay Biyani	41.87	0.00
Mr. Anil D. Biyani	41.87	0.00
Mr. Ketan K. Patel	3.68	-41.67
Mr. Pankaj Srivastava	3.22	100.00
Mrs. Mamta A. Biyani	4.29	200.00
Mr. Sheetal Prashad Singhal (Chief Financial Officer)	NA	87.09
Mr. Subodh Kumar Soni (Company Secretary)	NA	30.05

- (ii) The MRE of the Company during the financial year under review was Rs. 1,28,977/- P.A. as compared to Rs. 1,13,694/- P.A. in previous year.
- (iii) The increase/Decrease in MRE in the financial year 2021-22 as compared to the financial year 2020-21 was 27.43%. The calculation of percentage increase in the Median Remuneration is based on the comparable employees.
- (iv) There were 1131 permanent employees on the rolls of the Company as on March 31, 2022.

The explanation on the relationship between average increase in remuneration and Company performance: In order to ensure that remuneration reflects company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- (v) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY22 (Rs. in Lacs)	70.47
Revenue (Rs. in Lacs)	91136.09
Remuneration of (KMP) as a percentage of revenue	0.08
Profit/Loss(-) before tax (PBT) (Rs.in Lacs)	2931.83
Remuneration of (KMP) as % of PBT	2.41

- vi. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2022	March 31, 2021	% change
Market capitalization (Rs. In Lacs)	13991.65	5487.15	154.98
Price earnings ratio	7.46	-8.98	183.07



(vii) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2022	February 02, 1995 (IPO)*	% change
Market Price (BSE)	60.05	4	589
Market Price (NSE)	59.70	-**	600

* Adjusted for 4:1 bonus issue in 2015, splits of Face Value of shares from Rs. 10/- to Rs. 5/- November 18, 2018 respectively.

** The Company was listed on The National Stock Exchange of India on July 4, 2016.

(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Decrease in managerial remuneration was 15% to 45% only.

(ix) Component of Remuneration of directors is not variable during the particular year.

(x) Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company.

Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. List of Employees of the Company (other than directors) employed throughout the FY 2021-22 and were paid remuneration not less than Rupees One Crore and Two Lakhs per annum: Nil
2. Employees employed for the part of the year (other than Directors) and were paid remuneration during the FY 2021-22 at a rate which in aggregate was not less than Rs.8.50 Lakh Per Month: Nil
3. None of the employee was in receipt of remuneration in excess of that drawn by the Managing Director or Whole Time Director.



CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2022, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Corporate Governance signifies the role of the management as the trustees to the property of the shareholders and acceptance of the inherent rights of the shareholders by the management. Corporate Governance is a framework which helps various participants' viz. shareholders, Board of Directors and Company's management, in shaping company's performance and the way it is preceding towards attainment of its goals.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of SEBI Listing Regulations, but also several voluntary practices at a superior level of business ethics, effective supervision and enhancement of shareholders' value.

The Company believes that timely disclosures, transparent accounting policies and a strong and independent board go a long way in protecting the shareholders' interest while maximizing long term corporate values.

The Company is in compliance with the requirements on the Corporate Governance stipulated under SEBI Listing Regulations.

II. BOARD OF DIRECTORS

(a) Size and Composition of the Board of Directors

The Board of Directors has an ideal combination of executive and non-executive directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations which inter-alia stipulates that the Board should have an optimum combination of executive and non-executive directors with at least one Woman Director and not less than fifty percent of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

As on March 31, 2022, The Board comprises of six (6) Directors consisting of three (3) Non-Executive Independent Directors (50%) including a Woman Director, and Three (3) Executive Directors including Managing Director (50%). The Chairman is an Executive Director.

Since, the Chairman of the Board of Directors is an Executive Director thus, as per Regulation 17 of the SEBI Listing Regulations at least fifty percentage of the Board should be independent directors. The composition of the Board of Directors is in conformity with the Regulation 17 of the SEBI Listing Regulations.

Mr. Arunkumar Biyani, Chairman, Mr. Ajay Biyani, Managing Director and Mr. Anil. D. Biyani, Whole Time Director are brother except them other Directors of the Company are not related to each other.

All the Independent Directors of the Company furnish declaration annually that they qualify the conditions of their being independent as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations. All such declarations are placed before the Board. Further all the directors provide declarations annually that they have not been disqualified to act as director under Section 164(2) of the Companies Act, 2013. In the opinion of the Board, the independent directors fulfil the conditions specified in SEBI Listing Regulations and are independent of the management.

(b) Number of Board Meetings

The Board of Directors met four (5) times during the financial years 2021-22. The Meetings were held on June 28, 2021, August 06, 2021, September 14, 2021, November 12, 2021 and February 10, 2022. The time gaps between any two consecutive meetings are in compliance with the provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



(c) Directors' attendance record and details of Directorships/Committee Positions held

As mandated by SEBI Listing Regulations, none of the directors on Board is a member of more than ten board- level committees and Chairman of more than five such committees, across all such companies in which he/ she is a Director.

Further, none of the directors of the company serves as an Independent Director in more than seven listed companies.

The details of names and categories of directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting as also the number of directorships and board-level committee positions held by them as at March 31, 2022 is tabulated hereunder.

Name	Category	No. of Board Meeting attended/ held during 2021-22	Whether attended Last AGM held on Sept 14, 2021	Number of Directorship of Public Companies including this Company*	Committee Position including in this Company#	
					Chairman	Member
Mr. Arunkumar Biyani	Chairman	5/5	Yes	-	-	2
Mr. Ajay Biyani	Managing Director	5/5	Yes	-	-	-
Mr. Anil D. Biyani	Whole-time Director	5/5	Yes	-	-	-
Mr. Ketan K. Patel	Independent Director	5/5	Yes	-	2	2
Mr. Pankaj Srivastava	Independent Director	4/5	No	-	-	2
Mrs. Mamta A. Biyani	Independent Director	3/5	Yes	3	-	5

*Excludes private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profit or which prohibits payment of dividend).

#Chairmanship/Membership of only Audit Committee and Stakeholder's Relationship Committee in public companies (including this Company), have been considered. Further, chairmanship numbers does not included the number of membership, both positions considered separately.

List of Directors who have directorship in other listed companies and the names of the listed entities where the person is a director and the category of directorship:

Name	List of directorship held in other listed	Category of directorship in other listed
Mrs. Mamta A. Biyani	(1) Koprana Limited (2) Oricon Enterprises Limited	Independent Director Independent Director

(d) Information to the Board

A detailed agenda folder is sent to each director in advance of the Board Meetings. As a policy, all major decisions, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. Pursuant to Regulation 17(7) of the SEBI Listing Regulations, the agenda includes the minimum information required to be placed before the board of directors. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions.

The Board periodically reviews compliance certificate of laws applicable to the Company, prepared by the management as well as steps taken by the company to rectify instances of non-compliances, if any.

(e) Directors with pecuniary relationship or business transaction with the company:

The Chairman, Managing Director, and the Whole- time Directors received Salary, Perquisites and Allowances, while all the Non-Executive Directors receive Sitting Fees.



(f) Nomination and Remuneration Policy & Remuneration to Directors:

Remuneration was paid to Executive Directors i.e. Mr. Arunkumar Biyani, Chairman, Mr. Ajay Biyani, Managing Director, Mr. Anil D. Biyani, Whole-time Director, pursuant to the approval of the Nomination and Remuneration Committee, the Board of Directors and the Members of the Company, which is within the limits prescribed under the Companies Act, 2013.

The Non-Executive Directors were paid sitting fees for attending the Meetings of the Board of Directors, which is within the limits prescribed under the Companies Act, 2013. The Company pays a sitting fee of for attending each meeting of the Board of Directors. No sitting fee is being paid to the Directors for attending the Meeting of the Committees of the Board.

The detailed Remuneration Policy of the Company has been provided in the Board’s Report which forms part of this Annual Report.

The details of remuneration paid to Directors during the year ended March 31, 2022 are tabulated hereunder.

(₹ In Lakhs)

Name of the Directors	Salaries, perquisites & Allowances	Sitting fees	Total
Mr. Arunkumar Biyani	54.00	0.00	54.00
Mr. Ajay Biyani	54.00	0.00	54.00
Mr. Anil D. Biyani	54.00	0.00	54.00
Mr. Ketan K. Patel	0.00	0.35	0.35
Mr. Pankaj Srivastava	0.00	0.40	0.40
Mrs. Mamta A. Biyani	0.00	0.30	0.30

The details of remuneration paid to KMP during the year ended March 31, 2022, are given in the annexure to the Board Report.

(g) Employee Stock Option Scheme:

The Company does not have any Employee Stock Option Scheme (ESOS).

(h) Details of Equity Shares held by the Non- Executive Directors:

As on March 31, 2022, The Individual shareholding of Non-Executive Independent Directors of the Company is given below:

Name of Non – Executive Directors	No. of Shares
Mr. Ketan K. Patel	1250
Mr. Pankaj Srivastava	7500
Mrs. Mamta A. Biyani	2000

(i) Management Discussion and Analysis

Management Discussion and Analysis is given in a separate section forming part of the Board’s Report in this Annual Report.

(j) Code of Conduct

The Board of Directors has laid down the Codes of Conduct (‘Code’), for the all Board members and senior management of the company.

These Codes have been posted on the Company’s website www.damodargroup.com. All the Board Members and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2022. A declaration to this effect signed by Mr. Ajay Biyani, Managing Director is annexed to this Report.



(k) Familiarisation Programmes for Board Members

The Familiarisation program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, Secretarial Standards; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the company through various modes of communications. All efforts are made to ensure that the directors are fully aware of the current state of affairs of the company and the industry in which it operates.

The details of such familiarization programmes for Independent Directors of the company are posted on the website of the company <http://www.damodargroup.com/pdf/Details-of-the-familiarization-programmes-imparted-to-independent-directors.pdf>

(l) Performance Evaluation and Independent Directors Meeting

Pursuant to the provisions of Section 134(3)(p), 149(8) and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, annual performance evaluation of the directors as well as of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out.

The performance evaluation of the Independent Directors was carried out by the entire Board the performance evaluation of the Independent Directors was conducted by the entire Board of directors (excluding the director being evaluated) on the basis of a structured questionnaire which was prepared on the basis of SEBI Circular No SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017 and the performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors on the basis of a structured questionnaire which was prepared on the basis of said SEBI Circular.

The Independent Directors of the Company met on February 10, 2022, inter-alia, to discuss and carry out the evaluation of performance of (i) Non-Independent Directors and the Board of Directors of the Company as a whole, (ii) the evaluation of performance of the Chairman of the Company, (iii) evaluation of the committees of the Board, and (iv) evaluation of the quality, content and timelines of flow of information between the management and the board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the company management and the board.

Performance evaluation criteria for independent directors:

The Independent Directors shall be evaluated on the basis of the following criteria;

General:

- a. Qualifications: Details of professional qualifications of the member
- b. Experience: Details of prior experience of the member, especially the experience relevant to the entity
- c. Knowledge and Competency:
 - i. How the person fares across different competencies as identified for effective functioning of the entity and the Board (The entity may list various competencies and mark all directors against every such competency)
 - ii. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.



- d. Fulfillment of functions: Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law (E.g. Law imposes certain obligations on independent directors)
- e. Ability to function as a team: Whether the person is able to function as an effective team- member
- f. Initiative: Whether the person actively takes initiative with respect to various areas
- g. Availability and attendance: Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.
- h. Commitment: Whether the person is adequately committed to the Board and the entity
- i. Contribution: Whether the person contributed effectively to the entity and in the Board meetings
- j. Integrity: Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)

Additional criteria for Independent director:

- a. Independence: Whether person is independent from the entity and the other directors and there if no conflict of interest.
- b. Independent views and judgement: Whether the person exercises his/ her own judgement and voices opinion freely.

The Non-Independent Directors along with the Independent Directors, except the one who is being evaluated, will evaluate/assess each of the Independent Directors on the aforesaid parameters. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

III. BOARD COMMITTEES

Pursuant to SEBI Listing Regulations / Companies Act, there were four Committees as on March 31, 2022 viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibilities (CSR) Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

a. Audit Committee

During the Financial Year ended March 31, 2022, the Audit Committee comprises 3 Independent Directors and one Executive Director. Viz. Mr. Ketan K. Patel – (Chairman), Mr. Pankaj Srivastava, Mrs. Mamta A. Biyani and Mr. Arunkumar Biyani. All Members of the Audit Committee possess accounting and financial management knowledge.

The senior management team i.e. Chairman, Managing Director, Whole-Time Director & Chief Financial Officer, the Internal Auditors and the representative of the statutory auditors are invited for the meetings of the Audit Committee. The Company Secretary is the Secretary to this Committee.

The Audit Committee met four (4) times during the year, i.e. on June 28, 2021, August 06, 2021, November 12, 2021 and February 10, 2022. The maximum time gap between any two consecutive meetings was in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meeting held	No of Meeting attended
Mr. Ketan K. Patel	Independent Director	Chairman	4	4
Mr. Arunkumar Biyani	Executive Director	Member	4	4
Mr. Pankaj Srivastava	Independent Director	Member	4	4
Mrs. Mamta A. Biyani	Independent Director	Member	4	3



Mr. Ketan K. Patel, Independent Director, Chairman of the Audit Committee attended the Annual General Meeting of the Company held on September 14, 2021 to answer the members' queries.

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with the SEBI Listing Regulations.

The terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings. e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of any related party transactions.
- g. Qualifications in the draft audit report.
5. Reviewing with the Management, quarterly financial statements before submission to the board for approval;
6. Reviewing with the Management, the statement of uses/application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow-up thereon;



15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism/Vigil mechanism.
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilizations of loans and/or advances from/investment by the holding Company in subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, which is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. Carrying out any other functions as is mentioned in the terms of reference of audit committee. Review of Information by Audit Committee;

Review of Information by Audit Committee:

Besides the above, the role of the Audit Committee includes mandatory review of the following information.

22. Management discussion and analysis of financial condition and results of operations;
23. Statement of significant related party transactions (as defined by the audit committee), submitted by Management;
24. Management letters/letters of internal control weaknesses issued by the statutory auditors, if any;
25. Internal audit reports relating to internal control weaknesses; and
26. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;
27. Statement of deviations:
 - (a) Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purposes of the than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
28. Carrying out any other function as may be referred to the Committee by the Board.
29. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

b. Nomination and Remuneration Committee

As on March 31, 2022, this Committee comprised Three Independent Directors. They are Mr. Ketan K. Patel, Mr. Pankaj Srivastava and Mrs. Mamta A. Biyani. The Company Secretary is the Secretary to this Committee.

This Committee met twice during the previous financial year 2021-22 on June 28, 2021 and November 12, 2021. The Minutes of the Nomination and Remuneration Committee Meetings are noted by the Board. The details of the composition of the



Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held	No of Meeting attended
Mr. Ketan K. Patel	Independent Director	Chairman	2	2
Mr. Pankaj Srivastava	Independent Director	Member	2	2
Mrs. Mamta A. Biyani	Independent Director	Member	2	0

Mr. Ketan K. Patel, Independent Director, Chairman of the Audit Committee attended the Annual General Meeting of the Company held on September 14, 2021 to answer the members' queries.

In accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, the broad terms of reference of the Nomination and Remuneration Committee of the Company include:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- iii. Devising a policy on Board diversity.
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- v. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.
- vi. Recommend to the board, all remuneration, in whatever form, payable to senior management.
- vii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

c. Stakeholders Relationship Committee

As of March 31, 2022, this Committee comprises Four Directors viz. Mr. Ketan K Patel – (Chairman), Mr. Arunkumar Biyani, Mr. Pankaj Srivastava and Mrs. Mamta A. Biyani. The Company Secretary, Mr. Subodh Kumar Soni, Compliance Officer of the Company is the Secretary to this Committee.

This Committee met four (4) during the previous financial year 2021-22 on June 28, 2021, August 06, 2021, November 12, 2021 and February 10, 2022. The Minutes of the Stakeholder Relationship Committee Meetings are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held	No of Meeting attended
Mr. Ketan K. Patel	Independent Director	Chairman	4	4
Mr. Arunkumar Biyani	Executive Director	Member	4	4
Mr. Pankaj Srivastava	Independent Director	Member	4	4
Mrs. Mamta A. Biyani	Independent Director	Member	4	3

During the Financial Year 2021-22, two queries were received from the shareholder regarding old dividend warrant which was duly resolved to the satisfaction of the shareholder. As on date, there are no pending share transfers/ complaints/queries pertaining to the year under review.

**The Committee deals with the following matters:**

- Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Approve issue of duplicate share certificates.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

d. Corporate Social Responsibility (CSR) Committee:

As on March 31, 2022 the CSR Committee comprises of three directors viz. Mr. Arunkumar Biyani (Chairman), Mr. Ajay Biyani and Mr. Ketan K. Patel. The Company Secretary of the Company is the Secretary of the Committee. During the financial year 2021-22, the committee met on June 28, 2021 and the minutes of the Committee were noted by the Board.

The Company has formulated Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at www.damdoargroup.com

The role of the Committee is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit from time to time.

The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held	No of Meeting attended
Mr. Arunkumar Biyani	Executive Director	Chairman	1	1
Mr. Ajay Biyani	Executive Director	Member	1	1
Mr. Ketan K. Patel	Independent Director	Member	1	1

IV. DISCLOSURES**(a) Related Party Transactions**

All related party transactions entered during the financial year were in the ordinary course of business and on an arm's length basis. Particulars of contracts or arrangements with related parties are mentioned in the Board Report;

Further the details of the transactions with related parties are provided in the Company's financial statements in accordance with the Accounting Standards.



The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on website of the Company at the link: <http://www.damodargroup.com/pdf/Policy- On-Related-Party-Transactions.pdf>

(b) Accounting treatment in preparation of financial statements

The Company has followed the Accounting standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, read with Companies (Accounts) Rules, 2014 in preparation of its financial statements.

(c) Risk Management

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

The Company has a competent Internal Audit System which prepares and executes a vigorous audit plan covering various functions such as purchase audit, factory payroll audit, operations, finance, human resources, administration, statutory dues etc. across different factories. The internal auditor presents their key audit findings of every quarter to the Audit Committee. The management updates the members about the remedial actions taken or proposed for the same. The suggestions and comments from the Committee members are vigilantly incorporated and executed by the Company.

(d) Code for Prevention of Insider Trading Practices

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mr. Subodh Kumar Soni, Company Secretary, as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in company's securities.

(e) Whistle Blower Policy/ Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The company has a vigil mechanism policy under which the employees are free to report violations of applicable laws and regulations. The same is posted on the website of the company <http://www.damodargroup.com>

(f) CEO/CFO Certification

As required under Regulation 17 (8) of the SEBI Listing Regulations, the CFO of the company have certified regarding the financial statements for the year ended March 31, 2022 which is annexed to this Report.

(g) Pledge of Equity Shares:

The promoters of the company has pledged 4,94,000/- equity shares of the company in favour of the State Bank of India.

(h) Disclosure of Pending Cases/Instances of Non- Compliance

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last years.

(j) Details of compliance with mandatory requirements and adoption of the non-mandatory requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- i. Details of non-compliance, if any: There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations.



- ii. Compliance with mandatory requirements: The Company has complied with all the mandatory items of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015

(k) Compliance report on discretionary requirements under Regulation 27(1) of SEBI Listing Regulations:

- i. The Board: The Chairman of the company is an executive director and maintains the chairman's office at the company's expenses for performance of his duties.
- ii. Shareholders' Rights: The Company did not send half-yearly results to each household of the shareholders in financial year 2021-22. However, in addition to displaying its quarterly and half-yearly results on its website www.damodargroup.com and publishing in widely circulated newspapers.
- iii. Audit Qualifications: The auditors have not qualified the financial statements of the company.
- iv. Reporting of Internal Audit: The Internal Auditor regularly updates the audit committee on internal audit findings at the audit committee meetings.

V. MEANS OF COMMUNICATION:

In accordance with Regulation 46 of the SEBI Listing Regulations, the company has maintained a functional website at www.damodargroup.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

The quarterly and annual financial results, notices of Board Meetings and Annual General Meetings, are normally published in Business Standard (English) and Mumbai Lakshadweep / Apale Mahanagar (Marathi) newspapers.

Further, the Company disseminates to the Stock Exchanges (i.e. BSE and NSE), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and/or have a bearing on its performance/ operations and issues press releases, wherever necessary, for the information of the public at large.

VI. GENERAL BODY MEETING:

i. Location and time of last three Annual General Meetings ('AGM') held:

AGM No.	Year	Date	Time	Location
33rd AGM	2020-21	September 14, 2021	11:30 A.M	Online Through Video Conference at the registered office of the Company at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013 (Deemed Venue Of The Meeting).
32nd AGM	2019-20	September 18, 2020	11:30 A.M	Online Through Video Conference at the registered office of the Company at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013 (Deemed Venue Of The Meeting).
31st AGM	2018-19	August 13, 2019	11.30 A.M	Maheshwari Bhawan, 603, Chira Bazar (J S Road), Mumbai – 400 002

ii. Special Resolutions passed during the previous three AGMs:

- In the 33rd AGM held on September 14, 2021: following special resolutions were passed:
 - I. To approve the appointment of Mr. Aditya Biyani to a place of profit being the office of Office and marketing Head of the Company.



- II. To approve the appointment of Mr. Aman Biyani to a place of profit being the office of Office and marketing Head of the Company.
- In the 32nd AGM held on September 18, 2020: following special resolutions were passed:
 - I. To re-appoint of Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director for a second term of 5 (five) years.
 - II. To re-appoint of Mr. Arunkumar Biyani as the Chairman and Whole time Director of the Company for a further term of 3 (three) years.
 - III. To re-appoint Mr. Ajay Biyani as the Managing Director of the Company for a further term of 3 (three) years.
 - IV. To re-appoint Mr. Anil D. Biyani as the Whole time Director of the Company for a further term of 3 (three) years.
- In the 31st AGM held on September 30, 2019, no special resolution was passed.
 - I. Mr. Raghavan Srinivas, To Continue to be a Non- Executive Independent Director of the Company.
- iii. Special Resolution passed during the Financial Year 2021-22 through the Postal Ballot: During the financial year, the Company did not pass any resolution through postal ballot:

VII. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting:

Date : August 17, 2022

Day : Wednesday

Time : 11:30 AM

Venue: In accordance with the General Circular issued by the MCA on May 5, 2020 and May 5, 2022, the AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') only

- ii. Last date for Receipt of Proxies: In terms of the relaxations granted by MCA and SEBI, the facility for appointment of proxies by Members will not be available at the ensuing AGM.

iii. Financial Year:

The financial year of the company covers the financial period from April 01 to March 31. During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:

1st Quarter Results	:	August 06, 2021
2nd Quarter Results	:	November 12, 2021
3rd Quarter Results	:	February 10, 2022
4th Quarter & Annual Results	:	May 28, 2022

The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2023 are as follows:

1st Quarter Results	:	On or before August 14, 2022
2nd Quarter Results	:	On or before November 14, 2022
3rd Quarter Results	:	On or before February 14, 2023
4th Quarter & Annual Results	:	On or before May 30, 2023



iv. Dates of Book Closure:

Tuesday 19, July, 2022 to Friday 22, July, 2022 (both days inclusive)

v. Dividend Payment Date:

The Final Dividend is if approved, shall be paid on or after 21 August 2022.

vi. Listing on Stock Exchanges:

Presently, the Equity Shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fees for the year 2021-22 to BSE and NSE.

vii. Stock Code:

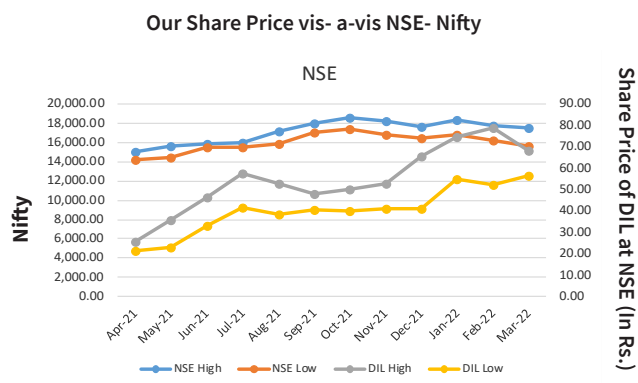
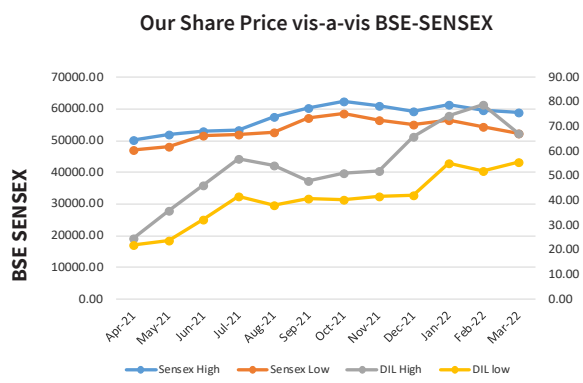
ISIN (Equity Shares) in NSDL & CDSL : INE497D01022
 BSE Code : 521220
 NSE Code : DAMODARIND

viii. Corporate Identification Number:

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L17110MH1987PLC045575.

ix. Share Price Data: High/Low and Volume during each month of 2021-22 at BSE and NSE:

Date	BSE			NSE		
	High Price	Low Price	Total Traded Quantity	High Price	Low Price	Total Traded Quantity
Apr-21	24.50	22.00	57727	25.65	21.40	496291
May-21	35.90	23.90	236039	36.00	22.75	926207
Jun-21	46.40	32.50	441047	46.20	33.00	2124387
Jul-21	56.95	41.95	488734	57.55	41.50	3318290
Aug-21	54.40	38.05	98024	53.00	38.30	361676
Sep-21	47.95	41.05	43119	47.90	40.40	143388
Oct-21	50.95	40.45	70978	50.15	40.05	358555
Nov-21	52.05	41.90	95627	52.55	40.80	430352
Dec-21	66.00	42.00	243236	65.75	41.20	1590153
Jan-22	74.50	55.05	339527	74.45	55.05	1584706
Feb-22	78.75	51.95	233433	78.60	52.00	1811014
Mar-22	67.45	55.60	191087	68.00	56.70	715502





x. The Registrars and Share Transfer Agents:

Link Intime India Private Limited is the Company's Registrar and Share Transfer Agents. Their contact details are as follows:

Link Intime India Private Limited

C-101, 247 Park, L B S Marg, Vikroli West, Mumbai – 400 083, Maharashtra, India

Tel: +91 22 49186270

Fax: +91 22 49186060

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

xi. Share Transfer System

The Registrars and Share Transfer Agent have put in place an appropriate share transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

xii. Distribution of shareholding

(a) Based on Shares held as on March 31, 2022

Distribution range of Shares	No. of Shares	Percentage of Shares	No. of Shareholders	Percentage of Shareholders
001-500	763125	80.79	5165	3.28
501-1000	410084	8.06	515	1.76
1001-2000	468802	4.86	311	2.01
2001-3000	252871	1.56	100	1.09
3001-4000	243077	1.05	67	1.04
4001-5000	242203	0.81	52	1.04
5001-10000	602451	1.27	81	2.58
Greater than				
10000	20317387	1.60	102	87.20
Total	23300000	100.00	6393	100.00

(b) Shareholding Pattern as on March 31, 2022:

S. N.	Category	No. of shareholders	No. of shares	%
A	Promoters/ Promoter Group	19	16456376	70.63
B	Public			
(1)	Institutions			
(a)	Mutual Funds/	0	0	0.00
(b)	Venture Capital Funds	0	0	0.00
(c)	Alternate Investment Funds	0	0	0.00
(d)	Foreign Venture Capital Investors	0	0	0.00
(e)	Foreign Portfolio Investors	0	0	0.00
(f)	Financial Institutions / Banks	1	1750	0.00
	Sub-Total (B)(1)	1	1750	0.00



S. N.	Category	No. of shareholders	No. of shares	%
(2)	Non-institutions			
(a)	Individuals -			
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	5947	3375306	14.49
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	16	1461704	6.27
(b)	NBFC's registered with RBI	0	0	0.00
(c)	IEPF	1	194796	0.84
(d)	Trusts	1	100	0.00
(e)	Hindu Undivided Family	169	1073304	4.61
(f)	Foreign Companies	0	0	0.00
(g)	Non Resident Indians (Non Repat)	13	6605	0.03
(h)	Non Resident Indians (Repat)	18	55118	0.24
(i)	Clearing Member	21	15036	0.06
(j)	Bodies Corporate	51	601944	2.58
	Body Corp-Ltd Liability Partnership	1	1	0.00
	Unclaimed Shares	1	57960	0.25
	Sub-Total (B)(2)	6239	6841874	29.37
	Total Public Shareholding(B)= (B)(1)+(B)(2)	6240	6843624	29.37
	Grant Total (A)+(B)	6259	2,33,00,000	100.00

xiii. Dematerialization of Shares and Liquidity

As on March 31, 2022, 2,29,17,580 equity shares representing 98.36% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The break-up of equity shares held in Physical and dematerialised form as on March 31, 2022, is given below:

Category	No of Shares	Percentage
CDSL	17699906	75.97
NSDL	5217674	22.39
Physical	382420	1.64
Total	2,33,00,000	100.00

The Promoters hold their entire equity shareholding in the Company in dematerialized form. The Company's equity shares are regularly traded on the BSE and NSE.

xiv. Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity: Not applicable

xv. Plant Locations:

1. Survey No. 265/10/1,2,3, Demni Road, Village Dadra, Silvassa Dadra & Nagar Haveli (U.T.) 396 230 Ph 0260-3264788 Fax: 0260-2668929
2. Plot No. 165/67/68, Dabhel Ind. Co.-Op. Soc. Dabhel, Nani Daman (U.T.) - 396210 Ph.: 0260-3253356
3. T-26, Add. Textile Park (MIDC Amravati) Amravati, Maharashtra - 444605



xvi. Address for members' correspondence:

Members are requested to correspond with the Registrars and Share Transfer Agents on all matters relating to transfer/dematerialisation of shares, payment of dividend and any other query relating to equity shares of the company

The Company has maintained an exclusive email id:cs@damodargroup.com which is designated for investor correspondence for the purpose of registering any investor related complaints and the same have been displayed on the company's website: www.damodargroup.com

Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for related matters.

Members may contact the Compliance Officer at the following address:

Mr. Subodh Kumar Soni
Company Secretary/ Compliance Officer
19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg,
Worli, Mumbai – 400 013
Tel: 022- 49763203

xvii. Credit ratings along with any revisions thereto during the relevant financial year;

The Company has obtained the credit rating on Long Term Bank Loan facility and short term Bank Loan, from Credit Rating Agency 'CRISIL' which is as under:

- (i) Rating on Long Term Bank Loan facility : 'CRISIL BBB-/Stable'
- (ii) Rating on Short Term Bank Loan : 'CRISIL A3'
- (ii) Fixed Deposit : 'FB-/ Stable'

xviii. Commodity price risk and Commodity hedging activities : N.A.

xix. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable

- xx. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.
- xxi. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable
- xxii. Total fees for all services paid by the listed entity to the statutory auditor. Details relating to fees paid to the Statutory Auditors are given in Note 25(a) to the Standalone and Consolidated Financial Statements.
- xxiii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No. of Complaints filed during the financial year	-	Nil
No. of Complaints disposed of during the financial year	-	Nil
No. of Complaints pending as on end of the financial year	-	Nil

xxiv. The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board: i)

Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates, ii) Behavioral Skills - attributes and competencies to use their knowledge and skills to function



well as team members and to interact with key stakeholders, iii) Strategic thinking and decision making, iv) Financial Skills, v) Technical/ Professional skills and specialized knowledge to assist the ongoing aspects of the business.

xxv. Chart / Matrix setting out the skills / expertise / competence of the Board of Directors:

Details of the skills/ expertise/ competencies possessed by the Directors who were part of the Board as on 31st March, 2022, are as follows:

Name of the Director	Expertise in specific functional area
Mr. Arunkumar Biyani	Finance, Banking and Foreign Exchange, Markets.
Mr. Ajay Biyani	Production activities, Strategic Planning Functions, Expansion and Acquisition Plans.
Mr. Anil D. Biyani	Developing strategies to grow, sales and market share, build brand awareness and equity, and enhance enterprise reputation.
Mr. Ketan K. Patel	Experience and profound knowledge of Financial, Insurance and Risk Management
Mr. Pankaj Srivastava	Expertise in Strategy Planning, Business Administration and Management
Mrs. Mamta A. Biyani	Expertise in Technical, Marketing, HR and Administration and management in Textile sector

VIII. COMPLIANCE

i. Auditors' Certificate on Corporate Governance:

The Company has obtained a Certificate from Pramod Jain & Co, Company Secretaries, regarding compliance of the conditions of Corporate governance, as stipulated in Regulation 34 (3) and PART E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which together with this Report on Corporate Governance is annexed to this Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

ii. Disclosures with respect to demat suspense account/ unclaimed suspense account:

Pursuance to Schedule V (F) of SEBI Listing Regulations, the information in respect of equity shares, which were issued in public issue and remain unclaimed and are lying in the suspense account, in demat, are as follow:

Particulars	No. of Shareholders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying on April 1, 2021	Nil	Nil
Number of shareholders who approached to the Company for transfer of shares from suspense account during the year.	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account laying on March 31, 2022	146	57960

Voting rights on above shares shall remain frozen till the rightful owner of such shares claims the shares.

IX. INVESTOR SAFEGUARDS AND OTHER INFORMATION:

i. Revalidation of Dividend warrants:

In respect of members who have either not opted for NECS/ECS mandate or do not have such a facility with their banker and who have not encashed earlier dividends paid by the Company, are requested to write to Company's Share Transfer Agents for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.



ii. Transfer of Unclaimed Dividend and respective equity shares into Investor Education & Protection Fund (IEPF):

Under the Companies Act, 2013, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from September 7, 2016, stipulates that shares on which dividend has not been encashed or claimed for seven consecutive years or more, then such shares are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Accordingly, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. with respect to following Financial Year. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Financial Year	Type of Dividend	Dividend Per Share	Date of Declaration	date of Transfer of dividend	Due date/ Date of transfer of Shares
31.03.2014	Final	1.00	Aug 30, 2014	Sep 13, 2021	Oct 12, 2021
31.03.2015	Interim	1.50	Mar 21, 2015	April 17, 2022	May 16, 2022

Dates of declaration of dividends, subsequent to above and the corresponding tentative dates when unclaimed dividends are due to be transferred to the Central Government are given in the table below.

Financial Year	Type of Dividend	Dividend Per Share	Date of Declaration	Proposed date for Transfer	Amount remaining unclaimed / unpaid as on March 31, 2022 (₹)
31.03.2015	Final	1.00	Aug 7, 2015	Sep 11, 2022	1,63,932.00
31.03.2016	Interim	1.50	Feb 02, 2016	Mar 06, 2023	2,97,583.50

Members are further requested to note that after completion of 7 years, no claims shall lie against the said Fund or Company for the amounts of dividend so transferred, nor shall any payment be made in respect of such claims.

Following amount remitted to IEPF during last seven years:

S. N.	Particulars	Financial Year (Unpaid dividend belongs to)	Amount remitted (in ₹)
1	Unpaid dividend	2010-11	1,82,966.00
2	Unpaid dividend (Final)	2011-12	2,45,922.00
3	Unpaid dividend (Interim)	2012-13	2,06,799.00
4	Unpaid dividend (Final)	2012-13	1,28,353.00
5	Unpaid dividend (Interim)	2013-14	2,07,137.00
6	Unpaid dividend (Final)	2013-14	1,75,324.00
7	Unpaid dividend (Interim)	2014-15	2,49,663.00

During the financial year under review, we have transferred 22000 equity shares into IEPF as required under section pursuant to the provisions of Section 124(6) of the Companies Act, 2013.



iii. Demat of shares/ Update Address/ E-mail Address/ Bank details:

To receive all communications/corporate actions promptly, members holding shares in dematerialized form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

Further, all the shareholders who are still having shares in physical form are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares in demat form.

v. Electronic Service of Documents to Members at Registered Email Address:

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members / members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards Members / Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s Link Intime India Private Limited at their specified address, so as to update their registered email address from time to time.

It may be noted that the annual report of the company will also be available on the company's website www.Damodargroup.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the company.



CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT FOR FINANCIAL YEAR ENDED MARCH 31, 2021.

This is to affirm that the Board of Directors of Damodar Industries Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that the Board Members and Senior Management Personnel of the Company have affirmed the compliance of provisions of the said code for the financial year ended March 31, 2022.

Place : Mumbai

Date : May 28, 2022

Ajay Biyani
Managing Director

CHIEF FINANCIAL OFFICER CERTIFICATION IN COMPLIANCE WITH THE PROVISIONS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Sheetal Prashad Singhal, Chief Financial Officer of Damodar Industries Limited have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of their knowledge and belief:

- a. (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee**
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Mumbai

Date : May 28, 2022

Sheetal Prashad Singhal
Chief Financial Officer



CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Damodar Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Damodar Industries Limited ('the Company') for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation on thereof, adopted by the company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the company has complied with the conditions of corporate governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Pramod Jain & Co.
Company Secretary**

**(Pramod Kumar Jain)
Proprietor**

**FCS No. 6711 CP No. 11043
UDIN: F006711D000415801**

**Place : Indore
Date : May 28, 2022**



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members

DAMODAR INDUSTRIES LIMITED

19/22 & 27/30, Madhu Estate,
Pandurang Budhkar Marg, Worli, Mumbai 400013

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Damodar Industries Limited having CIN L17110MH1987PLC045575 and having registered office at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli,, Mumbai 400013 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Maharashtra, Mumbai or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Arunkumar Biyani	00016519	01/04/2010
2.	Mr. Ajay Biyani	00014896	25/04/2014
3.	Mr. Anil Damodarlal Biyani	00016554	28/03/1992
4.	Mr. Mamta Ashok Biyani	01850136	09/02/2021
5.	Mr. Ketan Kishore Patel	08607454	13/11/2019
6.	Mr. Pankaj Srivastava	06716582	11/05/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pramod Jain & Co.
Company Secretary

Place : Indore
Date : May 28, 2022

(Pramod Kumar Jain)
Proprietor
FCS No. 6711 CP No. 11043
UDIN : F006711D000415779



MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

Global Economy Overview:

In the last two years, the impact of COVID has been mainly disruptive in terms of economic activity and loss of human lives. Economy in many countries rebounded in 2021 after a sharp decline in 2020. The economy shrunk in the last year due to a downtrend across most sectors. Advanced economies and many middle-income countries reached substantial vaccination rates. International trade picked up, and high commodity prices are benefiting many developing countries. Although, rising energy prices and supply interruptions have resulted in higher and more widespread inflation than expected, elevated inflation is projected to last longer than prediction. Assuming inflation expectations to remain well-anchored, inflation should steadily decline in 2022 as supply-demand imbalances fade and major economies respond with monetary policy. However, the emergence of new COVID-19 variants could prolong the pandemic and induce renewed economic disruptions. Moreover, supply chain disruptions, energy price volatility, and localized wage pressures mean uncertainty around inflation. As advanced economies lift policy rates, risks to financial stability in emerging market capital flows, currencies and fiscal positions may arise. The current geopolitical tensions, a resurgence of COVID cases in some parts of the world and China's stringent zero COVID policy has intensified risks and worsened complications regarding growth inflation dynamics

Indian economy overview:

India has emerged as the world's fastest-growing major economy, and it is predicted to be one of the top economic powers in the next decade, owing to its robust democracy and strong partnerships. According to Advance estimates, the Indian economy would expand by 9.2 percent in 2021-22 after decline in 2020-21. This indicates that overall economic activity has surpassed pre-pandemic levels. By March 2022, India administered a massive vaccine doses, amongst the highest in the world. Further, the RBI and the Indian government have taken a range of fiscal and monetary measures in the last two years to provide support to domestic businesses, and ensure ample liquidity in the system. The Government adopted a slew of measures to save lives and livelihoods, enhance healthcare facilities, and accelerate vaccinations. Economic reform packages were also announced to bring the economy back to the growth path.

Overview, Industry Structure & Developments, Outlook:

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

After a prolonged period of economic sluggishness followed by the stabilization phase, the overall economy and specially the textile sector has started to show signs of an upward trend in the year 2021-22. This apart, inclusion of all cotton yarn exports under Remission of Duties and Taxes on Exported Products (RoDTEP) scheme from January 2021 onwards (as notified in August 2021) has also supported margins as well as price competitiveness of domestic spinners in the international markets.

The slight decline in December 2021 aside, cotton yarn prices remained on a rising trend in the current fiscal, touching all-time highs in recent months. Even though cotton prices also increased during nine months of FY22, continued increase in realisations led average spot contribution margins for FY2022 to decadal highs.

Going forward, the Indian cotton textile industry is expected to showcase a stable growth supported by stable input prices, healthy capacity utilisation and steady domestic demand.

The Company is a yarn manufacturing company, which manufactures high precision and sophisticated yarns, mainly for discerning worldwide markets. The Company enjoys a significant position in business industries of yarn. The Cotton Yarn division uses the most modern equipment to manufacture its product assuring world-class quality to its customer.

The Company is having a yarn division with consolidated capacity of around 70,000 spindles. The Company produces variety of products ranging from NE 12, NE16, NE 20, NE 24 NE 30 Carded and Combed and blended varieties of Cotton Yarn. The Spinning mill is equipped with world-class Swiss, Japanese and German equipment. Currently, the Company exports approx. 56% of garment products mainly in Europe, Asia and Latin American countries etc.

Opportunities: Due to the current scenario it seems that the demand will increase as imports of goods is reduced due to the negative sentiments. Being a reputed manufacturer of world class quality products, and thanks to social drive "Vocal for Local" we are optimistic



of the future. Volume of business is expected to increase as consumers are more attracted towards local good quality products which are more reliable and come with warranty rather than using imported products. The company has in-house R & D team and surplus funds available for investment which will help us in exploring various opportunities in exports and other products.

Threats: The year 2022 was still a year of deep uncertainty for the global textile industry. We observed the resurgence of the Covid-19 pandemic in first two quarter of the year 2022. There are problems related to our daily business due to the considerable increase in the cost of raw materials and shipping. The scarcity and long delivery times of raw materials is still present due to complicated and highly expensive transports.

Covid- 19 also plays a very crucial role this year and also will have to face the same for some more time. The priority of people has changed which will take a longer time for the market to come back to the normal condition. Demand plays a very important role and Covid -19 would leave a deep cut in economy and corporate financials. Due to pandemic the income of people has been affected largely and there is a lot of hesitation in buying things other than essentials and so the demand had reduced to a great extent. But we ensure that we do not make compromise in our long term business objectives and brand strength. The company has also taken steps to curtail the overall expenses to overcome the situation.

Research & Development: Research and development department plays an integral role in the development of new products. The role of R & D Team is to keep improving on existing product, Quality Control Check, Innovation and Staying Ahead of Trends, Developing New Products. The company keeps an eye on developing trends in India and overseas and on what the competition is doing, also analyses and understand the current conditions within a specific goal. The company continues to initiate appropriate, significant and result oriented products in the market, which are innovative, Futuristic with Modernized Technology. Each product designed is deliberately executed in-house and undergoes a series of rigorous checks.

Risk Management: The Company is exposed to various potential risks like Economical Risk, Compliance Risk, Operational Risk, Environmental Risk and Financial Risk. The key risk areas are regularly and systematically reviewed by senior management while the Risk Management committee also reviews and provides input to mitigate the risk.

Internal Control: At the Company level, internal control objectives relate to the reliability of financial reporting. The Company's resources are directed, monitored, and measured on regular intervals which help in detecting and preventing fraud and protecting the organization's resources, both physical and intangible. The Company has always implemented appropriate controls to make sure that it's operational; Compliance and reporting objectives are achieved. The company has detailed policies and standard operating procedure for all existing and future growing needs. These policies and procedures play a key role in the deployment of internal controls. They are regularly reviewed to ensure the relevancy, comprehensiveness and compliance is embedded into the management review process. To strengthen the process, Controls of the key processes are reviewed by the internal audit team with timely suggestions.

Disclosure On Accounting Treatment: In the preparation of financial statements for FY2021-22, there is no treatment of any transaction different from that prescribed in the Accounting Standards notified by the Government of India under Section133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014; guidelines issued by the Securities and Exchange Board of India and other accounting principles generally accepted in India.

Financial Review

Particular	2021-22	2020-21	YOY Change %
Total Income	9,11,36,09,365	5,75,06,73,271	58.48
EBITDA	81,67,93,070	46,14,44,444	77.00
PAT	18,35,44,378	(61,967,081)	396.00
Net Worth	115,42,06,348	968,4,92,786	19.17

Key Financial Ratios:

Particulars	F.Y. 2021-22	F.Y. 2020-21	Change (%)
OPERATING PROFIT MARGIN (%)	6.09%	2.57%	136.62%
NET PROFIT MARGIN (%)	2.02%	-1.09%	-285.04%



Particulars	F.Y. 2021-22	F.Y. 2020-21	Change (%)
DEBT/EQUITY RATIO	1.56	2.04	-23.72%
CURRENT RATIO	1.55	1.36	14.04%
INTEREST COVERAGE RATIO	2.01	0.72	180.37%
INVENTORY TURNOVER RATIO	10.63	6.60	61.03%
DEBTORS TURNOVER RATIO	9.97	6.21	60.50%
Return on Net Worth (%)	15.92%	-6.40%	-348.87%

Detailed explanation of ratios:

1. Net Profit Margin: Net Profit Margin has been mainly increased due to Net profit during the year 2021-22.
2. Interest Coverage Ratio: Interest Coverage Ratio has been increased due to increased finance cost in the year 2021-22.
3. Return on Net Worth: A high RoNW ratio of a company for maximum profit.

Human Resources and Industrial Relations:

Employees are biggest source for any Company's success and expansion. Our Human Resource Team based on their strengths, potential and determination towards work evaluates the employees. It is very important to keep the employees encouraged to take decisions and initiatives towards the betterment of their work. The company encourages and provides them a safe and motivating work environment. Furthermore various training and educational seminars and events are organised with proper importance given on health and safety issues. The Company has always followed process of Appraisal from time on time, to recognise talents and ensure that employees remain devoted to the organisation on a long-term.

Cautionary Statement:

The content provided for Management Discussion and Analysis Report may vary with the anticipation made in the discussion statements. It describes the Company's objectives, projections and estimates progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Taxation laws, Economic Development, Cost of Raw Materials, Interest and Power Cost are among the few extraneous variables that influence the Company's operations.



INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. DAMODAR INDUSTRIES LIMITED

Report on the Financial Statements

Opinion

We have audited accompanying Ind AS financial statements of Damodar Industries Limited ("the Company"), which comprise of the balance sheet as at March 31, 2022, the statement of Profit and Loss (Including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by The Companies Act, 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind As") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirement that are relevant to our audit of the financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on Ind As financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information other than financial statements and Auditors report thereon

The company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors report thereon. Our opinion on financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon. In connection with our audit of the financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statement or other information obtained during the course of our audit or otherwise appear to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
3. As per the management representation we report,
- a) no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - b) no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material misstatement.
 - d) The has not declared/paid any dividend during the year.
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
 - g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Swati Kanse & Co
Chartered Accountants
Firm’s registration number: 132689W

Swati Kanse
Proprietor
Membership number: 130690
UDIN: 22130690AJUUEY8199
Place : Mumbai
Date : May 28, 2022



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1, under Report on other Legal and Regulatory Requirements in the Independent Auditor's Report of even date to the members of Damodar Industries Limited (the company) on the financial statements for the year ended March 31, 2022, we report that:

i Property, Plant & Equipment and intangible Assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) The Fixed Assets were physically verified during the year by the management in according with a regular programme of verification, which in our opinion provides for physical verification of major portion of fixed assets at reasonable intervals. According to the information and explanation given to us and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. Inventory :

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy of 10% or more in the aggregate for each class of inventory were noticed was noticed on physical verification of stocks by the management as compared to book records
- (b) The Company has been sanctioned a working capital limit of Rs. 203.50 crores from 5 banks on the basis of security of entire current assets of the unit, present & future. The monthly statements filed by the company with the bank are in agreement with the books of accounts of the Company.

iii. Loans, Guarantee and Advances given :

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.

iv. Loans, Guarantee and Advances to Director of Company:

The Company has not made investments and granted any loans or provided any guarantees or security to the parties covered under section 185 and 186 of the Companies Act, 2013. Accordingly, provisions of paragraph 3 (iv) of the Companies (Auditor Report) order 2022 were not applicable to the Company.

v. Deposits:

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sections 73 to 76 and other relevant provisions of the Companies Act, 2013 and the rules framed thereunder with regard to the deposits accepted from the public (Refer note 16 of Financial Statements). As per information given to us, no order under the aforesaid sections has been passed by the company Law Board or National Company Law Board or Reserve Bank of India or any court or any other tribunal, on the company.

**vi. Maintenance of costing records:**

We have broadly reviewed the cost records maintained by the Company pursuant to the rules prescribed by the Central Government under sub section 1 of section 148 of the Companies Act, 2013 and are of the opinion that prime facie the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. Deposit of statutory liabilities:

- (a) According to information and explanations given to us and on the basis of our examination of the records of the company has been regular in depositing undisputed statutory dues including Provided Fund, investor education and production fund employer state insurance, Income-Tax, Goods & Services Tax (GST), Sales tax, Service Tax, Duty of Customs, Duty of Excise, Duty of Customs, Value added Tax, cess and other material statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2022 for a period of more than six months from the date of becoming payable.
- (b) According to the information and explanations given to us, there are no dues in respect of Wealth-Tax, Excise Duty, Service Tax or Cess outstanding on account of any dispute. The details of dues which have not been deposited on account of dispute are given below:

Sr. No.	Name of the Statute		Amount (Rs.in Lacs)	Period to which the amount relates	Forum where disputes pending
1	DEPB Entitlement Refund	Custom	81.18	F.Y. 2010- 11	DGFT
2	Income Tax	TDS with Interest Tax	1.57	F.Y. 2021-2022 & Prior years	Income Tax Department
3	Income Tax	Income Tax Demand	0.08 32.56 (Refer Note No. 30)	F.Y. 2016-2017 F.Y. 2017-2018 & F.Y. 2015-2016	Income Tax Department

viii. Surrendered or disclosed as income in the tax assessments:

The Company does not have any transactions to be recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. Default in repayment of borrowings:

In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institutions and bank as at the Balance sheet date.

x. Funds raised and utilisation:

In our opinion and according to the information and explanations given to us, during the year the company did not raised any money by way of initial public offer or further public offer (including debt instruments) and the term loans availed during the year have been applied for the purpose for which they were raised.

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xi. Fraud and whistle-blower complaints:

According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

xii. Nidhi Company:

In our opinion and according to the information and explanations given to us the Company is not a nidhi company, accordingly paragraph 3(xii) of the Order is not applicable.



xiii. Related Party Transactions:

According to the information and explanations given to us, and based on our examination of records of the company, transaction with the related parties are in compliance with Section 177 & 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. Internal Audit:

The company does have an internal audit system commensurate with the size and nature of its business. Reports of the Internal Auditors for the period under audit were considered by the statutory auditor.

xv. Non Cash Transactions:

The company has not entered into non-cash transactions with directors or persons connected with him.

xvi. Registration under RBI act:

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

xvii. Cash Losses:

The company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. Resignation of Statutory Auditors:

There has been no instance of any resignation of the statutory auditors occurred during the year.

xix. Material uncertainty on meeting liabilities:

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. Transfer to fund specified under Schedule VII of Companies Act, 2013:

There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

xxi. This clause is not applicable to the company.

For Swati Kanse & Co
Chartered Accountants
Firm's registration number: 132689W

Swati Kanse
Proprietor
Membership number: 130690
UDIN: 22130690AJUUEY8199
Place :Mumbai
Date :May 28, 2022



Annexure B To The Independent Auditors' Report

The annexure referred to in paragraph 3 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Damodar Industries Limited on the financial statements for the year ended March 31, 2022.

Report on the Internal Financial controls under clause (i) of sub-section 3 of section 143 of the companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Damodar Industries Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning Of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Swati Kanse & Co
Chartered Accountants
Firm's registration number: 132689W

Swati Kanse
Proprietor
Membership number: 130690
UDIN: 22130690AJUUEY8199
Place :Mumbai
Date : May 28, 2022



BALANCE SHEET AS AT 31ST MARCH, 2022

(Amount in Rs.)

Note No.		As at March 31, 2022	As at March 31, 2021
I	Assets		
1)	Non Current Assets		
a)	Property, Plant and Equipment	2,15,26,95,208	2,36,94,16,402
b)	Capital Work-in-Progress	-	51,61,555
c)	Intangible assets	30,33,659	53,44,889
d)	Financial Assets		
(i)	Other Non - Current Financial Assets	1,87,27,909	1,42,98,229
e)	Other Non - Current Assets	83,01,582	67,76,539
	Total Non-Current Assets	2,18,27,58,358	2,40,09,97,614
2)	Current Assets		
a)	Inventories	87,28,49,432	78,62,14,113
b)	Financial Assets		
(i)	Investments	-	-
(ii)	Trade Receivables	1,01,45,85,945	80,86,63,311
(iii)	Cash and Cash Equivalents	1,53,00,925	63,69,397
(iii)	Bank Balance Other Than Cash & Cash Equivalents	25,12,932	28,11,871
(v)	Loans	44,27,273	44,49,612
(vi)	Other Current Financial Assets	27,25,759	8,44,374
c)	Current Tax Assets (Net)	1,29,45,647	1,65,44,857
d)	Other Current Assets	39,73,78,171	43,06,25,079
	Total Current Assets	2,32,27,26,084	2,05,65,22,614
	TOTAL ASSETS	4,50,54,84,442	4,45,75,20,228
II	EQUITY AND LIABILITIES		
1)	Equity		
a)	Equity Share Capital	11,65,00,000	11,65,00,000
b)	Other equity	1,03,77,06,348	85,19,92,786
	Total Equity	1,15,42,06,348	96,84,92,786
2)	Liabilities		
	Non-Current Liabilities		
a)	Financial Liabilities		
(i)	Borrowings	1,79,32,86,311	1,97,53,26,829
(ii)	Other Financial Liabilities	-	-
b)	Provisions	-	-
c)	Deferred Tax Liabilities (net)	6,06,44,651	18,90,497
	Total Non-Current Liabilities	1,85,39,30,962	1,97,72,17,326
	Current Liabilities		
a)	Financial Liabilities		
(i)	Borrowings	1,09,81,10,463	1,08,65,70,431
(ii)	Trade Payables	10,32,62,428	14,80,66,635
(iii)	Other Financial Liabilities	25,92,43,386	25,16,78,741
b)	Other Current Liabilities & Provisions	3,67,30,855	2,54,94,309
	Total Current Liabilities	1,49,73,47,132	1,51,18,10,116
	Total Liabilities	3,35,12,78,094	3,48,90,27,442
	TOTAL EQUITY AND LIABILITIES	4,50,54,84,442	4,45,75,20,228

SIGNIFICANT ACCOUNTING POLICIES

Other Notes on accounts from No. 2 to 38 are an integral part of the Financial Statements

1

As per our report of even date attached

For Swati Kasne & Co

Chartered Accountants

Firm Registration No.: 132689W

(Swati Kanse)

Proprietor

Membership No. : 130690

Place : Mumbai

Date : 28th May, 2022

For and on behalf of Board of Directors

Arunkumar Biyani

Chairman

Ajay Biyani

Managing Director

Subodh Kumar Soni

Company Secretary

Sheetal Prashad Singhal

Chief Financial officer



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2022

(Amount in Rs.)

	Note No	Current Year	Previous Year
I Income			
Revenue from Operations	21	9,08,61,49,122	5,67,63,97,053
Other income	22	2,74,60,243	7,42,76,218
Total Income		9,11,36,09,365	5,75,06,73,271
II Expenses			
a) Cost of Consumption	23	4,92,64,69,905	2,89,06,82,512
b) Purchases of Stock in Trade	24	2,27,07,68,968	1,37,05,89,927
c) Changes in inventories of Work-in-Progress and Stock-in-Trade	25	(17,84,89,574)	19,90,07,578
d) Employee benefits expense	26	38,02,10,668	26,05,26,387
e) Finance cost	17	28,88,25,913	30,72,17,278
f) Depreciation and amortisation expense	2	23,57,83,186	24,10,18,560
g) Other expenses	28	89,78,56,328	56,84,22,423
Total expenses		8,82,14,25,394	5,83,74,64,665
III Profit/(Loss) before tax		29,21,83,971	(8,67,91,394)
IV Less: Tax expense			
a) Current tax		5,10,50,383	-
b) Deferred tax		10,86,39,593	(2,48,24,313)
c) MAT credit entitlement		(5,10,50,383)	-
		10,86,39,593	(2,48,24,313)
V Profit/(Loss) for the year		18,35,44,378	(6,19,67,081)
VI Other Comprehensive Income			
A. Item that will not be classified to Profit & Loss			
(i) Remeasurement of Defined benefit plan		(9,33,369)	(6,95,272)
(ii) Income tax related to Item (i) above		3,26,119	2,16,925
		(6,07,250)	(4,78,347)
B. Item that will be reclassified to Profit & Loss			
(i) Change in fair value of cash flow hedge		(24,00,759)	7,21,95,581
(ii) Income tax related to Item (i) above		8,38,825	(2,25,25,021)
		(15,61,934)	4,96,70,560
Other Comprehensive Income (Net of Tax)		21,69,184	4,91,92,213
Total comprehensive income for the year		18,57,13,562	(1,27,74,868)
Basic & Diluted Earning Per Share in(Rs.)	29	7.88	(2.66)

SIGNIFICANT ACCOUNTING POLICIES

Other Notes on accounts from No. 2 to 38 are an integral part of the Financial Statements

1

As per our report of even date attached

For Swati Kanse & Co
Chartered Accountants
Firm Registration No.: 132689W

(Swati Kanse)
Proprietor
Membership No. : 130690

Place : Mumbai
Date : 28th May, 2022

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Ajay Biyani
Managing Director

Subodh Kumar Soni
Company Secretary

Sheetal Prashad Singhal
Chief Financial officer



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2022

A EQUITY SHARE CAPITAL

(Amount in Rs.)

As at April 1, 2020	11,65,00,000.00
Changes in Equity Share Capital during the year	-
As at March 31, 2021	11,65,00,000.00
Changes in Equity Share Capital during the year	-
As at March 31, 2022	11,65,00,000.00

B OTHER EQUITY

	Share Premium Account	General Reserve	Retaining Earning	OCI	Total
Balance as at April 1,2020	20,53,03,050	22,00,00,000	48,91,35,164	(4,96,70,560)	86,47,67,654
Profit/(Loss) for the year	-	-	(6,19,67,081)	-	(6,19,67,081)
Remeasurement of Defined benefit plan	-	-	(4,78,347)	-	(4,78,347)
Change in fair value of Cash flow hedge	-	-	-	4,96,70,560	4,96,70,560
Transfer to General Reserve	-	2,00,00,000	(2,00,00,000)	-	-
Balance as at March 31,2021	20,53,03,050	24,00,00,000	40,66,89,736	-	85,19,92,786
Balance as at April 1,2021	20,53,03,050	24,00,00,000	40,66,89,736	-	85,19,92,786
Profit/(Loss) for the year	-	-	18,35,44,378	-	18,35,44,378
Remeasurement of Defined benefit plan	-	-	6,07,250	-	6,07,250
Change in fair value of Cash flow hedge	-	-	-	15,61,934	15,61,934
Transfer to General Reserve	-	2,00,00,000	(2,00,00,000)	-	-
Balance as at March 31,2022	20,53,03,050	26,00,00,000	57,08,41,364	15,61,934	1,03,77,06,348

As per our report of even date attached

For Swati Kanse & Co

Chartered Accountants

Firm Registration No.: 132689W

(Swati Kanse)

Proprietor

Membership No. : 130690

Place : Mumbai

Date : 28th May, 2022

For and on behalf of Board of Directors

Arunkumar Biyani

Chairman

Ajay Biyani

Managing Director

Subodh Kumar Soni

Company Secretary

Sheetal Prashad Singhal

Chief Financial officer



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

	Current Year		Previous Year	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(loss) Before Tax & Extra-ordinary Items		29,21,83,971		(8,67,91,394)
Adjustment for :				
Depreciation and amortisation	23,57,83,186		24,10,18,560	
Finance cost	28,88,25,913		30,72,17,278	
Sundry Balances & Bad debts written off	1,42,56,162			
Dividend received	(10,746)		(11,045)	
Loss/(Profit) on Sale of Fixed Assets	(2,39,84,228)		(5,09,45,280)	
Foreign Exchange (Gain)/ Loss (Net)	(17,90,460)		54,60,576	
		51,30,79,827		50,27,40,089
Operating Profit Before Working Capital Changes		80,52,63,798		41,59,48,695
Adjustment for :				
Trade & Other Receivable	(18,23,31,378.00)		4,69,99,768	
Inventories	(8,66,35,319.00)		23,14,22,204	
Trade Payable	(3,38,99,384.00)		(22,75,61,542)	
		(30,28,66,081)		5,08,60,430
Cash generated from Operations		50,23,97,717		46,68,09,125
Direct Tax paid(net)		(4,74,51,173)		26,81,894
Cash flow before Extra-Ordinary Items		45,49,46,544		46,94,91,019
Prior Years Tax Adjustments		-		-
Net Cash from Operating Activities A		45,49,46,544		46,94,91,019
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchases of Plant & Equipment/Intangible Assets & Capital Work in Progress	(4,73,57,543)		(3,80,78,284)	
Advance for Capital Goods	(43,18,748)			
Dividend received	10,746		11,045	
Sale proceeds of Property, Plant & Equipment	5,97,52,564		11,17,68,883	
Fixed Deposits with Banks	(44,29,680)		21,54,661	
Net Cash used in Investing Activities B		36,57,339		7,58,56,305
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds/(repayments) from Borrowings & Fixed deposits	(16,26,36,902)		(23,04,43,349)	
Finance Cost	(28,88,25,913)		(30,72,17,278)	
Dividend	-		-	
Tax on Dividend	-		-	
Net Cash used in Financing Activities C		(45,14,62,815)		(53,76,60,627)
Foreign Exchange Gain/(Loss) (Net)		17,90,460		(54,60,576)
Net increase in cash and cash equivalents (A+B+C)		89,31,528		22,26,121
Opening Balance of Cash & Cash Equivalents		63,69,397		41,43,276
Closing Balance of Cash & Cash Equivalents		1,53,00,925		63,69,397

() indicates 'minus'

Note :

- 1 The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of Cash Flow.
- 2 Additions to Property, Plant, equipments and intangible assets include movement of Capital work -in -progress and intangible assets under development respectively during the year

As per our report of even date attached

For Swati Kasne & Co
Chartered Accountants
Firm Registration No.: 132689W

(Swati Kanse)
Proprietor
Membership No. : 130690

Place : Mumbai
Date : 28th May, 2022

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Ajay Biyani
Managing Director

Subodh Kumar Soni
Company Secretary

Sheetal Prashad Singhal
Chief Financial officer



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

1) CORPORATE INFORMATION

Damodar Industries Limited (“the Company”) is a listed entity incorporated in India. The registered office of the Company is located at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai – 400 013, India. The Company is engaged activities of manufacturing, processing and merchant trading of Cotton yarn & Fancy Yarn.

2) SIGNIFICANT ACCOUNTING POLICIES

A Basis of preparation

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ₹Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (₹Act’) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans – plan assets measured at fair value;

(iii) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Adoption of Ind AS 116- Leases

The Company has adopted Ind AS 116 with the date of initial application of April 01, 2019 .

The Company also elected to use the recognition exemptions for lease contracts that, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). It has no impact on operating results of company, assets and liabilities due to nature of lease contract for short term.

B Use of estimates and judgments

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C Property, plant and equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence, regarded thereafter as historical cost. Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Depreciation:

- a) Depreciation is provided as per the straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except as mentioned below
 - i) Plant & Machinery : useful life 10 years
 - ii) Premium on leasehold land is amortized over the residual period of the lease and proportionate amount of premium written off is being charged to Statement of Profit & Loss.

Intangible Assets:

Intangible Assets representing Computer Software is amortized using Straight Line method over a period of five years.

Asset Impairment:

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. Impairment loss, if any, is recognized in the year in which impairment takes place.

D Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- 1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and 2) those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

E Valuation of Inventories

Inventories are valued at lower of the cost and net realizable value.

F Revenue recognition

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, loyalty discount, value added taxes & Goods & services Tax and gain/ loss on corresponding hedge contracts. The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below.

Sale of goods

Sales are recognized when substantial risk and rewards of ownership are transferred to customer, in case of domestic customer, generally sales take place when goods are dispatched or delivery is handed over to transporter, in case of export customers, generally sales take place when goods are shipped onboard.

Revenue from services

Revenue from services is recognized in the accounting period in which the services are rendered.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Other operating revenue – Export incentives

Export Incentives under various schemes are accounted in the year of export & included in sales.

G Government grants and subsidies:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the government grant related to an asset, it is presented by deducting the grant in arriving at the carrying amount of the asset. Grants related to income are government grants other than those related to assets.

H Foreign Exchange Transaction:

- i) Transactions in foreign currencies are accounted for at prevailing exchange rates, Gains and losses arising out of subsequent fluctuations are accounted for on actual payment / realizations in the statement of profit and loss.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and loss.

I Borrowing Costs:

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to the interest costs) incurred in connection with the borrowing of funds.

Borrowing costs that are directly attributable to the acquisition / constructions of a qualifying asset are capitalised as part of the cost of such assets, up to the date, the assets are ready for their intended use. Other Borrowing costs are recognised as an expense in the period in which they are incurred.

J Tax Expense:

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

- Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

- Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

K Leases:

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

i) Right of use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments are fixed payments. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company has no lease liabilities presently due to nature lease contract for short term.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

iv) Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

L Provision, Contingent Liabilities and Contingent Assets:

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

M Derivatives:

The Company uses foreign exchange forward contracts to hedge its exposure to movements in foreign exchange rates. The use of these foreign exchange forward contracts reduces the risk or cost to the Company and the Company does not use the foreign exchange forward contracts for trading or speculation purposes. The Company records the gain or loss on change in fair value of cash flow hedges in the Statement of Profit and Loss of that period through other comprehensive income.

N Gratuity and other post-employment benefits

The Company recognizes contribution paid or payable to the provident fund as an expense.

Leave encashment is accounted for on the basis of accumulated leave to the credit of employees at the year end.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Gratuity which are defined benefits are accrued based on actuarial valuation as at the Balance Sheet date. The Company contributes to a defined benefit gratuity plan through Life India Corporation, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

O Earnings Per Share Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

2. PROPERTY, PLANT AND EQUIPMENTS

Particulars	Gross Block			Depreciation/Amortization			Net Block		
	As at 1 st, April 2021	Additions/ Adjustments during the year	Sales/Discard	As at 31 st March, 2022	As at 1st April, 2021	Depreciation for the year	Sales/Discard	As at 31st March, 2022	As at 31st March, 2021
Tangible Assets									
Right-of-Use Assets:									
Leasehold Land	2,03,30,580	-	-	2,03,30,580	7,92,859	2,03,200	-	1,93,34,521	1,95,37,721
Own Assets									
Freehold Land	1,37,15,400	-	-	1,37,15,400	-	-	-	1,37,15,400	1,37,15,400
Residential Flats	2,13,555	-	-	2,13,555	72,420	3,345	-	1,37,790	1,41,135
Buildings	1,07,16,41,744	2,77,90,017	-	1,09,94,31,761	15,54,58,462	3,30,19,802	-	91,09,53,497	91,61,83,282
Plant & Machinery	2,27,72,31,775	2,16,77,338	6,30,75,794	2,23,58,33,319	1,04,39,20,567	16,47,88,652	2,78,93,736	1,05,50,17,836	1,23,33,11,208
Electrical Installations	21,63,42,630	7,55,516	-	21,70,98,146	11,12,15,687	1,31,29,334	-	9,27,53,125	10,51,26,943
Furniture and Fixtures	2,37,14,040	14,76,250	-	2,51,90,290	1,12,88,233	19,20,438	-	1,19,81,619	1,24,25,807
Vehicles	4,34,01,969	-	13,43,600	4,20,58,369	2,20,06,734	42,61,516	12,76,420	1,70,66,539	2,13,95,235
Air Conditioners	71,63,286	1,05,462	-	72,68,748	50,04,830	6,34,648	-	16,29,270	21,58,456
Generators	17,09,646	-	-	17,09,646	16,85,329	3,861	-	20,456	24,317
Weighing Scale	16,70,221	-	-	16,70,221	10,84,679	1,06,303	-	4,79,239	5,85,542
Other Equipments	8,70,77,696	6,54,821	11,27,457	8,66,05,060	4,31,04,320	1,48,42,719	6,08,359	2,92,66,380	4,39,73,376
Computers	1,24,79,138	59,694	-	1,25,38,832	1,16,41,158	5,58,138	-	3,39,536	8,37,980
Sub - Total (A)	3,77,66,91,680	5,25,19,098	6,55,46,851	3,76,36,63,927	1,40,72,75,278	23,34,71,956	2,97,78,515	2,15,26,95,208	2,36,94,16,402
Previous Year (A)	3,85,08,01,680	4,81,28,836	12,22,38,836	3,77,66,91,680	1,23,00,47,862	23,86,42,650	6,14,15,234	2,36,94,16,402	
Intangible Assets									
Computer Software	1,98,24,792	-	-	1,98,24,792	1,44,79,903	23,11,230	-	30,33,659	53,44,889
Sub - Total (B)	1,98,24,792	-	-	1,98,24,792	1,44,79,903	23,11,230	-	30,33,659	53,44,889
Previous Year (B)	1,98,24,792	-	-	1,98,24,792	1,21,03,993	23,75,910	-	53,44,889	
Grand Total (A + B)	3,79,65,16,472	5,25,19,098	6,55,46,851	3,78,34,88,719	1,42,17,55,181	23,57,83,186	2,97,78,515	2,15,57,28,867	2,37,47,61,291
Previous Year (A + B)	3,87,06,26,472	4,81,28,836	12,22,38,836	3,79,65,16,472	1,24,21,51,855	24,10,18,560	6,14,15,234	2,37,47,61,291	

Notes :

Buildings includes cost of Office Premises & factory building (cost includes 660 shares of face value of Rs.100 each and 199 debentures of face value of Rs. 1,000) .



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(Amount in Rs.)

	As at March 31,2022	As at March 31,2021
3 Capital Work in Progress		
Balance as at	-	51,61,555
	-	51,61,555
4 Other Non current Financial Assets		
Fixed Deposits with Banks as Margin Money	1,87,27,909	1,42,98,229
	1,87,27,909	1,42,98,229
5 Other Non Current Assets		
1) Other Loans & Advances		
i) Security Deposit	83,01,582	67,76,539
	83,01,582	67,76,539
6 Inventories		
(As taken, valued and certified by Management)		
a) Raw Materials	23,42,84,901	32,53,66,352
b) Work-in Progress	11,48,72,313	7,56,81,728
c) Finished Goods	49,76,85,809	35,83,86,820
d) Stores and Spares	1,43,98,111	1,10,10,966
e) Packing Material	1,16,08,298	1,57,68,247
	87,28,49,432	78,62,14,113
7 Trade Receivables		
a) Trade receivable from others	1,01,45,85,945	81,21,43,911
b) Receivable from Related Parties	-	-
	1,01,45,85,945	81,21,43,911
Less : Expected credit loss & provision	-	34,80,600
	1,01,45,85,945	80,86,63,311
Breakup of security Details :		
Secured, Considered Good :		
Unsecured, Considered Good :	1,01,45,85,945	80,86,63,311
Considered Doubtful :	-	34,80,600
Total	1,01,45,85,945	81,21,43,911
8 Cash and Cash Equivalents :		
i) Balances with Banks in Current Account	91,91,239	1,17,313
ii) Cash on Hand	43,25,005	22,49,560
iii) Fixed Deposits with Banks as Margin Money	17,84,681	40,02,524
	1,53,00,925	63,69,397
9 Bank Balances other than Cash and Cash Equivalents :		
Unclaimed Dividend - Earmarked Balances with bank	25,12,932	28,11,871



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	(Amount in Rs.)	
	As at March 31,2022	As at March 31,2021
	25,12,932	28,11,871
10 Loans (Unsecured, Considered good) :		
a) Loans to Employees	44,27,273	44,49,612
	44,27,273	44,49,612
11 Other Current Financial Assets		
Derivative/Cash flow hedge	24,00,759	-
Receivable on account of cancelled forward contract	3,25,000	8,44,374
	27,25,759	8,44,374
12 Current Tax Assets and Deferred Tax :		
a) Income Tax paid/TDS (Net of Provision for current Tax)	1,29,45,646.00	1,65,44,857
b) Tax expenses recognised in the statement of Profit & Loss		
Current Tax	-	-
Current Tax on Taxable Income for the year	5,10,50,383	-
Total Current Tax Expenses	5,10,50,383	-
Deffered Tax		
Deffered Tax charge/(Credit)	10,86,39,593	2,48,24,313
MAT credit entitlement	-5,10,50,383	-
Total Deffered Tax Expenses/(Income)	5,75,89,210	2,48,24,313
Total Income Tax Expenses/(income)	10,86,39,593	2,48,24,313
c) A Reconciliation of the income Tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below		
Expected Income Tax rate in India applicable to Company	34.94	31.20
Profit Before Tax	29,21,83,971	(8,67,91,394)
Expected Income Tax expenses at statutory Income Tax Rate	-	-
Income exempt from tax/items not deductible/additional depreciation allowances etc.	-	-
Income Tax Expenses reported in the statement of Profit and Loss (MAT)	-	-
MAT credit entitlement	-	-
Deffered Tax Expense/(Income) Reported in the statement of Profit & Loss	10,86,39,593	(2,48,24,313)
Total Tax Expense/(Income) recognised in statement of Profit & Loss	10,86,39,593	(2,48,24,313)



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

d) The movement in deferred tax assets and liabilities during the year ended March 31, 2021 and March 31, 2022

Particulars	As at 1st April 2020 Deferred Tax Assets/ (Liabilities)	Credit/ (Change) in statement of Profit & Loss	Charged in OCI	As at 31st March 2021 Deferred Tax Assets/ (Liabilities)	Credit/ (Change) in statement of Profit & Loss	Charged in OCI	As at 31st March 2022 Deferred Tax Assets/ (Liabilities)
Depreciation	(18,73,10,308)	(64,99,617)	-	(19,38,09,925)	(2,79,47,464)	-	(22,17,57,389)
Unabsorbed Depreciation (Asset)	13,03,21,461	3,13,23,930	-	16,16,45,391	(8,06,92,130)	-	8,09,53,262
Expenses /provisions (Asset)	35,01,722	-	2,16,925	37,18,647	-	(3,26,119)	33,92,528
Fair value of Cash flow hedge	2,25,25,021	-	2,25,25,021	-	-	8,38,825	(8,38,825)
Total	(3,09,62,104)	2,48,24,313	2,27,41,946	(2,84,45,887)	(10,86,39,594)	5,12,706	(13,82,50,424)
MAT Credit Entitlement	2,65,55,390	-	-	2,65,55,390	5,10,50,384	-	7,76,05,773
	(44,06,714)	2,48,24,313	2,27,41,946	(18,90,497)	(5,75,89,210)	5,12,706	(6,06,44,651)

13 Other Current assets (Unsecured, Considered Good) :

	As at March 31, 2022	As at March 31, 2021
i) Advances for supply of Capital Goods	43,18,748	-
ii) Balances with Revenue Authorities*	26,19,08,757	29,19,47,675
iii) Prepaid Expenses	30,01,622	60,01,704
iv) Derivative/Cash flow hedge		
v) Others*	12,81,49,044	13,26,75,700
	39,73,78,171	43,06,25,079

* Includes incentive, duty & GST refundable and amount receivable on account of sale factory godown with land at Tambadi, Gujarat.

14 Share Capital :

Authorised :

30,000,000 Equity Shares of Rs 5/- each fully paid-up

15,00,00,000

15,00,00,000

15,00,00,000

15,00,00,000

Issued :

2,33,00,000 Equity Shares of Rs. 5/- each fully paid-up

11,65,00,000

11,65,00,000

Subscribed and Fully Paid-up Equity Shares :

2,33,00,000 Equity Shares of Rs. 5/- each fully paid-up

11,65,00,000

11,65,00,000

11,65,00,000

11,65,00,000



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

a) The reconciliation of the number of Shares outstanding at the beginning and end of the year:

Particulars	31st March,2022		31st March,2021	
	No. of Shares	Rs	No. of Shares	Rs
At the beginning of the year(Pre Split)	2,33,00,000	11,65,00,000	2,33,00,000	11,65,00,000
Outstanding as at the beginning of the year (Post-split)	2,33,00,000	11,65,00,000	2,33,00,000	11,65,00,000
Issued on preferential basis during the year	-	-	-	-
At the end of the year	2,33,00,000	11,65,00,000	2,33,00,000	11,65,00,000

b) Terms / rights attached to equity shares

- i) The Company has one class of equity shares having a par value of Rs. 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
 - ii) In the event of the liquidation of the Company, the equity share holders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.
- c) Details of Shareholders holding more than 5% shares in the company :

Name of Share Holder	31st March,2022		31st March,2021	
	No of Shares	% of Holding	No of Shares	% of Holding
Mr. Arunkumar Biyani - Director	26,50,000	11.37	26,50,000	11.37
Mr. Anil D. Biyani - Director	31,00,000	13.30	31,00,000	13.30
Mr. Ajay Biyani - Managing Director	34,00,000	14.59	34,00,000	14.59
Mrs. Manju Biyani	13,40,000	5.75	13,40,000	5.75

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(Amount in Rs)

15 Other Equity

	As at March 31, 2022	As at March 31, 2021
Securities Premium	20,53,03,050	20,53,03,050
General Reserve	26,00,00,000	24,00,00,000
Retained Earning	57,08,41,364	40,66,89,736
OCI	15,61,934	-
	1,03,77,06,348	85,19,92,786

- a) Securities Premium Reserve : Securities Premium Reserve is used to record the premium on issue of shares. This reserve is utilised in accordance with the provision of the Act.
- b) General Reserve : The Company has transferred a portion of Net Profit to General Reserve. Mandatory transfer to General Reserve is not required under the Companies Act 2013.
- c) Retained Earnings : Retained Earnings are the profit, the company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

16 Non Current Borrowings :

Particulars	31st March,2022		31st March,2021	
	Non Current	Current	Non Current	Current
Secured (A) :				
Term Loans - from Banks	1,23,35,86,311	21,80,30,454	1,28,56,26,829	20,38,66,870
Unsecured :				
i) Unsecured Loans *				
From Directors	15,80,00,000	-	21,30,00,000	-
From Interoperate	17,44,00,000	-	26,30,00,000	-
	33,24,00,000	-	47,60,00,000	-
ii) Fixed Deposits from Public	22,73,00,000	3,87,00,000	21,37,00,000	4,50,00,000
Total (B = i +ii)	55,97,00,000	3,87,00,000	68,97,00,000	4,50,00,000
Total (A + B)	1,79,32,86,311	25,67,30,454	1,97,53,26,829	24,88,66,870

* As stated by Directors taken on Long term basis

As per Section 73 of the Companies Act, 2015 the Company has designated it's cash credit account as Deposit repayment reserve account for the purpose of deposit mature in the financial year and maintains 20% of the amount of its deposit maturing in the financial year

The Term Loans of Rs. 14,499.09 lacs are secured by first pari passu charge on office premises situated at Mumbai, and respective Plant & Machinery together with spares, tools and accessories and other movables, both present and future at Dadra & Amravati along with factory premises and personal guarantees of three Directors. Term Loan of Rs. 17.07 lacs are secured by hypothecation of vehicles.

There are no defaults in repayment of loan and interest thereon as on March 31, 2022 for the loan under this head.

Maturity Profile of Secured Loan (Non Current Portion) :

	1 - 2 years	2- 3 years	3 - 4 years	4 - 10 years
Term Loan	28,72,50,000	29,16,50,000	29,56,50,000	35,83,59,309
Vehicle Loan	6,77,002	-	-	-

17 Current Borrowings :

Secured :

a) Working Capital Loans from Banks :

i) Cash Credit/Demand Loans/Short term Loans

ii) Packing Credit

	As at March 31, 2022	As at March 31, 2021
	60,32,08,284	69,30,41,043
	49,49,02,179	39,35,29,388
	1,09,81,10,463	1,08,65,70,431

Working Capital loans are secured by hypothecation of all fixed assets, present and future stock of raw materials, stock in process, finished goods, stores and spares, packing materials, book debts & personal guarantees of three directors.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(Amount in Rs.)

	As at March 31, 2022	As at March 31, 2021
18 Trade Payables :		
a) Micro, Small and medium Enterprises *	-	37,98,374
b) Trade Payables for Raw material	3,47,02,671	7,25,71,304
c) Trade Payables - others	6,82,17,729	5,52,43,804
d) Trade Payables for capital goods	3,42,028	1,64,53,153
	10,32,62,428	14,80,66,635
* Principal amount outstanding to MSME supplier	-	37,98,374
*Interest due on principal amount	-	-
	-	37,98,374
The above disclosure is based on the information available with Company		
19 Other Current Financial Liabilities :		
Unpaid Dividend	25,12,932	28,11,871
Current Maturities of Long term Debt (Refer note No. 16)	25,67,30,454	24,88,66,870
	25,92,43,386	25,16,78,741
20 Other Current Liabilities		
a) Other Current Liabilities		
i) Employees Dues	2,83,07,681	2,06,80,068
iii) Others*	41,78,439	23,74,248
iv) Provisions	42,44,735	24,39,993
	3,67,30,855	2,54,94,309
* Includes statutory dues		
*There are no amount due and outstanding to be credited to Investor Education and Protection Fund.		
	Current Year	Previous Year
21 Revenue from Operations		
Sale of products	9,08,61,49,122	5,67,63,97,053
Revenue from Operations	9,08,61,49,122	5,67,63,97,053
22 Other Income		
Profit/(Loss) on Sale of Fixed Assets	2,39,84,228	5,09,45,280
Dividend	10,746	11,045
Exchange Rate Difference	17,90,460	-
Subsidy under packaged scheme of incentive	-	2,19,10,492
Other Income	16,74,809	14,09,401
	2,74,60,243	7,42,76,218



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	Current Year	Previous Year
23 Cost of Raw Material consumed		
Inventory at the beginning of the year	32,53,66,352	36,13,76,492
Add: Purchases	4,83,53,88,454	2,85,46,72,372
	5,16,07,54,806	3,21,60,48,864
Less: Inventory at the end of the year	23,42,84,901	32,53,66,352
Cost of raw material and components consumed	4,92,64,69,905	2,89,06,82,512
24 Purchase of Traded Goods		
Yarn	2,27,07,68,968	1,37,05,89,927
	2,27,07,68,968	1,37,05,89,927
25 (Increase)/Decrease in Inventories		
Closing Stock		
Work-in-Progress	11,48,72,313	7,56,81,728
Finished Goods	49,76,85,809	35,83,86,820
	61,25,58,122	43,40,68,548
Opening Stock		
Work-in-Progress	7,56,81,728	8,88,16,288
Finished Goods	35,83,86,820	54,42,59,838
	43,40,68,548	63,30,76,126
	-17,84,89,574	19,90,07,578
26 Employee Benefit Expenses		
Salaries, Wages and Bonus and other benefits	35,63,54,023	24,52,44,847
Contribution to Provident Gratuity & Other Funds	1,61,46,560	88,67,654
Staff Welfare Expenses	77,10,085	64,13,886
	38,02,10,668	26,05,26,387
27 Finance Costs		
Interest	25,49,52,828	27,01,60,167
Other Borrowing Cost	3,22,04,604	2,69,59,429
Exchange Rate translation Loss	16,68,481	1,00,97,682
	28,88,25,913	30,72,17,278
28 Other Expenses		
Consumption of Stores and spares	6,95,79,883	3,66,62,452
Consumption of Packing Material	9,01,10,823	5,92,14,737
Job Work Charges	1,44,94,660	1,89,89,660
Power and Fuel	28,99,04,554	22,11,15,640
Lease Rent	84,28,000	63,88,000
Rates and Taxes	10,64,215	16,37,147
Insurance	1,33,04,965	1,45,41,015
Repairs and Maintenance		
Plant and Machinery	57,31,722	37,51,859
Buildings	15,59,870	6,35,888
Others	21,31,493	11,94,433
Legal and Professional fees	64,66,833	37,96,627



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	Current Year	Previous Year
Directors' Sitting Fees	2,40,000	1,20,000
Payment to Auditor (Refer details below)*	4,00,000	4,00,000
Directors Remuneration	1,62,00,000	1,34,70,000
Sundry Balances written off	60,59,691	-
Bad Debts Written off	81,96,471	-
Vehicle Expenses	81,57,587	16,71,589
Freight and Forwarding Charges	28,68,27,830	12,69,18,229
Advertising and Sales Promotion	18,88,975	6,43,534
Sales Commission	5,35,14,174	3,27,11,879
Travelling and Conveyance	23,03,868	26,19,104
Communication Costs	16,69,291	17,06,571
Printing and Stationery	5,39,009	7,13,950
Foreign Exchange Rate Loss	-	54,60,576
General Expenses	80,36,278	78,57,499
Corporate Social Responsibility Expenses	10,46,136	62,02,034
	89,78,56,328	56,84,22,423

*Payment to Statutory Auditor

Audit Fees	3,35,000	3,35,000
Tax Audit Fees	50,000	50,000
Certification charges	15,000	15,000
	4,00,000	4,00,000

29 Earnings per Share (EPS)

Net profit after tax as per Profit & Loss attributable to Equity Shareholders (in Rs.)	18,35,44,378	(6,19,67,081)
Number of Equity Shares	2,33,00,000	2,33,00,000
Basic and Diluted Earning per share (in Rs.)	7.88	(2.66)
Face Value per Equity share (in Rs)	5	5.00

During the previous year, the Company has issued 10,48,376 shares of Rs. 5/- each at premium of Rs 25/-each (issue price per share Rs. 30/-) on the Preferential basis. Resulting to this, Equity Share Capital of the Company stood at Rs. 11,65,00,000 divided into 2,33,00,000 Equity Shares of Rs.5/- each as on March, 2020.

30 Contingent Liabilities

Counter Guarantees given to Banks	5,32,01,000	4,93,31,000
Letter of Credit/Bill Discounting with Banks	19,22,41,543	22,95,75,825
DEPB Entitlement Refund Claim by DGFT	81,81,321	81,81,321
Income Tax demand for the A.Y. 2016-2017	8,32,020	-
Income Tax demand for the A.Y. 2017-2018	7,670	7,670
Income Tax demand for the A.Y. 2018-2019	24,23,898	89,89,450
(Company has submitted reponse to above disputed demand alongwith copy of challan & other relevant documents, reply is awaited from Income Tax department.)		
TDS with Interest (F.Y. 2021-2022 & Prior years)	1,57,350	1,20,260



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	Current Year	Previous Year
31 Managerial Remuneration		
Salary	1,62,00,000	1,34,70,000

32 The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

33 Related Party Disclosures

As per Accounting Standard 24, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below.

List of related parties where control exists and related parties with whom material transactions have taken place and relationships:

(a) Key Management Personnel (KMP)

Shri Arunkumar Biyani	-	Chairman & Whole Time Director
Shri Ajay Biyani	-	Managing Director
Shri Anil D. Biyani	-	Whole-Time Director
Shri Subodh Soni	-	Company Secretary
Shri R. Kumar	-	Chief Financial officer (Resigned on 8th May, 2020)
Shri Sheetal Prashad Singhal	-	Chief Financial officer (Appointed with effect from 31st July, 2020)

(b) Relatives of Key Management Personnel (KMP) :

Mrs. Kanta Biyani, Mr. Aman Biyani, Mr. Akshay Biyani, Mrs. Manju Biyani, Mrs. Sanju Biyani, Ms. Risha Biyani, Mrs. Payal Biyani, Mrs. Bhawna Biyani, Mrs. Savitridevi D Biyani, Mr. Aditya Biyani, Ms. Reiya Biyani, Ms. Jia Biyani, Ms. Kiara Biyani, Mrs. Radhika Biyani Master Yuvan Biyani & Mr. Abhishek Biyani

(c) Other Related Parties (Enterprises - KMP having significant influence / Owned by Major Shareholders)

M/s. Shri Damodar Yarn Manufacturing Pvt.Ltd., M/s. RRRKJ Warehouse, M/s. Calves & Leaves Initiative Pvt. Ltd., M/s. Suam Overseas Pvt. Ltd., M/s. Damosuam carriers Pvt. Ltd., Ajay Biyani HUF, Arun Kumar Biyani HUF & Shri Damodar Foundation.

Name of Party	Nature of Transaction	Amount (Rs.) 2021-2022	Amount (Rs.) 2020-2021
Arunkumar Biyani	Interest on Unsecured Loan	48,55,922	43,09,180
	Directors Remuneration	54,00,000	44,90,000
	Unsecured Loan Balance	5,15,00,000	5,05,00,000
Ajay D Biyani	Interest on Unsecured Loan	53,10,492	49,44,483
	Directors Remuneration	54,00,000	44,90,000
	Unsecured Loan Balance	5,60,00,000	5,20,00,000
Anil D Biyani	Interest on Unsecured Loan	1,07,42,983	1,05,31,444
	Directors Remuneration	54,00,000	44,90,000
	Unsecured Loan Balance	5,05,00,000	11,05,00,000
Shri Damodar Yarn Mfg Pvt Ltd	Sales of Goods/materials	69,88,000	88,10,985
	Purchases Goods/materials	2,68,315	1,400
	Job Work	34,15,694	16,46,972
Damosuam carriers Pvt. Ltd.	Transportation charges	42,56,800	17,45,840
	Advance given forTransportation charges	-	64,779



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Name of Party	Nature of Transaction	Amount (Rs.) 2021-2022	Amount (Rs.) 2020-2021
Suam Overseas Pvt Ltd	Sales of Goods/materials	16,55,05,618	17,91,89,995
	Sale of other	5,96,367	-
	Purchases Goods/materials	22,92,90,789	11,82,33,145
	Job Work Sales	40,34,943	55,93,425
	Assets Sale	2,42,309	-
Shri Damodar Foundation	Rent	65,86,040	1,60,000
	Trade Payables	-	20,87,000
RRKJ Warehouse	Assets Sale	-	9,65,08,000
	Rent	38,00,000	
Calves & Leaves Initiative Pvt. Ltd	Assets Sale	-	40,50,000
	Purchases Goods/materials	2,90,431	
Arunkumar Biyani HUF	Fixed Deposit Balance	15,00,000	13,00,000
	Interest on FD	1,43,391	1,36,500
Ajay D Biyani HUF	Fixed Deposit Balance	10,00,000	7,00,000
	Interest on FD	1,01,160	73,502
Kanta Biyani	Fixed Deposit Balance	2,15,00,000	2,45,00,000
	Interest on FD	24,10,789	25,05,054
Abhishek Biyani	Interest on FD	16,87,479	17,25,753
	Fixed Deposit Balance	1,63,00,000	1,65,00,000
Akshay Biyani	Interest on FD	16,19,504	16,38,088
	Fixed Deposit Balance	1,61,00,000	1,55,00,000
Manju Biyani	Interest on FD	28,83,820	31,50,153
	Fixed Deposit Balance	2,67,00,000	3,00,00,000
Sanju Biyani	Interest on FD	17,63,887	21,06,774
	Fixed Deposit Balance	71,00,000	2,02,00,000
Bhawna Biyani	Interest on FD	4,44,745	4,75,481
	Fixed Deposit Balance	43,00,000	43,00,000
Reiya Biyani	Interest on FD	50,451	40,438
	Fixed Deposit Balance	5,00,000	5,00,000
Risha Biyani	Interest on FD	-	10,028
	Fixed Deposit Balance	-	-
Savitridevi Biyani	Interest on FD	-	45,711
Aman Biyani	Interest on FD	19,61,995	21,71,780
	Fixed Deposit Balance	1,83,00,000	2,00,00,000
	Employee Remuneration	42,00,000	20,00,000
Aditya Biyani	Interest on FD	20,51,287	21,16,302
	Fixed Deposit Balance	2,00,00,000	1,98,00,000
	Employee Remuneration	42,00,000	20,00,000
Payal Biyani	Interest on FD	4,25,618	3,06,917
	Fixed Deposit Balance	45,00,000	34,00,000
Kiara Biyani	Interest on FD	40,342	28,632
	Fixed Deposit Balance	5,50,000	4,00,000
Radhika Biyani	Interest on FD	6,877	-
	Fixed Deposit Balance	2,00,000	



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Name of Party	Nature of Transaction	Amount (Rs.) 2021-2022	Amount (Rs.) 2020-2021
Jia Biyani	Interest on FD	30,665	25,282
	Fixed Deposit Balance	3,50,000	3,00,000
Yuvan Biyani	Interest on FD	10,987	55
	Fixed Deposit Balance	2,00,000	1,00,000
Shri Subodh Soni - Company Secretary	Employee Remuneration	10,82,000	8,32,214
Shri R. Kumar -Chief Financial officer	Employee Remuneration	-	2,46,510
Shri Sheetal Prashad Singhal -Chief Financial officer	Employee Remuneration	5,65,436	3,02,600
Aarika Biyani	Interest on FD	14,959	-
	Fixed Deposit Balance	2,00,000	-
Anushree Biyani	Interest on FD	5,206	-
	Fixed Deposit Balance	5,00,000	-
Janvi Biyani	Interest on FD	2,027	-
	Fixed Deposit Balance	2,00,000	-

Parties identified by the management and relied upon by the Auditors

34 Defined Benefit Plan :- Gratuity (Funded)

The employees' gratuity fund scheme managed by Life Insurance Corporation. The present value of the obligation is determined based on actuarial valuation using the Projected unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	As at March 31,2022	As at March 31, 2021
I) Reconciliation of Opening and Closing balances of Defined Benefit Obligation of the year		
Defined Benefit Obligation at Beginning of the year	1,49,38,913	1,52,16,857
Liability transferred in/ Acquisitions	-	-
Current Service Cost	8,97,370	10,26,656
Interest Cost	8,52,998	8,51,367
Actuarial (Gain)/loss	(4,65,930)	3,59,037
Benefit Paid	(8,33,107)	(25,15,004)
Past service cost	-	-
Defined Benefit Obligation at the end of the year	1,53,90,244	1,49,38,913
II) Reconciliation of Opening and Closing balances of Fair value of plan Assets		
Defined Benefit Obligation at Beginning of the year	1,49,99,520	1,59,18,595
Expected return on Plan Assets	8,57,180	8,98,033
Assets transferred in/ Acquisitions	-	-
Actual Enterprise's contribution	12,24,911	10,34,131
Benefit Paid	(8,33,107)	(25,15,004)
Actuarial Gain/(loss)	4,67,439	(3,36,235)
Fair value of Plan Assets at year end	1,67,15,943	1,49,99,520
Actual return on Plan Assets		



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

	As at March 31, 2022	As at March 31, 2021
III) Reconciliation of fair value of Assets and Obligations		
Fair value of Plan Assets	1,67,15,943	1,49,99,520
Present value of Obligation	1,53,90,244	1,49,38,913
Amount Recognised in Balance Sheet [Surplus/(Deficit)]	13,25,699	60,607
IV) Expenses recognised during the year		
In Income Statement		
Current Service Cost	8,97,370	10,26,656
Interest Cost	8,52,998	8,51,367
Return on Plan Assets	(8,57,180)	979990
Past Service Cost	-	-
Net Cost	8,93,188	18,78,023
In Other Comprehensive Income		
Actuarial (Gain)/ Loss	(4,65,930)	3,59,037
Return on Plan Assets	(4,67,439)	3,36,235
Net (Income)/Expense for the period recognised in OCI	(9,33,369)	6,95,272
V) Investment Details		
Insurance Fund	1,67,15,943	1,49,99,520
VI) Actuarial Assumption		
Financial Assumptions		
Discount rate	7.30%	6.65%
Salary Escalation Rate #	0	4.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

VI) Risk Exposure - Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk derivatives to minimize risk to an acceptable level.

35 Details of corporate social responsibility (CSR) expenditure:

Particulars	(Rs. In Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Amount required to be spent as per Section 135 of the Companies Act	0.13	16.32
Amount spent during the year on:		
(i) Construction / acquisition of an asset	-	-
(ii) On purpose other than (i) above*	10.46	62.02
Total as shown in note no. 28	10.46	62.02
* CSR paid to Related Party Shri Damodar Foundation	6.00	62.02



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

36 Fair value measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values :

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.
3. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique.

Level 1 : Quoted (unadjusted) price in active markets for identical assets or liabilities

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

(Rs. In Lakhs)

Financial Assets and Liabilities	As at 31st March 2022				As at 31st March 2021			
	Carrying amount	Level of Input used in			Carrying amount	Level of Input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets and Liabilities								
- Loans	44.27	-	-	44.27	44.50	-	-	44.50
- Trade Receivable	10,145.86	-	-	10,145.86	8,086.63	-	-	8,086.63
- Other Financial Assets	214.54	-	-	214.54	151.43	-	-	151.43
- Cash & Cash Equivalents	153.01	-	-	153.01	63.69	-	-	63.69
- Other Bank Balance	25.13	-	-	25.13	28.12	-	-	28.12
	10,582.81	-	-	10,582.81	8,374.37	-	-	8,374.37
At FVTPL								
Financial Assets								
At FTOCI								
Financial Assets								
At Amortised Cost								
Borrowings	28,913.97	-	-	28,913.97	30,618.97	-	-	30,618.97
Other Financial Liabilities	2,592.43	-	-	2,592.43	2,516.79	-	-	2,516.79
Trade Payables	1,032.62	-	-	1,032.62	1,480.67	-	-	1,480.67
	32,539.03	-	-	32,539.03	34,616.43	-	-	34,616.43
At FVTPL								
Financial Liabilities								



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Financial risk management objectives and policies

In the course of business, the company is exposed to certain financial risk that could have considerable influence on the Company's business and its performance. These include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The company uses derivative financial instruments to hedge risk exposures in accordance with the Company's policies as approved by the board of directors.

a) Market Risk- Foreign currency risk.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities. The Company manages its foreign Currency risk by hedging transaction that are expected to occur within a maximum 12 month periods for hedge of forecasted sales and purchases in foreign currency.

The hedging is done through foreign currency forward contracts.

Derivative instruments and unheged foreign currency exposure

Market Risk - Foreign Currency Risk

- a) The following table shows foreign currency exposures in USD and EUR on financial instruments at the end of the reporting period.

Foreign Currency Exposure

(Rs. In Lakhs)

Particulars	As at 31st March 2022		As at 31st March 2021	
	USD	Euro & CHF	USD	Euro
Loans	4,949.02	-	4,493.14	3,172.71
Trade and other Payables	-	41.93	61.39	-
Trade and other Receivables	7,853.68	178.50	5,856.37	-

- b) Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

Foreign Currency Exposure

(Rs. In Lakhs)

Particulars	As at 31st March 2022		As at 31st March 2021	
	USD	Euro & CHF	USD	Euro
5% Depreciation in INR				
Impact on P & L	(145.23)	(6.83)	(65.08)	158.64
Total	(145.23)	(6.83)	(65.08)	158.64
5% appreciation in INR				
Impact on P & L	145.23	6.83	65.08	(158.64)
Total	145.23	6.83	65.08	(158.64)



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

c) Derivative contracts outstanding as at 31st March, 2021

(Rs. In Lakhs)

Particulars	As at 31st March 2022		As at 31st March 2021	
	USD	Euro	USD	Euro
Forward Contracts to sell	3,410.66	-	-	-

b) Market Risk - Interest rate risk :

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

(Rs.in Lakhs)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Total Borrowings	31,481.27	33,107.64
% of Borrowings out of above bearing variable rate on interest	80.99	77.81

c) Equity Price Risk

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Company's investments exposes the company to equity price risks. At the reporting date, the company do not hold any equity securities.

d) Credit Risk

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a large number of customers, spread across geographical areas. Outstanding customer receivables are regularly monitored.

The average credit period is in the range of 30 -90 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/letter of credit and other firms. The Company's Trade receivables consist of a large number of customers, across geographies hence the Company is not exposed to concentration risk.

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

Ageing of Account receivables

(Rs.in Lakhs)

	As at 31 st March, 2022	As at 31 st March, 2021
Not Due	8,468.32	5,903.02
0 - 3 Months	668.94	595.50
3 - 6 Months	7.79	416.70
6 Months to 12 Months	0.33	19.77
Beyond 12 Months and less than 3 years	1,000.49	1,186.46
Total	10,145.87	8,121.45

Financial Assets are considered to be part of good quality and there is no significant increase in credit risk.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

e) Liquidity Risk :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital limits from various banks. Furthermore, the Company access to funds from debt markets through short term working capital loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Rs.in Lakhs)

Particulars	Within 1 year	More than 1 year	Total
As at 31st March, 2022			
Borrowings	13548.41	17932.86	31481.27
Trade and other payables	1032.62	-	1032.62
Other Financial Liabilities	25.13	-	25.13
As at 31st March, 2021			
Borrowings	13354.37	19753.27	33107.64
Trade and other payables	1480.67	-	1480.67
Other Financial Liabilities	28.12	-	28.12

37 Ratios :

Particulars of Ratio	2021-2022	2020-2021
Current Ratio	1.55	1.36
Debt Equity ratio	4.46	5.64
Debt service coverage ratio	1.49	0.69
Return on Equity Ratio	0.17	-0.06
Inventory turnover ratio	6.13	3.3
Trade receivable turnover ratio	9.97	6.33
Trade payable turnover ratio	61.95	17.23
Net capital turnover ratio	11.01	10.42
Net Profit ratio	0.02	-0.01
Return on capital employed	0.19	0.07
Return on investments	N.A.	N.A.

38 The previous period figures have been regrouped reclassified, wherever considered necessary.

As per our report of even date attached

For Swati Kase & Co

Chartered Accountants

Firm Registration No.: 132689W

(Swati Kase)

Proprietor

Membership No. : 130690

Place : Mumbai

Date : 28th May, 2022

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Ajay Biyani
Managing Director

Subodh Kumar Soni
Company Secretary

Sheetal Prashad Singhal
Chief Financial officer



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INDUSTRIES LIMITED

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