



DAMODAR INDUSTRIES LIMITED

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

CIN: L17110MH1987PLC045575

Tel. No. – 22-66610301/2, Fax – 22-66610308

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

Notice of 32nd (Thirty-second) Annual General Meeting

Notice is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Damodar Industries Limited (“Company”) will be held on Friday, September 18, 2020 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 Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay D. Biyani (DIN: 00014896) who retires by rotation and, being eligible, offers himself for re-election.
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the thirty seventh Annual General Meeting and to fix their remuneration:

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Swati Kanse & Co. Chartered Accountant (FRN:132689W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirty seventh Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.”

SPECIAL BUSINESS

4. To approve remuneration of the Cost Auditors for the financial year 2019-20

To consider and, if thought fit, to pass 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 ₹ 40,000/- (Rupees Forty Thousand Only) inclusive 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 2020-21.

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 re-appoint Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director for a second term of 5 (five) years

To Consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Farida Bomi Jambusarwalla (DIN: 07139945), Independent Director of the Company, who is not disqualified from being appointed as Director in



terms of Section 164 of the Act and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on her evaluation of performance, the Nomination and Remuneration Committee has recommended her re-appointment to the Board, be and is hereby re-appointed as a Director (Non-Executive, Independent Director) of the Company to hold office for a second term of 5 (Five) years, commencing from March 30, 2020 to March 29, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Director(s) and / or Company Secretary of the Company be and are / is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

6. Appointment of Mr. Pankaj Srivastava (DIN: 06716582) as Non-Executive Independent Director of the Company.

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Pankaj Srivastava (DIN: 06716582) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. May 11, 2020, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company and who is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company, on the Board of the Company to hold office for a term upto 5 (five) consecutive years from the date of appointment i.e. May 11, 2020 to May 10, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Director(s) and / or Company Secretary of the Company be and are / is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

7. To re-appoint Mr. Arunkumar Biyani as the Chairman and Wholetime Director of the Company for a further term of 3 (three) years

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors of the Company at their respective meetings held on March 26, 2020, Mr. Arunkumar Biyani be and is hereby reappointed 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 on the same terms and conditions which are as follows:

- 1) Base salary: A salary of ₹ 54,00,000/- (Rupees Fifty 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 & Wholetime 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 Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Arunkumar Biyani, Chairman & Wholetime Director, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company."

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution."

8. To re-appoint Mr. Ajay Biyani as the Managing Director of the Company for a further term of 3 (three) years

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors of the Company at their respective meetings held on March 26, 2020, 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 on the same terms and conditions which are as follows:

- 1) Base salary: A salary of ₹ 54,00,000/- (Rupees Fifty 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.
 - c) 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 Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Ajay Biyani as the Managing Director of the Company, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company."

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution."

9. To re-appoint Mr. Anil D. Biyani as the Wholetime Director of the Company for a further term of 3 (three) years

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee of the Board of Directors of the Company and the Board of Directors of the Company at their respective meetings held on March 26, 2020, Mr. Anil D. Biyani be and is hereby reappointed as the 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 on the same terms and conditions which are as follows:

- 1) Base salary: A salary of ₹ 54,00,000/- (Rupees Fifty 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 Wholetime 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 Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Anil D. Biyani, Wholetime Director, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company."

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign agreements, forms, declarations, returns, letters and papers as may be necessary, desirable and expedient to give effect to this resolution."

10. Approval of Related Party Transactions

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT in suppression to the earlier resolution passed at the 31st Annual General Meeting held on August 13, 2019 and pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification(s) thereof or supplements thereto ("SEBI Listing Regulations"), the provisions of the Memorandum and Articles of Association of the Company and the applicable rules, guidelines and circulars issued by the concerned statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Audit Committee or any other Committee constituted or to be constituted to exercise the powers including the powers conferred under this resolution), for entering into the Material Related Party Transaction(s) as entered/to be entered into by the Company with effect from date of passing this resolution at ensuing Annual General Meeting and every year thereafter, up to the maximum amount per annum as appended in table below:

| Sl. No. | Name of Related Parties | Nature of Transactions | Estimated Amount (₹ in Crores) |
|---------|--|----------------------------------|--------------------------------|
| 1. | Suam Overseas Pvt. Ltd. | Sale/Purchase/Job Work | 160.00 |
| 2. | Shri Damodar Yarn Manufacturing Pvt. Ltd. | Sale/Purchase/Job Work | 75.00 |
| 3. | Damosuam Carriers Private Limited | Transport Services | 2.50 |
| 4. | Arunkumar Biyani, Ajay Biyani and Anil D. Biyani | Interest on Loan | 4.00 |
| 5. | Aditya Biyani, Payal Biyani, Abhishek Biyani, Radhika Biyani, Aman Biyani, Bhawna Biyani, Manju Biyani, Sanju Biyani, Kanta Biyani, Akshay Biyani, Reiya Biyani, Risha Biyani, Savitridevi Damodarlal Biyani, Arunkumar Biyani-HUF, Ajay Biyani-HUF, Damodarlal Biyani-HUF, Kiara Biyani, Jia Biyani | Interest on Fixed Deposits | 3.00 |
| 6. | Aditya Biyani, Aman Biyani, Akshay Biyani, Payal Biyani, Kiara Biyani, Radhika Biyani, Jia Biyani, | Remuneration to Employee | 3.00 |
| 7. | Shri Damodar Foundation | Leasing/sublease/rent for office | 3.00 |



AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/ or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

11. Approval of Acceptance of Fixed Deposits

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 73 and 76 and read with Companies (Acceptance of Deposit) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for acceptance of deposits from its members and public on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever and appointment of trustee for depositors and obtain the credit rating from credit rating agencies and extent of deposit insurance from insurance company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

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 : July 31, 2020



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business(es) at Sr. 4 to 11 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation 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 under item no. 5,6,7,8 and 9 of the Notice, is also annexed.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 32nd Annual General Meeting of the Members of the Company is being held through VC/OAVM.
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 cs@damodargroup.com and to its RTA at instameet@linkintime.co.in
5. 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.
6. The Notice of the 32nd Annual General Meeting of the Company along with the Annual Report for the financial year 2019-20 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 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 2019-20 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. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 12th August 2020 to Friday, 14th August, 2020 (both days inclusive) for the purpose of the Thirty-second Annual General Meeting of the Company.
8. Since the Thirty-second AGM will be held through VC/OAVM, the route map is not annexed.
9. Members are requested to:

- i) 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:

- a) 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.

- b) 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.

- ii) 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.
 - iii) 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.
 - iv) 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).
10. 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.
 11. 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.
 12. 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.
 13. 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.
 14. 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.
 15. 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.
 16. 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 can 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.

17. Voting through electronic means (Remote E-voting):
 - i) 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 SEBI (LODR) Regulations, 2015 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 32nd 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 Central Depository Services (India) Limited (“CDSL”).
 - ii) The remote e-voting period commences on **Tuesday, September 15, 2020 (9:00 a.m. IST) and ends on Thursday, September 17, 2020 (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 Friday, September 11, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL e-voting platform for voting thereafter.

- iii) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, September 11, 2020 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
- iv) 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.
- v) 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.
- vi) The Company has appointed Mr. Vishal Manseta, Practising Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- vii) 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.
- viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.damodargroup.com/> and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- ix) The Resolution shall be deemed to be passed on the date of AGM i.e. September 18, 2020 subject to receipt of sufficient votes.

The instructions for shareholders voting electronically are as under:

- I. The remote e-voting period commences on Tuesday, September 15, 2020 (9:00 a.m. IST) and ends on Thursday, September 17, 2020 (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 Friday, September 11, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. The shareholders should log on to the e-voting website www.evotingindia.com.
- IV. Now click on "Shareholders" to cast your votes.
- V. Now, select the "Damodar Industries Limited" from the drop down menu and click on "Submit".
- VI. Now Enter your User ID.
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- VII. Next enter the Image Verification as displayed and Click on Login.
- VIII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- IX. If you are a first time user follow the steps given below:



| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. |
| Dividend Bank Details Or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- X. After entering these details appropriately, click on “SUBMIT” tab.
- XI. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for Damodar Industries Limited.
- XIV. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVI. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XVII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XIX. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XX. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles.
- The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XXI. Non-Individual shareholders and Custodian:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XXII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

- (A) 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 September 11, 2020.
- (B) Mr. Vishal Manseta (Membership No. ACS 25183), Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- (C) The Scrutinizer shall within a period of three (3) working days from the conclusion of the Shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, votes cast in favour or against, if any, to the chairman of the Company.
- (D) 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 within 3 (three) days of passing of the resolution at the AGM of the Company and communicated to the exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
- (E) Members who are not casting their vote electronically may cast their vote at the Annual General Meeting.

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

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled of the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID/ Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID/ Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)



- c. Mobile No.
- d. Email ID

2. Click “Go to Meeting”

Note:

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 the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call

us: - Tel : (022-49186175)

InstaMeet Support Desk

Link Intime India Private Limited

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@damodargroup.com from Tuesday, September 15, 2020 (9:00 a.m. IST) and ends on Thursday, September 17, 2020 (5:00p.m. IST).

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@damodargroup.com. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

Once the electronic voting is activated by the scrutiniser 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 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.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - **Tel : (022-49186175)**

InstaMeet Support Desk
Link Intime India Private Limited



EXPLANATORY STATEMENT

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

Item Nos.4 : To approve remuneration of the Cost Auditors for the financial year 2019-20

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, 2020 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only), subject to payment of applicable taxes thereon and re-imburement 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.

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

Item Nos.5 : To re-appoint Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as Independent Directors for a second term of 5 (five) years

Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) was appointed as the Independent Director of the Company for a term of 5 (five) years, which term expires on March 29, 2020. In terms of Section 149(10) of the Companies Act, 2013 and the Listing 24, Regulations, Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) is eligible for appointment as Independent Directors for another term of 5 (five) years subject however to approval of the shareholders by way of a special resolution.

Accordingly, on the basis of performance evaluation, the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company at their meetings held on February 7, 2020 has recommended appointment of Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as Independent Director of the Company for a second term of 5 (five) years i.e. for the period from March 30, 2020 till March 29, 2025. Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) has given her consent to act as independent director for another term of five years along with a declaration to the Board that they meet the criteria for independence as provided under Section 149(6) of the Companies Act, 2013 and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) fulfil the conditions specified in the Companies Act, 2013 and the Listing Regulations for appointment as Independent Directors and is independent of the management of the Company. None of them is disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. Further, it is felt that the Company would continue to be benefitted by their rich experience and expertise, if they are re-appointed for a second term of 5 (five) years.

A copy of the draft letter of appointment of the Independent Directors setting out the terms and conditions for appointment shall be open for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays).

The details of Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as required to be given in terms of Regulation 36 of the Listing Regulations have been provided separately under Profile of Directors seeking appointment / re-appointment.

The Board of Directors recommend passing of the Special Resolution to re-appoint M Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as Independent Director for a second term of 5 (five) years. In light of above, you are requested to accord your approval to the Special Resolutions as set out at Agenda Item Nos.5 of the accompanying Notice.

Except for Mrs. Farida Bomi Jambusarwalla (DIN: 07139945), being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.



Item Nos. 6 : To Appoint Mr. Pankaj Srivastava (DIN: 06716582) as an Independent Director of the Company

Based on the recommendations of the Nomination and Remuneration Committee and under the provisions of Section 161 of the Act, the Board of Directors by circulation by resolution on May 11, 2020 have appointed Mr. Pankaj Srivastava (DIN: 06716582) as Additional Director in the capacity of Independent Non-Executive Director on the Board of the Company who holds his office upto the date of this Annual General Meeting.

The appointment of Mr. Pankaj Srivastava (DIN: 06716582) as an Independent Non-Executive Director shall be effective upon approval by the members in their Meeting under the provisions of Section 149 and 152 of the Companies Act, 2013 (“the Act”). The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pankaj Srivastava (DIN: 06716582) for the office of Director of the Company. Mr. Pankaj Srivastava (DIN: 06716582) has given his consent to act as a Director and given a declaration stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed in both under subsection (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Pankaj Srivastava (DIN: 06716582) fulfills the conditions for his appointment as an Independent Non-Executive Director as specified in the Act and the Listing Regulations. Mr. Pankaj Srivastava (DIN: 06716582) is independent of the management and possesses appropriate skills, experience and knowledge.

The relevant particulars of Mr. Pankaj Srivastava (DIN: 06716582) as required under the provisions of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this notice.

Copy of draft letter of appointment of Mr. Pankaj Srivastava (DIN: 06716582) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No .6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members

Item No.7: To re-appoint Mr. Arunkumar Biyani as the Chairman & Wholetime Director of the Company for a further term of 3 (three) years

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:- Trading 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:

| Financial Parameters | 2019-20 | 2018-19 | 2017-18 |
|---|---------|---------|---------|
| Turnover | 767.92 | 771.38 | 649.65 |
| Net Profit / (Loss) (as per Statement of P & L) | (6.94) | 8.36 | 11.71 |
| Amount of Equity Dividend | Nil | 0.75 | 3.00 |
| Rate of Equity Dividend | Nil | 15% | 30% |

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



II. Information about the appointee:

- (1) Background details:- Mr. Arunkumar Biyani, associated with Company as an Director since 1988.He has handled finance portfolios of the Company.
- (2) Past remuneration – Rs. 67,20,000/-
- (3) Recognition or awards:- NA
- (4) Job profile and his suitability:- Chairman & Wholetime Managing Director. He is having 44 years of experience in the field of Finance, Direct and Indirect taxes.
- (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 into account the contribution being made by Mr. Arunkumar Biyani in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the Varity financial position of the Company, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:- Mr. Arunkumar Biyani 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 does not have any pecuniary relationship, directly or indirectly with the Company. 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:- The Company could not achieve its financial milestones in the financial year 2019 - 2020 due to sluggish market performance and other relevant factors involved.
- (2) Steps taken or proposed to be taken for improvement:- The Company is exploring to expand its business.
- (3) Expected increase in productivity and profits in measurable terms:- Looking at the past performance and effects being made during the year, the Company is expecting increase in the sales turnover and profit of the Company during the year 2020-21.

Disclosures:

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:-

- i. all the elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- ii. details of the fixed component and performance linked incentives along with the performance criteria;
- iii. service contract, notice period, severance fees;
- iv. Stock option details, if any, and weather the same has been issued at a discount as well as the period over which accrued and over which exercisable.

A copy of the draft agreement to be entered into between the Company and Mr. Arunkumar Biyani, Chairman & Wholtime Director is available for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

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.



The Board of Directors recommend passing of the Special Resolution for reappointment of Mr. Arunkumar Biyani, Chairman & Wholetime Director of the Company for a further period of 3 (three) years. 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. 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.8: To re-appoint Mr. Ajay Biyani as the Managing Director of the Company for a further term of 3 (three) years

It is proposed to reappoint Mr. Ajay Biyani as the 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:

I. General Information:

- (1) Nature of industry:- Trading 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:

| Financial Parameters | 2019-20 | 2018-19 | 2017-18 |
|---|----------------|----------------|----------------|
| Turnover | 767.92 | 771.38 | 649.65 |
| Net Profit / (Loss) (as per Statement of P & L) | (6.94) | 8.36 | 11.71 |
| Amount of Equity Dividend | Nil | 0.75 | 3.00 |
| Rate of Equity Dividend | Nil | 15% | 30% |

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

II. Information about the appointee:

- (1) Background details:- Mr. Ajay Biyani, associated with Company as an Director since 1988.He has handled Production portfolios of the Company.
- (2) Past remuneration – Rs. 67,20,000/-
- (3) Recognition or awards:- NA
- (4) Job profile and his suitability:- Managing Director. He is having 38 years of experience in the field of Finance, Direct and Indirect taxes.
- (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 into account the contribution being made by Mr. Ajay Biyani in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the Varity financial position of the Company, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.



- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:- Mr. Ajay Biyani 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 does not have any pecuniary relationship, directly or indirectly with the Company. Mr. Ajay Biyani is related to Mr. Arunkumar D. Biyani, Whole Time Director and Mr. Anil D. Biyani, Wholetime Director 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:- The Company could not achieve its financial milestones in the financial year 2019 - 2020 due to sluggish market performance and other relevant factors involved.
- (2) Steps taken or proposed to be taken for improvement:- The Company is exploring to expand its business.
- (3) Expected increase in productivity and profits in measurable terms:- Looking at the past performance and effects being made during the year, the Company is expecting increase in the sales turnover and profit of the Company during the year 2020-21.

Disclosures:

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:-

- i. all the elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- ii. details of the fixed component and performance linked incentives along with the performance criteria;
- iii. service contract, notice period, severance fees;
- iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

A copy of the draft agreement to be entered into between the Company and Mr. Ajay Biyani, Managing Director is available for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

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.

The Board of Directors recommend passing of the Special Resolution for reappointment of Mr. Ajay Biyani, Managing Director of the Company for a further period of 3 (three) years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.8 of the accompanying Notice.

Mr. Ajay Biyani himself, Mr. Arunkumar Biyani, Chairman & Wholetime 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.9: To re-appoint Mr. Anil D. Biyani as the Wholetime Director of the Company for a further term of 3 (three) years

It is proposed to reappoint Mr. Anil D. Biyani as the 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:- Trading 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:

| Financial Parameters | 2019-20 | 2018-19 | 2017-18 |
|---|----------------|----------------|----------------|
| Turnover | 767.92 | 771.38 | 649.65 |
| Net Profit / (Loss) (as per Statement of P & L) | (6.94) | 8.36 | 11.71 |
| Amount of Equity Dividend | Nil | 0.75 | 3.00 |
| Rate of Equity Dividend | Nil | 15% | 30% |

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

II. Information about the appointee:

- (1) Background details:- Mr. Anil D. Biyani, associated with Company as an Director since 1988.He has handled Marketing portfolios of the Company.
- (2) Past remuneration – Rs. 67,20,000/-
- (3) Recognition or awards:- NA
- (4) Job profile and his suitability:- Managing Director. He is having 38 years of experience in the field of Finance, Direct and Indirect taxes.
- (5) Remuneration proposed:- The details of remuneration proposed to be paid to Mr. Anil D. 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 into account the contribution being made by Mr. Anil D. Biyani in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the Varity financial position of the Company, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:- Mr. Anil D. Biyani 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. He also holds equity shares in capacity as karta of HUF and jointly with others. Mr. Anil D. Biyani does not have any pecuniary relationship, directly or indirectly with the Company. Mr. Anil D. Biyani is related to Mr. Arunkumar D. Biyani, Whole Time Director and Mr. Arunkumar Biyani, Chairman & Wholetime 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:- The Company could not achieve its financial milestones in the financial year 2019 - 2020 due to sluggish market performance and other relevant factors involved.
- (2) Steps taken or proposed to be taken for improvement:- The Company is exploring to expand its business.
- (3) Expected increase in productivity and profits in measurable terms:- Looking at the past performance and effects being made during the year, the Company is expecting increase in the sales turnover and profit of the Company during the year 2020-21.

Disclosures:

The following disclosures shall be mentioned in the Board of Director’s report under the heading “Corporate Governance”, if any, attached to the financial statement:-



- i. all the elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- ii. details of the fixed component and performance linked incentives along with the performance criteria;
- iii. service contract, notice period, severance fees;
- iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

A copy of the draft agreement to be entered into between the Company and Mr. Anil D. Biyani, Wholetime Director is available for inspection at the Company's Registered Office and Corporate Office between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of the ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

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.

The Board of Directors recommend passing of the Special Resolution for reappointment of Mr. Anil D. Biyani, Wholetime of the Company for a further period of 3 (three) years. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.9 of the accompanying Notice.

Mr. Anil D. Biyani himself, Mr. Arunkumar Biyani, Chairman & Wholetime Director and Mr. Ajay Biyani, the Managing 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. 10 : Approval for entering into Material Related Party Transaction(s)

The Company is engaged in the business as Manufacturing of Various types of Yarn. The Company enters into related party transaction(s) with various related parties for purchase/sale of goods and services, deposit, lease rental and service charges, purchase and sale of capital goods and other services. All the related party transaction(s) were entered or to be entered into are at arms' length basis and in the ordinary course of business, in line with the Company's Policy on Related Party Transactions as approved by the Audit Committee and the Board of Directors of the Company.

The aforementioned transactions are likely to exceed the threshold limits provided in Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 ['Rules'] under the respective category of related party transactions.

Further the approval of Members is required, if as per the applicable provisions of Act read with relevant rules framed thereunder, the amount of transaction exceed the threshold limit as provided therein and/or if as per Regulation 23 of Listing Regulations, the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company.

Accordingly, the approval of Members is sought for following transactions. In terms of provisions of Companies (Meetings of the Board and its Powers) Rules, 2014 as amended, the details in relation to related party transaction(s) are as under:

In terms of Explanation (3) appended to Rule 15 (3) of the said Rules, the under-noted information is of relevance:

| Sl. No. | Name of Related Parties | Nature of Trans- actions | Estimated Amount (₹ In Crores) | Material Terms/Particulars of the contract or arrangement |
|----------------|---|---------------------------------|---|--|
| 1. | Suam Overseas Pvt. Ltd. | Sale/Purchase/ Job Work | 160.00 | As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis. |
| 2. | Shri Damodar Yarn Manufacturing Pvt. Ltd. | Sale/Purchase/ Job Work | 75.00 | |



| Sl. No. | Name of Related Parties | Nature of Transactions | Estimated Amount (₹ In Crores) | Material Terms/Particulars of the contract or arrangement |
|---------|---|-------------------------------------|--------------------------------|--|
| 3. | Damosuam Carriers Pvt. Ltd. | Transport Services | 2.50 | As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis. |
| 4. | Arunkumar Biyani, Ajay Biyani and Anil D. Biyani | Interest on Loan | 4.00 | Interest at rates not more than the rates prevailing in the market for similar loans. |
| 5. | Aditya Biyani, Payal Biyani, Abhishek Biyani, Radhika Biyani Aman Biyani, Bhawna Biyani, Manju Biyani, Sanju Biyani, Kanta Biyani, Akshay Biyani, Reiya Biyani, Risha Biyani, Savitridevi Damodar Lal Biyani, Arunkumar Biyani-HUF, Ajay Biyani-HUF, Damodar Lal Biyani-HUF, Kiara Biyani, Jia Biyani | Interest on Fixed Deposits | 3.00 | As per Unsecured Fixed Deposit Scheme of the Company. |
| 6. | Aditya Biyani, Aman Biyani, Akshay Biyani | Remuneration to Employee | 3.00 | As per term and conditions of the employment approved by the Board of Director. |
| 7. | Shri Damodar Foundation | Leasing/sub- lease/ rent for office | 3.00 | The Company has entered into agreement with respective related party for leasing / subleasing / office sharing of the property situated at Nani Tambadi, Valsad |

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto are furnished hereunder:

| | |
|---|---|
| Name of the Director or Key Managerial Personnel who is related, if any | Arunkumar Biyani, Ajay Biyani & Anil D. Biyani, Directors of the Company holds 6.67%, 20% & 14.92% shares respectively of Suam Overseas Pvt. Ltd. Arunkumar Biyani, Ajay D. Biyani & Anil D. Biyani, Directors of the Company holds 50.00%, 16.25% & 12.50% shares respectively of Damosuam Carriers Pvt. Ltd. Arvind Damodar Lal Biyani, Director of Shri Damodar Yarn Manufacturing Pvt. Ltd. is brother of Arunkumar Biyani, Ajay Biyani & Anil Biyani, directors of Damodar Industries Limited. Aditya Biyani - Payal Biyani, Aman Biyani- Bhawana Biyani are sons and daughters in law of Arunkumar Biyani. Abhishek Biyani- Radhika Biyani are son and daughter in law of Shri Ajay Biyani. Smt. Manju Biyani, Smt. Kanta Biyani and Smt. Sanju Biyani are respective wives of Arunkumar Biyani, Ajay Biyani and Anil D. Biyani. Akshay Biyani is Son of Anil D. Biyani. Savitridevi Biyani is mother of Arunkumar Biyani, Anil D. Biyani, Ajay Biyani, Directors of the Company. Reiya and Risha Biyani are Daughters of Aman Biyani. Kaira Biyani is daughter of Aditya Biyani, Jia is daughter of Abhishek Biyani. |
| Any other information relevant or important for the members to take a decision on the proposed resolution | The transaction have been reviewed and approved by the Audit Committee /Board and an arms' length price has been established. |

The above contracts / arrangements / transactions were approved by Board of Directors at their meeting held on July 31, 2020.

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.



Pursuant to Regulation 23 of SEBI Listing Regulations, all entities falling under the definition of “Related Party” shall abstain from voting in respect of the proposed resolution given in the Notice, irrespective of whether the entity is a party to the particular transaction or not.

The Board is of the opinion that the transactions of sale, purchase or supply of goods or materials, deposit, leasing of property and availing or rendering of services with related parties are in the best interest of the Company. The Board recommends passing of the Ordinary Resolution at Item No.10 for approval.

Save and except Mr. Arunkumar Biyani, Mr. Ajay Biyani and Mr. Anil D. Biyani Executive Directors the Company and their relatives, to the extent of their of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No.10 of the Notice.

Item Nos. 11 Approval of acceptance of Fixed Deposit

The Company has a Fixed Deposit Scheme, pursuant to the provisions of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, wherein it accepts unsecured deposits from the Members of the Company and the Public. The said scheme is valid up to the date of this Annual General Meeting. Along with complying with the conditions stated in Sections 73 and 76 of the Companies Act, 2013, approval of the shareholders is required for accepting deposits from the Members and the Public within the limits prescribed under the Companies (Acceptance of Deposits) Rules, 2014. The Board of Directors at its meeting held on July 31, 2020, has resolved to recommend to the Shareholders the acceptance of Fixed Deposits from the Members and the Public pursuant to Sections 73 and 76 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014. The Fixed Deposit Scheme would be credit rated on an annual basis and the Company may provide deposit insurance cover, if available, as required under the said Act read with the said Rules. It is proposed to authorise the Board to finalise the terms of the Fixed Deposit Scheme and to do such other acts and deeds as may be necessary or incidental thereto.

None of the Directors of the Company are in any way concerned or interested in the said resolution. Key Managerial Personnel, Directors’ Relatives and Relatives of Key Managerial Personnel are eligible to the benefits of the Scheme at the same rates as are applicable to the Members and Public. The Board recommends the Special Resolution at item no. 11 for your approval.

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

Sd/-
Subodh Kumar Soni
Company Secretary

Place : Mumbai
Date : July 31, 2020



ANNEXURE TO THE NOTICE

Profile of Directors seeking appointment / re-appointment at the 32th 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 | Arunkumar Biyani | Ajay Biyani | Anil D. Biyani | Mrs. Farida Bomi Jambusharwall | Mr. Pankaj Srivastava |
|--|--|---|---|--|--|
| Director Identification Number | 00016519 | 00014896 | 00016554 | 07139945 | 06716582 |
| Date of Birth | 20/01/1956 | 04/05/1962 | 09/06/1964 | 17/06/1953 | 13/04/1960 |
| Date of first Appointment on the Board | 09/02/1992 | 05/06/1988 | 28/03/1992 | 30/03/2015 | 11/05/2020 |
| Qualification | B.Com | B.Com | B.Com | BSc. | BSc. MBA |
| Experience | Arunkumar Biyani designated as Chairman Executive Director and is expertise in Financial Management & Project Advisory & Financing and working Capital Arrangements of the Company | He is the Managing Director of the Company, He oversees the production activities, Strategic Planning Functions, Expansion and Acquisition Plans. | He has Wide and rich experience in the field of Marketing, Trading and Corporate Management and production process aspects of yarn. | She possesses a diverse and wide ranging experience and profound knowledge as human resource strategist and educational motivator. | He possesses a diverse and wide-ranging experience and profound knowledge of Financial, Sales & Marketing and Risk Management. |
| No. of Shares held | 2650000 | 3400000 | 3100000 | 179756 | 7500 |
| Terms & Conditions | As per the resolution at Item No.7 of the Notice. | As per the resolution at Item No. 8 of the Notice. | As per the resolution at Item No.9 of the Notice. | As per the resolution at Item No.5 of the Notice. | As per the resolution at Item No.6 of the Notice. |
| Remuneration Last Drawn | ₹67,20,000/- p.a. | ₹67,20,000/- p.a. | ₹67,20,000/- p.a. | None | None |
| Remuneration sought to be paid | ₹54,00,000/- p.a | ₹54,00,000/- p.a | ₹54,00,000/- p.a | None | None |
| Number of Board Meetings attended during the Financial Year 2019-20 | The details have been provided in the Corporate Governance Report | | | | NA |
| Relationship with other Directors/ Manager/ Key Managerial Personnel | Brother of Mr. Ajay Biyani, Managing Director & Mr. Anil D. Biyani, Executive Director of the Company | Brother of Mr. Arunkumar Biyani, & Mr. Anil D. Biyani, Executive Director of the Company | Brother of Mr. Ajay Biyani, Managing Director & Mr. Arunkumar Biyani, Executive Director of the Company | None | None |
| Directorships held in other Companies in India | Damosuam Carriers Private Limited | Damosuam Carriers Private Limited | None | None | None |
| Committee Membership held in other Companies | Nil | Nil | None | None | None |