

# DAMODAR INDUSTRIES LIMITED

Date: September 03, 2018

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

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

Dear Sirs,

We attach, the Notice of Postal Ballot together with Postal Ballot Form being sent to the members of the Company, for your perusal and records.

Kindly acknowledge receipt.

Thanking You,  
Yours Faithfully,  
For Damodar Industries Limited

  
Subodh Kumar Soni  
Company Secretary

Encl: As Above

Copy to:  
**National Securities Depository Limited**  
Trade World, A wing, 4th Floor,  
Kamala Mills Compound, Lower Parel, Mumbai – 400013

**Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Parel, Mumbai 400013

**Link Intime India Pvt. Ltd**  
C 101, 247 Park, L.B.S.Marg,  
Vikhroli (West), Mumbai - 400083.

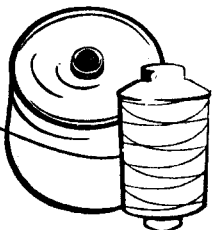
**Regd. Office** : 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai - 400 013.

Tel.: 91-22-6661 0301/2, 91-22-2300 1199 | Fax : 91-22-6661 0308

**Factory** : Survey No. 265 / 10 / 1, 2 & 3, Demni Road, Dadra Village, D. & N. H. (U. T.) - 396 230

Tel.: 0260-3253390

**E-mail** : cs@damodargroup.com | **Website** : www.damodargroup.com | **CIN** : L17110MH1987PLC045575



# DAMODAR INDUSTRIES LIMITED

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

Corporate Identity Number: L17110MH1987PLC045575

Tel: +91 – 022 -6661 0301/2 • Fax: 022- 6661 0308

[E-mail:cs@damodargroup.com](mailto:cs@damodargroup.com) • [www.damodargroup.com](http://www.damodargroup.com)

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force, and other applicable laws and regulations, Damodar Industries Limited (the "Company") seeks the consent of its Members for Special Businesses to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

The Explanatory Statement pursuant to Section 102,110 and other applicable provisions, if, any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reason thereof is annexed hereto for your consideration, along with a postal ballot form ("Postal Ballot Form").

The Board of Directors of the Company, at its meeting held on July 28,2018, has appointed Mr. Vishal N. Manseta, Practicing Company Secretary (ACS:25183, CP No. 8981) as the Scrutinizer for conducting the e-voting and Postal Ballot in accordance with the law in fair and transparent manner.

The Members has an option to vote either by Postal Ballot or through e-voting. Those Member (s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed in the enclosed self-addressed Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post/speed post at the expense of the Members(s) will also be accepted. The member who has exercised the option of e-voting shall not opt to vote through physical postal ballot. In case of a member exercising both e-voting and postal ballot in that case vote casted through e-voting will be counted and vote casted through postal ballot will be treated as invalid.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. (IST) on Saturday, October 06,2018 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member(s). Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facilities are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the results of voting means of Postal Ballot (including voting through electronic means) will be announced on or before 5:00 P.M.(IST) on Monday, October 08,2018 at the Registered Office of the Company and also by placing the same on the Company's Website: [www.damodargroup.com](http://www.damodargroup.com) and will also be communicated to CDSL and the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

The members are requested to consider and, if through fit, pass the following Resolutions:

### **ITEM 1: APPROVAL FOR SUB-DIVISION OF THE COMPANY'S ONE EQUITY SHARES OF RS.10/- (RUPEES TEN) EACH INTO TWO EQUITY SHARES OF FACE VALUE OF RS.5/- (RUPEES FIVE) EACH**

**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 61 and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs 10/- (Rupees ten) each be sub-divided into two Equity Shares having nominal value of Rs.5/- (Rupees five) each and the relevant Capital Clause V of Memorandum of Association of Company be altered for the same.

**FURTHER RESOLVED THAT** pursuant to the such sub-division of equity shares of the company, the authorized equity share capital of Rs.15 Crore comprised of 1,50,00,000 (One Crore Fifty Lacs) equity shares of nominal value of Rs.10/- (Rupees ten) each, shall stand sub-divided into 3,00,00,000 (Three Crore) equity shares of nominal value of Rs.5/- (Rupees five) each and issued, subscribed and paid up equity share capital of Rs. 11,12,58,120/- comprised of 1,11,25,812 equity shares of the nominal value of Rs.10/- (Rupees ten) each shall stand sub-divided into 2,22,51,624 equity shares of nominal value of Rs. 5/- (Rupees five) each, from the record date and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs.10/- (Rupees ten) each of the company.

**FURTHER RESOLVED THAT** upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs.10/- (Rupees ten) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly issue and dispatch the new share certificate(s) of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate all or any of the power(s) or authority required or necessary, which shall include the powers/authority already delegated for this purpose, as the board in its absolute discretion deem fit, to Chairman and Managing Director / any Director(s) / Officer(s)/ Authorised Representative(s)/ Committee of Directors/Company Secretary of the Company in order to give effect to the aforesaid Resolutions, including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, timely completion of Sub-division etc., as may be required, in relation thereto.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman and Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the Sub-division of shares including execution& filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **ITEM 2: APPROVAL TO AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**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 applicable provisions of the Companies Act, 2013, including any amendment or re- enactment thereon and the rules framed thereunder, the approval be and is hereby accorded for substituting clause V of the Memorandum of Association with the following clause:

V. The authorized share capital of the company is Rs.15,00,00,000/- (Rupees Fifteen Crores) divided into 3,00,00,000/- (ThreeCrore) equity shares of Rs. 5/- (Rupees Five) each. The Company has power from time to time increase or reduce its shares capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the articles of association of the company or the legislative provisions for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by articles of Association of the Company or the legislative provisions for the time being in force on that behalf.

**FURTHER RESOLVED THAT** the Chairman and Managing Director and/or Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

**By order of the Board  
For Damodar Industries Ltd.**

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

Place: Mumbai  
Date : 28/07/2018

### **Notes:**

1. A statement pursuant to Section 102 (1) of the Companies Act, 2013 Act and Rules related thereto, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, August 31,2018 i.e. "the cut-off date". The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Voting right shall be reckoned on the paid-up value of shares registered in the name of Member/ Beneficial Owner (in case of electronic shareholding) as on Friday, August 31, 2018. A Member cannot exercise his/her vote by proxy on postal ballot.
4. Members who have received this Postal Ballot Notice by an e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the "Investor" section on the Company's website: [www.damodargroup.com](http://www.damodargroup.com) where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Saturday, October 06, 2018.

5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [cs@damodargroup.com](mailto:cs@damodargroup.com). The Company/Registrar and Transfer Agent shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and all other applicable provision of the Act read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
7. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as "INVALID".
8. The e-voting period commences on Friday, September 07, 2018 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Saturday, October 06, 2018. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut off date, that is, Friday, August 31, 2018, may cast their vote electronically. The instructions for electronic voting are annexed to this Notice.
9. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Saturday, October 06, 2018.
10. For any queries/grievances, in relation to voting through post or electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd. C101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Tel: 022-49186000, Fax: 022-49186060.
11. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800225533.
12. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight hours of the conclusion of voting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Monday, October 08, 2018 and communicated to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website, [www.damodargroup.com](http://www.damodargroup.com).
14. Members who have not registered their e-mail address are requested to register the same with the Company's Registrars and Transfer Agents/Depository Participant(s) for sending future communication(s) in electronic form.
15. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
16. **Voting through electronic means:-**
  - i. In compliance with the provisions of Section 108, 110 of the Act read with rules prescribed thereunder, as amended, and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its shareholders, holding shares in physical or dematerialized form, as on the cut-off date, being Friday, August 31, 2018 to exercise their right to vote by electronic means on the business specified in the accompanying Notice through the electronic voting service facility arranged by CDSL. Shareholders have option to vote either through e-voting or through the Ballot Form. If Member casts votes by both modes, then the voting done through e-voting shall prevail and physical Form shall be treated as invalid.
  - ii. The e-voting period commences at 09.00 a.m. (IST) on Friday, September 07, 2018 and ends at 05.00 p.m. (IST) on Saturday, October 06, 2018. During this period, Member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 31, 2018, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL beyond the prescribed date and time for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - iii. The process and manner for e-voting are as under:
    - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (ii) Click on Shareholders / Members
    - (iii) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID
      - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID
      - c. Shareholders/ Members holding shares in Physical Form: Enter Folio Number registered with the Company
      - d. Next enter the Image Verification as displayed and Click on "Login"
      - e. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for any Company/entity, then your existing password is to be used. If you are a first time user, follow the steps given below.

(iv) Fill up the following details in the appropriate boxes:

	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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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 (iii).</li> </ul>

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders/Members holding shares in physical form will then reach directly the EVSN selection screen. However, Member(s) holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be 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.

(vii) For Member(s) holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the relevant EVSN of Damodar Industries Limited on which you choose to vote.

(ix) On the voting page, you will see Resolutions Description and against the same 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.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.

(xv) Shareholders/ Members 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. Apple and Window phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app e voting on your mobile.

(xvi) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI's etc.) are required to log on to [ww.evotingindia.com](http://ww.evotingindia.com) and register themselves as Corporates.

B. They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

C. After receiving the login details they have to create a Compliance user who would be able to link the account(s) which they wish to vote on.

D. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

17. Information and instructions relating to voting through physical Postal Ballot Form:-

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAISNT), in the enclosed self-addressed postage pre-paid envelop, so as to reach the Scrutinizer, not later than close of working hours is, 5:00 p.m. (IST) on Saturday, October 06, 2018, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The member who has exercised the option of e-voting shall not opt to vote through physical postal ballot. In case of a member exercising both e-voting and postal ballot in that case vote casted through e-voting will be counted and vote casted through postal ballot will be treated as invalid.
- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- iii. Corporate/Institutional Member (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative (s), to the Scrutinizer along with the Postal Ballot Form.

**ANNEXURE TO THE NOTICE OF POSTAL BALLOT**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item 1 and 2:**

The management of the company is of the opinion that the sub-division equity shares will increase liquidity of equity shares in terms of number of shares of the company which will enable larger number of public to participate in investing in company and it will give benefits to all the stakeholders at large. Hence The Board of Directors at its meeting held on July 28, 2018 considered desirable to recommend sub-division of One Equity Share of the Company of face value of Rs. 10/- each into two Equity Shares of face value of Rs.5/- each for approval of Members. This has further impact of increasing the liquidity of stock and enhancing the Market cap too. The record date for the aforesaid sub-division of Equity Shares will be fixed after approval of the Members is obtained.

The proposed split of the Face Value of Equity Shares of the Company of Rs.10/- each into denomination of Rs.5/- each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association of the Company is proposed to be amended as set out in item No. 2 in the accompanying notice for reflecting the corresponding changes in Authorised Share Capital of the Company.

The draft of the revised Memorandum of Association is available for inspection of the members at the registered office of the Company on all working days (except Saturdays, Sundays and public Holidays) upto the date of closing of e-voting or last date of receipt of Postal ballot Forms.

None of the Directors, Key Managerial Personnel of the company or their relative is in any way concerned or interested in the proposed resolution.

Accordingly, the Board recommends passing of the resolutions set out at Item No. 1 & 2 for approval of the Members.

**By order of the Board  
For Damodar Industries Ltd.**

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

Place: Mumbai  
Date : 28/07/2018

**DAMODAR INDUSTRIES LIMITED**

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

**Ph.:** 022-66610301-2 ; **Fax:** 022-66610308

**E-mail:** cs@damodargroup.com ; **Website:** www.damodargroup.com

**CIN No.:** L17110MH1987PLC045575

**POSTAL BALLOT FORM**

(To be returned to the Scrutinizer appointed by the Applicant Company)

Sr.No.:

1. Name with Registered Address of the Sole/ First-named Member as Registered with the Company :
2. Name(s) of Member(s) (including joint holders, if any) :
3. Registered folio No./ DP ID No./Client ID No. :
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Business to be passed through Postal Ballot/e-voting by conveying my/our assent (FOR) or dissent (AGAINST) to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sl.No.	Description Nature of	Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for sub-division of Company's one Equity Share of Rs.10/- (Rupees ten) each into two Equity Shares of face value of Rs.5/- (Rupees five) each	Ordinary Resolution			
2.	Approval to Amend the Capital Clause in the Memorandum of Association of the Company	Special Resolution			

Place:

Date :

\_\_\_\_\_  
(Signature of the Member)

**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

<b>EVEN (e-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Commencement of e-voting :	End of E-voting
From : Friday September 07, 2018, 9.00 A.M.	Up To : Saturday October 06, 2018, 5.00 P.M.
<b>Last date of receipt via postal ballot (Physical Mode)</b>	<b>Saturday October 06, 2018, 5.00 P.M.</b>

Note: Please read carefully the instructions printed overleaf before exercising your vote.

## Instructions

1. As per the provisions of the Companies Act, 2013 and other rules and regulations for the time being in force the company has also availed e-voting facility for the members. The members interested to exercise their vote through e-voting are requested to kindly go through the instructions for e-voting given in the postal ballot notice enclosed with this postal ballot form in e-mail and/or sent physically to members. The member who has exercised the option of e-voting shall not opt to vote through physical postal ballot. In case of a member exercising both e-voting and postal ballot in that case vote casted through e-voting will be counted and vote casted through postal ballot will be treated as invalid.
2. In case of member receiving postal ballot notice through e-mail and willing to exercise their vote through e-mail and willing to cast their vote via physical ballot, the member is requested to contact the Registrar and Transfer Agent ("the RTA") of the Company at the details given in postal ballot notice or to the company via e-mail requesting the postal ballot form and business reply envelope. Member may also take a print out of this form and send a request only for business reply envelope to the RTA or the company via e-mail only for Business Reply Envelope. The timeline for receiving business reply envelope is as set out in the postal ballot notice enclosed with this form. In case of a member exercising both e-voting and postal ballot in that case vote casted through e-voting will be counted and vote casted through postal ballot will be treated as invalid.
3. In case of members receiving postal ballot from via physical mode and willing to do e-voting can use existing login id and password and in case a member has forgotten login-id and password then member has to follow the process of e-voting (e-voting instructions) as set out in the postal ballot notice enclosed with this. In case of a member exercising both e-voting and postal ballot in that case vote casted through e-voting will be counted and vote casted through postal ballot will be treated as invalid.
4. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or deposited in person at the expense of the Member will also be accepted.
5. The self-addressed envelope being sent herewith bears the name and address of the Scrutinizer appointed for conducting Postal Ballot process.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature Registered with the Company/ Depository Participant). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member and so on.
7. There shall be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. The Postal Ballot shall not be exercised by a Proxy.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified herein below at Serial No. 11.
9. The votes should be cast either in favour or against by putting the tick (3) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the form invalid.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Duly completed Postal Ballot Form should be received by the Scrutinizer on or before 05:00 P.M. (IST) Saturday October 06, 2018. Postal Ballot Form received after this date will be treated as if no reply from the Member has been received.
12. Voting rights shall be reckoned on the paid up value of Shares registered in the name(s) of the Member(s).
13. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be signed by the Authorized Signatory accompanied by a Certified True Copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed prepaid envelope in as much as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
15. The result of the Postal Ballot will be declared on or before 05:00 P.M. Monday, October 08, 2018 at the Registered Office of the Company. The result of the Postal Ballot will also be posted on the website of the Company: [www.damdoargroup.com](http://www.damdoargroup.com).
16. Postal Ballot Form shall be considered invalid if a Form other than the one issued by the Company or a photocopy thereof has been used.

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