



# DAMODAR INDUSTRIES LIMITED

Date: February 15, 2020

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


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

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

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

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

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

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

Email : [crd@damodargroup.com](mailto:crd@damodargroup.com) | Website : [www.damodargroup.com](http://www.damodargroup.com) | GST No. : 27AAAACD3850C17 | 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 www.damodargroup.com

### **POSTAL BALLOT NOTICE**

*[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Members,

Notice is hereby given to the members of Damodar Industries Limited (the “**Company**”), pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, that the resolutions appended below are proposed to be passed as Ordinary/Special Resolutions by way of Postal Ballot including Electronic voting in compliance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said resolutions setting out the material facts and the reasons thereof, is also appended. The said resolutions and explanatory statement are being sent to you along with a postal ballot form (“**Postal Ballot Form**”) and self-addressed Business Reply envelope for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Mr. Vishal N. Manseta, Practicing Company Secretary (ACS:25183, CP No. 8981) as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

The Members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 pm IST) on March 17, 2020. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. Also, the e-voting module will be disabled after the business hours i.e. 5.00 pm IST on March 17, 2020 for voting by the Members holding equity shares of the Company. The postage will be borne and paid for by the Company.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means (“e-voting”) to its Members to enable them to cast their votes through e-voting instead of returning duly filled Postal Ballot forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case member votes through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

The Scrutinizer will submit his report to Chairman of the Company, or in his absence a person authorized by him / the Board in writing, after completion of scrutiny of Postal Ballot (including e-voting). The results of the Postal Ballot will be announced on or before March 19, 2020 and will be displayed at the website of the Company i.e., and communicated to CDSL (Central Depository Services (India) Limited) and BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”), (BSE & NSE collectively referred as the “**Stock Exchanges**”), being the stock exchanges where the equity shares of the Company are listed. The results shall also be announced to the Stock Exchange and be made available on Company’s website. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

**SPECIAL BUSINESS:****Item No. 1: Issue of Equity shares to Promoters and Promoter Group entities on preferential basis**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules there under (the “Act”) and any applicable subsisting Sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India, the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Listing Regulations of the stock exchanges where the shares of the Company are listed and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the GOI, the SEBI, the Stock Exchanges and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the consent of the members of Company, be and is hereby accorded to the Board to Create, offer, issue and allot at an appropriate time, in one or more tranches, up to 1048376 (Ten Lakhs Forty Eight Thousand Three Hundred Seventy Six Only) equity shares of face value of Rs. 5/- (Rupees Five only) each at a price of Rs.30/- which includes a premium of Rs. 25/- on a preferential basis to following persons viz

Sr. No.	Name of the proposed allotted	No. of Equity shares to be allotted
1.	Suam Overseas Private Limited	230000
2.	Anil D. Biyani	150000
3.	Sanju A. Biyani	150000
4.	Akshay A. Biyani	130000
5.	Abhishek A. Biyani	130000
6.	Radhika A. Biyani	70000
7.	Kanta Biyani	60000
8.	Bhawna A. Biyani	50000
9.	Payal A. Biyani	48376
10.	Aditya Biyani	30000
	<b>Total</b>	<b>10,48,376</b>

At an exercise price to be determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the “**Relevant Date**”, as per Regulation 161 of the SEBI ICDR Regulations for the determination of issue price of the equity shares to be allotted **Persons/entities forming part of the Promoter and Promoters group of the Company (“Proposed Allottees”)** pursuant to the preferential issue is fixed as February 14, 2020 i.e. 30 days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.

**RESOLVED FURTHER THAT** the issue and allotment of equity shares to the Proposed Allottees, shall be on the following terms and conditions:

- a) The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution;
- b) Pursuant to Regulation 170 of the SEBI ICDR Regulations, the equity shares to be allotted, shall only be made in dematerialised form and shall, subject to receipt of necessary approvals, be listed and traded on the BSE Ltd. and National Stock Exchange of India Limited;
- c) The equity share shall be allotted to Proposed Allottees at a Price of Rs. 30/- (Rupees Thirty only) per equity share, being a price calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations;
- d) The 100% of the price of the equity shares to be allotted shall be paid prior to the allotment date;
- e) The consideration for allotment of equity shares shall be paid to the Company from the Bank Account of the Proposed Allottees;
- f) The equity shares allotted on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter V of the SEBI ICDR Regulations; and

- g) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval granted by the Stock Exchange for the equity shares allotted as specified under Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** equity shares to be allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of the Company is be and hereby authorized to issue and allot equity shares of the Company to the persons stated in table above after allotment money received from the said persons.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect issue or allotment of equity shares and listing of the said equity shares with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said equity shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek 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.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution. The board or any such person/director and/or committee as may be authorized by the board is authorized to sign and submit all such relevant documents/agreements all such forms and e-forms and to sign and submit certified true copy of this resolution wherever required.”

#### **Item No. 2: Shifting of the Registered Office of the Company from One State to Union territory**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Maharashtra to the Dadra and Nagar Haveli (Union Territory) within the jurisdiction of the Registrar of Companies at Ahmedabad.

**RESOLVED FURTHER THAT** the Registered Office Clause (Clause II) of the Memorandum of Association of the Company be substituted with the following clause:

*II. The Registered Office of the Company will be situated in the Dadra & Nagar Haveli (Union territory).*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultants and advisors and to file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** any director of the Company is be and hereby authorized to sign and all such documents/agreements and all such forms and e-forms as may be required for the purpose and to sign and submit certified true copy of this resolution wherever required.”

#### **Item NO.3: Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director**

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 and other applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ketan K Patel (DIN: 08607454), who was appointed by the Board as an Additional Director, pursuant to Section 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, with effect from November 13, 2019, in respect of whom the company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the

office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years up to November 12, 2024, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any director of the Company is be and hereby authorized to sign and all such documents and all such forms and e-forms as may be required for the purpose and to sign and submit certified true copy of this resolution wherever required.”

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

**Sd/-**  
**Subodh Kumar Soni**  
**Company Secretary**  
**M. No.: A22051**

Place : Mumbai  
Dated : February 7, 2020

**NOTES:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted through Postal Ballot is annexed hereto and forms part of this notice.
- 2) A copy of this notice has been placed on the website of the Company [www.damodargroup.com](http://www.damodargroup.com) and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
- 3) The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
- 4) The cut-off date for ascertaining members eligible to participate in this postal ballot is February 07, 2020. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Cut off Date i.e. February 7, 2020.
- 5) Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
- 6) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If members are opting for remote e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case Shareholders cast their vote by Physical Ballot and remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by remote e-voting will be treated as invalid.
- 7) The Company has appointed Mr. Vishal N. Manseta, Practicing Company Secretary (ACS:25183, CP No. 8981), Mumbai as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The scrutinizer will submit the report after completion of the scrutiny and the results of the Postal Ballot will be displayed at the Registered Office of the Company. The results of the Postal Ballot will also be posted on the Company's website [www.damodargroup.com](http://www.damodargroup.com) besides communicating to the stock exchanges on which the shares of the Company are listed.
- 8) Shareholders are requested to read carefully the instructions printed on the Postal Ballot Form, return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on the March 17, 2020, ("Last Date"). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
- 9) Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or down load from the link <https://www.evotingindia.com/> or from the website of the Company [www.damodargroup.com](http://www.damodargroup.com) or seek duplicate Postal Ballot Form from M/s. Link Intime India Private Limited from their office at C 101,247 Park, Vikhroli (west), Mumbai – 400 083, fill in the details and send the same to the Scrutinizer.
- 10) The Scrutinizer will submit the report to the Chairman or any other authorized person after the completion of scrutiny and the results of voting will be announced by Chairman or by any director or Company Secretary on or before March 19, 2020 and will also be displayed on Company website [www.damodargroup.com](http://www.damodargroup.com) and will be communicated to Stock Exchange as on said date.
- 11) The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 5.00 P.M. up to March 17, 2020.
- 12) The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
- 13) Please note that any Postal Ballot Form(s) received after the Last Date (i.e. March 17, 2020) will be treated as not having been received.

- 14) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company ("Remote e-voting"). The instructions for electronic voting are annexed to this Notice.
- 15) The last date specified for receipt of the Business Reply Envelope with Postal Ballot Form or Remote e-voting i.e. March 17, 2020 (5:00 PM IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 16) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Mumbai, Maharashtra.

#### **A. CASTING OF VOTE THROUGH E-VOTING**

1. For the purpose of offering e-Voting facility, the Company has entered into an agreement with CDSL. E-voting is optional for Members. A Member who wish to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form.
2. The instructions for shareholders for e-voting is as under:

In terms of the requirements of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility of e-Voting, through CDSL, to the shareholders for casting their vote electronically.

- (i) The electronic voting period commences on Monday, February 17, 2020 (9:00 A.M.) and ends on Tuesday, March 17, 2020 (5:00 P.M). The electronic voting facility will be disabled by CDSL for voting thereafter. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 7, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Physical Form</b>
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 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence 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 sequence number 1 then enter RA00000001 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> <p>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).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
  - (xi) Click on the EVSN for the relevant <DAMODAR INDUSTRIES LIMITED> on which you choose to vote.
  - (xii) 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.
  - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xiv) 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.
  - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) 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. Apple 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.**
  - (xix) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 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.
    - 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.
  - (xx) 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)

The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Postal Ballot, make a consolidated scrutinizer's report and submit the same to the Chairman. Thereafter, the Chairman or any other person authorized by the Chairman shall declare the result of the voting forthwith.

The Voting Results on above resolutions along with the Scrutinizer's Report shall be placed on the Company's website [www.damodargroup.com](http://www.damodargroup.com) and on the CDSL website [www.evotingindia.com](http://www.evotingindia.com) and be submitted to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the Postal Ballot.

The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Tuesday, March 17, 2020. Further, resolutions passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts:**

**ITEM NO. 1:**

The Company needs funds to meet its working capital requirements. It was therefore thought expedient to raise the funds through issue of equity shares to Persons/entities forming part of the Promoter and Promoters group of the Company on Preferential basis.

The Board of Directors of the Company at its meeting held on February 7, 2020 has decided to issue, offer allot equity shares of face value Rs.5/- (Rupees Five Only) each of the company at a premium of Rs. 25/- (Rupees Twenty Five only) each equity shares on preferential basis to Persons/entities forming part of the Promoter and Promoters group of the Company in accordance with Chapter V of the SEBI ICDR Regulations, 2018 subject to approval of shareholders.

Equity shares shall be allotted within 15 days from the date of passing of special resolution.

Pursuant to the provisions of section 62 (1) (c) of Companies Act, 2013, preferential allotment of equity shares needs to be approved by the shareholders by passing special resolution. In terms of Regulation 163 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the following disclosures are made.

**The disclosures under Resolution No. 1 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations, 2018 and other applicable Regulations in relation thereto are as under:**

**1 a. The objects of the preferential issue:**

The object of the issue is to finance the short term and long term working capital requirements of the Company.

**b. Maximum number of specified securities to be issued and Pricing of Preferential Issue:**

The Company proposed to issue 1048376 (Ten Lakhs Forty Eight Thousand Three Hundred Seventy Six) equity shares of face value of Rs. 5/- (Rupee Five only) each of the company at Rs.30/- (Rupees Thirty Only) per share at a premium of Rs.25/- (Rupees Twenty Five Only) per equity share to be issued to Persons/entities forming part of the Promoter and Promoters group of the Company on Preferential basis.

At an exercise price to be determined in accordance with Regulation of the SEBI ICDR Regulations.

**c. The class or class of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to Promoter and Promoter Group Category.

**d. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer**

Promoter & Promoter group of the Company, are intending to subscribe the offer. No other Directors and Key Managerial Personnel of the issuer is intending to subscribe the shares.

**e. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Shares as follows:**

Sr. No.	Particulars	Pre-Issue holding as on December 31,2019		Allotment No. of Equity Shares	Post Issue shareholding pattern	
		No. of Equity	% of Shareholding		No. of Equity	% of Shareholding
<b>A.</b>	<b>Promoters' holding</b>					
1.	Indian					
	Individual/ Hindu undivided Family	14191000	63.77	818376	15009376	64.42
	Bodies Corporate	1217000	5.47	230000	1447000	6.21
	<b>Sub Total</b>	<b>15408000</b>	<b>69.24</b>		<b>16456376</b>	<b>70.63</b>
2.	Foreign Promoters					
	Bodies Corporate					
	<b>Sub Total (A)</b>	<b>15408000</b>	<b>69.24</b>		<b>16456376</b>	<b>70.63</b>
<b>B.</b>	<b>Non-Promoters' holding:</b>					
1.	Institutional Investors					
	Foreign Venture Capital Investors					
	Foreign Portfolio Investor					
	Foreign Body Corporate					
	Financial Institutions / Banks/ Insurance Companies	6443	0.03		6443	0.03
2.	Central Government/State Government(s)/ President of India					
3.	Non- Institution Investors					



	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	3351260	15.06		3351260	14.38
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1599925	7.19		1599925	6.87
	NBFCs Registered with RBI					
	Employee Trusts					
	<b>Any Others</b>					
	Hindu Undivided Family	797669	3.59		797669	3.42
	Non Resident Indians	55906	0.25		55906	0.25
	Clearing Members	5189	0.02		5189	0.02
	Bodies Corporate	869848	3.91		869848	3.73
	Trust	100	0.00		100	0.00
	IEPF	157284	0.71		157284	0.67
	<b>Sub Total (B)</b>	<b>6843624</b>	<b>30.76</b>		<b>6843624</b>	<b>29.37</b>
	<b>GRAND TOTAL (A+B)</b>	<b>22251624</b>	<b>100.00</b>	<b>1048376</b>	<b>22251624</b>	<b>100.00</b>
<b>C.</b>	Non Promoter-Non Public					
	Shares underlying DRs					
	Shares held by Employee Trust					
	<b>GRAND TOTAL (A+B+C)</b>	<b>22251624</b>	<b>100.00</b>	<b>1048376</b>	<b>23300000</b>	<b>100.00</b>

**Note:-**

- The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.
- The pre-issue shareholding pattern is as on December 31, 2019 as the notice was approved as on February 7, 2020.

**f. Proposed time within which the allotment shall be completed**

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

**g. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.**

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of Equity Shares. There will not be any change in the management control of the Company on account of the proposed preferential allotment of Equity Shares except a corresponding change in the shareholding pattern as well as the voting rights. The Company has not made any preferential allotment of Equity Shares or convertible securities during the current financial year.

Sr. No	Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee	No. of equity shares to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding	
				No. of Equity Shares	%age	No. of Equity Shares	%age
1.	Suam Overseas Pvt. Ltd.	Mr. Arunkumar Biyani, Mr. Anil D. Biyani and Mr. Ajay D. Biyani being the Promoters the Company	230000	470000	2.11	700000	3.00

2.	Anil D. Biyani	Anil D. Biyani	150000	2950000	13.26	3100000	13.30
3.	Sanju A. Biyani	Sanju A. Biyani	150000	650000	2.92	800000	3.43
4.	Akshay A. Biyani	Akshay A. Biyani	130000	270000	1.21	400000	1.72
5.	Abhishek A. Biyani	Abhishek A. Biyani	130000	170000	0.76	300000	1.29
6.	Radhika A. Biyani	Radhika A. Biyani	70000	80000	0.36	150000	0.64
7.	Kanta Biyani	Kanta Biyani	60000	740000	3.32	800000	3.43
8.	Bhawna A. Biyani	Bhawna A. Biyani	50000	220000	0.99	270000	1.16
9.	Payal A. Biyani	Payal A. Biyani	48376	101000	0.45	149376	0.64
10.	Aditya Biyani	Aditya Biyani	30000	320000	1.43	350000	1.50

- h. The Company hereby undertakes that, It would re-compute the price of the equity shares mentioned above in accordance with SEBI ICDR Regulations, wherever it is required to do so;
- i. The Company hereby undertakes that, if the amount payable on account of re-computation of the price is not paid by the Proposed Allottees within the time specified under SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

**j. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations.**

- a. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.
- b. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

2. Valuation for consideration other than cash: Not applicable.

3. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

4. The proposed securities on preferential basis shall be issued in cash to the proposed allottee of Persons/entities forming part of the Promoter and Promoters group of the Company at a price to be determined in accordance with the SEBI (ICDR) Regulations, 2018.

**5. Relevant Date:**

The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said equity shares is Friday, February 14, 2020, being the date thirty days prior to the date on which the meeting of shareholders' resolution is passed.

**6. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the period from 1st April, 2019 till date of this Postal Ballot Notice, the Company has not offered, issued and allotted any Equity shares on preferential basis to Persons/entities forming part of the Promoter and Promoters group of the Company.

**7. Basis or justification of price:**

The price will be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations. Since the Company is listed on both BSE Ltd. and National Stock Exchange of India Ltd., the trading volume of securities of the Company on both the stock exchanges has been considered to determine the higher trading volume for computation of price. The proposed allotment of Equity Shares shall be made at the price which is computed as per pricing formula specified under regulation 164 SEBI ICDR Regulations.

**8. Terms of Issue of the Equity Shares, if any.**

- a. The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

- b. The Proposed allottees have not sold/transferred any equity shares during the six months preceding the Relevant Date.
- c. Price of Equity shares would be calculated at the price which is computed as per pricing formula specified under regulation 164 of SEBI ICDR Regulations.
- d. 100% of consideration amount shall be payable before the allotment of Equity shares.
- e. Upon receipt of payment as above the Board (or the committee authorized by the Board) shall allot equity share of Rs.5/- each which shall be adjusted towards equity share capital and balance amount paid against each share towards share premium.
- f. The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the then existing equity shares of the Company and be listed on the stock exchanges where the equity shares of the Company are listed.

#### **9. Lock-in Period:**

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

#### **10. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

#### **11. Auditors Certificate:**

The Certificate being issued by M/s. Jitendra Mishra & Com., Chartered Accountants, (Firm Registration No.125334W) Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday every week, from the date of dispatch of the Postal Ballot Notice till March 17, 2020.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulation 160 of SEBI (ICDR) Regulations, 2018 a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolutions as set out in Item No. 1 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 1 of this Notice, for the approval of the Members.

Mr. Arunkumar Biyani, Chairman of the Company and Ajay Biyani, Managing Director and Mr. Anil D. Biyani, Executive Director of the Company and their relatives, being part of promoter / promoter group, are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

None of the directors or Key Managerial Personnel of the Company or their relatives other than specified

above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company

Copies of all documents relevant to the above resolution at Item No 1 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

#### **ITEM NO. 2:**

The Board of Directors at their meeting held on February 07, 2020 has decided to shift registered office of the company from 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai – 400 013, Maharashtra to Survey No. 265/10/1/1, Demni Road, Dadra Village, D& N.H. (U.T.) – 396230. In according to majority of Board of Directors, shifting of registered office to Dadra & Nagar Haveli (Union Territory), would help to carry on the business more economically, efficiently, smoothly and better operational convenience. It would also help in future expansion of the business activities.

The shifting of the Registered office as aforesaid is in best interest of the company, its shareholders, creditors and all concerned. The proposed shifting will in no way be detrimental to the interest (s) of any member of the public, employees or other associates of the company in any manner whatsoever.

In terms of the provisions of section 12, 13, 110 and other applicable provisions, if, any of the Companies Act, 2013 and rules issued thereunder, shifting of Registered Office from one state to another state (U.T.) and alteration of clause II of the Memorandum of Association of the Company requires the approval of Members by the way of Special Resolution through Postal Ballot and further requires approval by Regional Director/ Central Government and necessary disclosure to be made to stock exchange(s) within the prescribed time.

The Board recommends the Resolution as set out above for the approval of the members as Special Resolution.

None of Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution except as members of the company.

#### **ITEM NO.3:**

The Board, at its meeting held on November 13, 2019, appointed Mr. Ketan K Patel (DIN: 08607454) as an Additional Director of the Company with effect from November 13, 2019, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Mr. Ketan K Patel (DIN: 08607454) to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Ketan K Patel (DIN: 08607454) to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act.

The Company has received a notice under section 160 of the Companies Act, 2013 in writing from a Member proposing his candidature for the office of a Director of the Company. In the opinion of the Board, Mr. Ketan K Patel (DIN: 08607454) fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent.

A copy of the draft letter of appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day. The resolution seeks the approval of members for the appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director of the Company up to November 12, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The Board recommends the resolution for approval of the members. No director, key managerial personnel or their relatives except Mr. Ketan K Patel to whom the resolution relates is interested in or concerned in the resolution.

**Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI:**

<b>Name &amp; DIN</b>	Mr. Ketan K. Patel (DIN: 08607454)
<b>Date of Birth and &amp; Age</b>	30/09/1953 (67 Years)
<b>Date of First Appointment on the Board</b>	November 13,2019
<b>Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas</b>	Mr. Ketan K. Patel, 67 year old is a Practicing advisor of Insurance and Risks Management. He Holds associate's/Fellowship in Insurance Education from Institute of Insurance, Mumbai. He possesses a diverse and wide ranging experience and profound knowledge of Financial, Insurance and Risk Management. His last stint was as a Senior Manager from National Insurance Company Limited."
<b>No. of Board Meetings attended during the year as a Director</b>	07/02/2020
<b>Directorships held in other Companies</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Remuneration sought to be paid</b>	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	Nil

By Order of the Board of Directors  
**For Damodar Industries Limited**  
Sd/-

**Subodh Kumar Soni**  
**Company Secretary**  
**M. No.: A22051**

Place : Mumbai  
Dated : February 7, 2020

**DAMODAR INDUSTRIES LIMITED****Regd. 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 and Registered Address of the Sole/First named Member (in block letters) :
- 2 Names(s) of the Joint holder(s) (if any) (in block letters) :
- 3 Registered Folio No./ (DP ID No. and Client ID No.)\* :  
(\*Applicable to members holding shares in dematerialized form )
- 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	No. of shares	I/We assent to the Resolution ( <b>FOR</b> )	I/We dissent to the Resolution ( <b>AGAINST</b> )
1	<b>Special Resolution :</b> Issue of Equity shares to Promoters and Promoter Group entities on preferential basis.			
2	<b>Special Resolution :</b> Shifting of the Registered Office of the Company from the State of Maharashtra to the Dadra and Nagar Haveli (Union Territory).			
3	<b>Ordinary Resolution :</b> Appointment of Mr. Ketan K Patel (DIN: 08607454) as an Independent Director.			

Place:

Date :

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(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>EVSN (e-Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
200208001		

Commencement of e-voting :	End of E-voting
From : Monday, February 17, 2020, 9.00 A.M.	Up To : Tuesday, March 17, 2020, 5.00 P.M.
<b>Last date of receipt via postal ballot (Physical Mode)</b>	<b>Tuesday, March 17, 2020, 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 caste 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 envelop 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) Tuesday, March 17, 2020. 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. Thursday, March 19, 2020 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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