DAMODAR
INDUSTRIES LIMITED

Tomorrow's
Creativity
Brought Today

ANNUAL REPORT

2025-2026

5 YEARS SNAP SHOT

(Rs. in Cr.)

Particulars	2025 26	2024 -25	2023 - 24	2022 - 23	2021 - 22
Turnover	430.03	421.44	715.38	682.79	908.61
Total Income	439.55	446.65	740.59	696.46	911.36
Total Expenses	433.11	443.25	734.35	694.55	829.68
PBDIT	41.42	44.16	57.57	50.72	81.68
Interest	17.81	20.81	29.57	25.83	28.88
PBDT	23.62	23.35	28.00	24.89	52.8
Depreciation	17.18	19.96	21.77	22.98	23.57
PBT	6.44	3.40	6.23	1.91	29.21
Tax	1.07	-2.00	1.01	1.11	10.86
PAT	5.37	5.40	5.22	0.8	18.35
Earnings Per Share (EPS)	2.31	2.32	2.24	0.34	7.88
Equity Share Capital	11.65	11.65	11.65	11.65	11.65
Dividend (%)	0	0	0	0	10%

Important Communication to Members

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

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

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

CORPORATE INFORMATION

Board of Directors

Mr. Arunkumar Biyani
Chairman (DIN:00016519)

Mr. Aman Biyani
Managing Director (DIN:09131437)

Mr. Aditya Biyani
Executive Director (DIN:10304061)

Mr. Ketan K. Patel
Independent Director (DIN:08607454)

Mrs. Mamta A. Biyani
Independent Director (DIN:01850136)

Mr. Pankaj Srivastava
Independent Director (DIN:06716582)

Mr. Suresh Narayan Nayak
Independent Director (DIN: 11588687)

Registered Office
Damodar Industries Limited
19/22 & 27/30, Madhu Estate,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 013 Maharashtra.
Tel.: 022-49763203
E-mail: E-mail: cs@damodargroup.com
Website: www.damodargroup. com

Registrar & Share Transfer Agent
MUFG Intime India Private Limited
(Formerly known as Link Intime India Pvt. Limited)

Address
C-101, Embassy 247, L.B.S. Marg, Vikhroli (W),
Mumbai - 400083
Tel. No.: +91 810 811 6767
Website: https://in.mpms.mufg.com/
Link to Raise Service Requests/Queries:
https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

Mr. Sheetal Prashad Singhal
Chief Financial Officer

Mr. Subrat Shukla
Company Secretary & Compliance Officer

Auditors
M/s. Devpura Navlakha & Co. Chartered Accountants
Cost Auditors M/s. Dilip M. Bathija Cost Accountants

Banks
State Bank of India
HDFC Bank Ltd.
Standard Chartered Bank
ICICI Bank Ltd.

Plant Location
T-26, Add. Textile Park (MIDC Amravati) Amravati,
Maharashtra - 444605

DAMODAR INDUSTRIES LIMITED

Reg. 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai – 400 013
CIN: L17110MH1987PLC045575, Tel. No. – 22–49763203
E–Mail – cs@damodargroup.com website: ww.damodargroup.com

NOTICE

The Thirty Eight Annual General Meeting (AGM) of the Members of Damodar Industries Limited ("Company") will be held on Saturday, August 08, 2026 through Video Conferencing('VC') / Other Audio Visual Means ('OAVM') at 11:30 a.m. to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended 31 March, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Aditya Biyani (DIN: 10304061), who retires by rotation and, being eligible, offers himself for re- election.

SPECIAL BUSINESS

3. To fix remuneration payable to the Cost Auditors for the financial year 2026-27 and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:-**

   "RESOLVED THAT in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any and as recommended by the Audit Committee, the Company hereby approves the remuneration payable of Rs. 50,000/- (Rupees Fifty Thousand Only) exclusive of out-of-pocket expenses to be paid to Mr. Dilip M. Bathija, Cost accountants (Mem. No. 10904) Cost Auditor appointed by the Board of Directors of the Company to conduct audit of the cost accounting records of the Company for the financial year 2026-27.

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

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

Place : Mumbai
Date : 15th May,2026

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

Sd/
Subrat Shukla
Company Secretary

NOTES:

1. Holding of AGM through VC/OAVM and related information: The Ministry of Corporate A airs (MCA) vide its General Circular No. 20/2020 dated 05 May, 2020, read with other relevant circulars on the subject, including General Circular No. 03/2025 dated 22 September, 2025 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and MCA Circulars, the Thirty-Eighth AGM of the Company is being held through VC/OAVM on 8th August, 2026 at 11.30 A.M. (IST). The deemed venue for Damodar Industries Limited 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai – 400 013, Maharashtra.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

3. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to vishalmanseta@rediffmail.com and to its RTA at instameet@ linkintime.co.in

4. Dispatch of Annual Report through Electronic Mode: The Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India have permitted listed companies to send the Notice of the Annual General Meeting ("AGM") and the Annual Report to the shareholders by email only in line with the MCA Circulars and Regulation 36 of the SEBI Listing Regulations Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.damodargroup.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

5. Shareholders are hereby informed that pursuant to Section 125 and Section 124 (5) of the Companies Act, 2013, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund (the "Fund") established by the Central Government. It may be noted that, no claim shall lie against the Company in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due and duly transferred to IEPF Fund for payment and the concern shareholder could approach IEPF Authority to release of any such unclaimed dividend.

6. Notice is being issued pursuant to the provisions of the Investor Education and protection fund Authority (Accounting, Audit, Transfer and refund) rules, 2016 ("the IEPF Rules") and any statutory amendments, modification etc. made and the notifications, circulars issued thereunder for the time being in force. As per the said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven years or more to the DEMAT account of Investor Education and Protection Fund ("IEPF") Authority. Adhering to various requirements set out in the IEPF Rules, the company has communicated individually to the shareholders whose shares are liable to be transferred to IEPF, Also, complete details of such shareholders has been uploaded on the Company's website at www.damodargroup.com.

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

7. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend, which remain unpaid or

unclaimed for a period of 7 years and the dividends to be declared for the subsequent years, if any, will be transferred to the IEPF Fund. Shareholders who have so far not encashed/claimed the dividend warrant(s) for the financial year 2018-2019 are requested to make their claim to the Secretarial Department at the Corporate Office of the Company or the office of the R&TA on or before 15.09.2025, failing which the unpaid/ unclaimed amount will be transferred to the Fund as above, no claim shall lie against the Company or the Fund in respect of such amount by the Member.

8. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend. Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend on its website at www.damodargroup.com. Further, the Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.

9. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, August 04, 2026 to Saturday, August 08, 2026 (both days inclusive) for the purpose of the Thirty-Eighth Annual General Meeting of the Company.

10. Since the Thirty-Eighth AGM will be held through VC/OAVM, the route map is not annexed.

11. Members are requested to:

    a. Register their email ID and Bank Account details:

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

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

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

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

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

    b. Intimate the Registrar and Share Transfer Agents, M/s. MUFG Intime India Pvt. Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.

    c. Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.

    d. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participant(s).

12. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. MUFG Intime India Pvt. Ltd, C 101, Embassy 247, L B S Marg, Vikhroli West, Mumbai 400 083.

14. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on cs@damodargroup.com.

15. Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.

16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

18. A recent amendment to the SEBI Listing Regulations also permits sending the aforesaid documents through electronic mode to Members who have registered their email address with the Company for this purpose.

19. Consolidation of Shares under one folio: The Company would urge shareholders holding shares of the Company under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs and benefit the shareholders and the Company. Shareholders can do so by writing to the Registrar with details of folio numbers, order of names, shares held under each folio, and the folio under which all shareholding should be consolidated. Share certificates need not be sent.

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

    a. **The thirty – Eighth Annual General Meeting of members of the company is being held by VC/OAVM, hence members are requested to participate via link shared in the e-mail draft.**

    b. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 8th December 2021, 14th December 2021 and 5th May 2022 General Circular No. 10/2022 dated December 28, 2022 and Secretarial Standard on General Meetings (SS2) issued by the institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) and for this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized e-Voting's agency.

    c. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting or within the 15 minutes of scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and

Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

d. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.

f. The Notice of the 38th Annual General Meeting of the Company along with the Annual Report for the financial year 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2025-26 will also be available on the Company's website www.damodargroup.com and also on website of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India at www. nseindia.com. The AGM Notice is also disseminated on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (agency for providing the Remote e-Voting facility and e-voting system during the AGM).

g. The remote e-voting period commences on Wednesday, August 5th, 2026 (9:00 a.m. IST) and ends on Friday, August 7th, 2026 (5:00p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, August 1st, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by Linkintime e-voting platform for voting thereafter.

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

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

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

i. In terms of SEBI circulars on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

   Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below: The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 1st, 2026 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

j. Speaker Registration

Members who would like to express their views/ask questions as a Speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@damodargroup.com between August 1, 2026 at 9.00 a.m. (IST) and August 4, 2026 at 5.00 p.m. (IST). Only those Members who have pre-registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM and other situational factors.

k. Other Important Information for Members

A. KYC and Dematerialisation of Shares

As per Regulations 39 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, listed companies can effect investor service requests only in dematerialised form. Members holding shares in physical form are requested to update their PAN, KYC details, bank details, specimen signature and nomination details with the Registrar and Share Transfer Agent (RTA). They are also encouraged to convert their physical shareholding into dematerialised form to facilitate ease of portfolio management. Members may submit the applicable Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14, as applicable, to the RTA.

B. Dispensing with Letter of Confirmation

Pursuant to the latest SEBI framework, investor service requests are processed only in dematerialised form. Upon processing such requests, shares are credited directly to the investor's demat account without issuance of a Letter of Confirmation (LOC). Earlier LOCs shall remain valid for the prescribed period.

C. Special Window for Re-lodgement of Physical Share Transfer Requests

SEBI has reopened a special window from 05 February 2026 to 04 February 2027 for lodgement/re-lodgement of eligible physical share transfer requests relating to securities purchased prior to 01 April 2019.

D. Simplified Procedure for Duplicate Share Certificates

SEBI has simplified the procedure for issuance of duplicate share certificates. Besides the necessary documents as required against the said folio, the Member is now required to submit only the following documents for Issuance of Duplicate Share Certificate

- For market value of shares up to Rs.10,000 – Undertaking on plain paper (no notarization required).

- For market value of shares above Rs. 10,000 and up to Rs. 10 lakhs - Single Affidavit-cum- Indemnity Bond.

- For market value of shares above Rs.10 lakhs - Affidavit -cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement.

In view of the above, members whose share certificates are lost, are encouraged to kindly submit the requisite documents. Upon receipt of complete set of documents, the shares shall be directly credited to the Members Demat account.

E. Saksham Niveshak Campaign

The Investor Education and Protection Fund Authority (IEPFA) has re-launched the 'Saksham Niveshak' Campaign. The Company continues to undertake investor awareness initiatives, including newspaper advertisements, social media communication, emails and letters, encouraging Members to update their KYC details and claim unpaid or unclaimed dividends to avoid transfer of shares/dividends to the IEPF.

F. Prompt Intimation of Changes in Member Details

Members are requested to promptly intimate any change in their name, address, e-mail address, mobile number, PAN, nomination details, bank mandate or other particulars to their Depository Participant (for demat holdings) or to the Company's RTA (for physical holdings).

G. Safety Against Fraudulent Transactions

Members are advised to exercise due diligence and promptly notify the Company/RTA or their Depository Participant of any change in address, bank details or the demise of any joint holder. Members should also periodically verify their demat holding statements.

H. Right to Vote in Case of Joint Holders

In the case of joint holders, only the Member whose name appears first in the Register of Members shall be entitled to vote at the Annual General Meeting.

I. Online Dispute Resolution (ODR) Portal

SEBI has established an Online Dispute Resolution (ODR) Portal for resolution of disputes arising in the Indian securities market. Investors may access the ODR Portal after exhausting the grievance redressal mechanism available through the Company/RTA and the SCORES platform.

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access Insta Meet facility.

Login method for shareholders to attend the General Meeting through Insta Meet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **“Login”.**

b) Select the “Company Name” and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click “Go to Meeting”

You are now registered for Insta Meet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panel list by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panel list via active chat-board during the meeting.

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

Instructions for Shareholders to Vote during the General Meeting through Insta Meet:

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

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta Meet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through Insta Meet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

e) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on **“Login”** under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on “Investor Mapping” tab under the Menu section

C. Map the Investor with the following details:

1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.

3) ‘Investor PAN’ - Enter your 10-digit PAN.

4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

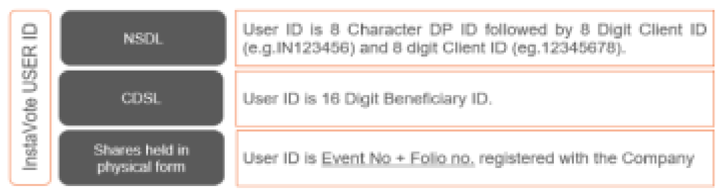
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT

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

Item Nos. 3:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Dilip M. Bathija, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only), subject to payment of applicable taxes thereon and re-imbursement of out of pocket expenses.

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

Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, is concerned or interested (financially or otherwise) in the resolution as set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the members.

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

Sd/
Subrat Shukla
Company Secretary

Place : Mumbai
Date : 15th May,2026

Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Particulars	**Mr. Aditya Biyani**
Director Identification Number	10304061
Age	39 years
Date of first Appointment on the Board	19-11-2024
Qualification	Master of Commerce
Experience	Management, Marketing and Strategy and Business Development
No. of Shares held	4,75,000
Terms and conditions of appointment/reappointment	Appointment in terms of Section 152(6) of the Companies Act, 2013
Details of remuneration last drawn in 2025-26	Refer Directors Report/Corporate Governance Report
Remuneration sought to be Paid	Remuneration and Commission as recommended by the NRC and approved by the Board
Number of Board Meetings attended during the Financial Year 2025-26	The details have been provided in the Corporate Governance Report
Relationship with other Directors/ Manager/ Key Managerial Personnel	Mr. Aditya Biyani is not related to any of the Independent Directors of the Company. He is the son of Mr. Arunkumar Biyani, Chairman, and the brother of Mr. Aman Biyani, Managing Director of the Company.
Directorships held in other Companies in India	Damodar Overseas Pvt Ltd.
Membership/ Chairmanship of Committees in other companies (excluding foreign companies and Section 8 companies) as on March 31, 2026	NIL

REPORT OF THE BOARD OF DIRECTORS

To

The Members,

Your Directors present their 38th Annual Report and the Audited Financial Statements for the year ended 31 March, 2026.

FINANCIAL RESULTS

Rs. In Lakhs

Particulars	2025-26	2024-25
Revenue	43003.12	42,143.54
Other income	951.80	2,521.20
Total Income	**43954.92**	**44,664.74**
Expenses		
Operating expenditure	39812.86	40,248.53
Depreciation	1717.58	1,995.43
Total expenses	**41,530.44**	**42,243.96**
Profit before finance cost and tax	2424.49	2,420.78
Finance costs	1780.53	2,081.20
Profit/(Loss) before Tax	**643.96**	**339.59**
Less: Provision for Taxation		
Current Tax	112.51	59.33
Deferred Tax	106.71	-200.58
Mat Credit Entitlement	-112.51	-59.33
Profit/(Loss) after Tax	**537.24**	**540.17**
Add/(Less): Other Comprehensive Income (net of taxes)	147.61	1,907.01
Total Comprehensive Income/(Expenses) for the year	684.85	2,447.18
Opening balance of retained earnings	8398.43	6168.62
Profit for the year	**537.24**	**540.17**
Less: Transfer to Reserves	20.00	20.00
Less: Remeasurement of Defined benefit plan	0.00	18.89
Balance carried forward	8735.67	8398.43
Earnings per share (EPS) -Basic/Diluted (in Rs.)	2.31	2.32

FINANCIAL PERFORMANCE

The present geo political unrest across the globe has affected trade and economics on macro level. This has been a challenging period to the Export heavy enterprises and companies, continuous rise in commodity prices and logistics costs is also another emerging issue. The situation has further developed in the last quarter of financial Year 2025-26 which has impact on the financial results and business performance of the company. The management has taken corrective action and the corrective measures being an ongoing real time activity the outcome of these measures will be seen in forth coming financial years.

The Company achieved a revenue of Rs. 43954.92 Lakhs in FY 2025-26 and a net profit of Rs. 537.24 Lakhs as against profit of Rs. 540.17 Lakhs in the previous year. The Company progressed well in deploying several mechanization across the production line, Marketing, new R&D and delivery of products to improve productivity and quality of execution.

DIVIDEND

The Board of Directors has not recommended a dividend.

BUSINESS OPERATIONS/PERFORMANCE OF THE COMPANY

Your directors inform the members that during the year under review, the operations of the Company stabilized. Your Company geared itself to face the challenges and made all efforts to continue its operations with full efficiency and vigour.

TRANSFER TO RESERVES

An amount of Rs.20 crores was transferred to the General Reserve out of the Profit available for appropriation.

RESERVE AND SURPLUS

Reserves and Surplus stood at to Rs. 1,36,22,47,906 as at March 31, 2026 compared to Rs. 1,32,32,85,028 as at March 31, 2025.

SHARE CAPITAL DURING THE YEAR 2025-26

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

BOARD MEETINGS

The Board of Directors met nine (09) times during the financial years 2025-26. The Meetings were held on May 26, 2025, July 24, 2025, August 02, 2025, October 14, 2025, November 28, 2025, January 16, 2026, February 26, 2026, March 17, 2026 and March 25,2026. The time gaps between any two consecutive meetings are in compliance with the provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors. On March 31, 2026 the Board consists of Six members, three of whom are executive directors or whole Time Director and Three are independent directors.

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

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors Retiring by Rotation

Pursuant to Section 152 and other applicable provisions of the Act, and the Articles of Association of your Company, one-third of the Directors (other than Independent Directors) as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM.

Consequently, Mr. Aditya Biyani (DIN: 10304061), retires by rotation and being eligible, offers himself for re-appointment in accordance with provisions of the Act.

During the year under review, following changes takes place in composition of Board of Director:

I. Mr. Pankaj Srivastav (DIN: 6716582) ceased to be Director (Independent Non-Executive) of the company w.e.f. May 10, 2025 due to expiry of his term.

II. Mr. Pankaj Srivastav (DIN: 6716582) was appointed as an Independent Non-Executive Director of the company w.e.f. July 24, 2025.

III. Mr. Pankaj Srivastav (DIN: 6716582) resigned to be Director (Independent Non-Executive) of the company w.e.f. January 13, 2026 due to pre-occupation and other personal commitments.

IV. Mr. Suresh Narayan Nayak (DIN: 11588687) was appointed as an Independent Non-Executive Director of the company w.e.f. March 17, 2026.

INDEPENDENT DIRECTORS

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

KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to the provisions of Section 203 of the Act, Mr. Arunkumar Biyani, Whole-time director and Chairman of the company, Mr. Aman Biyani, Managing Director of the Company, Mr. Sheetal Prasad Singhal, Chief Financial Officer of the company and Mr. Subrat Shukla, Company Secretary and Compliance Officer of the company continued as Key Managerial Personnel as on March 31, 2026.

During the year under review, Mr. Indrajit Kanase, has resigned from the post of Company Secretary and compliance officer of the Company w.e.f. December 31, 2025 and Mr. Subrat Shukla, has been appointed as Company Secretary and Compliance Officer of the company with effect from March 17, 2026.

BOARD EVALUATION

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

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

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

CHANGE IN NATURE OF BUSINESS, IF ANY

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

CREDIT RATING

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

Rating on Long Term Bank Loan facility: 'CRISIL BBB-/Stable'

Rating on Short Term Bank Loan: 'CRISIL A3'

Rating on Fixed Deposit: 'FB-/Stable'

DIRECTOR'S RESPONSIBILITY STATEMENT

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

(a) that in the preparation of the annual financial statements for the year ended March 31, 2026, the applicable accounting standards (IND AS) have been followed along with proper explanation relating to material departures, if any;

(b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the year ended on that date;

(c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) that the annual financial statements have been prepared on a going concern basis;

(e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

(f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DETAIL OF FRAUD AS PER AUDITORS REPORT

During the year under review, neither the statutory auditors nor the secretarial auditors has reported any instance of fraud committed against the Company by its officers or employee to the audit committee, under section 143 (12) of the Companies Act,2013, accordingly the requirement of mentioning the details in the Board Report is dispensed with.

COMMITTEE OF THE BOARD

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

STATUTORY AUDITORS AND AUDITOR'S REPORT

M/s. Devpura Navlakha & Co., Chartered Accountants (FRN No. 121975W), has been appointed as the Statutory Auditors of the Company for the term from 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2028.

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

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

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company had appointed M/s. Pramod Jain and Co., Company Secretaries in Practice, to undertake the secretarial audit of the Company for the year 2025-26. The Secretarial Audit Report is annexed as Annexure I.

The Secretarial Audit Report contain following remark.

During the year under review there was one instance where the constitution of Audit Committee and Nomination and remuneration committee was not as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of which fine was levied by the exchange(s), to which, the company responded that the company has paid the fine so levied by the exchange(s) and also taken corrective measures to comply with regulation 18 and 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

During Financial Year 2025-26, the Company has complied with the relevant provisions of Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

COST AUDIT

The Board, on the recommendation of the Audit Committee, had appointed M/s. Dilip M. Bathija, Cost Accountants (FRN No.100106) as cost auditor to conduct the audit of Company's cost records for the financial year ended March 31, 2027. The Cost Auditors have submitted their report for the year 2025-26.

The Cost Audit Report, for the year ended March 31, 2025, will file with the Central Government within the prescribed time.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, since the remuneration payable to the Cost Auditors for FY 2026-27 is required to be ratified by the shareholders, the Board recommends the same for approval by shareholders at the ensuing AGM.

INTERNAL AUDITOR

As per requirements of Section 138(1) of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, the Board of Directors of the Company had appointed M/s. Krishna Gandhi & Co, Chartered Accountants as Internal Auditor of the Company for the year 2025-26.

FIXED DEPOSITS:

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

a.	Accepted and renewed during the year	: Rs. 14,81,00,000/-
b.	Remained unpaid or unclaimed as at the end of the year	: 0.00
c.	Whether there has been any default in repayment of deposits or	
payment of interest thereon during the year		: Nil

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto dividend for the financial year ended March 31, 2019 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website, www.damodargroup.com and in the website of the Ministry of Corporate Affairs at www.mca.gov.in

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto interim dividend for the financial years ended March 31, 2019 and remained unpaid or unclaimed were transferred to the IEPF. The details of such shares transferred have been uploaded in the Company's website www.damdoargroup.com.

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

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

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to Section 149(7) of the Act, the Company received declarations from all Independent Directors confirming that they meet the criteria of independence as specified in Section 149(6) of the Act, as amended, read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors confirmed that they were not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence and that they are independent of the Management.

The Board of Directors of the Company took on record the declaration and confirmation submitted by the Independent Directors after undertaking a due assessment of the veracity of the same.

The Board is of the opinion that the Independent Directors possess the requisite qualify cations, experience, and expertise and they hold high standards of integrity. The Independent Directors complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also confirmed that their registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs complies with the requirements of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

CORPORATE GOVERNANCE

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

RISK MANAGEMENT

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

MANAGEMENT DISCUSSION AND ANALYSIS:

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

VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES

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

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

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

The Company has zero tolerance for sexual harassment at the workplace and has adopted a 'Respect for Gender' Policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the Rules made thereunder. In compliance with the POSH Act, the Company has constituted an Internal Committee to consider and redress complaints pertaining to sexual harassment at the workplace.

During 2025-26, No case of sexual harassment of women was filed under the said Act. No complaint remained pending for more than ninety days, and no complaint was pending as at the end of the Financial year.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TILL DATE OF REPORT

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

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

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

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

EXTRACT OF ANNUAL RETURN

Pursuant to Sections 92(3) and 134(3)(a) of the Act, the Annual Return for 2025-26 is available on the Company's website at www.damodargroup.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

During the year under review, all transactions with Related Parties were on arm's length basis and in the ordinary course of business. The Company did not have any contracts or arrangements with related parties in terms of Section 188(1) of the Act. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act, along with justification for entering such contracts or arrangements in Form AOC-2, do not form part of the report, as the same is not applicable.

POLICY ON REMUNERATION OF DIRECTORS

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

FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTOR(S)

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

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

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

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

COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

During the year under review the Company has complied with the applicable provisions of the Maternity Benefit Act, 1961.

GENERAL DISCLOSURES

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

Issue of share with differential rights

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

Issue of Sweat Equity Shares

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

Issue of Equity Shares Under Employee Stock Option Scheme

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

OTHER DISCLOSURES

- During the financial year, the company has not entered in any onetime settlement/other settlement with the banks and/or financial institutions.
- During the year under review, your Company did not make any applications under the Insolvency and Bankruptcy Code, 2016.
- During the year under review, no company has become or ceased to be Subsidiary, joint venture or associate company.

GENERAL

The notes forming part of the accounts are self-explanatory, to the extent necessary, have been dealt with in the preceding paragraphs of the Report.

ACKNOWLEDGMENTS

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

For and behalf of the Board

Arunkumar Biyani
Chairman
(DIN: 00016519)

Place : Mumbai
Date : 15th May,2026

Annexure – I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

To,

The Members,

DAMODAR INDUSTRIES LIMITED

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

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from April 1, 2025 and ended March 31, 2026 , complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Damodar Industries Limited ("The Company") for the financial year ended on March 31, 2026, according to the provisions of:

   i. The Companies Act, 2013 ('the Act') and the rules made thereunder;

   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

   iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) Overseas Direct Investment and External Commercial Borrowings [applicable to the extent of Foreign Direct Investment and Overseas Direct Investment];

   v. The following Regulations and Guidelines, to the extent applicable, prescribed under The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

      a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

      b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025, regarding the Companies Act, 2013 and dealing with client;

      d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

      During the year under review there was one instance where the constitution of Audit Committee and Nomination and remuneration committee was not as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of which fine was levied by the exchange(s). The company has paid the fine so levied by the exchange(s).

e. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

vi. Other laws applicable specifically to the Company.

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:

   i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016;

   ii. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

   iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

   iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   v. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021;

   vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with the client.

3. We have also examined compliance with the applicable clauses of the following:

   i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India,

   ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.

6. We further report that:

   The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

   i. Mr. Pankaj Srivastav (DIN: 6716582) ceased to be Director (Independent Non-Executive) of the company w.e.f. May 10, 2025 due to expiry of his term.

   ii. Mr. Pankaj Srivastav (DIN: 6716582) was appointed as an Independent Non-Executive Director of the company w.e.f. July 24, 2025.

   iii. Mr. Pankaj Srivastav (DIN: 6716582) ceased to be Director (Independent Non-Executive) of the company w.e.f. January 13, 2026 due to resignation.

   iv. Mr. Suresh Narayan Nayak (DIN: 11588687) was appointed as an Independent Non-Executive Director of the company w.e.f. March 17, 2026.

   v. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.

   vi. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

7. We further report that based on the review of the Compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Chairman & Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

8. We further report that, during the audit period, there were no specific events/actions in pursuance of above referred the laws, rules, regulations, guidelines, standards, etc., having a major bearing on the company's affairs.

For PRAMOD JAIN & CO.
Company Secretaries

Place: Indore
Date: May 15, 2026
UDIN: F006711H000365839

(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043
PR No. 1821/2022

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

'Annexure A'

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

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

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

For PRAMOD JAIN & CO.
Company Secretaries

Place: Indore
Date: May 15, 2026
UDIN: F006711H000365839

(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043
PR No. 1821/2022

Annexure – II

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rues, 2014]

(A) Conservation Of Energy

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

Particulars		2025-26	2024-25
[A]	Power and fuel consumption		
1.	Electricity		
	A) Purchased unit	27134294	26089500
	Amount (Rs. 000)	170197	162068
	Rate/Unit (Rs.)	6.27	6.21
	B) Own Generation	-	-
	i) Through Diesel Generator Unit	-	-
	ii) Unit/Liter of Diesel Oil	-	-
	iii) Fuel cost / unit (Rs.)	-	-
	C) Solar Roof Top (Unit)	363299	-
[B]	Electricity units Consumption in		
	Production of Yarn per KG. (Unit/Kg)	2.78	2.82

(B) RESEARCH AND DEVELOPMENT

a. Specific areas in which R&D was carried out by the Company: The Company's research and development efforts were primarily focused on product improvement, process optimisation, enhancement of yarn quality, development of value-added yarns, efficient utilisation of raw materials, and improvement in manufacturing efficiency to meet evolving customer requirements.

b. Benefits derived as a result of the above R&D: The Company's continuous research and development initiatives resulted in improved product quality, enhanced process efficiency, better utilisation of raw materials, reduction in manufacturing losses, improved customer satisfaction, and increased competitiveness in the market.

c. Future plan of action: The Company will continue to focus on developing innovative and value-added yarn products, improving production processes, enhancing operational efficiency, reducing energy consumption, and adopting suitable technologies to strengthen its market position and cater to changing customer preferences.

d. Expenditure on R&D: The Company incurred expenditure on research and development activities as part of its regular manufacturing and operational processes. Since such expenditure was not material and was incurred in the ordinary course of business, no separate account of R&D expenditure has been maintained.

(C) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

The Company continues to focus on the adoption of appropriate technologies and process improvements to enhance manufacturing efficiency, product quality and operational performance. During the year, the Company undertook continuous improvements in its manufacturing processes, quality control systems and production techniques to optimise resource utilisation and minimise wastage.

The technology adopted by the Company has contributed to improved operational efficiency, consistent product quality, better utilisation of raw materials and energy, and enhanced customer satisfaction. The Company will continue to evaluate and adopt suitable technologies and innovations to strengthen its manufacturing capabilities and remain competitive in the industry.

(D) FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange used Rs. 370.78 lacs (Previous year Rs. 113.59 Lacs) and earned Rs. 13941 lacs (Previous year Rs. 21859 Lacs).

Annexure – III to Board's Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **Brief outline on CSR Policy of the Company.**

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

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

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

2. **Composition of CSR Committee:**

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

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

   Weblink to CSR Policy: http://www.damodargroup.com/pdf/Corporate-Social-Responsibility-(CSR)-Policy.pdf Weblink to Composition of CSR committee http:// damodargroup.com /Composition-of-the-Various-Committee. Aspx

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report) :

   Impact assessment is Not Applicable since average CSR obligation is less than ten crore rupees.

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

6. Average net profit of the company as per section 135(5). – Rs. 4,12,74,871/-

7. (a) Two percent of average net profit of the company as per section 135(5) – Rs. 8,25,497/-

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

   (c) Amount required to be set off for the financial year, if any – NIL

   (d) Total CSR obligation for the financial year (7a+7b- 7c). – Rs. 8,25,497/-

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

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

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

(c) Details of CSR amount spent against other than ongoing projects for the financial year 2025-26:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the Project.		Amount spent for the project (in.Rs.)	Mode of Implementation Direct(Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District			Name	CSR Registration no
1	**Contribution to Damodar Foundation for animal welfare**	(IV) Ensuring environmental sustainability, ecological balance, protection of flora and faun and, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil	Yes	Nani Tambadi	Gujarat	8,25,497	No	Shri Damodar Foundation	CSR00005387
	Total					8,25,497			

(d) Amount spent in Administrative Overheads: NA

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 8,25,497/-

(g) Excess amount for set off, if any

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

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
1	2022-23	0.00	5,61,000	Nil	Nil	Nil	Nil
2	2023-24	0.00	8,80,345.00	Nil	Nil	Nil	Nil
3	2024-25	0.00	20,40,758.00	Nil	Nil	Nil	Nil

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): No.

(a) Date of creation or acquisition of the capital asset(s): Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset: Nil

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Sd/-
Aman Biyani
Managing Director
Mumbai

Sd/-
Arunkumar Biyani
(Chairperson CSR Committee)
Mumbai

Date: May 15, 2026

Annexure – IV to Board's Report

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

(I) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26, The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-26:

Name of Directors	Ratio of remuneration of each director to median remuneration of the employees	% increase/Decrease (-) in Remuneration in the Financial Year 2025-26 over 2024-2025
Mr. Arunkumar Biyani	59.89	0.00
Mr. Aman Biyani	47.05	200.00
Mr. Aditya Biyani	42.78	200.00
Mr. Ketan K. Patel	0.64	-28.00
Mr. Suresh Narayan Nayak#	$	0.00
Mr. Pankaj Srivastava##	$	0.00
Mrs. Mamta A. Biyani	0.64	0.00
Mr. Sheetal Prashad Singhal (Chief Financial Officer)	NA	18.68
Mr. Indrajit Vilas Kanase (Company Secretary)*	NA	$
Mr. Subrat Shukla (Company Secretary)**	NA	$

##Mr. Pankaj Shrivastava has resigned as an independent director of the company w.e.f. 13th January 2026.

#Mr. Suresh Narayan Nayak has appointed as an independent director of the company w.e.f. 17th March 2026.

*Mr. Indrajit Vilas Kanase has resigned from the post of Company Secretary of the company w.e.f. 31st December 2025.

** Mr. Subrat Shukla has appointed as a Company Secretary and Compliance officer of the company w.e.f. 17th March 2026.

$ Since the remuneration paid is for part of the year (2025-26), the percentage increase in his remuneration is not comparable and hence not stated.

(ii) The MRE of the Company during the financial year under review was Rs. 1,40,263/-P.A. as compared to Rs. 1,15,437/-P.A. in previous year.

(iii) The increase/Decrease in MRE in the financial year 2025-26 as compared to the financial year 2024-25 was 10.41%. The calculation of percentage increase in the Median Remuneration is based on the comparable employees.

(iv) There were 507 permanent employees on the rolls of the Company as on March 31, 2026.

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

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

Aggregate remuneration of key managerial personnel (KMP) in FY26 (Rs. in Lacs)	166.16
Revenue (Rs. in Lacs)	43003.00
Remuneration of (KMP) as a percentage of revenue	0.39
Profit/Loss(-) before tax (PBT) (Rs.in Lacs)	643.96
Remuneration of (KMP) as % of PBT	25.80

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

Particulars	March 31, 2026	March 31, 2025	% change
Market capitalization (Rs. In Lacs)	4660.00	7085.53	(34.23%)
Price earnings ratio	8.66	13.11	(33.94%)

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

Particulars	March 31, 2026	February 02, 1995 (IPO)*	% change
Market Price (BSE)	20.00	4	500
Market Price (NSE)	20.01	-**	500

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

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

(viii) The average increase in the salaries of employees other than the managerial personnel during the financial year was approximately **7.5%.** The increase in the managerial remuneration during the year was in accordance with the Company's Remuneration Policy and was based on the recommendations of the Nomination and Remuneration Committee, considering the roles and responsibilities, individual performance, industry benchmarks, the Company's overall financial and operational performance, and market competitiveness. There were no exceptional circumstances for the increase in the managerial remuneration during the financial year.

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

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

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

There were no employees other than directors to whom remuneration was paid more then Rupees One Crore and Two Lakh per annum or Rupees Eight Lakh Fifty Thousand per month during the Financial Year 2025-26.

None of the employees of the company has received remuneration more than Managing Director and/or Whole Time Director.

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2026, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

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

II. BOARD OF DIRECTORS

(a) Size and Composition of the Board of Directors

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

As on March 31, 2026, The Board comprises of six (6) Directors consisting of three (3) Non-Executive Independent Directors (50%) including a Woman Director, and Three (3) Executive Directors including Managing Director (50%). The Chairman is an Executive Director.

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

Mr. Aman Biyani, Managing Director of the Company and Mr. Aditya Biyani, Director of the Company are son of Mr. Arunkumar Biyani, Chairman and Whole Time Director of the company. Except this none of the directors of the Company are related to each other.

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

(b) Number of Board Meetings

The Board of Directors met Nine (9) times during the financial years 2025-26. The Meetings were held on May 26, 2025, July 24, 2025, August 02, 2025, October 14, 2025, November 28, 2025, January 16, 2026, February 26, 2026, March 17,2026 and March 25, 2026. The time gaps between any two consecutive meetings are in compliance with the provision of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

The details of names and categories of directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting as also the number of directorships and board-level committee positions held by them as at March 31, 2026 is tabulated hereunder.

Name	Category	No. of Board Meeting attended/ held during 2025-26	Whether attended Last AGM held on August22, 2025	Number of Directorship in Public Companies including this Company*	Committee Position including in this Company#	
					Chairman	Member
Mr. Arunkumar Biyani	Chairman	9/9	Yes	1	-	2
Mr. Aman Biyani	Managing Director	9/9	Yes	1	–	-
Mr. Aditya Biyani	Executive Director	9/9	Yes	1	–	–
Mr. Ketan K. Patel	Independent Director	9/9	Yes	1	2	-
$Mr. Pankaj Srivastava	Independent Director	3/3	No	1	-	-
$$Mr. Suresh Narayan Nayak	Independent Director	2/2	NA	1	-	2
Mrs. Mamta A. Biyani	Independent Director	9/9	Yes	6	1	4

$Mr. Pankaj Srivastava has resigned as director (Independent Non-executive) w.e.f. 13th January 2026.

$$Mr. Suresh Narayan Nayak has appointed as a director (Independent Non-executive) w.e.f. 17th March 2026.

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

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

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

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

(d) **Information to the Board**

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

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

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

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

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

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

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

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

The details of remuneration paid to Directors during the year ended March 31, 2026 are tabulated hereunder.

Name of the Directors	Salaries, perquisites & Allowances	Sitting fees	Total
Mr. Arunkumar Biyani	84.00	-	84.00
Mr. Aman Biyani	66.00	-	66.00
Mr. Aditya Biyani	60.00	-	60.00
Mr. Ketan K. Patel	-	0.90	0.90
Mr. Pankaj Srivastava (Till 13th January 2026)	-	0.40	0.40
Mr. Suresh Narayan Nayak (From 17th March 2026)	-	0.10	0.10
Mrs. Mamta A. Biyani	-	0.90	0.90

The details of remuneration paid to KMP during the year ended March 31, 2026, are given in the annexure to the Board Repot.

(g) Employee Stock Option Scheme:

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

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

As on March 31, 2026, The Individual shareholding of Non-Executive Independent Directors of the Company is given below:

Name of Non – Executive Directors	No. of Shares
Mr. Ketan K. Patel	1250
Mrs. Mamta A. Biyani	2000
Mr. Suresh Narayan Nayak	-

(i) Management Discussion and Analysis

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

(j) Code of Conduct

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

These Codes have been posted on the Company's website www.damodargroup.com. All the Board Members and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2026. A declaration to this effect signed by Mr. Aman Biyani, Managing Director is annexed to this Report.

(k) Familiarisation Programmes for Board Members

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

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

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

(l) Performance Evaluation and Independent Directors Meeting

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

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

The Independent Directors of the Company met on March 17, 2026, inter-alia, to discuss and carry out the evaluation of performance of (i) Non-Independent Directors and the Board of Directors of the Company as a whole, (ii) the evaluation of performance of the Chairman of the Company, (iii) evaluation of the committees of the Board, and (iv) evaluation of the quality, content and timelines of flow of information between the management and the board that is necessary for the Board to effectively and reasonably perform its duties.

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

Performance evaluation criteria for independent directors:

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

General:

a. Qualifications: Details of professional qualifications of the member

b. Experience: Details of prior experience of the member, especially the experience relevant to the entity

c. Knowledge and Competency:

i. How the person fares across different competencies as identified for effective functioning of the entity and the Board (The entity may list various competencies and mark all directors against every such competency)

ii. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.

d. Fulfillment of functions: Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law (E.g. Law imposes certain obligations on independent directors)

e. Ability to function as a team: Whether the person is able to function as an effective team- member

f. Initiative: Whether the person actively takes initiative with respect to various areas

g. Availability and attendance: Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.

h. Commitment: Whether the person is adequately committed to the Board and the entity

i. Contribution: Whether the person contributed effectively to the entity and in the Board meetings

j. Integrity: Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)

Additional criteria for Independent director:

a. Independence: Whether person is independent from the entity and the other directors and there if no conflict of interest.

b. Independent views and judgement: Whether the person exercises his/ her own judgement and voices opinion freely.

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

III. BOARD COMMITTEES

Pursuant to SEBI Listing Regulations / Companies Act, there were four Committees as on March 31, 2026 viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibilities (CSR) Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

a. Audit Committee

As on Financial Year ended March 31, 2026, the Audit Committee comprises 3 Independent Directors and one Executive Director. Viz. Mr. Ketan K. Patel – (Chairman), Mr. Suresh Narayan Nayak, Mrs. Mamta A. Biyani and Mr. Arunkumar Biyani. All Members of the Audit Committee possess accounting and financial management knowledge.

The senior management team i.e. Chairman, Managing Director, Whole-Time Director & Chief Financial Officer, the Internal Auditors and the representative of the statutory auditors were invited and were present in the meetings of the Audit Committee held during the FY 2025-26. The Company Secretary is the Secretary to this Committee.

The Audit Committee met Four (4) times during the year, i.e. on May 26, 2025, August 02, 2025, October 14, 2025, and January 16, 2026. The maximum time gap between any two consecutive meetings was in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meeting held	No of Meeting attended
Mr. Ketan K. Patel	Independent Director	Chairman	4	4
Mr. Arunkumar Biyani	Executive Director	Member	4	4
Mr. Pankaj Srivastava*	Independent Director	Member	2	2
Mrs. Mamta A. Biyani	Independent Director	Member	4	4
Mr. Suresh Narayan Nayak#	Independent Director	Member	0	0

*Mr. Pankaj Srivastava ceased to be the member of the committee due to his resignation from the company.

#Mr. Suresh Narayan Nayak has been appointed as member of the committee w.e.f. 17th March 2026

Mr. Ketan K. Patel, Independent Director, Chairman of the Audit Committee attended the Annual General Meeting of the Company held on August 22, 2025 to answer the members' queries.

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

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

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

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

Review of Information by Audit Committee:

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

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

b. Nomination and Remuneration Committee

As on March 31, 2026, this Committee comprised Three Independent Directors. They are Mr. Ketan K. Patel, Mr. Suresh Narayan Nayak and Mrs. Mamta A. Biyani. The Company Secretary is the Secretary to this Committee.

This Committee met four (4) during the financial year 2025-26 on May 26, 2025, July 24, 2025, October 14, 2025 and March 17, 2026. The Minutes of the Nomination and Remuneration Committee Meetings are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held	No of Meeting attended
Mr. Ketan K. Patel	Independent Director	Chairman	4	4
Mr. Pankaj Srivastava*	Independent Director	Member	2	2
Mrs. Mamta A. Biyani	Independent Director	Member	4	4
Mr. Suresh Narayan Nayak#	Independent Director	Member	0	0

*Mr. Pankaj Srivastava ceased to be the member of the committee due to his resignation from the company.

#Mr. Suresh Narayan Nayak has been appointed as member of the committee w.e.f. 17th March 2026

Mr. Ketan K. Patel, Independent Director, Chairman of the Nomination and Remuneration Committee attended the Annual General Meeting of the Company held on August 22, 2025 to answer the members' queries.

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

i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

ii. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;

iii. Devising a policy on Board diversity.

iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

v. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.

vi. Recommend to the board, all remuneration, in whatever form, payable to senior management.

vii. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

c. Stakeholders Relationship Committee

As on March 31, 2026, this Committee comprises Four Directors viz. Mr. Ketan K Patel – (Chairman), Mr. Arunkumar Biyani, Mr. Suresh Narayan Nayak and Mrs. Mamta A. Biyani. The Company Secretary of the Company is the Secretary to this Committee.

This Committee met three (3) during the previous financial year 2025-26 on May 26, 2025, August 02, 2025 and October 14, 2025. The Minutes of the Stakeholder Relationship Committee Meetings are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held	No of Meeting attended
Mr. Ketan K. Patel	Independent Director	Chairman	3	3
Mr. Arunkumar Biyani	Executive Director	Member	3	3
Mr. Pankaj Srivastava	Independent Director	Member	2	2
Mrs. Mamta A. Biyani	Independent Director	Member	3	3
Mr. Suresh Narayan Nayak#	Independent Director	Member	0	0

*Mr. Pankaj Srivastava ceased to be the member of the committee due to his resignation from the company.

#Mr. Suresh Narayan Nayak has been appointed as member of the committee w.e.f. 17th March 2026.

During the Financial Year 2025-26, two queries were received from the shareholder regarding old dividend warrant which were duly resolved to the satisfaction of the shareholder. As on date, there are no pending share transfers/ complaints/queries pertaining to the year under review.

The Committee deals with the following matters:

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

d. Corporate Social Responsibility (CSR) Committee:

As on March 31, 2026 the CSR Committee comprises of three directors viz. Mr. Arunkumar Biyani (Chairman), Mr. Aman Biyani and Mr. Ketan K. Patel. The Company Secretary of the Company is the Secretary of the Committee. During the financial year 2025- 26, the committee met on May 26, 2025 and the minutes of the Committee were noted by the Board.

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

The role of the Committee is as under:

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

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

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

IV. DISCLOSURES

(a) Related Party Transactions

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

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

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

(b) Accounting treatment in preparation of financial statements

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

(c) Risk Management

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

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

(d) Code for Prevention of Insider Trading Practices

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

(e) Whistle Blower Policy/ Vigil Mechanism

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

(f) CEO/CFO Certification

As required under Regulation 17 (8) of the SEBI Listing Regulations, the CFO of the company have certified regarding the financial statements for the year ended March 31, 2026 which is annexed to this Report.

(g) Pledge of Equity Shares:

As on 31st March 2026, 52,10,000 equity shares of the company held by the promoters of the company were pledged in favour of the State Bank of India.

(h) Disclosure of Pending Cases/Instances of Non- Compliance and Details of compliance with mandatory requirements and adoption of the non-mandatory requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

During the year under review there was one instance of noncompliance where in due to expiration of the term of one independent director the constitution of the Board and two committees namely audit committee and Nomination and remuneration committee was disrupted and was not in accordance with requirements under SEBI(LODR)Regulations 2015. The Company has complied with all the mandatory items of the SEBI (Listing

Obligations and Disclosures Requirement) Regulations, 2015

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

The Board: The Chairman of the company is an executive director and maintains the chairman's office at the company's expenses for performance of his duties.

Shareholders' Rights: The Company did not send half-yearly results to each household of the shareholders in financial year 2025-26. However, in addition to displaying its quarterly and half-yearly results on its website www.damodargroup. com and publishing in widely circulated newspapers.

Audit Qualifications: The auditors have not qualified the financial statements of the company.

Reporting of Internal Audit: The Internal Auditor regularly updates the audit committee on internal audit findings at the audit committee meetings.

V. MEANS OF COMMUNICATION:

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

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

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

VI. GENERAL BODY MEETING:

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

AGM No.	Year	Date	Time	Location
37th AGM	2024-25	August 22, 2025	12:00 P.M	Online Through Video Conference at the registered office of the Company at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013 (Deemed Venue of the Meeting).
36th AGM	2023-24	August 17, 2024	12:00 P.M	Online Through Video Conference at the registered office of the Company at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013 (Deemed Venue of the Meeting).
35th AGM	2022-23	August 11, 2023	11:30 A.M	Online Through Video Conference at the registered office of the Company at 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013 (Deemed Venue of the Meeting).

ii. Special Resolutions passed during the previous three AGMs:

In the 37th AGM held on August 22, 2025: following special resolutions were passed:

I. To Appoint Mr. Pankaj Srivastava (DIN-06716582) as Non-Executive Independent Director of the Company.

In the 36th AGM held on August 17, 2024: following special resolutions were passed:

II. To re-appoint Mr. Ketan Patel DIN: 08607454 as an independent director who's term is expired as on 12/11/2024.

III. Continuation of Mr. Ketan Patel (DIN: 08607454) as an Independent Director of the Company, who shall will the age of 75 Years on 30th September, 2028, during his second term as an Independent Director of the Company.

In the 35th AGM held on August 11, 2023: No special resolutions were passed.

iii. Special Resolution passed during the Financial Year 2025-26 through the Postal Ballot:

During the year under review, three times postal ballots events were conducted

E-voting period: Starts from Wednesday, December 24, 2025 at 9.00 a.m. (IST) and ended on Thursday, January 22, 2026 at 5.00 P.M(IST)

I. Re-appointment of Mrs. Mamta Biyani (DIN: 01850136) as a non-executive independent director of the company.

E-voting period: Starts from Monday, 02nd March 2026 at 09.00 A.M. (IST) and ended on Tuesday, March 31,2026 at 05.00 P.M. (IST)

I. Revision of remuneration of Mr. Aman Arun Biyani (DIN: 09131437), Managing director of the company.

II. Revision of remuneration of Mr. Aditya A Biyani (DIN: 10304061), director of the company.

III. Re-appointment of Mr. Arunkumar Biyani (DIN: 00016519), who has attained the age of seventy (70) years during his term, as the Chairman and Whole-time Director of the Company and also to fix his Remuneration for a further term of three (3) years.

E-voting period: Starts from Wednesday, 25th March 2026 at 09.00 A.M. (lST) and ended on Thursday, April 23, 2026 at 05.00 P.M. (lST)

I. Appointment of Mr. Suresh Narayan Nayak (DIN- 11588687) as non-executive independent Director of the Company.

MUFG Intime India Private Limited was appointed to conduct all three postal ballot activity, PCS Vishal N Manseta was appointed as scrutiniser for all three postal ballot activities.

The voting procedure and other instructions were given in each postal ballot notice.

VII. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting:

Date : August 08, 2026

Day : Saturday

Time : 11:30 a.m.

Venue: In accordance with the General Circular issued by the MCA General Circular No. 03/2025 22.09.2025, the AGM will be held through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’).

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

iii. Financial Year:

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

1st Quarter Results	:	August 02, 2025
2nd Quarter Results	:	October 14, 2025
3rd Quarter Results	:	January 16, 2026
4th Quarter & Annual Results	:	May 15, 2026

The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2027 are as follows:

1st Quarter Results	:	On or before August 14, 2026
2nd Quarter Results	:	On or before November 14, 2026

3rd Quarter Results : On or before February 14, 2027
4th Quarter & Annual Results:On or before May 30, 2027

iv. Dates of Book Closure:

Tuesday 04 August, 2026 to Saturday, August 08, 2026 (both days inclusive)

v. Dividend Payment Date: N.A.

vi. Listing on Stock Exchanges:

Presently, the Equity Shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fees for the year 2026-27 to BSE and NSE.

vii. Stock Code:

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

viii. Corporate Identification Number:

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

ix. Share Price Data: High/Low and Volume during each month of 2025-26 at BSE and NSE:

Date	BSE			NSE		
	High Price	Low Price	Total Traded Quantity	High Price	Low Price	Total Traded Quantity
Apr - 25	37.78	30.01	62,243.00	36.90	30.00	2,79,432.00
May- 25	40.53	30.21	75,696.00	40.40	29.30	4,30,977.00
Jun - 25	39.60	34.33	1,63,378.00	39.45	34.50	1,58,729.00
Jul- 25	41.20	35.21	77,836.00	41.49	35.81	3,86,640.00
Aug -25	39.25	34.25	69,842.00	39.00	34.00	2,01,384.00
Sep - 25	39.00	34.00	61,304.00	38.80	34.00	2,32,451.00
Oct -25	37.90	32.12	14,253.00	37.20	32.00	1,74,804.00
Nov -25	37.90	29.50	1,31,783.00	35.70	28.60	3,53,834.00
Dec-25	36.30	29.21	1,26,773.00	34.98	29.01	2,65,482.00
Jan -26	34.00	25.05	87,410.00	31.48	25.00	2,54,245.00
Feb -26	30.30	25.00	12,805.00	28.45	24.15	1,29,232.00
Mar -26	28.20	20.00	57,012.00	26.54	20.00	4,01,552.00

x. The Registrars and Share Transfer Agents:

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

C-101, 247 Park, L B S Marg, Vikroli West, Mumbai – 400 083, Maharashtra, India Tel: +91 22 49186270

Fax: +91 22 49186060

Email: rnt.helpdesk@in.mpms.mufg.com , Website: www. https://in.mpms.mufg.com

xi. Share Transfer System

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

xii. **Distribution of shareholding**

(a) **Based on Shares held as on March 31, 2026**

Distribution range of Shares	No. of Shares	Percentage of Shares	No. of Shareholders	Percentage of Shareholders
001-500	901016	3.87	6678	80.81
501-1000	586044	2.52	741	8.97
1001-2000	584396	2.51	387	4.68
2001-3000	350068	1.50	137	1.66
3001-4000	313603	1.35	87	1.05
4001- 5000	251393	1.08	54	0.65
5001-10000	560217	2.40	75	0.91
Greater than				
10000	19753263	84.78	105	1.27
Total	23300000	100.00	8264	100.00

(b) **Shareholding Pattern as on March 31, 2026:**

S. N.	Category	No. of shareholders	No. of shares	%
A	**Promoters/ Promoter Group**	19	16350715	70.17
B	**Public**			
(1)	**Institutions**			
(a)	MutuaFunds/	0	0	0.00
(b)	Venture Capital Funds	0	0	0.00
(c)	Alternate Investment Funds	0	0	0.00
(d)	Foreign Venture Capital Investors	0	0	0.00
(e)	Foreign Portfolio Investors	0	0	0.00
(f)	Financial Institutions/Banks	1	1750	0.00
	SubTotal (B)(1)	**1**	**1750**	**0.00**
(2)	**Noninstitutions**			
(a)	Individuals			
	i. Individual shareholders holding nominal share capital upto Rs. 2 lakhs.	7796	4226842	18.14
	ii. Individual shareholders holding nominal share capitalnexcess of Rs.2 lakhs	13	968431	4.16
(b)	NBFC's registered with RBI	0	0	0.00
(c)	IEPF	1	237168	1.02
(d)	Trusts	1	100	0.00
(e)	Hindu Undivided Family	169	905869	3.89
(f)	Foreign Companies	0	0	0.00
(g)	Non Resident Indians	42	79434	0.34
(h)	Clearing Member	4	30012	0.13
(i)	Bodies Corporate	54	499478	2.14
	Body Corp- Ltd Liability Partnership	2	201	0.00
	Sub Total (B)(2)	**8082**	**6947535**	**29.82**
	Total Public Shareholding(B)= (B)(1)+(B)(2)	**8083**	**6949285**	**29.83**
	Grant Total (A)+(B)	**8099**	**2,33,00,000**	**100.00**

xiii. Dematerialization of Shares and Liquidity

As on March 31, 2026, 2,30,59,765 equity shares representing 98.97% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The break-up of equity shares held in Physical and dematerialised form as on March 31, 2026, is given below:

Category	No of Shares	Percentage
CDSL	20533457	88.13
NSDL	2526308	10.84
Physical	240235	1.03
Total	2,33,00,000	100.00

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

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

xv. Plant Locations:

1. T-26, Add. Textile Park (MIDC Amravati) Amravati, Maharashtra – 444605

xvi. Address for members' correspondence:

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

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

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

Members may contact the Compliance Officer at the following address:

Mr. Subrat Shukla

Company Secretary/ Compliance Officer

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

Tel: 022- 49763203

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

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

(i) Rating on Long Term Bank Loan facility : 'CRISIL BBB-/Stable'

(ii) Rating on Short Term Bank Loan : 'CRISIL A3 '

(ii) Fixed Deposit : 'CRISIL BBB-/Stable'

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

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

xx. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of

Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

xxi. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable

xxii. Total fees for all services paid by the listed entity to the statutory auditor. Details relating to fees paid to the Statutory Auditors are given in Note 25(a) to the Standalone and Consolidated Financial Statements.

xxiii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

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

i) Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates,

ii) Behavioral Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders,

iii) Strategic thinking and decision making,

iv) Financial Skills,

v) Technical/ Professional skills and specialized knowledge to assist the ongoing aspects of the business.

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

Details of the skills/ expertise/ competencies possessed by the Directors who were part of the Board as on 31st March, 2026, are as follows:

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

VIII. COMPLIANCE

i. Auditors' Certificate on Corporate Governance:

The Company has obtained a Certificate from Pramod Jain & Co, Company Secretaries, regarding compliance of the conditions of Corporate governance, as stipulated in Regulation 34 (3) and PART E of Schedule II of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, which together with this Report on Corporate Governance is annexed to this Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

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

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

Particulars	No. of Shareholders	NoofShares
Aggregate number of shareholders and the outstanding shares in the suspense account lying on April 1, 2025	146	57960
Number of shareholders who approached to the Company for transfer of shares from suspense account during the year.	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account laying on March 31, 2026	146	57960

IX. INVESTOR SAFEGUARDS AND OTHER INFORMATION:

i. Revalidation of Dividend warrants:

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

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

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

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

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

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

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

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

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

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

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

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

CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT FOR FINANCIAL YEAR ENDED MARCH 31, 2026.

This is to affirm that the Board of Directors of Damodar Industries Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that the Board Members and Senior Management Personnel of the Company have affirmed the compliance of provisions of the said code for the financial year ended March 31, 2026.

Place : Mumbai	**Aman Biyani**
Date : May 15th, 2026	Managing Director

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

I, Sheetal Prashad Singhal, Chief Financial Officer of Damodar Industries Limited have reviewed financial statements and the cash flow statement for the year ended March 31,2026 and that to the best of their knowledge and belief:

a. (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit committee

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Mumbai	**Sheetal Prashad Singhal**
Date : May 15 th 2026	Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Maharashtra, Mumbai or any such other Statutory Authority:

Sr. No.	Name of the Directors	DIN	Date of appointment in Company
1.	Mr. Arunkumar Biyani	00016519	01/04/2010
2.	Mr. Aman Biyani	09131437	19/11/2024
3.	Mr. Aditya Biyani	10304061	19/11/2024
4.	Mr. Mamta Ashok Biyani	01850136	09/02/2021
5.	Mr. Ketan Kishore Patel	08607454	13/11/2019
6.	Mr. Suresh Narayan Nayak	11588687	17/03/2026

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

For PRAMOD JAIN & CO.
Company Secretary

Place: Indore
Date : May 15th, 2026
UDIN: F006711H000365806

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

CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Damodar Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Damodar Industries Limited ('the Company') for the year ended on March 31, 2026, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that company has complied with the conditions of corporate governance as stipulated SEBI (LODR) Regulations 2015 for the year ended on March 31, 2026 except there was one instance of non-compliance where in due to expiration of the term of one independent director the constitution of the Board and two committees namely audit committee and Nomination and remuneration committee was disrupted and was not in accordance with requirements under SEBI (LODR) Regulations 2015.

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

For PRAMOD JAIN & CO.
Company Secretary

Place: Indore
Date : May 15th, 2026
UDIN: F006711H000365817

(Pramod Kumar Jain)
FCS No. 6711 CP No. 11043
PR No. 1821/2022

MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

1. Global Economic Overview

The global economy witnessed moderate growth during FY 2025-26 despite continued geopolitical tensions, persistent inflationary pressures in certain economies, fluctuating commodity prices and evolving global trade dynamics. While inflation moderated across several advanced economies, monetary policies remained relatively restrictive for a significant part of the year, resulting in cautious consumer spending and slower industrial growth in some regions.

Global supply chains continued to stabilise compared to previous years, supported by improved logistics and easing freight costs. At the same time, international businesses increasingly focused on supply chain diversification, sustainability, digital transformation and responsible sourcing. The “China+1” sourcing strategy continued to benefit emerging manufacturing economies, including India, creating opportunities across the textile and apparel value chain. Sustainability continued to remain one of the key priorities for global textile buyers. Increasing regulatory requirements relating to environmental compliance, circular economy practices, recycled materials, traceability and carbon footprint reduction encouraged manufacturers to invest in greener technologies and sustainable manufacturing processes.

2. Indian Economy

India continued to remain one of the fastest-growing major economies during FY 2025-26, supported by robust domestic consumption, strong public infrastructure investments, favourable demographic trends and prudent macroeconomic policies. Government initiatives aimed at enhancing manufacturing competitiveness, improving logistics infrastructure, promoting exports and encouraging investments continued to strengthen the country’s industrial ecosystem.

The Government’s continued emphasis on initiatives such as “Make in India”, the Production Linked Incentive (PLI) Scheme, PM MITRA Parks and the National Technical Textiles Mission is expected to strengthen India’s position as a global manufacturing hub. Rising urbanisation, increasing disposable incomes and expanding organised retail continue to support domestic demand for textile and apparel products.

3. Indian Textile Industry

The Indian textile and apparel industry remains one of the largest contributors to the country’s manufacturing sector and is the second-largest employer after agriculture. The industry encompasses the complete textile value chain, including fibre, yarn, fabric, garments, technical textiles and home textiles, making India one of the few countries with an integrated textile manufacturing ecosystem.

During FY 2025-26, the industry demonstrated resilience despite fluctuations in raw material prices, global demand uncertainties and competitive pressures from other textile-exporting nations. Domestic demand remained healthy, while export markets showed gradual signs of recovery in key regions.

The increasing preference for sustainable products, recycled fibres, value-added yarns and innovative textile solutions continued to create new growth opportunities. Growing investments in technical textiles, automation, digitisation and smart manufacturing further enhanced the competitiveness of Indian textile manufacturers.

1. Key Strengths and Advantages

The Indian yarn industry continues to benefit from its integrated textile value chain, abundant availability of cotton and man-made fibres, skilled workforce and well-established spinning infrastructure, making India one of the world's leading producers and exporters of cotton yarn. India's growing role in the global "China+1" sourcing strategy, coupled with increasing investments in automation, sustainable manufacturing and value-added yarns, has further strengthened the industry's global competitiveness.

The industry is also supported by favourable Government initiatives, including the PM MITRA Parks Scheme, the Production Linked Incentive (PLI) Scheme and the National Technical Textiles Mission, which are aimed at strengthening manufacturing infrastructure, promoting exports and encouraging technological advancement. Rising domestic consumption, increasing demand for specialty, recycled and sustainable yarns, along with expanding applications in technical textiles, continue to provide a strong foundation for the long-term growth of the Indian yarn industry.

2. Challenges and Concerns

The Indian yarn industry continues to operate in a dynamic and competitive business environment. Volatility in cotton and man-made fibre prices, rising energy, logistics and labour costs, and fluctuations in foreign exchange rates continue to exert pressure on operating margins. The industry also faces intense competition from major yarn-exporting countries such as China, Bangladesh and Vietnam, necessitating continuous focus on cost optimisation, product innovation and operational efficiency.

In addition, evolving global sustainability standards, stricter environmental regulations and increasing customer expectations for traceability and responsible sourcing require continuous investments in advanced manufacturing technologies and sustainable production practices. Geopolitical uncertainties, changing international trade policies and supply chain disruptions also pose challenges to export-oriented businesses. Nevertheless, the Indian yarn industry remains well positioned to address these challenges through technological advancement, product diversification, operational excellence and expansion into new domestic and international markets.

3. Opportunities and Future Outlook

The Indian yarn industry continues to present significant growth opportunities, supported by increasing domestic consumption, improving export demand and the global shift towards diversified sourcing under the "China+1" strategy. Growing demand for value-added, specialty, melange, recycled and sustainable yarns is creating new opportunities for manufacturers with strong product development capabilities and efficient manufacturing processes.

The increasing adoption of automation, digital manufacturing and advanced spinning technologies is expected to improve productivity, quality and operational efficiency across the industry. Furthermore, expanding applications of technical textiles, increasing preference for environmentally sustainable yarns and continued Government support for the textile sector are expected to drive innovation and product diversification. These developments, together with the exploration of new export markets and growing demand for premium yarn products, are expected to strengthen the long-term growth prospects of the Indian yarn industry.

4. Management discussions highlight

Discussions often center on strategies to address the challenges while capitalizing on opportunities. Key aspects include investing in modernization and technology upgrades to enhance efficiency and competitiveness. There is also a focus on promoting sustainable practices throughout the value chain, from sourcing to production and waste management. Strengthening supply chain management is crucial to reduce delays and costs. Developing skilled labor through focused training programs and industry-academia collaborations is also a priority. Diversifying product portfolios to cater to changing consumer preferences and exploring emerging markets is another key area of discussion. Finally, collaborating with government and research institutions to foster innovation and address industry-specific challenges is considered essential for future growth.

In essence, the Indian textile sector is navigating a period of significant transformation, driven by technological advancements, evolving consumer demands, and a growing emphasis on sustainability. By strategically addressing challenges and capitalizing on opportunities, the industry aims to strengthen its position as a major player in the global textile market and contribute substantially to India's economic growth.

Company Overview

Damodar Industries Limited is one of India's leading manufacturers of high-quality cotton, melange, specialty, slub, multi-blend and value-added yarns catering to the domestic as well as international markets. Backed by over four decades of industry experience, the Company has established a strong reputation for product quality, innovation and customer-centric solutions. Its diversified product portfolio, long-standing relationships with customers and suppliers, and focus on operational excellence have enabled the Company to maintain a strong position in the highly competitive yarn industry.

During FY 2025-26, the Company continued to strengthen its operational and financial performance through prudent cost management, improved operational efficiencies and a continued focus on value-added products. Despite a challenging business environment characterised by volatility in raw material prices and global market uncertainties, the Company maintained stable profitability, strengthened its liquidity position and improved its capital structure. The improvement in key financial parameters, including the Debt-Equity Ratio and Interest Coverage Ratio, reflects the Company's disciplined financial management and focus on sustainable growth.

Innovation continues to remain a key driver of the Company's long-term growth strategy. Damodar Industries has a well-equipped Research & Development Centre supported by experienced designers and technical professionals who continuously develop innovative yarn blends and value-added products to meet the evolving requirements of customers across domestic and international markets. The Company offers an extensive range of specialty yarns catering to apparel, home textiles, knitting and fashion segments.

The Company has made significant investments in modern manufacturing technologies to enhance productivity, product quality and operational efficiency. Its advanced spinning facilities include state-of-the-art Open End Rotor Spinning machines, Italian technology-based equipment and other modern manufacturing systems capable of producing a wide range of premium and value-added yarns. Continuous investments in technology upgradation, product innovation, sustainability initiatives and process improvements have strengthened Damodar Industries' position as one of India's leading manufacturers of specialty and value-added yarns.

Damodar Industries' green initiatives: Solar energy and recycled fibers:

Damodar Industries Ltd is actively engaging in green initiatives to promote sustainability. This includes leveraging renewable energy sources like solar power and incorporating recycled fibers into their manufacturing processes.

Solar energy adoption

Damodar Industries Limited remains committed to integrating sustainable practices into its manufacturing operations. The Company continues to leverage solar energy as part of its renewable energy initiatives to reduce dependence on conventional power sources, improve energy efficiency and lower its carbon footprint. The adoption of solar energy not only contributes to cost optimisation but also supports the Company's commitment towards responsible manufacturing and environmental stewardship. These initiatives strengthen operational sustainability while enhancing the Company's competitiveness in both domestic and international markets.

Recycled Fibres and Sustainable Manufacturing

Sustainability remains a key focus area for the Company, with increasing emphasis on the use of recycled fibres and environmentally responsible manufacturing practices. The growing global demand for sustainable yarns, driven by increasing consumer awareness and the sustainability commitments of leading international brands, presents significant opportunities for the Company. By incorporating recycled fibres and promoting resource-efficient manufacturing processes, the Company contributes to the principles of a circular economy through reduced waste generation, conservation of natural resources and lower environmental impact.

The Company continues to focus on product innovation, process optimisation and sustainable manufacturing technologies to develop high-quality value-added yarns that meet evolving customer requirements. These initiatives, coupled with continuous improvements in energy efficiency, responsible sourcing and environmental management, reinforce the Company's long-term commitment to sustainable growth and responsible business practices.

Financial Review

During the financial year 2025-26, Damodar Industries Limited demonstrated resilience amidst a challenging business environment characterised by fluctuations in raw material prices, changing global demand patterns and cost pressures. The Company reported Total Income of ₹43,954.92 lakh as against ₹44,664.74 lakh in the previous year, registering a growth of 4.30%, supported by stable operational performance and continued focus on value-added yarns.

The Company reported EBITDA of ₹2,424.49 lakh during the year as compared to ₹4,676.13 lakh in the previous year. Profit After Tax (PAT) stood at ₹537.24 lakh as against ₹540.17 lakh in FY 2024-25, reflecting stable profitability despite margin pressures arising from higher input costs and competitive market conditions. Net Worth increased to ₹14,787.48 lakh from ₹14,397.85 lakh in the previous year, demonstrating the Company's continued focus on strengthening its financial position.

The Company's financial ratios continued to reflect prudent financial management. The Debt-Equity Ratio improved to 1.13 from 1.31, indicating a stronger capital structure and lower financial leverage. The Current Ratio improved to 1.41 from 1.37, reflecting a comfortable liquidity position, while the Interest Coverage Ratio increased to 2.33 from 2.12, demonstrating an improved ability to service finance costs. Operating Profit Margin remained largely stable at 5.63%, highlighting consistent operational performance despite market volatility.

Overall, the Company's financial performance reflects its continued emphasis on operational efficiency, disciplined cost management, product diversification and sustainable growth. The management remains focused on improving profitability, optimising working capital, strengthening the balance sheet and creating long-term value for all stakeholders.

Human Resources and Industrial Relations

Human resources continue to be one of the Company's most valuable assets and play a vital role in achieving sustainable growth and operational excellence. The Company is committed to fostering a performance-driven, inclusive and safe work environment that encourages innovation, teamwork and continuous learning. The Company believes that employee engagement, skill enhancement and leadership development are essential for strengthening organisational capabilities and achieving long-term business objectives.

The Company continues to invest in employee training and development through various technical, functional and behavioural learning programmes aimed at enhancing productivity and professional competencies. Equal emphasis is placed on maintaining high standards of health, safety and employee well-being across all manufacturing facilities. The performance management system is designed to recognise merit, encourage individual growth and reward excellence, thereby fostering a culture of accountability and continuous improvement. Cordial industrial relations prevailed throughout the year.

Cautionary Statement

Statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may constitute "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied due to various factors, including changes in economic conditions, government policies, global market developments, raw material prices, foreign exchange fluctuations, interest rates, energy costs, competitive pressures and other risks and uncertainties beyond the Company's control. The Company undertakes no obligation to publicly update or revise any forward-looking statements based on subsequent events or developments, except as required under applicable laws.

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. DAMODAR INDUSTRIES LIMITED

Report on the audit of the Standalone Financial Results

We have audited the accompanying standalone annual financial results of DAMODAR INDUSTRIES LIMITED (hereinafter referred to as the 'company') for the year ended 31st March 2026 and ("standalone annual financial results") attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone Annual financial results:

We are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard and give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian accounting standards and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information for the year ended 31st March 2026.

Basis for Opinion

We have audited the quarterly financial results of DAMODAR INDUSTRIES LIMITED for the quarter ended 31st March 2026 and the year-to-date results for the period 1st April 2025 to 31st March 2026, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year-to-date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) for Interim Financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities [or the Audit of the Standalone Annual Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial result.

Management's and Board of Directors Responsibilities for the Standalone Annual Financial Results.

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to Going concern and using the going concern basis of accounting unless the Board of Directors either Intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

Devpura Navlakha & Co
Chartered Accountants
FRN: 121975W

Name: Satyendra Lahoti
Partner
Membership Number: No. 135975
Place of signature: Mumbai
Date: 15/05/2026
UDIN: 26135975VDIWEA1977

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1, under Report on other Legal and Regulatory Requirements in the Independent Auditor's Report of even date to the members of Damodar Industries Limited (the company) on the financial statements for the year ended March 31, 2026, we report that:

I Property, Plant & Equipment and intangiable Assets:

(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

(b) The Fixed Assets were physically verified during the year by the management in according with a regular programme of verification, which in our opinion provides for physical verification of major portion of fixed assets at reasonable intervals. According to the information and explanation given to us and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. Inventory :

(a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy of 10% or more in the aggregate for each class of inventory were noticed was noticed on physical verification of stocks by the management as compared to book records

(b) The Company has been sanctioned a working capital limit of Rs. 125.00 crores from 5 banks on the basis of security of entire current assets of the unit, present & future. The monthly statements filed by the company with the bank are in agreement with the books of accounts of the Company.

iii. Loans, Guarantee and Advances given :

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

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

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

v. Deposits:

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

vi. Maintenance of costing records:

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

vii. Deposit of statutory liabilities:

(a) According to information and explanations given to us and on the basis of our examination of the records of the company has been regular in depositing undisputed statutory dues including Provided Fund, investor education and production fund employer state insurance, Income-Tax, Goods & Services Tax (GST), Sales tax, Service Tax, Duty of Customs, Duty of Excise, Duty of Customs, Value added Tax, cess and other material statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2026 for a period of more than six months from the date of becoming payable.

b) According to the information and explanations given to us, there are no dues in respect of Wealth-Tax, Excise Duty, Service Tax or Cess outstanding on account of any dispute. The details of dues which have not been deposited on account of dispute are given below:

Sr. No.	Name of the Statute		Amount (Rs.in Lacs)	Period to which the amount relates	Forum where disputes pending
1	DEPB Entitlement Refund	Custom	81.18	F.Y2010 - 11	DGFT
2	Income Tax	TDS with Interest Tax	1.14	F.Y2021-2022 & Prior years	Income Tax Department
3	Income Tax	Income Tax Demand	0.08 8.32 (Refer Note No.30)	F.Y2016-2017 F.Y2015-2016	Income Tax Department

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

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

ix. Default in repayment of borrowings:

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

x. Funds raised and utilisation:

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

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

xi. Fraud and whistle-blower complaints:

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

xii. Nidhi Company:

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

xiii. Related Party Transactions:

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

xiv. Internal Audit:

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

xv. Non Cash Transactions:

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

xvi. Registration under RBI act:

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

xvii. Cash Losses:

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

xviii. Resignation of Statutory Auditors:

There has been resignation of the statutory auditors occurred during the year. There were no issues, Objections or concerns raised by the outgoing auditors.

xix. Material uncertainty on meeting liabilities:

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

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

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

xxi. This clause is not applicable to the company.

For Devpura Navlakha & Co
Chartered Accountants
Firm's registration number: 121975W

(Satyendra Lahoti)
Partnership
Membership number: 135975 UDIN: 26135975VDIWEA1977
Place : Mumbai Date :May 15, 2026

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

The annexure referred to in paragraph 3 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Damodar Industries Limited on the financial statements for the year ended March 31, 2026.

Report on the Internal Financial controls under clause (i) of sub-section 3 of section143 of the companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Damodar Industries Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning Of Internal Financial Controls over Financial Reporting

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Devpura Navlakha & Co
Chartered Accountants
Firm's registration number: 121975W

(Satyendra Lahoti)
Partnership
Membership number: 135975 UDIN: 26135975VDIWEA1977
Place : Mumbai Date :May 15, 2026

BALANCE SHEET AS AT 31st MARCH, 2026

(Amounts in Lakh)

No.		Note No.	As at March 31, 2026	As at March 31, 2025
I	**Assets**			
	1) Non Current Assets			
	a) Property, Plant and Equipment	2	13,553.84	14,324.53
	b) Capital Work-in-Progress	3	-	37.76
	c) Intangible assets	2	144.82	54.80
	d) Financial Assets			
	(i) Other Non - Current Financial Assets	4	222.19	211.80
	e) Other Non - Current Assets	5	-	-
	Total Non-Current Assets		**13,920.85**	**14,628.90**
	2) Current Assets			
	a) Inventories	6	11,309.01	10,938.09
	b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	7	3,791.93	4,862.09
	(iii) Cash and Cash Equivalents	8	32.76	42.59
	(iv) Bank Balance Other Than Cash & Cash Equivalents	9	19.71	19.71
	(v) Loans	10	22.53	24.17
	(vi) Other Current Financial Assets	11	13.05	12.99
	c) Current Tax Assets (Net)	12	186.89	189.99
	d) Other Current Assets	13	4,921.09	4,521.88
	Total Current Assets		**20,296.97**	**20,611.51**
	TOTAL ASSETS		**34,217.82**	**35,240.41**
II	**EQUITY AND LIABILITIES**			
	1) Equity			
	a) Equity Share Capital	14	1,165.00	1,165.00
	b) Other equity	15	13,622.48	13,232.85
	Total Equity		**14,787.48**	**14,397.85**
	2) Liabilities			
	Non-Current Liabilities			
	a) Financial Liabilities			
	(i) Borrowings	16	4,681.01	5,421.17
	(ii) Other Financial Liabilities		-	-
	b) Provisions		-	-
	c) Deferred Tax Liabilities (net)	12	305.56	390.64
	Total Non-Current Liabilities		4,986.57	5,811.81
	Current Liabilities			
	a) Financial Liabilities			
	(i) Borrowings	17	12,073.16	13,390.57
	(ii) Trade Payables :	18		
	(iia) MSME Vendor		1,149.99	686.60
	(iib) Other Vendor		663.67	573.13
	(iii) Other Financial Liabilities	16,19	275.21	48.32
	b) Other Current Liabilities	20A	74.93	139.42
	c) Provisions	20B	206.80	192.69
	Total Current Liabilities		**14,443.76**	**15,030.74**
	Total Liabilities		**19,430.34**	**20,842.56**
	TOTAL EQUITY AND LIABILITIES		**34,217.82**	**35,240.41**

SIGNIFICANT ACCOUNTING POLICIES 1

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

As per our report of even date attached
For Devpura Navlakha & Co
Chartered Accountants
Firm Registration No.: 121975W
UDIN : 26135975VDIWEA1977

(Satyendra Lahoti)
Partner
Membership No. : 135975

Place : Mumbai
Date : 15/05/2026

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Aman Biyani
Managing Director

Subrat Shukla
Company Secretary

Sheetal Prashad Singhal
Chief Financial Officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2026

(Amounts in Lakh)

		Note No.	Current Year 31.03.2026	Previous Year 31.03.2025
I	**Income**			
	Revenue from Operations	21	43,003.12	42,143.54
	Other income	22	951.80	2,521.20
	Total Income		**43,954.92**	**44,664.74**
II	**Expenses**			
	a) Cost of Consumption	23	24,473.98	19,552.43
	b) Purchases of Stock in Trade	24	8,554.75	14,166.00
	c) Changes in inventories of Work-in-Progress and Stock-in-Trade	25	142.40	-277.41
	d) Employee benefits expense	26	2,358.61	2,419.56
	e) Finance cost	17	1,780.53	2,081.20
	f) Depreciation and amortisation expense	2	1,717.58	1,995.43
	g) Other expenses	28	4,283.12	4,387.93
	Total expenses		**43,310.97**	**44,325.15**
III	Profit/(Loss) before tax		**643.96**	**339.59**
IV	Less: Tax expense			
	a) Current tax		112.51	59.33
	b) Deferred tax		106.71	-200.58
	c) MAT credit entitlement		-112.51	-59.33
			106.71	**-200.58**
V	**Profit/(Loss) for the year**		**537.24**	**540.17**
VI	**Other Comprehensive Income**			
	A. Item that will not be classified to Profit & Loss			
	(i) Remeasurement of Defined benefit plan		-	1,889.64
	(ii) Income tax related to Item (i) above		-	-
			-	1,889.64
	B. Item that will be reclassified to Profit & Loss			
	(i) Change in fair value of cash flow hedge		226.89	26.70
	ii) Income tax related to Item (i) above		-79.28	-9.33
			147.61	**17.37**
	Other Comprehensive Income (Net of Tax)		**147.61**	**1,907.01**
	Total comprehensive income for the year		**684.85**	**2,447.18**
	Basic & Diluted Earning Per Share in(Rs.)	**29**	**2.31**	**13.01**

SIGNIFICANT ACCOUNTING POLICIES 1

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

As per our report of even date attached
For Devpura Navlakha & Co
Chartered Accountants
Firm Registration No.: 121975W
UDIN : 26135975VDIWEA1977

(Satyendra Lahoti)
Partner
Membership No. : 135975

Place : Mumbai
Date : 15/05/2026

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Aman Biyani
Managing Director

Subrat Shukla
Company Secretary

Sheetal Prashad Singhal
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2026

A. EQUITY SHARE CAPITAL

(Amounts in Lakh)

As at April 1, 2024	**1,165.00**
Changes in Equity Share Capital during the year -	
As at March 31, 2025	**1,165.00**
Changes in Equity Share Capital during the year -	
As at March 31, 2026	**1,165.00**

B OTHER EQUITY

	Share Premium Account	General Reserve	Retaining Earning	OCI	Total
Balance as at April 1,2024	2,053.03	2,600.00	6,168.62	-1.24	10,820.41
Profit/(Loss) for the year	-	-	540.17	-	540.17
Remeasurement of Defined benefit plan	-	-	1,889.64	-	1,889.64
Change in fair value of Cash flow hedge	-	-	-	-17.37	-17.37
Dividend Paid			-		
Transfer to General Reserve	-	200.00	-200.00	-	-
Balance as at March 31,2025	**2,053.03**	**2,800.00**	**8,398.43**	**-18.61**	**13,232.85**
Balance as at April 1,2025	**2,053.03**	**2,800.00**	**8,398.43**	**-18.61**	**13,232.85**
Profit/(Loss) for the year	-	-	537.24	-	537.24
Remeasurement of Defined benefit plan (Capital Sub)	-	-	-	-	-
Change in fair value of Cash flow hedge	-	-	-	-147.61	-147.61
Dividend Paid			-		
Transfer to General Reserve	-	**200.00**	**-200.00**	-	-
Balance as at March 31,2026	**2,053.03**	**3,000.00**	**8,735.68**	**-166.22**	**13,622.48**

As per our report of even date attached
For Devpura Navlakha & Co
Chartered Accountants
Firm Registration No.: 121975W
UDIN : 26135975VDIWEA1977

(Satyendra Lahoti)
Partner
Membership No. : 135975

Place : Mumbai
Date : 15/05/2026

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Aman Biyani
Managing Director

Subrat Shukla
Company Secretary

Sheetal Prashad Singhal
Chief Financial Officer

CASH FLOW STATEMENT FOR THE QUARTER ENDED 31st March, 2026

	31.03.2026 Current Year		31.03.2025 Previous Year	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(loss) Before Tax & Extra-ordinary Items		643.96		339.59
Adjustment for :				
Depreciation and amortisation	1,717.58		1,995.43	
Finance cost	1,780.53		2,081.20	
Sundry Balances & Bad debts written off	-		124.62	
Dividend received	-		-	
Loss/(Profit) on Sale of Fixed Assets	-138.97		-1,370.12	
Foreign Exchange (Gain)/ Loss (Net)	-116.82		112.88	
		3,242.33		2,944.00
Operating Profit Before Working Capital Changes		3,886.28		3,283.59
Adjustment for :				
Trade & Other Receivable	652.63		548.48	
Inventories	-370.92		899.27	
Trade Payable	503.54		-1,015.91	
		785.25		431.83
Cash generated from Operations		4,671.53		3,715.42
Direct Tax paid(net)		-109.41		24.81
Cash flow before Extra-Ordinary Items		4,562.12		3,740.24
Prior Years Tax Adjustments		-		-
Net Cash from Operating Activities A		4,562.12		3,740.24
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchases of Plant & Equipment/Intangible Assets & Capital Work in Progress	-1,263.91		-214.97	
Advance for Capital Goods	15.58		19.58	
Dividend received	-		-	
Sale proceeds of Property, Plant & Equipment	408.06		4,521.12	
Fixed Deposits with Banks and Security Deposit	-10.39		-44.34	
Net Cash used in Investing Activities B		-850.67		4,281.39
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds/(repayments) from Borrowings & Fixed deposits	-2,057.57		-5,853.43	
Finance Cost	-1,780.53		-2,081.20	
Dividend	-		-	
Tax on Dividend	-		-	
Net Cash used in Financing Activities C		-3,838.10		-7,934.63
Foreign Exchange Gain/(Loss) (Net)		116.82		-112.88
Net increase in cash and cash equivalents (A+B+C)		-9.83		-25.88
Opening Balance of Cash & Cash Equivalents		42.59		68.48
Closing Balance of Cash & Cash Equivalents		32.76		42.59

Note :

1 The Cash Flow Statement has been prepares under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of Cash Flow.

2 Additions to Property, Plant, equipments and intangible assets include movement of Capital work -in -progress and intangible assets under development respectively during the year

As per our report of even date attached
For Devpura Navlakha & Co
Chartered Accountants
Firm Registration No.: 121975W
UDIN : 26135975VDIWEA1977

(Satyendra Lahoti)
Partner
Membership No. : 135975

Place : Mumbai
Date : 15/05/2026

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Aman Biyani
Managing Director

Subrat Shukla
Company Secretary

Sheetal Prashad Singhal
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2026

1) **CORPORATE INFORMATION**

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

2) **SIGNIFICANT ACCOUNTING POLICIES**

A. **Basis of preparation**

(i) **Compliance with Ind AS**

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

(ii) **Historical cost convention**

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

1) certain financial assets and liabilities that are measured at fair value;

2) defined benefit plans – plan assets measured at fair value;

(iii) **Current non-current classification**

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

(iv) **Adoption of Ind AS 116- Leases**

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

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

B. **Use of estimates and judgments**

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

C. **Property, plant and equipment**

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

Depreciation:

a) Depreciation is provided as per the straight line method based on useful life of the assets as prescribed in

Schedule II to the Companies Act, 2013 except as mentioned below

i) Plant & Machinery : useful life 10 years

ii) Premium on leasehold land is amortized over the residual period of the lease and proportionate amount of premium written off is being charged to Statement of Profit & Loss.

Intangible Assets:

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

Asset Impairment:

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date.

Impairment loss, if any, is recognized in the year in which impairment takes place.

D. Investments and other financial assets

(i) Classification

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

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

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

E. Valuation of Inventories

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

F. Revenue recognition

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

Sale of goods

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

Revenue from services

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

Other operating revenue – Export incentives

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

G. Government grants and subsidies:

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

H. Foreign Exchange Transaction:

i) Transactions in foreign currencies are accounted for at prevailing exchange rates, Gains and losses arising out of subsequent fluctuations are accounted for on actual payment / realizations in the statement of profit and loss.

ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and loss.

I. Borrowing Costs:

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

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

J. Tax Expense:

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

Current tax

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

Deferred tax

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

K. Leases:

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

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

i) Right of use assets

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

ii) Lease liabilities

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

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

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

iv) Company as a lessor

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

L. Provision, Contingent Liabilities and Contingent Assets:

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

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

M. Derivatives:

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

N. Gratuity and other post-employment benefits

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

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

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

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

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

O. Earnings Per Share Basic earnings per share

Basic earnings per share is calculated by dividing:

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

Diluted earnings per share

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

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

NOTES ON FINANCIAL STATEMETNS FOR THE YEAR ENDED 31st MARCH, 2026

2. PROPERTY, PLANT AND EQUIPMENTS

(Amounts in Lakh)

Particulars	Particulars				Particulars			Particulars	
	As at 1 st, April 2025	Additions/ Adjustments during the year	Sales/Discard	As at 31ST March, 2026	As at 1st, April 2025	Depreciation for the year	Sales/Discard	As at 31ST March, 2026	As at 31st March, 2025
Tangible Assets									
Right-of-Use Assets:									
leasehold Land	203.31	-	-	203.31	16.06	2.03	-	185.22	187.25
					-			-	
Own Assets					-			-	
Freehold Land	30.93		-	30.93	-	-	-	30.93	30.93
Residential Flats	34.26	-	2.14	32.13	0.88	0.51	0.86	31.59	33.38
Buildings	8,869.24	148.00	-	9,017.24	1,487.86	261.84	-	7,267.54	7,381.38
Plant & Machinery	13,636.27	388.88	746.09	13,279.06	7,622.42	1,261.49	483.24	4,878.39	6,012.84
" Electrical Installations "	1,048.74	440.25	-	1,488.99	622.77	105.28	-	760.94	425.97
" Furniture and Fixtures "	173.02	69.32	-	242.34	80.02	19.54	-	142.78	93.00
Vehicles	254.35	92.12	12.13	334.35	192.14	25.93	11.48	127.76	62.21
Air Conditioners	41.65	0.60	-	42.25	37.52	0.53	-	4.20	4.13
Generators	-	-	-	-	-	-	-	-	-
Weighing Scale	3.72	-	-	3.72	2.17	0.35	-	1.20	1.55
" Other Equipments "	796.44	49.78	-	846.22	714.12	16.48	-	115.62	82.32
Computers	34.43	2.72	-	37.15	25.87	3.62	-	7.66	8.56
Sub - Total (A)	**25,126.35**	**1,191.68**	**760.35**	**25,557.68**	**10,801.82**	**1,697.60**	**495.58**	**13,553.84**	**14,324.53**
Previous Year (A)	**38,116.37**	**227.95**	**13,217.97**	**25,126.35**	**18,877.78**	**1,994.75**	**10,070.71**	**14,324.53**	
Inangible Assets									
Computer Software	159.59	110.00	-	269.59	104.79	19.98	-	144.82	54.80
Sub - Total (B)	**159.59**	**110.00**	**-**	**269.59**	**104.79**	**19.98**	**-**	**144.82**	**54.80**
Previous Year (B)	**184.26**	**50.00**	**74.67**	**159.59**	**175.05**	**0.68**	**70.94**	**54.80**	
Grand Total (A + B)	**25,285.94**	**1,301.68**	**760.35**	**25,827.27**	**10,906.61**	**1,717.58**	**495.58**	**13,698.66**	**14,379.33**
Previous Year (A + B)	**38,300.62**	**277.95**	**13,292.64**	**25,285.94**	**19,052.82**	**1,995.43**	**10,141.64**	**14,379.33**	

	current year	current year
* Depreciation/Amortization for the year	1,717.58	1,995.43
Less : Amount transferred from deferred government grant related to property, plant & equipment	-	-
* Depreciation/Amortization charged to statement of Profit & Loss account	1,717.58	1,995.43

Notes :

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

(Amounts in Lakh)

		As at March 31,2026	As at March 31,2025
3	**Capital Work in Progress**		
	Balance as at	-	37.76
		-	37.76
4	**Other Non current Financial Assets**		
	Fixed Deposits with Banks as Margin Money	161.10	150.71
	Security Deposit	61.09	61.09
		222.19	**211.80**
5	**Other Non Current Assets**		
	1) Other Loans & Advances		
		-	-
6	**Inventories**		
	(As taken, valued and certified by Management)		
	a) Raw Materials	1,727.18	1,231.01
	b) Work-in Progress	1,642.06	1,115.10
	c) Finished Goods	7,753.23	8,422.59
	d) Stores and Other Consumable	186.53	169.39
		11,309.01	**10,938.09**
7	**Trade Receivables**		
	a) Trade receivable from others *	3,791.93	4,862.09
	b) Receivable from Related Parties	-	-
		3,791.93	**4,862.09**
	Debtors Details	-	-
	- Within 180 Days	2,418.15	3,578.48
	- Above 180 Days	1,373.78	1,283.61
		3,791.93	**4,862.09**
	***Breakup of security Details :**		
	Secured, Considered Good :		
	Domestic Parties	1,869.38	1,791.06
	Export Parties	1,922.55	3,071.03
	Total	**3,791.93**	**4,862.09**
8	**Cash and Cash Equivalents :**		
	i) Balances with Banks in Current Account	-	-
	ii) Cash on Hand	32.76	27.59
	iii) Fixed Deposits with Banks as Margin Money	-	15.00
		32.76	42.59
9	**Bank Balances other than Cash and Cash Equivalents :**		
	Unclaimed Dividend - Earmarked Balances with bank	19.71	19.71
		19.71	**19.71**
10	**Loans (Unsecured, Considered good) :**		
	a) Loans to Employees	**22.53**	**24.17**
11	**Other Current Financial Assets**		
	Derivative/Cash flow hedge		
	Receivable on account of canalled forward contract	13.05	12.99
		13.05	12.99

(Amounts in Lakh)

		As at March 31,2026	As at March 31,2025
12	**Current Tax Assets and Deffered Tax :**		
a)	Income Tax paid/TDS (Net of Provision for current Tax)	186.89	189.99
b)	Tax expenses recognised in the statement of Profit & Loss		
	urrent Tax	-	-
	Current Tax on Taxable Income for the year	112.51	59.33
	Total Current Tax Expenses	**112.51**	**59.33**
	Deffered Tax		
	Deffered Tax charge/(Credit)	107.00	-200.58
	MAT credit entitlement	-112.51	-59.33
	Total Deffered Tax Expenses/(Income)	**-5.51**	**-259.92**
	Total Income Tax Expenses/(income)	**107.00**	**-200.58**
c)	A Reconciliation of the income Tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below		
	Expected Income Tax rate in India applicable to Company	34.94	34.94
	Profit Before Tax	644.00	339.59
	Expected Income Tax expenses at statutory Income Tax Rate	-	-
	Income exempt from tax/items not deductible/additional depreciation allowances etc.	-	-
	Income Tax Expenses reported in the statement of Profit and Loss (MAT)	-	-
	MAT credit entitlement	-	-
	Deffered Tax Expense/(Income) Reported in the statement of Profit & Loss	107.00	-200.58
	Total Tax Expense/(Income) recognised in statement of Profit & Loss	**107.00**	**-200.58**

d) The movement in deferred tax assets and liabilities during the year ended March 31, 2025 and Mar 31, 2026

Particulars	As at 1st April 2024 Deferred Tax Assets/ (Liabilities)	Credit/ (Change) in statement of Profit & Loss	Charged in OCI	As at 31st March 2025 Deferred Tax Assets/ (Liabilities)	Credit/ (Change) in statement of Profit & Loss	Charged in OCI	As at 31th Marh 2026 Deferred Tax Assets/ (Liabilities)
Depreciation	-2,232.18	128.78	-	-2,103.40	242.57	-	-1,860.82
Unabsorbed Depreciation (Asset)	611.47	71.80	-	683.27	-349.29	-	333.99
Expenses /provisions (Asset)	47.31	-	-	47.31	-	-	47.31
Fair value of Cash flow hedge	0.67	-	-9.33	10.00	-	-79.28	89.28
Total	**-1,572.73**	**200.58**	**-9.33**	**-1,362.82**	**-106.71**	**-79.28**	**-1,390.25**
MAT Credit Entitlement	912.84	59.33	-	972.17	112.51	-	1,084.68
	-659.89	**259.92**	**-9.33**	**-390.64**	**5.80**	**-79.28**	**-305.56**

(Amounts in Lakh)

		As at March 31,2026	As at March 31,2025
13	**Other Current assets (Unsecured, Considered Good) :**		
	i) Advances for supply of Capital Goods	4.86	20.44
	ii) Advances to Suppliers	121.54	37.73
	iii) Balances with Revenue Authorities	4,661.75	4,296.32
	iv) Prepaid Expenses	47.55	42.64
	v) Others	85.39	124.75
		4,921.09	**4,521.88**
14	**Share Capital :**		
	Authorised :		
	30,000,000 Equity Shares of Rs 5/- each fully paid-up	1,500	1,500
		1,500	**1,500**
	Issued :		
	2,33,00,000 Equity Shares of Rs. 5/- each fully paid-up	1,165	1,165
	Subscribed and Fully Paid-up Equity Shares :		
	2,33,00,000 Equity Shares of Rs. 5/- each fully paid-up	1,165	1,165
		1,165	**1,165**

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

Particulars	31st March, 2026		31st March, 2025	
	No. of shares	Rs.	No. of shares	Rs.
At the beginning of the year(Pre Split)	23,300,000	1,165	23,300,000	1,165
Outstanding as at the beginning of the year (Post-split)	23,300,000	1,165	23,300,000	1,165
Issued on preferential basis during the year	-	-	-	-
At the end of the year	23,300,000	1,165	23,300,000	1,165

b) Terms / rights attached to equity shares

i) The Company has one class of equity shares having a par value of Rs. 5 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

ii) In the event of the liquidation of the Company, the equity share holders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

c) **Details of Shareholders holding more than 5% shares in the company :**

Name of Share Holder	31st March, 2026		31st March, 2025	
	No. of shares	% of Holding	No. of shares	% of Holding
Mr. Arunkumar Biyani - Director	8,064,500	34.61	4,250,000	18.24
Mr. Anil D. Biyani - Director			3,042,688	13.06
Mr. Ajay D. Biyani - Director	2,520,000	10.82	2,460,000	10.56
Mrs. Manju Biyani - Director	2,290,000	9.83	2,280,000	9.79

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

d) **Shares held by promoters at the end of the year**

Promoters and Promoters group	No. of Share	% Change during the year***	31st March,2026		31st March,2025	
			No. of Shares**	%of total shares	No. of Shares**	%of total shares
Mr. Arunkumar Biyani - Director	3,814,500	23.33%	8064500	34.61	4250000	18.24
Mr. Anil D. Biyani - Director	-3,042,688	-18.61%	0	0.00	3042688	13.06
Mr. Ajay D. Biyani - Director	60,000	0.37%	2520000	10.82	2460000	10.56
Mrs. Manju Biyani - Director	10,000	0.06%	2290000	9.83	2280000	9.79
Kanta Biyani	60,000	0.37%	60000	0.26	0	0.00
Abhishek A. Biyani	60,000	0.37%	60000	0.26	0	0.00
Ajay D. Biyani (HUF)	-180,000	-1.10%	0	0.00	180000	0.77
Aditya Biyani	125,000	0.76%	475000	2.04	350000	1.50
Aman Biyani	-	0.00%	270000	1.16	270000	1.16
Bhawna A. Biyani	-	0.00%	270000	1.16	270000	1.16
Payal A Biyani	4,124	0.03%	153500	0.66	149376	0.64
Arun Kumar Biyani (HUF	-	0.00%	710000	3.05	710000	3.05
Damodarlal Biyani (HUF)	-	0.00%	140000	0.60	140000	0.60
Sanju A. Biyani	-771,400	-4.72%	27000	0.12	798400	3.43
Akshay Anil Biyani	-526	0.00%	40000	0.17	40526	0.17
Suam Overseas Pvt. Ltd.	-	0.00%	700000	3.00	700000	3.00
Calves N Leaves Inititative P Ltd.	-176,285	-1.08%	323715	1.39	500000	2.15
Damosuam Carriers Private Limited	-	0.00%	247000	1.06	247000	1.06
Total			**16,350,715**	**70.1748**	**16,387,990**	**70.3355**

(Amounts in Lakh)

		As at March 31,2026	As at March 31,2025
15	**Other Equity**		
	Securities Premium	2,053.03	2,053.03
	General Reserve	3,000.00	2,800.00
	Retained Earning	8,735.68	8,398.43
	OCI	-166.22	-18.61
		13,622.48	**13,232.85**

a) Securities Premium Reserve : Securities Premium Reserve is used to record the premium on issue of shares. This reserve is utilised in accordance with the provision of the Act.

b) General Reserve : The Company has transferred a portion of Net Profit to General Reserve. Mandatory transfer to General Reserve is not required under the Companies Act 2013.

c) Retained Earnings : Retained Earnings are the profit, the company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.

16 Non Current Borrowings :

Particulars	31st March,2026		31st March,2025	
	Non Current	Current	Non Current	Current
Secured (A) :				
Term Loans - from Banks	1,181.01	1,054.39	1,204.17	1,425.83
Unsecured :				
i) Unsecured Loans *				
From Directors	303.60	-	1,301.00	-
From Interoperate	1,966.40	-	740.00	-
	2,270.00	-	2,041.00	-
ii) Fixed Deposits from Public	1,230.00	251.00	2,176.00	558.00
Total (B = i +ii)	**3,500.00**	**251.00**	**4,217.00**	**558.00**
Total (A + B)	**4,681.01**	**1,305.39**	**5,421.17**	**1,983.83**

* As stated by Directors taken on Long term basis

		March 31,2026	
17	**Current Borrowings :**		
	Secured :		
	a) Working Capital Loans from Banks :		
	i) Cash Credit/Demand Loans/Short term Loans	8,672.03	7,782.77
	ii) Packing Credit	2,095.75	3,623.98
	iii) Current Maturities of Long term Debt (Refer note No. 16)	1,305.39	1,983.83
		12,073.16	**13,390.57**

(Amounts in Lakh)

		As at March 31,2026	As at March 31,2025
18	**Trade Payables :**		
	a) Micro, Small and medium Enterprises *	1,149.99	686.60
	b) Trade Payables for Non MSME	663.67	573.13
		-	
		1,813.66	**1,259.74**
	Details of The Trade Payable		
	a) Trade Payables for Raw material	265.49	864.63
	b) Trade Payables - others	1,527.64	395.11
	c) Trade Payables for capital goods	20.53	-
		1,813.66	**1,259.74**
19	**Other Current Financial Liabilities :**		
	Unpaid Dividend	19.71	19.71
	Derivative/Cash flow hedge	255.50	28.61
		275.21	**48.32**
20A	**Other Current Liabilities**		
	a) Other Current Liabilities		
	i) Advance from Customer	42.20	92.47
	ii) Others*	32.73	46.95
		74.93	**139.42**
	* Includes statutory dues		
	*There are no amount due and outstanding to be credited to Investor Education and Protection Fund.		
20B	**Provisions**	206.80	192.69
21	**Revenue from Operations**		
	Sale of products*	43,003.12	42,143.54
	Revenue from Operations	43,003.12	42,143.54
	Revenue From Operation	-	-
	(i) Domestic Sales	29,346.29	21,498.09
	(ii). Export Sales	13,656.83	20,645.46
	Revenue From Segment- Textile		
	(i) Yarn Sales	41,200.35	41,590.83
	(ii). Fabric Sales	1,802.77	552.71
	Revenue from Operations	**43,003.12**	**42,143.54**

(Amounts in Lakh)

		March 31,2026 Current Year	March 31,2026 Previous Year
22	**Other Income**		
	Profit(/(Loss) on Sale of Fixed Assets	138.97	1,370.12
	Rent Received	0.47	140.00
	Exchange Rate Difference	-117.05	112.88
	Subsidy under packaged scheme of incentive (GST)	929.42	602.68
	Other Income	-	295.51
		951.80	**2,521.20**
23	**Cost of Raw Material consumed**		
	Inventory at the beginning of the year	1,231.01	2,433.17
	Add: Purchases	24,970.16	18,350.27
		26,201.16	20,783.44
	Less: Inventory at the end of the year	1,727.18	1,231.01
	Cost of raw material consumed	**24,473.98**	**19,552.43**
24	**Purchase of Traded Goods**		
	Yarn	8,554.75	14,166.00
		8,554.75	**14,166.00**
25	**(Increase)/Decrease in Inventories**		
	Closing Stock		
	Work-in-Progress	1,642.06	1,115.10
	Finished Goods	7,753.23	8,422.59
		9,395.29	**9,537.69**
	Opening Stock		
	Work-in-Progress	1,115.10	1,195.53
	Finished Goods	8,422.59	8,064.75
		9,537.69	**9,260.29**
		142.40	**-277.41**
26	**Employee Benefit Expenses**		
	Salaries, Wages and Bonus and other benefits	1,977.96	2,017.53
	Contribution to Provident Gratuity & Other Funds	88.67	86.99
	Staff Welfare Expenses	81.98	82.65
	Directors Salary	210.00	232.40
		2,358.61	**2,419.56**
27	**Finance Costs**		
	Interest	1,653.69	1,927.31
	Other Borrowing Cost	126.84	153.88
		1,780.53	**2,081.20**

(Amounts in Lakh)

		March 31,2026 Current Year	March 31,2026 Previous Year
28	**Other Expenses**		
	Consumption of Stores and Consumable	673.33	642.75
	Job Work Charges	39.53	30.95
	Power and Fuel	1,742.88	1,594.79
	Lease Rent	81.00	27.90
	Rates and Taxes	38.44	8.87
	Insurance	75.51	111.81
	Repairs and Maintenance		
	Plant and Machinery	7.50	6.96
	Buildings	0.03	0.17
	Others	47.79	22.07
	Legal and Professional fees	82.42	62.04
	Directors' Sitting Fees	2.30	1.20
	Payment to Auditor (Refer details below)*	4.50	4.50
	Sundry Balances written off	-	124.62
	Vehicle Expenses	42.21	53.93
	Freight and Forwarding Charges	702.26	1,020.68
	Advertising and Sales Promotion	50.59	36.65
	Sales Commission	488.30	439.58
	Travelling and Conveyance	88.08	81.84
	Communication Costs	13.94	12.59
	Printing and Stationery	3.93	5.84
	General Expenses	90.18	77.45
	Corporate Social Responsibility Expenses	8.41	20.76
		4,283.12	**4,387.93**
	***Payment to Statutory Auditor**		
	Audit Fees	3.75	3.75
	Tax Audit Fees	0.60	0.60
	Certification charges	0.15	0.15
		4.50	**4.50**
29	**Earnings per Share (EPS)**		
	Net profit after tax as per Profit & Loss attributable to Equity Shareholders (in Rs.)	537.24	3,031.46
	Number of Equity Shares	233.00	233.00
	Basic and Diluted Earning per share (in Rs.)	2.31	13.01
	Face Value per Equity share (in Rs)	5.00	5.00

(Amounts in Lakh)

		March 31,2026 Current Year	March 31,2026 Previous Year
30	**Contingent Liabilities**		
	Counter Guarantees given to Banks	403.87	598.27
	Letter of Credit/Bill Discounting with Banks	869.46	1,213.81
	DEPB Entitlement Refund Claim by DGFT	81.81	81.81
	Income Tax demand for the A.Y. 2016-2017	8.32	8.32
	Income Tax demand for the A.Y. 2017-2018	0.08	0.08
	Income Tax demand for the A.Y. 2018-2019	-	-
	(Compay has submitted reponse to above disputed demand alongwith copy of challan & other relevant documents, reply is awaited from Income Tax department.)		
	TDS with Interest (F.Y. 2021-2022 & Prior years)	1.15	1.15
31	**Managerial Remuneration**		
	Salary	210.00	232.40

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

33 Related Party Disclosures

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

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

(a) Key Management Personnel (KMP)

Shri Arunkumar Biyani - Chairman & Director

Shri Aman. Biyani - Managing Director

Shri Aditya. Biyani - Whole-Time Director

Shri Subrat Shukla - Company Secretary

Shri Sheetal Prashad Singhal -Chief Financial officer

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

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

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

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

Name of Party	Nature of Transaction	Amount (Rs.)	Amount (Rs.)
		2025-26	2024-25
Arunkumar Biyani	Interest on Unsecured Loan	61.19	25.36
	Directors Remuneration	84.00	84.00
	Unsecured Loan Balance	591.60	515.00
Ajay D Biyani	Interest on Unsecured Loan	-	11.75
	Directors Remuneration	-	53.20
	Unsecured Loan Balance	-	-
Anil D Biyani	Interest on Unsecured Loan	-	31.13
	Directors Remuneration	-	53.20
	Unsecured Loan Balance	-	556.00
Mamta Biyani	Interest on Unsecured Loan	24.75	21.00
	Unsecured Loan Balance	225.00	230.00
Shri Damodar Yarn Mfg Pvt Ltd	Sales of Goods/materials	56.66	13.30
	Purchases Goods/materials	27.78	1.41
	Job Work	-	1.88
Damosuam carriers Pvt. Ltd.	Transportation charges	3.39	1.49
Damodar Overseas Pvt Ltd	Sales of Goods/materials	717.44	-
	Unsecured Loan Balance	6.00	-
Suam Overseas Pvt Ltd	Sales of Goods/materials	-	31.92
	Assets Sale	-	4,308.26
	Purchase Assests	15.50	-
	Rent	-	140.00
RRKJ Warehouse	Rent	72.00	18.90
Calves & Leaves Initative Pvt. Ltd	Purchases Goods/materials	-	0.82
Adhy Yarn Ltd	Sales of Goods/materials	738.82	2,013.98
	Purchases Goods/materials	-	8.45
Arunkumar Biyani HUF	Fixed Deposit Balance	38.30	37.00
	Interest on FD	3.66	3.41
Ajay D Biyani HUF	Fixed Deposit Balance	-	-
	Interest on FD	-	0.21
Kanta Biyani	Fixed Deposit Balance	-	-
	Interest on FD	-	3.83
Abhishek Biyani	Interest on FD	-	5.67
	Fixed Deposit Balance	-	-
Akshay Biyani	Interest on FD	-	6.03
	Fixed Deposit Balance	-	-
Manju Biyani	Interest on FD	21.97	29.18
	Fixed Deposit Balance	187.25	236.00

Sanju Biyani	Interest on FD	-	4.01
	Fixed Deposit Balance	-	-
Bhawna Biyani	Interest on FD	7.93	7.58
	Fixed Deposit Balance	82.50	77.00
Reiya Biyani	Interest on FD	1.45	1.29
	Fixed Deposit Balance	15.60	14.00
Aman Biyani	Interest on FD	13.59	24.78
	Fixed Deposit Balance	52.00	279.00
	Employee Remuneration	-	44.00
	Director Remuneration	66.00	22.00
	Interest on Unsecured Loan	2.97	-
	Unsecured Loan Balance	48.00	-
Aditya Biyani	Interest on FD	7.66	19.89
	Fixed Deposit Balance	3.00	223.00
	Employee Remuneration	-	40.00
	Director Remuneration	60.00	20.00
	Interest on Unsecured Loan	3.19	-
	Unsecured Loan Balance	10.00	-
Payal Biyani	Interest on FD	8.41	9.88
	Fixed Deposit Balance	13.00	98.50
Kiara Biyani	Interest on FD	0.89	0.78
	Fixed Deposit Balance	9.25	8.50
Jia Biyani	Interest on FD	-	0.05
	Fixed Deposit Balance	-	-
Yuvan Biyani	Interest on FD	0.40	0.35
	Fixed Deposit Balance	4.40	4.00
Risha Biyani	Interest on FD	0.38	1.68
	Fixed Deposit Balance	15.40	3.00
Aarika Biyani	Interest on FD	0.31	0.26
	Fixed Deposit Balance	3.30	3.00
Janvi Biyani	Interest on FD	-	0.08
	Fixed Deposit Balance	-	-
Radhika Biyani	Interest on FD	-	0.06
	Fixed Deposit Balance	-	-
Damodarlal Biyani Huf	Interest on FD	0.03	0.15
	Fixed Deposit Balance	-	2.00
Indrajit Kanse - Company Secretary	Employee Remuneration	6.51	8.18
Subrat Shukla - Company Secretary	Employee Remuneration	0.25	-
Shri Sheetal Prashad Singhal - Chief Financial officer	Employee Remuneration	9.40	7.98

34 Defined Benefit Plan :- Gratuity (Funded)

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

		March 31,2026 Current Year	March 31,2026 Previous Year
I)	**Reconciliation of Opening and Closing balances of Defined Benefit Obligation of the year**		
	Defined Benefit Obligation at Beginning of the year	95.90	187.33
	Liability transferred in/ Acquisitions	-	-
	Current Service Cost	20.77	12.45
	Interest Cost	6.05	10.43
	Actuarial (Gain)/loss	-27.95	-28.87
	Benefit Paid	-17.36	-85.44
	Past service cost	-	-
	Defined Benefit Obligation at the end of the year	77.40	95.90
II)	**Reconciliation of Opening and Closing balances of Fair value of plan Assets**		
	Defined Benefit Obligation at Beginning of the year	59.16	202.76
	Expected return on Plan Assets	4.02	11.50
	Assets transferred in/ Acquisitions	-	-83.81
	Actual Enterprise's contribution	-	21.74
	Benefit Paid	-17.36	-85.44
	Actuarial Gain/(loss)	-19.02	-7.59
	Fair value of Plan Assets at year end	26.80	59.16
III)	**Reconciliation of fair value of Assets and Obligations**		
	Fair value of Plan Assets	26.80	59.16
	Present value of Obligation	77.40	95.90
	Amount Recognised in Balance Sheet [Surplus/(Deficit)]	-50.60	-36.73
IV)	**Expenses recognised during the year**		
	In Income Statement		
	Current Service Cost	20.77	12.45
	Interest Cost	6.05	10.43
	Return on Plan Assets	-11.50	-11.50
	Past Service Cost	-	-

		March 31,2026 Current Year	March 31,2026 Previous Year
	Net Cost	15.31	11.38
	In Other Comprehensive Income		
	Actuarial (Gain)/ Loss	-27.95	-28.87
	Return on Plan Assets	19.02	7.59
	Net (Income)/Expense for the period recognised in OCI	-8.93	-21.28
	V) Investment Details		
	Insurance Fund	26.80	59.16
	VI) Actuarial Assumption		
	Financial Assumptions		
	Discount rate	5.44%	6.80%
	Salary Escalation Rate #	5.61%	4.00%

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

VI) Risk Exposure - Asset Volatility

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

(Amounts in Lakh)

35	**Details of corporate social responsibility (CSR) expenditure:**	**As at March 31,2026**	**As at March 31,2025**
	Amount required to be spent as per Section 135 of the Companies Act	-	-
	Amount spent during the year on:		
	(i) Construction / acquisition of an asset	-	-
	(ii) On purpose other than (i) above*	8.41	20.76
	Total as shown in note no. 28	**8.41**	**20.76**
	* CSR paid to Related Party Shri Damodar Foundation	-	6.00
	Fair value measurement - another Sheet		
	CSR to other	8.41	14.76
	CST Damodar	-	-
	Foundation	**8.41**	**20.76**

36 Fair value measurement

Financial Instrument by category and hierarchy

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

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

"2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts."

"3. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values."

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

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

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

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

Financial Assets and Liabilities	As at 31st March 2026				As at 31st March 2025			
	Carrying amount	Level of Input used in			Carrying amount	Level of Input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets and Liabilities								
- Loans	0.00	-	-	0.00	0.00	-	-	0.00
- Trade Receivable	0.04	-	-	0.04	0.05	-	-	0.05
- Other Financial Assets	0.00	-	-	0.00	0.00	-	-	0.00
- Cash & Cash Equivalents	0.00	-	-	0.00	0.00	-	-	0.00
- Other Bank Balance	0.00	-	-	0.00	0.00	-	-	0.00
	0.04	-	-	0.04	0.05	-	-	0.05
At FVTPL								
Financial Assets								
At FTOCI								
Financial Assets								
At Amortised Cost								
Borrowings	0.17 -	-	0.17	0.19	-	-	0.19	
Other Financial Liabilities	0.00 -	-	0.00	0.00	-	-	0.00	
Trade Payables	- -	-	-	-	-	-	-	
	0.17 -	-	0.17	0.19	-	-	0.19	
At FVTPL								
Financial Liabilities								

Financial risk management objectives and policies

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

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

a) Market Risk- Foreign currency risk.

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

The hedging is done through foreign currency forward contracts.

Derivative instruments and unheaged foreign currency exposure

Market Risk - Foreign Currency Risk

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

Foreign Currency Exposure

(Rs. In Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	USD	Euro & CHF & OTHER	USD	EURO
Loans	-2,259.64	-	4,560.57	0.00
Trade and other Payables	-8.71	21.40	4.28	47.44
Trade and other Receivables	2,041.13	-	6,269.07	6.67

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

Foreign Currency Exposure

(Rs. In Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	USD	Euro & CHF & OTHER	USD	EURO
5% Depreciation in INR				
Impact on P & L	(101.42)	1.07	(85.21)	2.04
Total	**(101.42)**	**1.07**	**(85.21)**	**2.04**
5% appreciation in INR				
Impact on P & L	101.42	0.00	85.21	0.00
Total	**101.42**	**0.00**	**85.21**	**0.00**

c) **Derivative contracts outstanding as at** (Rs. In Lakhs)

Particulars	As at 31st March 2026		As at 31st March 2025	
	USD	EURO	USD	EURO
Forward Contracts to sell	3,860.93	-	3,410.66	-

b) **Market Risk - Interest rate risk :**

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

(Rs. In Lakhs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Total Borrowings		
% of Borrowings out of above bearing variable rate on interest	79.23	77.04

"c) **Equity Price Risk"**

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

"d) **Credit Risk"**

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

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

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

Ageing of Account receivables (Rs. In Lakhs)

	As at 31st March, 2026	As at 31st March, 2025
Not Due	-	108.50
0 - 3 Months	2,273.71	3,054.98
3 - 6 Months	144.44	395.40
6 Months to 12 Months	117.50	27.58
Beyond 12 Months **	1,256.28	1,275.63
Total	3,791.93	4,862.09
Less : Provision for Doubtful Debts	-	-
TOTAL	**3,791.93**	**4,862.09**

** The company management is actively taking various measures for recovery of overdue receivables. The company management is confident of its full recovery.

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

e) Liquidity Risk :

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

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

(Rs. In Lakhs)

Particulars	Within 1 year	More than 1 year	Total
As at 31st March, 2026			
Borrowings	0.13	0.05	0.18
Trade and other payables	-	-	-
Other Financial Liabilities	0.00	-	0.00
As at 31st March, 2023			
Borrowings	0.15	0.05	0.21
Trade and other payables	-	-	-
Other Financial Liabilities	0.00	-	0.00

37. Ratios :

(Rs. In Lakhs)

Particulars of Ratio	2025-26	2024-25
Current Ratio	1.41	1.37
Debt Equity ratio	1.63	1.82
Debt service coverage ratio	1.05	0
Return on Equity Ratio	0.04	0.00
Inventory turnover ratio	2.24	1.74
Trade receivable turnover ratio	9.94	0
Trade payable turnover ratio	35.58	37.39
Net capital turnover ratio	7.35	7.55
Net Profit ratio	0.01	0.01
Return on capital employed	0.12	0
Return on investments	N.A.	N.A.

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

As per our report of even date attached
For Devpura Navlakha & Co
Chartered Accountants
Firm Registration No.: 121975W

(Satyendra Lahoti)
Partner
Membership No. : 135975

Place : Mumbai
Date : 15/05/2026

For and on behalf of Board of Directors

Arunkumar Biyani
Chairman

Aman Biyani
Managing Director

Subrat Shukla
Company Secretary

Sheetal Prashad Singhal
Chief Financial Officer

DAMODAR
INDUSTRIES LIMITED

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

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