



DAMODAR INDUSTRIES LIMITED

Date: May 30, 2023

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

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we herewith submit the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2023, issued by Pramod Jain & Co., Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully

For Damodar Industries Limited

SUBODH
KUMAR SONI

Digitally signed by SUBODH KUMAR SONI
DN: cn=SUBODH KUMAR SONI c=IN
o=INDIANE Corporation
e=CS.SUBODHSONI@GMAIL.COM
Reason: I am the author of this document
Date: 2023.05.30 11:26:05.30

Subodh Kumar Soni
Company Secretary

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

Tel : +91-22-49763180 / 49763203

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

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

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



PRAMOD JAIN & CO.

Company Secretaries

38, Jaora Compound, 1st Floor, Jethwa Chamber, Opp. M.Y.Hospital, Indore (M.P.) 452001
Tel. (0731) 4095937 Cell No. – 9893092072 E-Mail: pramodjaincs@yahoo.com

Secretarial Compliance Report of Damodar Industries Limited for the year ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Damodar Industries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai 400013** Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We **Pramod Jain & Co** have examined:

- a) all the documents and records made available to us and explanation provided by Technocraft Industries (India) Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, including:-

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



- b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(during the period under review not applicable to the listed entity)**
- c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(during the period under review not applicable to the listed entity)**
- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**(during the period under review not applicable to the listed entity)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(during the period under review not applicable to the listed entity)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(during the period under review not applicable to the listed entity)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;**(during the period under review not applicable to the listed entity)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amended) Regulations, 2016;**(during the period under review not applicable to the listed entity)**
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

And circulars/guidelines issued thereunder;

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
N.A										

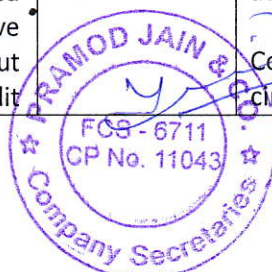
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
N.A										



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance (Yes / No / NA)	Status	Observations or Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor			
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NO</p>		<p>On February 14, 2023, Ms. Swati Kanse, a Chartered Accountant, the Statutory Auditor of the Company, resigned from her position due to a diagnosed cancer and ongoing treatment. Unfortunately, she passed away on March 2, 2023.</p> <p>Considering these circumstances, obtaining the last quarter's report and the auditor's report for the financial year 2022-23 from the same auditor is not possible. Consequently, the company will need to appoint a new auditor to fulfill these responsibilities.</p>
2.	Other conditions relating to resignation of statutory auditor			
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit</p>	<p>NA</p>		<p>On February 14, 2023, Ms. Swati Kanse, a Chartered Accountant, the Statutory Auditor of the Company, resigned from her position due to a diagnosed cancer and ongoing treatment. Unfortunately, she passed away on March 2, 2023.</p> <p>Considering these circumstances, obtaining</p>

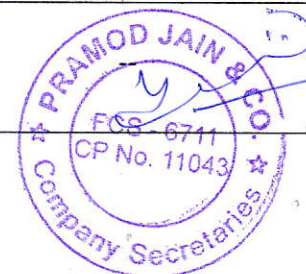


	<p>Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		<p>the last quarter's report and the auditor's report for the financial year 2022-23 from the same auditor is not possible. Consequently, the company will need to appoint a new auditor to fulfill these responsibilities.</p>
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	

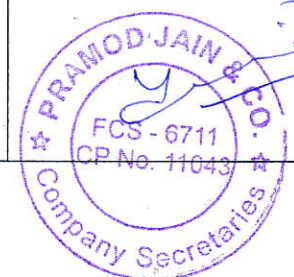
*Observations/Remarks by PCS are mandatory if the Compliance status is provided as No/NA

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below;

Sr. No	Particulars	Compliance Status (Yes / No / NA)	Observations or Remarks by PCS*
4.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
5.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors 	Yes	



	of the listed entities		
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	--
6.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website 	Yes	--
	<ul style="list-style-type: none"> Timely dissemination of the documents/information under a separate section on the website 	Yes	--
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	--
7.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
8.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	--
9.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
10.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	--
11.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions	Yes	--
	b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit committee, in case no prior approval has been obtained.	Yes	--



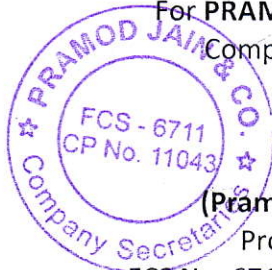
12.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
13.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
14.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	--
15.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

Place: Indore
Date: 27th May, 2023
UDIN: F006711E000398289

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



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