

# DAMODAR INDUSTRIES LIMITED

Date: October 09, 2018

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

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

Subject : Proceedings of Postal Ballot.


Dear Sir,

With reference to results of Postal Ballot including e-voting declared on October 08,2018, we are herewith submitting the Proceedings of Postal Ballot.

You are requested to kindly take the same on record.

Thanking you,

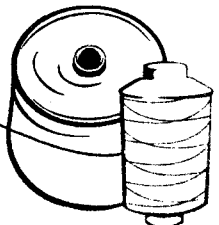
Yours faithfully  
For Damodar Industries Limited

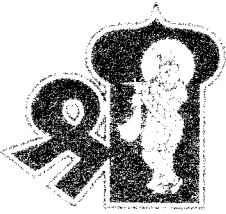
  
Subodh Kumar Soni  
Company Secretary

Regd. Office : 19/22 & 27/30, Madhu Estate, Pandurang Budhkar Marg, Worli, Mumbai - 400 013.  
Tel.: 91-22-6661 0301'2, 91-22-2300 1199 | Fax : 91-22-6661 0308

Factory : Survey No. 265 / 10 / 1, 2 & 3, Demni Road, Dadra Village, D. & N. H. (U. T.) - 396 230  
Tel.: 0260-3253390

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





# DAMODAR INDUSTRIES LIMITED

**EXTRACTS FROM THE PROCEEDING OF THE POSTAL BALLOT ANNOUNCEMENT HELD ON OCTOBER 8, 2018 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY**

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof approval of the members of the company was sought by way of Postal Ballot, including e-voting through the notice dated 28.07.2018 for (1) Approval For Sub-Division Of The Company's One Equity Shares Of Rs.10/- (Rupees Ten) Each Into Two Equity Shares Of Face Value Of Rs.5/- (Rupees Five) Each and (2) Approval To Amend The Capital Clause In The Memorandum of Association of The Company. The Company had provided facility of e-voting to the members to enable them to cast their votes electronically.

The Board of Directors has engaged services of Central Depository Services (India) Limited to provide e-voting facility to all the members as on Cut off date 31.08.2018. The voting period commenced on Friday, September 07, 2018 at 9.00 a.m. and ends at 05.00 p.m. on Saturday, October 06, 2018.

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

The Notice was sent to by electric mode to the members whose e-mail addresses were registered with the Depository Participant(s)/Company's Registrar and Share Transfer Agent. Physical copy of the Notice was sent to the members who had not registered their e-mail addresses. The Postal Ballot Notice dated July 28, 2018 containing Draft Resolutions, Postal Ballot Form and a self-addressed postage pre-paid Business Reply Envelope was also sent to the members. The said Notice was also placed on the website of the Company and by newspaper advertisement published in Free Press Journal (English) and Nav Shakti (Marathi) on September 07, 2018, shareholders were informed about the completion of dispatched of Postal Ballot forms and voting period i.e., 09.00 a.m. on Friday, September 07, 2018 and ends at 05.00 p.m. on Saturday, October 06, 2018. Postal Ballot received after the mentioned period and time will be treated as if the reply from the shareholders has not been received and members were advised to carefully read the instructions before casting their votes.

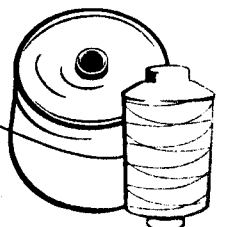
The Scrutinizer after scrutiny of all Postal Ballot Forms/e-voting received within the scheduled time has submitted his report on 08.10.2018.

On the basis of Scrutinizer's report, Mr. Arunkumar Biyani, Chairman of the Company declared the result of Postal Ballot/e-voting on 08.10.2018 at 4 P.M. at registered office and the and the

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following as mentioned in the Postal Ballot Notice dated 28.07.2018 was duly passed with requisite majority as a Special/Ordinary Resolution.

## Special/Ordinary Resolution as per Postal Ballot Notice

### 1. **Approval For Sub-Division Of The Company's One Equity Shares Of Rs.10/- (Rupees Ten) Each Into Two Equity Shares Of Face Value Of Rs.5/- (Rupees Five) Each**

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

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

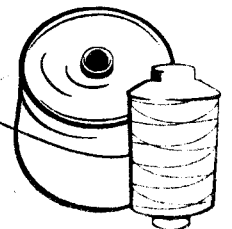
**FURTHER RESOLVED THAT** upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs.10/- (Rupees ten) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from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

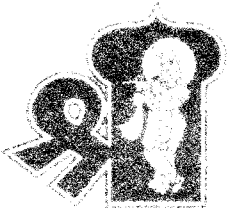
**FURTHER RESOLVED THAT** the Board be and is hereby authorized to delegate all or any of the power(s) or authority required or necessary, which shall include the powers/authority already delegated for this purpose, as the board in its absolute discretion deem fit, to

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# DAMODAR INDUSTRIES LIMITED

Chairman and Managing Director / any Director(s) / Officer(s) / Authorised Representative(s)/ Committee of Directors/Company Secretary of the Company in order to give effect to the aforesaid Resolutions, including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, timely completion of Sub-division etc., as may be required, in relation thereto.

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

## 2. Approval to Amend the Capital Clause in the Memorandum of Association of the Company

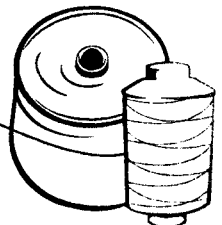
**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, including any amendment or re- enactment thereon and the rules framed thereunder, the approval be and is hereby accorded for substituting clause V of the Memorandum of Association with the following clause:

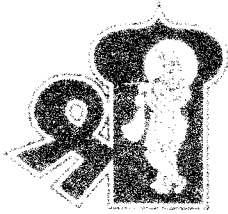
V. The authorized share capital of the company is Rs.15,00,00,000/- (Rupees Fifteen Crores) divided into 3,00,00,000/- (Three Crore) equity shares of RS. 5/- (Rupees Five) each. The Company has power from time to time increase or reduce its shares capital and to divide the shares in the capital for the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

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

## Summary of result:

The consolidated result of e-voting and postal ballot is as given below:

| Particulars  | In favour of the Ordinary/Special Resolution(s) |                  |                                 | Against the Ordinary/ Special Resolution(s) |                  |                                 |
|--|---|------------------|---------------------------------|---|------------------|---------------------------------|
|  | Number of Members                               | Number of Shares | % of total number of votes cast | Number of Members                           | Number of Shares | % of total number of votes cast |
| Approval for sub-division of the company's one equity shares of Rs.10/-(Rupees ten) each into two equity shares of face value of Rs.5/-(Rupees five) each. | 70  | 77,95,598        | 100.00%                         | 3   | 12               | 0.00%                           |
| Approval to amend the capital clause in the Memorandum of Association of the Company.  | 70  | 77,95,598        | 100.00%                         | 3   | 12               | 0.00%                           |

On the basis of Scrutinizer Report dated 08.10.2018, the above mentioned Special/ Ordinary Resolution deemed to be passed with requisite majority.

This is for your information and record purpose.

Thanking You,

For **Damodar Industries Limited**

**Subodh Kumar Soni**  
Company Secretary

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