



DAMODAR INDUSTRIES LIMITED

Date: January 17th, 2025

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

Subject: Intimation of Notice of Postal Ballot of Damodar Industries Limited pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligation Requirement) Regulations, 2015.

Dear Sir/Ma'am,

We are enclosing herewith a copy of the Notice of Postal Ballot dated November 19, 2024, along with an explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Notice') of Damodar Industries Limited ('the Company') seeking approval of the Members on the following resolutions, through postal ballot:-

Item No	Description of Resolution	Types of Resolution Ordinary/Special
1.	TO APPOINTMENT OF MR. AMAN BIYANI (DIN NO - 09131437) AS MANAGING DIRECTOR OF THE COMPANY.	Special Resolution
2.	TO APPOINTMENT OF MR. ADITYA BIYANI (DIN NO - 10304061) AS EXECUTIVE DIRECTOR OF THE COMPANY.	Special Resolution

In compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020, dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 Circular no. 11/2022 dated September 28, 2022 and General Circular no. 11/2022 dated December 28, 2022 (collectively the 'MCA Circular'), this Notice is being sent only through electronic mode of those members whose e-mail address are registered with Company/Depositories and whose names are recorded in Registered of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 10, 2025 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelop is not being sent to the members for this Postal Ballot. The Communication of the assent or dissent of the Members would take place only through the remote e-voting system.

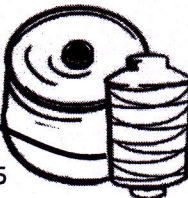
In compliance with Regulation 44 of the SEBI Listing Regulations, SEBI circular no. SEBI/HO/CFD/CIR/2023/4 dated January 5, 2023 and pursuant to the provisions of Section 108 and Section 110 of the Act read with rules, the MCA Circular and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for the remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.damodargroup.com.

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

Tel : +91-22-49763180 / 49763203

Factory : 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





DAMODAR INDUSTRIES LIMITED

The Company is providing e-voting facility of its Register and Share Transfer Agent - MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), to enable them member who wish to cast their vote electronically. The e-voting commence on Monday, January 20 2024 at 9.00 a.m (IST) and ends on Tuesday, February 18, 2025 at 5.00 p.m (IST). Once the vote on the resolutions is cast by the Members, the Members shall not to be allowed to change it subsequently.

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.

We would request you to please take the aforesaid information and documents on record.

Yours truly
For **Damodar Industries Limited**

Indrajit Kanase
Company Secretary

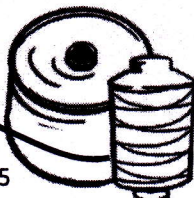
Encl: as above

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DAMODAR INDUSTRIES LIMITED

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

CIN: L17110MH1987PLC045575 **Tel. No.** – 022-49763203

E-Mail – cs@damodargroup.com **website:** www.damodargroup.com

Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”)

[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India (‘SEBI’)]

The Shareholders,
Damodar Industries Limited

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No. 10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022 and No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as “MCA Circulars”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); the resolutions set out below are proposed to be considered and passed by the Members of Damodar Industries Limited (hereinafter referred to as “the Company”) by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 10, 2025 (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Company’s Registrar & Transfer Agent (hereinafter referred to as “RTA”).

The Company has engaged Services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The e-voting period will commence on Monday, January 20, 2025 at 09.00 A.M. (IST) and will end on Tuesday, February 18, 2025 at 05.00 P.M. (IST). Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on Tuesday, February 18, 2025 (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: www.damdoargroup.com. The Postal Ballot Notice will also be available on website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com

The Board of Directors has appointed Mr. Vishal N. Manseta, Practicing Company Secretary (ACS : 25183, CP No. 8981), Mumbai, as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before Thursday February 20, 2025 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.damodargroup.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) i.e., <https://instavote.linkintime.co.in>.

ORDINARY BUSINESS:

Item No. 1

TO APPOINTMENT OF MR. AMAN BIYANI (DIN NO - 09131437) AS MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to the approval of the members, consent of the Board of Directors be and is hereby accorded to appoint Mr. Aman Biyani (DIN NO - 09131437), as Managing Director of the Company for a term of 3 (Three) years commencing from 19th November, 2024 till 18th November, 2027 on the following terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on Tuesday 19th November, 2024 with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Shareholders, if so required, in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT any of the director(s) of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such forms, documents and writings as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2:

TO APPOINTMENT OF MR. ADITYA BIYANI (DIN NO - 10304061) AS EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 161 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to the approval of the members, consent of the Board of Directors be and is hereby accorded to appoint Mr. Aditya Biyani (DIN

NO - 10304061), as Director (Executive) of the Company for a term of 5 (Five) years commencing from 19th November, 2024 till 18th November, 2029 on the following terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on Tuesday 19th November, 2024 with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Shareholders, if so required, in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT any of the director(s) of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such forms, documents and writings as may be necessary, proper or expedient to give effect to this resolution.”

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

Place : Mumbai
Date : November 19, 2024

By Order of the Board of Directors of
Damodar Industries Limited

Sd/-
Indrajit Kanase
Company Secretary
M. No. A51146

NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, December 15, 2023 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.damodargroup.com. The Notice can also be accessed from the 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. The Postal Ballot Notice is also disseminated on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.damodargroup.com. The Notice can also be accessed from the 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. The Postal Ballot Notice is also disseminated on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., Friday, January 10, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

6. The e-voting period commences on Monday, January 20, 2025 at 09.00 A.M. (IST) and will end on Tuesday, February 18, 2025, at 05.00 P.M (IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, January 10, 2025 may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for voting after Tuesday, February 18, 2025 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

7. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact by e-mail at enotices@linkintime.co.in, Tel: 022-4918 6000 or the Company at cs@damodargroup.com, Tel: 022 - 49763203.

8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Tuesday, February 18, 2025 (5:00 PM IST).

9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before Thursday February 20, 2025 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

10. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.damodargroup.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of MUFG INTIME, <https://instavote.linkintime.co.in>

11. In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to provide their email addresses to MUFG Intime by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at cs@damodargroup.com.

Procedure for Remote e-voting In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LINK INTIME, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below. The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVENT NO	Commencement of e-voting	End of remote e-voting
250019	Monday, January 20, 2025	Tuesday, February 18, 2025

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) upon the expiry of the aforesaid period.

The 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.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “LINKINTIME” 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.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, 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 “LINKINTIME” 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 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) **Visit URL: <https://www.evoting.nsd.com>**
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) 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.
- b) Click on “LINKINTIME” 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 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” 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.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>

- <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
 - c) Post registration, user will be provided username and password.
 - d) After successful login, user able to see e-voting menu.
 - e) Click on “LINKINTIME” 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 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on “LINKINTIME” 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 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) After successful authentication, click on “LINKINTIME” 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. 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.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. 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 'D' above

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ☒ 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).
- ☒ Enter Image Verification (CAPTCHA) Code
- ☒ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "Login" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
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.

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:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.

- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*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.

- E. 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 – Voting through remote e-voting

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." for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "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).

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@linkintime.co.in 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 a 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Forgot Password:

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 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.
- ☐ Click “forgot password?”
- ☐ Enter User ID, select Mode 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, Bank Account Number (last four digits) 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.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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
- ☐ Click “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.

- ☐ 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”.

Team InstaVote

MUFG Intime India Private Limited
Formerly Known as Link Intime India Private Limited

EXPLANATORY STATEMENT
(Pursuant To Section 102 (1) of the Companies Act, 2013)

Item No. 1 –TO APPOINTMENT OF MR. AMAN BIYANI (DIN NO - 09131437) AS MANAGING DIRECTOR OF THE COMPANY.

Mr. AMAN BIYANI (DIN NO – 09131437) was appointed as Managing Director of the Company

The present proposal is to seek the members approval for the appointment of Mr. AMAN BIYANI as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on Tuesday November 19th, 2024 has, subject to the approval of the Shareholders, reappointed Mr. Aman Biyani, for a further period of 3 (Three) years from the expiry of his term subject to provisions of the relevant and applicable provisions of the Act, the remuneration will comprise of salary, perquisites, other benefits & allowances as mentioned below.

- a) Salary: Upto Rs. 5,50,000/- per month
- b) Perquisites: Rs. 2,00,000/- per annum, perquisites will be allowed in addition to salary and shall restrict to an amount equal to the annual salary. The perquisites are classified into three categories A, B and C.:

Category – A

1)Housing

- 1.1. The expenditure by the Company on hiring furnished accommodation for the Director will be subject to a ceiling of Sixty percent
- 1.2. The expenditure by the Company on hiring furnished accommodation for the Director will be subject to a ceiling of Sixty Percent of the salary, over and above ten percent payable by the Director.
- 1.3. In case the Company provides no accommodation, the Director shall be entitled to House Rent allowance of Rs.5000/- per month

2)OTHER PERQUISITES

- 1.1. The expenditure by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax rules, 1962.
- 1.2. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- 1.3. Leave travel concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
- 1.4. Personal Accident Insurance: Of an amount, the annual premium which shall not exceed Rs. 15,000/- for the purpose of this category, family means spouse, the dependent children and dependent parents of the Director.

Category – B

- 1) Provident Fund: Company's contribution to provident fund shall as per the scheme of the Company.
- 2) Superannuation/ Annuity Fund: Company's contribution to superannuation / annuity fund shall be in accordance with the scheme of the Company. Contribution to Provident fund, superannuation fund or annuity fund will not be included in the Computation of the ceiling on perquisites to the extent such contribution either singly or put together are not taxable under the Income Tax Act.
- 3) Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund and which shall not exceed half a month's salary for each completed year of service.

Category - C

- 1) Car: Provision of car use on Company's business (not to be considered as perquisites).
- 2) Telephone: Telephone at the residence of Director (not to be considered as perquisites).
- 3) The Director shall be entitled to Annual privilege leave on full salary for a period of 30 days and shall be entitled to accumulate

such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

4) The Director shall observe secrecy in respect of the business affairs of the Company.

III. The information below is in relation to the proposal contained in item No.1. of the Notice relating to appointment of Mr. Aman Biyani as Managing Director of the Company.

I. General Information

(1) Nature of Industry:

The Company is in the business of Textile.

(2) Date or expected date of commencement of commercial production:

The Company has been in business for more than 35 years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, as the Company is an existing Company.

(4) Foreign investments or collaborators, if any: N. A.

II. Information about the appointee:

(i) Background details: Mr. Aman Biyani is a Bachelor of Commerce having more than 18 years of experience in textile industry.

(ii) Recognition or awards/Job profile and his suitability:

Mr. Aman Biyani has managed the Company ably since over a period of more than 18 years. In the opinion of the Board, he is eminently suited for the position he holds.

(iv) Remuneration proposed:

The remuneration of Mr. Aman Biyani is set out in point no.1.

(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.:

The remuneration of Mr. Aman Biyani is in tune with the remuneration in similar sized companies in similar segment of business.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.:

Mr. Aman Biyani is the promoter of the Company. He has equity holdings in the Company. He has no other pecuniary relationship directly

or indirectly with the Company or any of its directors.

(III) Other Information

Reasons of inadequate profits: On account of current economic condition and intense competition in the Textile Industry there is a continued pressure on margins & profitability.

Steps taken or proposed to be taken for improvements:

The Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines. The Company has taken various steps to improve efficiency and reduce costs including right sizing of manpower.

V. Minimum remuneration:

In the absence of inadequacy of profits in any financial year, (a) subject to the approval of the necessary authorities, the remuneration payable to Mr. Aaman Biyani by way of salary and perquisites shall be the maximum amount permitted as per Schedule V, as amended from time to time or as approved by the shareholders in the General

VI. The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in the Act, or any amendment hereafter in that regard.

VII. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment however he shall be entitled to reimbursement of expenses in connection with the business of the company.

VIII. The Managing Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whatsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.

IX. The agreement also sets out the duties and various obligations of Mr. Aaman Biyani. The appointment of Mr. Aaman Biyani by way of a special resolution, as a Managing Director and minimum remuneration payable to him are required to be approved by the Members.

Mr. Aaman Biyani and his relative is interested in the resolution set out at item No. 1 of the Notice as it pertains to his appointment as Managing Director of the Company.

Mr. Aaman Biyani and his relative is interested in the resolution set out at item No. 1 of the Notice as it pertains to his appointment

as Managing Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

ITEM NO-2 - TO APPOINTMENT OF MR. ADITYA BIYANI (DIN NO - 10304061) AS EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. ADITYA BIYANI (DIN NO - 10304061) was appointed as Executive Director of the Company

The present proposal is to seek the members approval for the appointment of Mr. ADITYA BIYANI as the Executive Director in terms of the applicable provisions of the Companies Act, 2013. On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on Tuesday November 19th, 2024 has, subject to the approval of the Shareholders, reappointed Mr. Aditya Biyani, for a further period of 5 (Five) years from the expiry of his term subject to provisions of the relevant and applicable provisions of the Act, the remuneration will comprise of salary, perquisites, other benefits & allowances as mentioned below.

- a) Salary: Upto Rs. 5,00,000/- per month
- b) Perquisites: Rs. 2,00,000/- per annum, perquisites will be allowed in addition to salary and shall restrict to an amount equal to the annual salary. The perquisites are classified into three categories A, B and C.

Category – A

1) Housing

- 1.1. The expenditure by the Company on hiring furnished accommodation for the Director will be subject to a ceiling of Sixty percent
- 1.2. The expenditure by the Company on hiring furnished accommodation for the Director will be subject to a ceiling of Sixty Percent of the salary, over and above ten percent payable by the Director.
- 1.3. In case the Company provides no accommodation, the Director shall be entitled to House Rent allowance of Rs.5000/- per month

2) OTHER PERQUISITES

- 1.1. The expenditure by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax rules, 1962.
- 1.2. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- 1.3. Leave travel concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
- 1.4. Personal Accident Insurance: Of an amount, the annual premium which shall not exceed Rs. 15,000/- for the purpose of this category, family means spouse, the dependent children and dependent parents of the Director.

Category – B

- 1) Provident Fund: Company's contribution to provident fund shall as per the scheme of the Company.

2) Superannuation/ Annuity Fund: Company's contribution to superannuation / annuity fund shall be in accordance with the scheme of the Company. Contribution to Provident fund, superannuation fund or annuity fund will not be included in the Computation of the ceiling on perquisites to the extent such contribution either singly or put together are not taxable under the Income Tax Act.

3) Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund and which shall not exceed half a month's salary for each completed year of service.

Category – C

1) Car: Provision of car use on Company's business (not to be considered as perquisites).

2) Telephone: Telephone at the residence of Director (not to be considered as perquisites).

3) The Director shall be entitled to Annual privilege leave on full salary for a period of 30 days and shall be entitled to accumulate such leave. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

4) The Director shall observe secrecy in respect of the business affairs of the Company.

III. The information below is in relation to the proposal contained in item No.2. of the Notice relating to appointment of Mr. Aditya Biyani as Managing Director of the Company.

I. General Information

(1) Nature of Industry:

The Company is in the business of Textile.

(2) Date or expected date of commencement of commercial production:

The Company has been in business for more than 35 years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, as the Company is an existing Company.

(4) Foreign investments or collaborators, if any: N. A.

II. Information about the appointee:

(i) Background details: Mr. Aditya Biyani is a Bachelor of Commerce having more than 15 years of experience in textile industry.

(ii) Recognition or awards/Job profile and his suitability:

Mr. Aditya Biyani has managed the Company ably since over a period of more than 15 years. In the opinion of the Board, he is eminently suited for the position he holds.

(iv) Remuneration proposed:

The remuneration of Mr. Aditya Biyani is set out in point no.1.

(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.:

The remuneration of Mr. Aditya Biyani is in tune with the remuneration in similar sized companies in similar segment of business.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.:

Mr. Aditya Biyani is the promoter of the Company. He has equity holdings in the Company. He has no other pecuniary relationship directly or indirectly with the Company or any of its directors.

(III) Other Information

Reasons of inadequate profits: On account of current economic condition and intense competition in the Textile Industry there is a continued pressure on margins & profitability.

Steps taken or proposed to be taken for improvements:

The Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines. The Company has taken various steps to improve efficiency and reduce costs including right sizing of manpower.

V. Minimum remuneration:

In the absence of inadequacy of profits in any financial year, (a) subject to the approval of the necessary authorities, the remuneration payable to Mr. Aditya Biyani by way of salary and perquisites shall be the maximum amount permitted as per Schedule V, as amended from time to time or as approved by the shareholders in the General

VI. The Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in the Act, or any amendment hereafter in that regard.

VII. The Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment however he shall be entitled to reimbursement of expenses in connection with the business of the company.

VIII. The Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whatsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him

during his employment as to the business or affairs of the company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.

IX. The agreement also sets out the duties and various obligations of Mr. Aditya Biyani. The appointment of Mr. Aditya Biyani by way of a special resolution, as a Director and minimum remuneration payable to him are required to be approved by the Members

Mr. Aditya Biyani and his relative is interested in the resolution set out at item No. 2 of the Notice as it pertains to his appointment as Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

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

Place : Mumbai
Date : November 19, 2024

By Order of the Board of Directors of
Damodar Industries Limited

Sd/-
Indrajit Kanase
Company Secretary
M. No. A51146