

Tomorrow's creativity, brought today.

# **DAMODAR INDUSTRIES LTD**

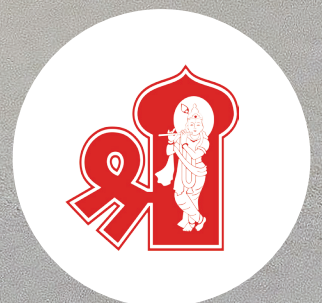
**34th ANNUAL REPORT 2021-22**

Tomorrow's creativity, brought today.

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creativity, brought today.

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## 5 YEAR SNAP SHOT

(Rs. in Cr.)

| Particulars                    | 2021-22 | 2020-21 | 2019-20 | 2018-19 | 2017-18 |
|--------------------------------|---------|---------|---------|---------|---------|
| <b>Turnover</b>                | 908.61  | 567.64  | 767.92  | 771.38  | 649.65  |
| <b>Total Income</b>            | 911.36  | 575.07  | 770.62  | 773.72  | 651.85  |
| <b>Total Expenses</b>          | 829.68  | 583.75  | 781.78  | 761.40  | 634.15  |
| <b>PBDIT</b>                   | 81.68   | 46.14   | 45.67   | 38.65   | 37.13   |
| <b>Interest</b>                | 28.88   | 30.72   | 33.80   | 13.92   | 10.96   |
| <b>PBDT</b>                    | 52.80   | 15.42   | 11.87   | 24.73   | 26.17   |
| <b>Depreciation</b>            | 23.57   | 24.10   | 23.03   | 12.41   | 8.47    |
| <b>PBT</b>                     | 29.21   | (8.68)  | (11.16) | 12.32   | 17.70   |
| <b>Tax</b>                     | 10.86   | (2.48)  | 4.22    | 3.96    | 5.99    |
| <b>PAT</b>                     | 18.35   | (6.20)  | (6.94)  | 8.36    | 11.71   |
| <b>Earning Per Share (EPS)</b> | 7.88    | (2.66)  | (2.98)  | 3.76    | 10.53   |
| <b>Equity Share Capital</b>    | 11.65   | 11.65   | 11.65   | 11.12   | 11.12   |
| <b>Dividend ( % )</b>          | 10%     | 0       | 0       | 15      | 30      |

### Important Communication to Members

The Ministry of Corporate Affaires 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](mailto: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. Ajay Biyani

Managing Director (DIN:00014896)

#### Mr. Anil D. Biyani

Executive Director (DIN:00016554)

#### Mr. Ketan K. Patel

Independent Director (DIN:08607454)

#### Mrs. Mamta A. Biyani

Independent Director (DIN:01850136)

#### Mr. Pankaj Srivastava

Independent Director (DIN:06716582)

### Registered Office

#### Damodar Industries Limited

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

Tel.: 022-49763203

E-mail: cs@damodargroup.com

Website: www.damodargroup.com

CIN No.: L17110MH1987PLC045575

### Registrar & Share Transfer Agent

Link Intime India Pvt. Limited,  
C-101, 247 Park, L.B.S. Marg, Vikhroli (W),  
Mumbai – 400083

Tel. No.: + 22-49763203

E-mail: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.com

#### Mr. Sheetal Prashad Singhal

Chief Financial Officer

#### Mr. Subodh Kumar Soni

Company Secretary & Compliance Officer

### Auditors

M/s. Swati Kanse & Company  
Chartered Accountants

### Cost Auditors

M/s. Dilip M. Bathija  
Cost Accountants

### Bankers

State Bank of India  
Bank of Baroda  
Kotak Mahindra Bank Limited  
Yes Bank Limited  
HDFC Bank Ltd.

### Plant Location

- Survey No. 265/10/1, 2 & 3  
Demni Road, Dadra Village, D. & N.H. (U.T.) – 396230  
Ph.: 0260-3264788, Fax: 0260-2668929
- Plot No. 165/67/68, Dabhel Ind. Co.-Op. Soc.  
Dabhel, Nani Daman (U.T.) - 396210
- T-26, Add. Textile Park (MIDC Amravati)  
Amravati, Maharashtra - 444605

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## 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: www.damodargroup.com

### NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth Annual General Meeting (AGM) of the Members of Damodar Industries Limited (“Company”) will be held on Wednesday, August 17, 2022 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 Standalone Financial Statements of the Company which includes the Audited Balance Sheet as on March 31, 2022, the Statement of Profit and Loss for the financial year ended as on that and cash flow Statement together with Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Anil D. Biyani (DIN: 00016554) who retires by rotation and, being eligible, offers himself for re-election.
3. To declare a Final Dividend of Rs. 0.50 on equity share of face value of Rs.5/- each for the financial year 2021–22.

#### SPECIAL BUSINESS

4. To fix remuneration payable to the Cost Auditors for the financial year 2022-23 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. 40,000/- (Rupees Forty 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 2022-23.

**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.”

5. To revise remuneration of Mr. Arunkumar Biyani, Chairman & Whole Time Director of the Company for the financial year of 2022-23 and in this regard to Consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on September 18, 2020 and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Arunkumar Biyani (DIN:00016519) Chairman and Whole –Time Director of the Company with effect from April 1, 2022 for the remaining period of his tenure ending on March 31, 2023.

**RESOLVED THAT FURTHER THAT** the remuneration payable to Mr. Arunkumar Biyani, Chairman & Whole- Time Director with effect from April 1, 2022 shall be as under:

- 1) Base salary: A salary of Rs.84,00,000/- (Rupees Eighty Four Lacs Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives: Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;





3) Perquisites:

- a) Medical benefits for self and family: All medical expenses incurred by the Chairman & Wholetime Director and his family shall be reimbursed in accordance with the Medclaim Policy.
- b) Personal Accident Insurance: Group Personal Accident Insurance Policy as applicable, as per the rules of the company.
- c) Reimbursement of expenses: The Company shall reimburse to the Chairman & Whole time Director, all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
- d) Retirement Benefits:

Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month's basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Explanation: "family" shall mean the spouse, the dependent children and the dependent parents of the Chairman & Wholetime Director."

**RESOLVED FURTHER THAT** the consent and ratification of the members of the Company be and is hereby accorded that Mr. Arunkumar Biyani, Chairman and Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances as specified above for the reaming period in case the Company has no profit or Its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification as may be deemed fit by the Board from time to time and subject to limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in current financial year, during the currency of the tenure of Mr. Arunkumar Biyani as Chairman and Whole Time Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013 as may amended from time to time.

**RESOLVED FURHTER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Chairman and Whole Time Director of the Company held on year September 18, 2020 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreements (s), deed(s) of amendments(s) or any such documents (s) as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate in order to give effect to this resolution."

- 6. To revise remuneration of Mr. Ajay Biyani, Managing director of the Company for the financial year of 2022-23 and in this regard to Consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on September 18, 2020 and pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if , any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 ("the Act), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Ajay Biyani (DIN:00014896) Managing Director of the Company with effect from April 1, 2022 for the remaining period of his tenure ending on March 31, 2023.



**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ajay Biyani (DIN:00014896) Managing Director with effect from April 1, 2022 shall be as under:

- 1) Base salary: A salary of Rs.84,00,000/- (Rupees Eighty Four Lacs Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives: Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
- 3) Perquisites:
  - a) Medical benefits for self and family: All medical expenses incurred by the Managing Director and his family shall be reimbursed in accordance with the Mediclaim Policy.
  - b) Personal Accident Insurance: Group Personal Accident Insurance Policy as applicable, as per the rules of the company.
  - b) Reimbursement of expenses: The Company shall reimburse to the Managing Director, all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
  - d) Retirement Benefits:

Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month's basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Explanation: "family" shall mean the spouse, the dependent children and the dependent parents of the Managing Director.

**RESOLVED FURTHER THAT** the consent and ratification of the members of the Company be and is hereby accorded that Mr. Ajay Biyani, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances as specified above for the remaining period in case the Company has no profit or its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification as may be deemed fit by the Board from time to time and subject to limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in current financial year, during the currency of the tenure of Mr. Ajay Biyani, Managing Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013 as may be amended from time to time.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company held on September 18, 2020 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreements (s), deed(s) of amendments(s) or any such documents (s) as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate in order to give effect to this resolution.





7. To revise remuneration of Mr. Anil D. Biyani, whole time director of the Company for the financial year of 2022-23 and in this regard to Consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on September 18, 2020 and pursuant to the provisions of Sections 196,197,198 read with Schedule V and other applicable provisions, if, any, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 ("the Act), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Anil D. Biyani (DIN:00016554) Whole Time Director of the Company with effect from April 1,2022 for the remaining period of his tenure ending on March 31, 2023.”

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Anil D. Biyani (DIN:00016554) with effect from April 1,2022 shall be as under:

- 1) Base salary: A salary of Rs.84,00,000/- (Rupees Eighty Four Lacs Only) per annum plus incentives and perquisites as mentioned below.
- 2) Incentives: Annual incentive – Performance based pay-out with maximum eligibility up to 50% of the base salary;
- 3) Perquisites:
  - a) Medical benefits for self and family: All medical expenses incurred by the Wholetime Director and his family shall be reimbursed in accordance with the Mediclaim Policy.
  - b) Personal Accident Insurance: Group Personal Accident Insurance Policy as applicable, as per the rules of the company.
  - c) Reimbursement of expenses: The Company shall reimburse to the Whole time Director, all the actual expenses incurred wholly, necessarily and exclusively for and on behalf of the Company and / or incurred in performance of the duties of the Company.
  - d) Retirement Benefits:

Provident Fund: The Company's contribution to Provident Fund not exceeding 12% of the basic salary, as per the rules of the Company.

Gratuity: Gratuity at the rate of half-month's basic salary for each completed year of service.

Superannuation Fund: Company may contribute or allow transfer to Superannuation Fund, as per the rules of the Company.

Leave: Directors shall be entitled for leave with full pay or encashment thereof, as per the rules of the Company.

Explanation: “family” shall mean the spouse, the dependent children and the dependent parents of the Wholetime Director.

**RESOLVED FURTHER THAT** the consent and ratification of the members of the Company be and is hereby accorded that Mr. Anil D. Biyani, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances as specified above for the reaming period in case the Company has no profit or Its profit are inadequate.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification as may be deemed fit by the Board from time to time and subject to limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** where in current financial year, during the currency of the tenure of Mr. Anil D. Biyani as Whole Time Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013 as may amended from time to time.



**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company held on September 18, 2020 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Director or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreements (s), deed(s) of amendments(s) or any such documents (s) as the Board may, in its absolute discretion, consider necessary expedient or desirable including power to sub delegate in order to give effect to this resolution."

**Registered Office:**

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

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

Sd/-

**Subodh Kumar Soni**  
Company Secretary

Place : Mumbai

Date : May 28,2022

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business(es) at Sr. 4 to 7 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Directors is also annexed.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021, 8th December 2021, 14th December 2021 and 5th May 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. 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.
4. 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 vishal@manseta@rediffmail.com and to its RTA at instameet@linkintime.co.in





5. 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 view of prevailing COVID-19 pandemic situation and difficulties involved in despatch of physical copies. Pursuant to the General Circular Nos. 17/2020, 20/2020 and 02/2021 dated 13-April-2020, 5-May-2020 and 13-January-2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively issued by the MCA. Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company’s website [www.damodargroup.com](http://www.damodargroup.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

6. 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.
7. 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](http://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.

8. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the Financial Year 2014-2015, 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 2014-2015 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 11.09.2022, 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.
9. 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](http://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.
10. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday 19, July, 2022 to Friday 22, July, 2022 (both days inclusive) for the purpose of the Thirty-four Annual General Meeting of the Company.
11. Since the Thirty-third AGM will be held through VC/OAVM, the route map is not annexed.
12. 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, Link Intime India Private Ltd., [www.linkintime.co.in](http://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. Link 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).
13. 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.
  14. 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. Link Intime India Pvt. Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
  15. 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](mailto:cs@damodargroup.com).
  16. 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.
  17. 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.
  18. 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.
  19. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
  20. 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.
  21. 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. Shareholder