

**Clause 35A – Annual General Meeting – Result/Outcome of Damodar Industries Limited  
held on 07.08.2015**

1. Adoption of the Audited Balance Sheet as at 31<sup>st</sup> March,2015 and the Profit and Loss Account for the year ended on that date along with the Auditors and Directors Report thereon.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
<b>Total</b>	<b>89,00,650</b>	<b>60,96,977</b>	<b>68.50 %</b>	<b>60,96,977</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

2. Declaration of final Dividend @10% for the financial year 2014-15 to those members whose name appeared on the date of book closure.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
<b>Total</b>	<b>89,00,650</b>	<b>60,96,977</b>	<b>68.50 %</b>	<b>60,96,977</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>



3. Re-appointed Shri Anil D. Biyani, as Director of the Company, Liable to retire by rotation.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	20,52,063	33.34%	20,52,063	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	22,04,277	24.77%	22,04,277	NIL	100%	NIL

4. Appointed M/s Jitendra Mishra & Co. Chartered Accountants (Membership No.116676), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of directors.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL

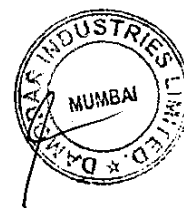


5. Appointed Shri Raghavan Srinivas (DIN: 07090385) as an Independent Director.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL

6. Appointed Smt. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL

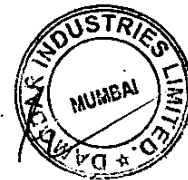


7. Approved the remuneration of the Cost Auditor for the financial year ending March 31, 2016.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL

8. Adopted Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL

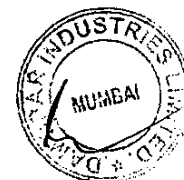


9. Re-appointed Shri Ajay D. Biyani (DIN: 00014896) as Managing Director.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	18,55,063	30.14%	18,55,063	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54%	1,52,214	NIL	100%	NIL
Total	89,00,650	20,07,277	22.55 %	20,07,277	NIL	100%	NIL

10. Re-appointed Shri Arunkumar Biyani (DIN: 00016519) as a Whole-time Director.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	11,10,000	18.03%	11,10,000	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54%	1,52,214	NIL	100%	NIL
Total	89,00,650	12,62,214	14.18%	12,62,214	NIL	100%	NIL



11. Re-appointed Shri Anil D. Biyani (DIN: 00016554) as a Whole Time Director.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	20,52,063	33.34%	20,52,063	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54%	1,52,214	NIL	100%	NIL
Total	89,00,650	22,04,277	24.77%	22,04,277	NIL	100%	NIL

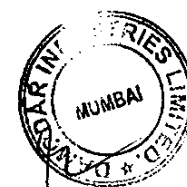
12. Approved Issue of Bonus Shares.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL



13. Approved the Acceptance of Fixed Deposits.

Promoter/ Public	No. of Shares Held  (1)	No. of Votes Polled & through e-voting  (2)	% of votes Polled and e-voting on Outstanding Shares  (3)=[(2)/(1)] *100	No. of Votes - in favour  (4)	No. of Votes – Against  (5)	% of votes in favour on votes polled and e-voting  (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting  (7)=[(5)/(2)] *100
Promoter and Promoter Group	61,54,763	59,44,763	96.59%	59,44,763	NIL	100%	NIL
Public – Institutional Holders	700	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	27,45,187	1,52,214	5.54 %	1,52,214	NIL	100%	NIL
Total	89,00,650	60,96,977	68.50 %	60,96,977	NIL	100%	NIL





**VISHAL N. MANSETA** (B.Com, A. C. S.)

Practicing Company Secretary

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Email : [vishal\\_manseta@rediffmail.com](mailto:vishal_manseta@rediffmail.com) / [vishal@vishalmanseta.com](mailto:vishal@vishalmanseta.com)

To,  
The Chairman,  
Damodar Industries Limited,  
A1/202, Centre Point, 243-A,  
N. M. Joshi Marg,  
Lower Parel (E),  
Mumbai – 400013

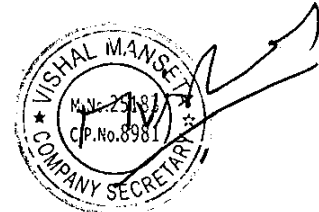
Dear Sir,

Sub.: Scrutinizer's Report E-voting and Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rule, 2014

I, Vishal N. Manseta, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Damodar Industries Limited vide resolution dated May 27, 2015, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014, to conduct the scrutiny of electronic voting process and scrutinizer of poll.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated May 27, 2015 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary/Special Resolutions as mentioned below:

1. Adoption of the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date along with the Auditors and Directors Report thereon.
2. Declaration of final Dividend @10% for the financial year 2014-15 to those members whose name appeared on the date of book closure.
3. Re-appointed Mr. Anilkumar Biyani, as Director of the Company, Liable to retire by rotation.
4. Appointed M/s Jitendra Mishra & Co. Chartered Accountants (Membership No.116676), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of directors.
5. Appointed Mr. Raghavan Srinivas (DIN: 07090385) as an Independent Director.
6. Appointed Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director.
7. Approved the remuneration of the Cost Auditor for the financial year ending March 31, 2016.
8. Adopted Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.
9. Re-appointed Shri Ajay D. Biyani (DIN: 00014896) as Managing Director.
10. Re-appointed Shri Arunkumar Biyani (DIN: 00016519) as a Whole-time Director.





11. Re-appointed Shri Anil D. Biyani (DIN: 00016554) as a Whole Time Director.
12. Approved Issue of Bonus Shares.
13. Approved the Acceptance of Fixed Deposits.

Which were passed at the Annual General Meeting of the Company held on August 07, 2015.

The Company has also availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on Tuesday August 04, 2015 at 9.00 a.m. and ended on Thursday, August 06, 2015 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.

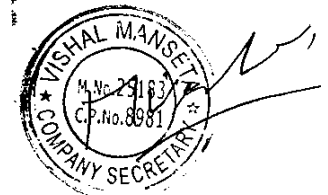
I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the ballot papers submitted by the members at the meeting.

I now submit my Report as under on the result of the voting through electronic means and by poll in respect of the said Resolutions.

Date of AGM	August 07, 2015
Total number of shareholders on Record Date:	3,871
Cut-off date for e-voting -	July 31, 2015
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	8
Public:	36
No. of Shareholders attended the meeting through Video Conferencing:	Not arranged

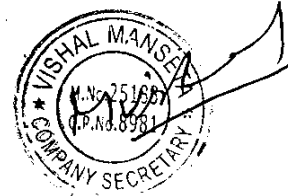
Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1.	To adopt of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date along with the Auditors and Directors Report thereon.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	Declaration of final Dividend @10% for the financial year 2014-15 to those members whose name appeared on the date of book closure.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3.	To Re-appoint Mr. Anil D. Biyani, as Director of the Company, Liable to retire by rotation.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority



**VISHAL N. MANSETA**  
**Practicing Company Secretary**

4.	To Appoint M/s Jitendra Mishra & Co. Chartered Accountants (Membership No.116676), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of directors.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5.	To appoint Mr. Raghavan Srinivas (DIN: 07090385) as an Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
6.	To appoint Mrs. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
7.	To Approve the remuneration of the Cost Auditor for the financial year ending March 31, 2016.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
8.	To Adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
9.	To Re-appoint Shri Ajay D. Biyani (DIN: 00014896) as Managing Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
10.	To Re-appoint Shri Arunkumar Biyani (DIN: 00016519) as a Whole-time Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
11.	To Re-appoint Shri Anil D. Biyani (DIN: 00016554) as a Whole Time Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
12.	To approve the Issue of Bonus Shares.	Special	E-Voting and Poll	The resolution was passed with the requisite majority
13.	To approve the Acceptance of Fixed Deposits.	Special	E-Voting and Poll	The resolution was passed with the requisite majority



The voting details of the resolutions passed at the meeting are as under:

Sr. No.	Particulars	In favour of the Ordinary/Special Resolution(s)			Against 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
1.	To adopt of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Profit and Loss Account for the year ended on that date along with the Auditors and Directors Report thereon.	62	60,96,977	100.00%	0.00	0.00	0.00
2.	Declaration of final Dividend @10% for the financial year 2014-15 to those members whose name appeared on the date of book closure.	62	60,96,977	100.00%	0.00	0.00	0.00
3.	To Re-appoint Shri Anil D. Biyani, as Director of the Company, Liable to retire by rotation.	62	22,04,277	100.00%	0.00	0.00	0.00
4.	To Appoint M/s Jitendra Mishra & Co. Chartered Accountants (Membership No.116676), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of directors.	62	60,96,977	100.00%	0.00	0.00	0.00



**VISHAL N. MANSETA**  
**Practicing Company Secretary**

5.	To appoint Shri Raghavan Srinivas (DIN: 07090385) as an Independent Director.	62	60,96,977	100.00%	0.00	0.00	0.00
6.	To appoint Smt. Farida Bomi Jambusarwalla (DIN: 07139945) as an Independent Director.	62	60,96,977	100.00%	0.00	0.00	0.00
7.	To Approve the remuneration of the Cost Auditor for the financial year ending March 31, 2016.	62	60,96,977	100.00%	0.00	0.00	0.00
8.	To Adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.	62	60,96,977	100.00%	0.00	0.00	0.00
9.	To Re-appoint Shri Ajay D. Biyani (DIN: 00014896) as Managing Director.	62	20,07,277	100.00%	0.00	0.00	0.00
10.	To Re-appoint Shri Arunkumar Biyani (DIN: 00016519) as a Whole-time Director.	62	12,62,214	100.00%	0.00	0.00	0.00
11.	To Re-appoint Shri Anil D. Biyani (DIN: 00016554) as a Whole Time Director.	62	22,04,277	100.00%	0.00	0.00	0.00
12.	To approve the issue of Bonus Shares.	62	60,96,977	100.00%	0.00	0.00	0.00
13.	To approve the Acceptance of Fixed Deposits.	62	60,96,977	100.00%	0.00	0.00	0.00

The Chairman of the company may declare the results of the e-voting and Poll.

For Vishal N. Manseta  
(Practicing Company Secretary)

Vishal N. Manseta  
ACS No.: 25183  
C.P. No.: 8981  
Date: August 08, 2015  
Place: Mumbai

