

Deepak Industries Limited

dc

Regd. & Corporate Office :
16, Hare Street, Kolkata 700 001
Phone : 2248-2391/92/93
Fax : 33 2248 9382
Website : www.dil-india.com
CIN No. : L63022WB1954PLCO21638
email : secretary@dil-india.com

Date: 29/12/2015

The General Manager-Listing
The Calcutta Stock Exchange Ltd
7, Lyons Range,
Kolkata-700 001

Dear Sir,

Sub: Submission of Voting Result of Postal Ballot (includes e-voting) for the Buy-back of the Shares of the Company under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The proposed Special Resolution under Section 68 to 70 of the Companies Act, 2013 (the "Companies Act") for buyback of not exceeding 1324500 equity shares of the Company, from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time, at a price of Rs.300/- per equity share payable in cash for an aggregate amount of Rs. 39,73,50,000/- as set out in the Notice of Postal Ballot dated 14/11/2015 pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 has been approved by the members of the Company with the requisite majority.

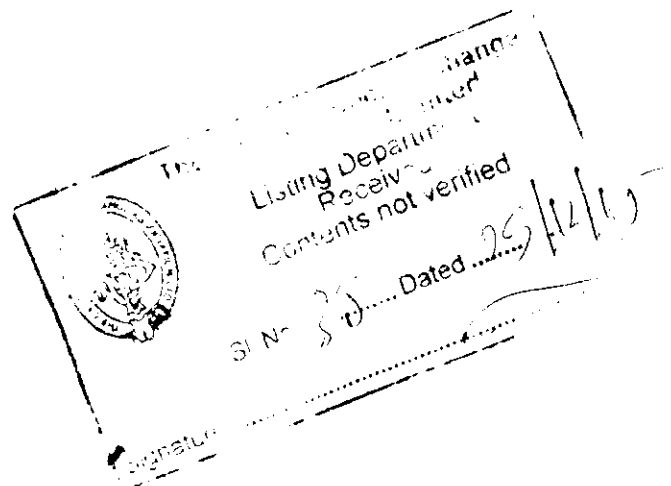
Please find enclosed the voting results of the Postal Ballot.

Thanking you,

Yours faithfully,
For Deepak Industries Limited

V D Mall
V D MALL
Company Secretary

Encl : As above



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Details of voting results

Date of AGM/EGM/Postal Ballot General Meeting	29/12/2015
Total No of Shareholders on record date/cut off date	107
No of Shareholders present in the meeting either in Person or through proxy.	Two
Promoters and promoter Group	One
Public	One
No of Shareholders attended the meeting through video conferencing	Not applicable
Promoters and promoter Group	Not applicable
Public	Not applicable

Agenda wise disclosure:

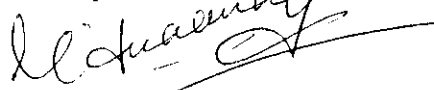
SL No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast			
	Favor	23483	3274715	3298198	99.97			
	Against	1100	0	1100	0.03			
			Total	3299298				
Resolution required: (Ordinary/Special)	Special resolution for Buy back of Shares							
Whether promoter/promoter group are interested in the agenda/Resolution?	As a Shareholders							
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and promoter Group	E-voting	3927364	3256483	82.92	3256483	0	100.00	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
Public-Institutions	E-voting	284375	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
Public-Non Institutions	E-voting	1086356	18232	1.68	18232	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		24583	2.26	23483	1100	95.52	4.48
Total		5298095	3299298	62.27	3298198	1100	99.97	0.03

Percentage of Votes cast in favour : 99.97%

Percentage of Votes Cast Against: 0.03%

Therefore, the Special Resolution as set out in the Postal Ballot Notice dated 14/11/2015 has been approved by shareholders with requisite majority on 29/12/2015.

For Deepak Industries Limited



V D Mall
Company Secretary

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata – 700069
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

SCRUTINIZERS' REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the
Companies (Management and Administration) Rules, 2014]

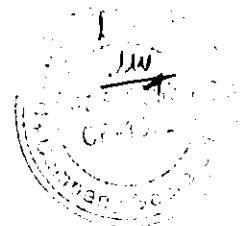
To,
The Chairman,
Deepak Industries Limited,
2nd floor, 16, Hare Street,
Kolkata –700001

SUB: REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of Companies (Management and Administration Rules), 2014 and Clause 35B of the Listing Agreement, the Board of Directors of M/S Deepak Industries Limited at its meeting held on 14th November 2015 had appointed me as the Scrutinizer for conducting the Postal Ballot voting process through both physically & by e-voting in a fair and transparent manner, in respect of the following resolutions:

Resolution Number	Type of Resolution	Resolution For
1.	Special Resolution	To consider and approve as per the provisions of Article 5A of the Articles of Association of the Company and the provisions of Section 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended from time to time (the "Buyback Regulations"), buyback by the Company of its fully paid-up equity shares of Rs. 10/- each, not exceeding 1324500 (Thirteen Lakhs Twenty Four Thousand Five Hundred Only) equity shares (representing 24.99% of the total number of shares in the paid up share capital of the Company) at a price of Rs.300/- (Rupees Three hundred Only) per equity share ("Buyback Offer Price") payable in cash for an aggregate amount of Rs.39,73,50,000/- (Rupees Thirty Nine Crores Seventy Three Lakhs Fifty Thousand Only) ("Buyback Offer Size") which is approximately 17.75% of the fully paid up equity share capital and free reserves as per the audited accounts of the Company for the Financial year ended 31.03.2015 from the members of the Company on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations ("Buyback")."



1. We submit our report as under:

- 1.1. The Company had completed on 26th November' 2015, the dispatch of Notice dated 14th November'2015 along with Postal Ballot Forms and self-addressed stamped envelopes through Registered Post/electronically, to those Members whose names were appeared on the Register of Members/list of beneficiaries as on 20-11-2015, being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of votes cast in respect of such resolution will be counted according to the number of shares held by the concerned Shareholders. One share held will be equal to one vote.
 - 1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 read with Clause 44 of the SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015 ("the Regulations"), the Company has provided e-voting facility to all its Members to enable them to cast their votes electronically. The e-voting services were provided by the Central Depository Services (India) Limited (CDSL). The e-voting period commenced on 27th November, 2015 from 9:00 AM (IST) and concluded on 26th December, 2015 at 5:00 PM (IST).
 - 1.3. Particulars of all the Postal Ballot Forms received from the shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
 - 1.4. The sealed physical Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.
 - 1.5. All the physical Postal Ballot Forms, received up to the close of working hours(17:00 hours) on 26th December, 2015, the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
 - 1.6. Envelopes containing Postal Ballot Forms received after working hours (17:00 hours) on 26th December, 2015 were not considered for our scrutiny. These envelopes were not opened.
 - 1.7. The lot of Postal Ballots which were received before the last date, were opened from time to time(periodically)in the presence of an Authorized representative and kept in safe custody of Company and the last lot was opened on 26th December, 2015 after 17:00 hours in the presence of our Authorized Representatives.
 - 1.8. Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
 - 1.9. We have not found any Defaced/Mutilated Postal Ballot Form.
 - 1.10. We downloaded the complete record of votes cast by electronic mode from Central Depository Services (India) Limited (CDSL) portal, the agency for providing and supervising electronic platform on 27th December,2015 around 12.30 P.M. ,which was closed by CDSL on 26th December , 2015 at 5.00 P.M.
2. In accordance with the Basis of Acceptance (as per Annexure-I) and Basis of Rejection (as per Annexure-II), and on proper scrutiny of all the Ballot papers, We report the result of the Postal Ballot as under :



2.1. Total summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows:-

Resolution No.1

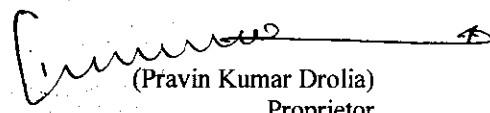
To consider and approve Buy back of its own shares by the Company.

SL No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Valid Votes	% of Total votes Cast				
1.	Favor	23483	3274715	3298198	99.97				
2.	Against	1100	0	1100	0.03				
Total				3299298					
Resolution required: (Ordinary/Special)	Special resolution for Buy back of Shares								
Whether promoter/promoter group are interested in the agenda/Resolution?	As a Shareholders								
Category	Mode of voting	No of shares held	No of votes polled*	% of votes polled on out-Anding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and promoter Group	E-voting	3927364	3256483	82.92	3256483	0	100.00	0	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot		0	0	0	0	0	0	
Public-Institutions	E-voting	284375	0	0	0	0	0	0	
	Poll		NA	NA	NA	NA	NA	NA	
	Postal Ballot		0	0	0	0	0	0	
Public-Non Institutions	E-voting	1086356	18232	1.68	18232	0	100	0	
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	Postal Ballot		24583	2.26	23483	1100	95.52	4.48	
Total		5298095	3299298	62.27	3298198	1100	99.97	0.03	

3. The Resolution accordingly stand passed with requisite majority.

4. You may accordingly declare the result of the voting by Postal Ballot.

For DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)

Proprietor

F.C.S. No. 2366

Certificate of Practice No. 1362

Place: Kolkata

Date : 28th December ' 2015

“Annexure -I”

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

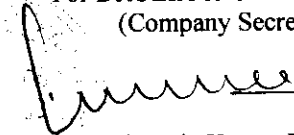
1. A Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the website of CDSL (<http://www.evotingindia.co.in>) as specified in the Postal Ballot Notice.
2. The assent or dissent has been given by any other mark, the Postal Ballot Form has been considered.
3. Joint shareholder(s) has /have signed the Postal Ballot Form Instead of first name shareholder, the vote cast by the joint named shareholders has/ have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for less number of shares than his actual shareholding, the number of shares (votes) indicated /cast has been considered.
6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

7. Shareholder has voted only through E-Voting i.e. electronic mode.

Place: Kolkata
Date : 28th December, 2015

For DROLIA & COMPANY
(Company Secretaries)



(Pravin Kumar Drolia)
Proprietor
F.C.S. No. 2366
Certificate of Practice No. 1362

“Annexure-II”

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the shareholder with the registrar and share transfer agent differs materially with that of the signature in the Postal Ballot Forms.
4. The specimen signature of the shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry (www.evotingindia.co.in) of the registrar and share transfer agent i.e. Central Depository Services (India) Limited and consequently there is no way to verify the signature.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has sent a photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorized Signatory / Power of Attorney Holder and certified true copy of board resolution /Power of Attorney /Letter of Authority together with attested specimen signatures of the duly authorized signatory not attached with the Postal Ballot Form.
8. Shareholder has signed the Postal Ballot Form in Pencil.
9. Shareholder has signed in the both Column for the purpose of Assent/Dissent.
10. Shareholder has sent Scan Copy of Postal Ballot Form via E-mail.
11. Shareholder has sent Original as well as Duplicate Postal Ballot Form, and then Original Postal Ballot Form has /have been considered.
12. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes.

B. VOTING THROUGH ELECTRONIC MODE

13. Shareholder has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and voting done through Physical Postal Ballot has been treated as ‘Invalid’.

Place: Kolkata
Date : 28th December , 2015



For DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S. No. 2366
Certificate of Practice No. 1362