

DEEPAK INDUSTRIES LIMITED

CIN : L63022WB1954PLC021638

Regd. Office : 16, Hare Street, Kolkata-700 001

Phone No.033-2248-2391/2/3 Fax No. 033-2243-9382

Website: www.dil-india.com Email: secretary@dil-india.com

NOTICE

Notice is hereby given that 62nd Annual General Meeting of the shareholders of the Deepak Industries Limited will be held at 16, Hare Street, 2nd Floor, Kolkata-700 001 on Thursday, the 10th August, 2017 at 1.00 P.M. to transact the following business:-

Ordinary Business:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a director in place of Shri Pradip Kumar Daga (Holding DIN No.00040692) who retires by rotation and being eligible offers himself for re-appointment.
3. "RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Lodha & Co., Chartered Accountants (Firm's Registration No. 302049E) be and is hereby appointed as statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company held thereafter, subject to ratification of their appointment by the Members at every Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Special Business :

4. To consider and if thought fit to pass the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to section 148(3) and all other provisions of the Companies Act, 2013 and read with rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditors M/s. SPK Associates, Cost Accountants, Kolkata (Firm's Registration No. 000040) for conducting the audit of the cost records of the company for the year 2016-17 determined by the Board of Directors of the Company at Rs 50,000/-

(apart from service tax including cess as applicable and out of pocket expenses) be and is hereby approved and ratified."

5. To consider and if thought fit to pass the following resolution as an Special resolution:

Resolved that pursuant to the provision of regulation 31A of SEBI(LODR)Regulations, 2015 read with applicable SEBI Laws and Regulations and applicable provisions contained in the Companies Act, 2013 and rules made there under and all other applicable laws and rules, and upon approval of Calcutta Stock Exchange Limited, M/s. Contransys Private Limited and Shri Shantanu Daga, who while holding shares in the Company were classified as Promoters/Promoters group in the shareholding pattern of the Company as per regulation 31 of the SEBI(LODR) Regulations, 2015 and have since disposed their entire holdings in the Company be removed from the promoter/promoters group of the Company for all future times.

Resolved further that Shri Anand Prasad Agarwalla, Director and Shri Vithal Das Mall, Company Secretary of the Company be and are hereby severally authorised to do all necessary acts, things and matter as they may think fit and expedient in the matter and to resolve and settle any difficulty that may arise in the implementation of this resolution.

By Order of the Board

Place: Kolkata
Date : 30th May, 2017

V D MALL
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than 10% of the total share capital of the company carrying voting rights may appoint a

single person as proxy and such person can not act a proxy for any person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 07/08/2017 to 10/08/2017 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata – 700 001, as its Registrar and Transfer Agents (RTA) for both physical and demat segment of equity shares. Members are requested to send all their correspondence at the above address of RTA. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and secretary@dil-india.com.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
6. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
7. 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 for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
9. Details under SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report for 2016-2017 is being sent in the permitted mode.
11. In future, Electronic copy of the Notice of the General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.dil-india.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
13. Documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays upto and including the date of the Annual General Meeting of the Company.
14. Institutional Members/Bodies Corporate (i.e, other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Attorney letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through

e-mail at secretary@dil-india.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 09/08/2017 up to 5.00 P.M. without which the vote shall not be treated as valid.

15. The Company has connectivity with both NSDL and CDSL under ISIN No INE485J01016

VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility of "remote (e-voting from a place other than the venue at AGM) to exercise their right to vote at the AGM by electronic means. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL)

The facility of voting through ballot /Polling paper shall also be made available at the venue of the AGM. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be able to cast their vote again at the AGM.

The Company has appointed Shri Pravin Kumar Drolia, Practising Company Secretary (Certificate of Practice No. 1362) as the Scrutinizer to scrutinize for conducting the remote e-voting and the voting process at the AGM in a fair and transparent

manner the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under :

- (i) The remote E-voting period begins on 07/08/2017 at 9.00 A.M. and ends on 09/08/2017 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03/08/2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 09/08/2017.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name and the eight digit sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If both details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field .as mentioned in instruction (vii)</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Deepak Industries Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT" A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF,NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Scrutinizer will submit his report on 11/08/2017 before 12.30 P M and the result will be announced on 11/08/2017 before 2.00 P.M. by any Director. The result will be placed on the website of the Company www.dil-india.com and the website of CDSL and communicated to The Calcutta Stock Exchange Limited where the equity shares of the Company are listed.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.****Relating to item No. 4**

Under the provisions of section 148(3) of the Companies Act, 2013 read with rule 14 of the Cos (Audit & Auditors) rules, 2014 the remuneration of the cost auditors is required to be ratified by the shareholders of the Company and your directors recommend the resolutions for approval of the members by Ordinary resolutions.

None of the Directors and Key Management Personnel of the Company and their relatives is concerned or interested in this resolution financially or otherwise.

Relating to item No.5

M/s. Contransys Private Limited and Shri Shantanu Daga while holding equity shares in the Company were classified as Promoters/Promoters group in the shareholding pattern of the Company and have since disposed their entire shareholding in the Company are proposed to be removed from the promoters and promoters group in the Company for all future times.

As per the regulation 31A of SEBI(LODR), 2015, removal of the name from the promoters and promoters group requires the approval of the shareholders and also approval of the Calcutta Stock Exchange Limited on which the equity shares of the Company is listed. The Board recommend the resolution for approval of the shareholders by special resolution

None of the directors and KMPs and their relatives except Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga, directors including the above erstwhile shareholders of the Company and their relative are deemed to be interested in the resolution financially and otherwise.

By Order of the Board

Place: Kolkata
Date : 30th May, 2017

V D MALL
Company Secretary

Information required to be furnished under SEBI (LODR), 2015 in respect of the Appointment/Re-appointment of the Directors

Name of the Director	Shri Pradip Kumar Daga
Date of Birth	24.04.1937
Date of Appointment	16.12.2008
Qualification	B. Com. , (Hons)
Experience in specific functional areas	Tea, Spinning, Engineering and Solar and Hydro Power
Directorship in other Companies	1) Longview Tea Company Limited 2) Century Textiles & Industries Limited 3) Deepak Gears Ltd 4) Deepak Spinners Limited
Chairmanship / Membership/of Committees of Other Public Companies (Only Audit Committee and Stakeholders Relationship Committee considered)	Longview Tea Company Limited-Member of Audit committee. Century Textiles Industries Ltd-Member of Audit and Stakeholders Relationship Committee
Shareholding in the Company	207700
Relationship with other directors	Father of Shri Yashwant Kumar Daga, VCJMD

ROUTE MAP



DEEPAK INDUSTRIES LIMITED

CIN : L63022WB1954PLC021638

Regd. Office : 16, Hare Street, Kolkata-700 001

TPhone No.033-2248-2391/2/3 Fax No. 033-2243-9382

Website: www.dil-india.com Email: secretary@dil-india.com

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

D.P. ID*		L.F. No.	
Client ID*		No. of Shares held	

I/ We hereby record my/our presence at the 62nd Annual General meeting of the Company being held on Thursday, the 10th August, 2017 at 1.00 P.M. at 16, Hare Street, Kolkata-700 001.

Signature of Shareholder(s)

1. 2. 3.

Signature of the Proxy holder

*Applicable for shareholders holding shares in electronic form.

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the venue of the meeting.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L63022WB1954PLC021638

Name of the Company : DEEPAK INDUSTRIES LIMITED

Registered office : 16, Hare Street, Kolkata-700 001

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint.

(1) Name..... Address.....

E-mail IDSignature or failing him.

(2) Name..... Address.....

E-mail IDSignature or failing him.

(3) Name..... Address.....

E-mail IDSignature

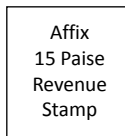
as my/our proxy to attend and vote (on a poll) for me/ our behalf at the 62nd Annual General Meeting of the Company, to be held on Thursday, the 10th August, 2017 at 1.00 P.M. at 16, Hare Street, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf :

Resolution No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	ORDINARY BUSINESS			
1.	Ordinary Resolution to Consider and adopt Audited Balance Sheet as at 31st March, 2017 and statement of the Profit & Loss Account, together with Reports of the Board of Directors and Auditors of the Company thereon.			
2.	Ordinary Resolution for re-appointment of Shri Pradip Kumar Daga who retires by rotation.			
3.	Ordinary Resolution under Section 139, 141 and 142 of the Companies Act, 2013 for appointment of Messrs. Lodha & Co., Chartered Accountants as Statutory Auditors from the conclusion of this annual general meeting until the conclusion of the 6th Annual General Meeting of the Company held thereafter and fixing their remuneration.			
	SPECIAL BUSINESS			
4.	Ordinary Resolution under Section 148(3) of the Companies Act, 2013 for approval of the remuneration of the Cost Auditors.			
5.	Special Resolution of removal of the name of M/s. Contransys Private Limited and Shantanu Daga from the list of the Promoter category in the shareholding pattern of the Company under regulation 31A of the SEBI(LODR) Regulations, 2015.			

Signed this day of 2017

Signature of Shareholder :

Signature of Proxy holder(s) :



Note :

- (1) **This form of proxy in order to be effective should be completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- (2) For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- (3) It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.