

P. K. DAGA

CHAIRMAN-CUM-MANAGING DIRECTOR

S. CHAKRAVORTI
A. P. AGARWALLA
S. C. MOHTA

DIRECTORS

V. D. MALL

COMPANY SECRETARY

SINGHI & CO.
Chartered Accountants

AUDITORS

STATE BANK OF INDIA
UCO BANK

BANKERS

Maheshwari Datamatics Pvt.Ltd
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : 033-2243-5809; 2243-5029
Fax : 033-2248-4787
E-mail : mdpl@cal.vsnl.net.in
Website : www.mdpl.in

REGISTRAR & SHARE TRANSFER AGENTS

DEEPAK INDUSTRIES LIMITED
CIN No. L63022WB1954PLC021638

CORPORATE DETAILS

Registered Office :
16, Hare Street, 2nd Floor
Kolkata - 700 001
Phone : 033-2248-2391/2/3
Fax : 033-2248-9382
Website : www.dil-india.com
E-mail : secretary@dil-india.com

NOTICE

Notice is hereby given that the 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 25th September, 2014 at 2.00 PM. to transact the following business :

Ordinary Business :

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 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 Suresh Chand Mohta (Holding DIN No.00066305) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration..

Special Business :

4. To consider and if thought fit to pass the following resolution as an ordinary resolution :

“Resolved that pursuant to section 149 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Shri Anand Prasad Agarwalla (Holding DIN No.00312652) Director of the Company be and is hereby appointed as an Independent Director of the company for a term of five consecutive years from 1st October, 2014 to 30th September, 2019 and who shall not be liable to retirement by rotation.”

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

“Resolved that pursuant to section 149 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Shri Sujit Chakravorti (Holding DIN No.00066344) Director of the Company be and is hereby appointed as an Independent Director of the company for a term of five consecutive years from 1st October, 2014 to 30th September, 2019 and who shall not be liable to retirement by rotation.”

6. To consider and if thought fit to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, M/s Salarpuria Jajodia & Co., Chartered Accountants,(Firm’s Registration No.302111E) be and are hereby re-appointed as Branch Auditors to audit the Books of Accounts of Branches New Allenberry Works, at Kolkata, Faridabad, and Rudrapur of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company in consultation with the said Auditors.

7. To consider and if thought fit to pass the following resolution as an ordinary resolution:

“Resolved that pursuant to section 14 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) regulation 98 of the Articles of Association of the Company be and is hereby altered by substitution of the following new regulation 98 and a regulation 98A be entered after the regulation 98 as follows :

“98. The Managing Director shall while continuing to hold that office, be subject to retirement by rotation under section 152 of the Companies Act, 2013 and shall be reckoned as a director whose period of office is liable to determination by retirement of directors by rotation and shall ipso facto and immediately cease to be Managing Director if he/she ceases to hold the office of the Director from any cause other than by retirement by rotation unless re-elected but shall not cease to hold the office of Director if he/she ceases to hold the office of Managing Director.”

“98A. An individual may hold the dual position of the Chairperson and Managing Director or Chief Executive Officer of the Company at the same time if the Board so resolves.”

8. To consider and if thought fit to pass the following resolution as a special resolution:

“RESOLVED THAT in supercession of the Ordinary resolution passed under section 293(1)(d) of the Companies Act, 1956 on 25th August, 2011 in the matter, and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act,

2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which money may be borrowed by the Board of Directors shall not exceed the aggregate of the paid-up capital and free reserves of the Company by more than the sum of Rupees three hundred Crores at any time."

"Resolved further that the Board of the company be and is hereby authorized to do or cause to be done all such acts, deeds and other things as it may in its absolute discretion deem fit, proper and necessary or incidental thereto, for giving effect to the aforesaid resolution."

9. To consider and if thought fit to pass the following resolution as a special resolution:

"RESOLVED THAT in supercession of the Ordinary resolution passed under section 293(1)(a) of the Companies Act, 1956 on 25th August, 2011 in the matter, and pursuant to section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to mortgaging and/or charging all or any of the movable or immovable properties both present and future or the whole or substantially the

whole of the undertaking or the undertakings of the Company both present and future in favour of the lenders for securing any financial assistance obtained or as may be obtained time to time from any financial institutions, banks and Trustees for the holders of debentures/bonds/other Instruments and all other lenders to extent of such amount as may be lent by them within the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 together with interest, penal interest, costs, charges, expenses, liquidated damage and any other money payable by the Company."

Resolved further that the Board of Directors of the Company be and is hereby authorized to

- (i) finalise with the lenders, agreements and other documents, if any, necessary for creating the mortgages, charges, hypothecations as aforesaid and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents and
 - (ii) do all such acts, deeds and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the company."
10. To consider and if thought fit to pass the following resolution as a 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. S. Chander & Associates, Cost Accountants, Faridabad (Firm's Registration No. 302049) for conducting the audit of the cost records of the company for the year 2014-15 determined by the Board of Directors of the Company at ₹ 125000/- (apart from service tax including cess as applicable and out of pocket expenses) be and is hereby approved and ratified."

By Order of the Board

Place : Kolkata
Date : 30th May, 2014

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 22/09/2014 to 25/09/2014 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd 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: mdplc@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 Clause 49 of the Listing Agreement with the Stock Exchange 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 2013-14 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 copies of the Annual Report for 2013-14 is being sent in the permitted mode. Positive consent letter is attached to the Notice being sent to the members for giving consent to receive documents in electronic 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 will be 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 2013-14 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 up to and including the date of the Annual General Meeting of the Company.
14. The Company has connectivity with both NSDL and CDSL under ISIN No INE485J01016.

E-Voting Procedure

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in

this notice of Annual General Meeting of the Company.

The instructions for members for voting electronically are as under :

- (i) Log on to the e-voting website **www.evotingindia.com**
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “**DEEPAK INDUSTRIES LIMITED**” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID (For **CDSL** : 16 digits beneficiary ID, For **NSDL** : 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) 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. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and FOLIO number in the PAN field. Incase the FOLIO number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with FOLIO number 1 then enter RA00000001 in the PAN Field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < DEEPAK INDUSTRIES LIMITED > on which you choose to vote.
- (xi) 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.

- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration form bearing the stamp and sign of the entity. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on 19/09/2014 (10.00 A.M.) and ends on 21/09/2014 (6.00 P.M.) During this period Shareholders of the Company, holding shares wither in physical form or in dematerialized form, as of the cut-off date of 16/08/2014, may cast vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have queries on issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16/08/2014.
- III A copy of this notice has been placed on the website of the company and website of CDSL.
- IV. Smt Mamta Binani, Practicing Company Secretary (Certificate of Practice No. 2598) has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall with a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at two (2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- VI. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.dil-india.com and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to The Calcutta Stock Exchange Limited.

Physical Voting by postal Ballot

- In case of those members, who do not have access to e-voting facility, they can use the Ballot form sent herewith or can be downloaded from our website www.dil-india.com and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM.
- A Member desiring to exercise vote by physical Ballot form may complete this Ballot form and send it to the Scrutinizer in the enclosed postage pre-paid Self Addressed Business Reply Envelope. Envelopes containing Ballot forms, if sent by courier at the expense of the Member will also be accepted.
- The Scrutinizer's decision on the validity of an Ballot form will be final.
- If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through Ballot form subject to the form being found to be valid shall be treated as invalid.
- The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman.
- The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.dil-india.com and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to The Calcutta Stock Exchange Limited.

Place : Kolkata
Date : 30th May, 2014

By Order of the Board
V D MALL
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Relating to item No.4

Shri Anand Prasad Agarwalla is a Non- Executive Director of the Company. He is a eminent lawyer having vast experience in legal matters and thus possesses the qualification and experience as prescribed in the Act and rules made there under.

Shri Anand Prasad Agarwalla is proposed to be appointed as an Independent Director for a term of five consecutive years from 1st October, 2014 till 30th September, 2019. Shri Anand Prasad Agarwalla in the Board meeting held on 30/05/2014 has given a declaration that he meets the criteria of independence as provided in section 149 of the Companies Act, 2013. The said appointment has been made subject to the approval of the Company in general meeting of the Company.

In the opinion of the Board Shri Anand Prasad Agarwalla, fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Copy of the draft letter for his appointment as an Independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday.

It is, therefore, in the Company's interest that it should continue to avail his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for the approval of the shareholders of the Company.

The Brief resume of Shri Anand Prasad Agarwalla has been provided in the annexure to this notice.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in this resolution financially or otherwise except the said appointee and his relative. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Relating to item No.5

Shri Sujit Chakravorti is Non-Executive Director of the Company. He is Ex Chairman and Managing Director of Andrew Yule Company Limited and is presently a Practising Chartered Accountant and thus possesses the qualification and experience as prescribed in the Act and rules made there under.

Shri Sujit Chakravorti is proposed to be appointed as an Independent Director for a term of five consecutive years from 1st October, 2014 till 30th September, 2019. Shri Sujit Chakravorti in the Board meeting held on 30/05/2014 has given a declaration that he meets the criteria of independence as provided in section 149 of the Companies Act, 2013. The said appointment has been made subject to the approval of the Company in general meeting of the Company.

In the opinion of the Board Shri Sujit Chakravorti, fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Copy of the draft letter for his appointment as an Independent director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday.

It is, therefore, in the Company's interest that it should continue to avail his services as an independent member of the Board. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for the approval of the shareholders of the Company.

The Brief resume of Shri Sujit Chakravorti has been provided in the annexure to this notice.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in this resolution financially or otherwise except the said appointee and his relative. This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Relating to item No. 6

The books of accounts of the Company pertaining to branches of the Company New Allenberry Works, located at Kolkata, Faridabad, and Rudrapur are being audited by the branch auditors M/s. Salarpuria Jajodia & Co., other than the statutory auditors of the Company. It is proposed to re-appoint M/s. Salarpuria Jajodia & Co., Chartered Accountants, as branch auditors to audit the books of Accounts of New Allenberry Works, Kolkata, Faridabad and Rudrapur. The Board, therefore,

recommends that as required under section 143(8) of the Companies Act, 2013, the members of the Company approve the resolution as ordinary resolution.

None of the director and Key Managerial Personnel of the company and their relatives are concerned or interested financially or otherwise in this resolution.

Relating to item No. 7

Section 203 of the Companies Act, 2013 provides that an individual shall not be appointed or reappointed as the chairperson of the Company in pursuance of the articles of the company as well as the managing director or CEO of the Company at the same time after the commencement of the Act unless the articles of such company provide otherwise.

Shri Pradip Kumar Daga is holding the dual position of Chairman-cum-Managing Director of the Company as per the terms of appointment vides Board resolution dated 30/05/2013 and resolution of the shareholders of the Company passed on 08/08/2013. He is subject to non-retirement as per the regulation 98 of the Articles of Association of the company and the articles of the Company does not clearly provide holding by an individual dual position of Chairperson-cum- Managing director.

To make the 2/3 of the total number of directors of the company liable to determination by retirement by rotation, it is considered necessary to make the office of the Managing Director liable to determination by retirement by rotation.

It is therefore proposed to alter the existing regulation 98 and also to add a new regulation 98A of the Articles of Association of the company.

The Board recommends passing of this resolution by the shareholders of the company by special resolution.

A copy of the Articles of Association of the company together with the proposed alteration is available for inspection of the members during the business hours as provided elsewhere in this notice.

Shri Pradip Kumar Daga and his relatives and all other KMPs and their relatives of the Company are deemed to be interested or concerned financially or otherwise in this resolution.

Relating to item No. 8 & 9

At the general meeting of the Company held on 25th August, 2011, the company has accorded by ordinary resolution its consent under section 293(1) (d) of the Companies Act, 1956 to the Board of Directors borrowing moneys up to a limit of Rupees two hundred Crores (apart from the temporary loans obtained from the Bankers of the Company in the ordinary course of business).

Similarly, at the said general meeting of the Company held on 25th August, 2011, the company has accorded by ordinary resolution its consent under section 293(1)(a) of the Companies Act, 1956 to the Board of Directors for charging and mortgaging of the Company's assets including land, building and plant and machineries.

The Companies Act, 2013 vide section 180(1) (c) and section 180(1) (a) corresponding to sections 293(1) (d) and section 293(1) (a) of the companies Act, 1956 respectively requires the consent by special resolution.

Borrowing in excess of the capital and free reserves of the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) requires the approval of the members of the Company in the general meeting of the Company by special resolutions under section 180(1) (c). The maximum amount for which the borrowings can exceed the paid up capital and free reserves of the Company (apart from the temporary loans obtained from the Bankers of the Company in the ordinary course of business) has been fixed at Rupees three hundred Crores. and the resolution under section 180(1) (a) of the Companies Act, 2013 authorise the Board for charging and/or mortgaging of the properties of the Company for all amounts lent by the lending institutions to extent of such amount as may be lent by them within the borrowing powers of the Company and your directors recommend the resolutions for approval of the members by Special resolutions.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in these resolutions financially or otherwise.

Relating to item No.10.

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 Special resolutions.

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

By Order of the Board

Place : Kolkata
Date : 30th May, 2014

V D MALL
Company Secretary

Information required to be furnished under clause 49 of the Listing Agreement in respect of the Appointment/Re-appointment of the Directors

Name of the Director	Shri Anand Prasad Agarwalla	Shri Sujit Chakravorti	Shri Suresh Chand Mohta
Date of Birth	05/11/1951	13/09/1943	30/05/1950
Date of Appointment	30/03/2002	30/10/2007	30/03/2002
Qualification	B.Com, LLB	M.Com., FCA, FICWA	B.Com, FCS, LL.B
Experience in specific functional areas	Renowned Attorney – At-Law and Advocate with more than 25 years of experience.	Ex-Chairman & Managing Director of Andrew Yule & Company Limited and is currently a practicing Chartered Accountant	Secretarial, Finance and Administration for about more than 40 years
Directorship in other Companies	Nil	1.Sharda Plywood Industries Limited, 2.WEBFIL Limited, 3.Parcon (India) Private Limited, 4.Infusions (India) Ltd. 5.Durgapur Chemicals Limited and 6.Durgapur Projects Limited	Nil
Chairmanship Membership/ of Committees of Other Public Companies	Nil	Chairman of Audit Committee : 1. WEBFIL Limited 2. Sara Plywood Industries Limited, 3. Durgapur Chemicals Limited, 4. Durgapur Projects Limited. Member of the Audit Committee : Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with other directors	No	No	No

DEEPAK INDUSTRIES LIMITED

CIN No.L63022WB1954PLC021638

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

www.dil-india.com Email: secretary@dil-india.com; Phone No.033-2248-2391/2/3 Fax No. 033-2243-9382

BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY THE 25TH SEPTEMBER, 2014 AT 2 PM

1. Name(s) Registered Address of the sole / first named Member
2. Name(s) of the Joint Holder(s), If any
3.
 - i) Registered Folio No.
 - ii) DP ID No. & Client ID No.
[Applicable to Members holding shares in dematerialized form]
4. Number of Share(s) held

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 30th May 2014, by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below :

Sl. 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 2014 and Reports of the Board of Directors and Auditors.			
2.	Ordinary Resolution for re-appointment of Shri Suresh Chand Mohta who retires by rotation.			
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Singhi & Co., Chartered Accountants as Auditors and fixing their remuneration.			
SPECIAL BUSINESS				
4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Anand Prasad Agarwalla as Independent Director.			
5.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Sujit Chakravorti as Independent Director.			
6.	Ordinary business under section 143(8) for appointment of M/s. Salaruria Jajodia & Co., as Brach Auditors			
7.	Special Resolution under Section 14 of the Companies Act, 2013 for amendment of certain Articles of the Articles of Association of the Company.			
8.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 300 crores over and above the aggregate of the paid up share capital and free reserves of the Company.			
9.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.			
10.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for approval of the remuneration of the Cost Auditors.			

Place :

Date :

Signature of the Member Or Authorised Representative

- Notes :**
- (I) If you to cast your vote by e-voting, there is no need to fill up and sign this form
 - (II) Last date for receipt of Ballot Form; 21/09/2014 (6.00 P.M.)
 - (III) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 16/08/2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Ballot Form

1. A Member desiring to exercise vote by Ballot Form should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Mamta Binani, Practicing Company Secretary on or before the close of working hours i.e. 6.00 p.m. on 21/09/2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the shareholders (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by Corporate and Institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Ballot Form for every folio/Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the scrutinizer.
9. The Scrutinizer's decision on the validity of the Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.

DEEPAK INDUSTRIES LIMITED

CIN No.L63022WB1954PLC021638

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

Email : secretary@dil-india.com; Phone No. : 033-2248-2391/2/3 Fax No. : 033-2243-9382

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 Annual General meeting of the Company being held on Thursday, the 25th September, 2014 at 2.00 P.M.at Deepak Industries Limited, 16, Hare Street, 2nd Floor, Kolkata - 700 001.

Signature of Shareholder(s)

1.
2.
3.

Signature of the Proxy holder

*Applicable for investors 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 meeting venue.

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, 2nd Floor, 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 ID Signature or failing him.
- (2) Name Address
E-mail ID Signature or failing him.
- (3) Name Address
E-mail ID Signature

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company, to be held on Thursday, the 25th September, 2014 at 2.00 P.M. at 16, Hare Street, 2nd Floor, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

RESOLUTIONS		Optional*	
		For	Against
1.	Ordinary Resolution to Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Ordinary Resolution for re-appointment of Shri Suresh Chand Mohta who retires by rotation.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Singhi & Co., Chartered Accountants as Auditors and fixing their remuneration.		

RESOLUTIONS		Optional*	
		For	Against
	SPECIAL BUSINESS		
4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Anand Prasad Agarwalla as Independent Director.		
5.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Shri Sujit Chakravorti as Independent Director.		
6.	Ordinary Resolution under section 143(8) for appointment of M/s. Salaruria Jajodia & Co., as Brach Auditors		
7.	Special Resolution under Section 14 of the Companies Act, 2013 for amendment of certain Articles of the Articles of Association of the Company.		
8.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 300 crores over and above the aggregate of the paid up share capital and free reserves of the Company.		
9.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.		
10.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for approval of the remuneration of the Cost Auditors.		

Signed this day of 2014

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix Revenue Stamp

NoteS :

1. This form of proxy in order to be effective should be completed and deposit 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 (✓) 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.