

# 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 the 61st 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 29th September, 2016 at 2.00 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, 2016 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 confirm interim dividend @Rs.40/- per share paid to the shareholders of the Company.
3. To appoint a director in place of Shri Yashwant Kumar Daga (Holding DIN No.00040632) who retires by rotation and being eligible offers himself for re-appointment.
4. 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 :

5. To consider and if thought fit to pass the following resolution as an ordinary resolutions:  
"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.
6. 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 2015-16 determined by the Board of Directors of the Company at ₹ 50,000/- (apart from service tax including cess as applicable and out of pocket expenses) be and is hereby approved and ratified."

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act, 2013) (including any statutory modifications(s) or re-enactment thereof for the time being in force), the rules framed thereunder and the policy for Related Party Transaction and as approved by the Audit Committee and Board of Directors, and subject to any other approvals, if any, approval of the Company be and is hereby accorded to sell the 5 MW Solar power plant/ unit situated at Madhya Pradesh at a price not less than ₹ 20.00 crores to Deepak Spinners Limited, a related party of the Company in terms of section 2(76) of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors and also the Company Secretary of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution".

8. **Appointment of Smt. Meera Dokania as an Independent Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution :

"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, read with Schedule

IV of the Act, as amended from time to time, and the Listing Regulations, Smt. Meera Dokania (DIN : 07094376), a Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years from 29th September 2016 to 28th September 2021.

By Order of the Board

Place: Kolkata  
Date : 10th August, 2016.

V D MALL  
*Company Secretary*

#### **NOTES**

- 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.

- 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.
- The Register of Members and the Share Transfer books of the Company will remain closed from 23/09/2016 to 29/09/2016 (date of AGM) (both days inclusive) for annual closing.
- 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: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) and [secretary@dil-india.com](mailto:secretary@dil-india.com).

- 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.
- Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
- 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.
- 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.
- 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.
- Electronic copy of the Annual Report for 2015-16 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 2014-2015 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 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 2015-16 will also be available on the Company's website [www.dil-india.com](http://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. 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](mailto:secretary@dil-india.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 28/09/2016 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 for E-voting through electronic voting system or 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 26/09/2016 at 9.00 A.M. and ends on 28/09/2016 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 22/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 28/09/2016.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>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 of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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. 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)

- 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](http://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 :
  - (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) 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](mailto: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](mailto: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.

(xx) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) The Scrutinizer will submit his report on 01/10/2016 before 1.00 P M and the result will be announced on 01/10/2016 before 2.00 P M by any Director authorized by the Chairman of the Company. The result will be placed on the website of the Company [www.dil-india.com](http://www.dil-india.com) and the website of CDSL and communicated to 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.

##### Item No. 5

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. 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.

##### Item No. 6

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 are concerned or interested in this resolution financially or otherwise.

##### Item No. 7

The Company is intending to sell the 5 MW solar power plant/unit to Deepak Spinners Limited ("DSL"), a related party of the Company at a price not less than ₹ 20.00 crores. The aforesaid solar power plant is located at Madhya Pradesh.

Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga and their relatives are concerned or interested in the proposed Resolution as they hold directorship in DSL and shareholding o more than 2% of the Share Capital of DSL. None of the other directors and Key Managerial Personnel of your company or their relatives are in any way concerned or interested financially or otherwise in the said resolution.

**Item No. 8**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has proposed that Smt. Meera Dokania, already serving as a Director on the Board of the Company, be appointed as an Independent Director of the Company.

Smt. Meera Dokania has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board. Smt. Meera Dokania fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. Meera Dokania is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letter for appointment of Smt. Meera Dokania as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company during normal business hours on any working day, excluding Saturday. A brief resume of Smt. Meera Dokania has been provided in the Annexure to this Notice.

Save and except Smt. Meera Dokania and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Promoter or KMP or their relatives, either directly or indirectly is any way concerned or interested in the above resolution.

The Board commends the ordinary resolution as set out at item no. 8 of the notice for approval by the Members.

By Order of the Board

Place: Kolkata  
Date : 10th August, 2016.

V D MALL  
*Company Secretary*

**Details of Director seeking appointment / re-appointment at the ensuing Annual General Meeting fixed on 29th September, 2016 as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder :**

Name of the Director	<b>Shri Yashwant Kumar Daga</b>	<b>Smt Meera Dokania</b>
Date of Birth	07/03/1961	24/06/1953
Date of Appointment	15/11/2014	01/04/2015
Qualification	B. Com. , (Hons)	B.A.
Experience in specific functional areas	Tea, Spinning, Engineering and Solar and Hydro Power	Social Activities of Upliftment of Tribal Community
Directorship in other Companies	<ol style="list-style-type: none"> <li>1) Merlin Holdings Private Limited</li> <li>2) H G I Industries Limited</li> <li>3) Narsingh Holdings Private Limited</li> <li>4) Deepak Gears Limited</li> <li>5) Contransys Private Limited</li> <li>6) Solding Hydrowatt Private Limited</li> <li>7) Brua Hydrowatt Private Limited</li> <li>8) Mint Investments Limited</li> <li>9) Deepak Spinners Limited</li> <li>10) The Oudh Sugar Mills Limited</li> <li>11) Longview Tea Company Limited</li> <li>12) Merlin International Limited</li> </ol>	NIL
Chairmanship / Membership/of Committees of Other Public Companies (Only Audit Committee and Stakeholders Relationship Committee considered)	<p>Deepak Spinners Limited (Member in Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee and Audit Committee and Chairman in CSR Committee)</p> <p>The Oudh Sugar Mills Limited Member In CSR Committee, Stakeholders Relationship Committee, Risk Management Committee and Audit Committee)</p> <p>Mint Investments Limited (Member in Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee and Audit Committee )</p> <p>H G I Industries Limited (Member in Nomination &amp; Remuneration Committee, Stakeholders Relationship Committee and Audit Committee)</p> <p>Longview Tea Company Limited (Member in Nomination &amp; Remuneration Committee, and Stakeholders Relationship Committee )</p>	NIL
Shareholding in the Company	316088	NIL
Relationship with other directors	Son of Shri Pradip Kumar Daga, CMD	NIL

