

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

Notice

Notice is hereby given an Extra Ordinary 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 28th March, 2019 at 2.00P M to transact the following special business:-

1. To pass following resolution as special resolution:-

“Resolved that pursuant to regulation 80(a) , 97 to 99 of the Articles of Association of the Company and section 196,197,198, Schedule V and other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended approval of the company be and is hereby accorded that Shri Yashwant Kumar Daga holding DIN No.0040632 be re-appointed as Vice-Chairman-cum- Joint Managing Director of the Company with effect from 15/11/2019 for a period of five years upto 14/11/2024 on the following terms and conditions and remuneration Resolved further that Shri Yashwant Kumar Daga shall be liable to retirement by rotation as per section 152 of the Companies Act, 2013.

Resolved further that terms and conditions and remuneration shall remain in force notwithstanding elevation of appointee to other superior position in the Board.

Tenure: For a period of five years from 15/11/2019 to 14/11/2024.

Remuneration

Consolidated Salary- Rs 9.00 Lacs per month with annual increment of 12.5% per month beginning from 1st April each year with provision of additional increment on the recommendation of Audit and Nomination and Remuneration committee .

Other terms of the appointment –

- a. Provident Fund contribution will be as per rules of the Company.
- b. Free furnished accommodation, alternatively, HRA in lieu thereof equal to 50% of the consolidated salary and complete furnishings for the accommodation.
- c. The Company shall also pay all rents, rates and taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance of such accommodation.
- d. Reimbursement of medical expenses incurred for the medical treatment for self and family and Medclaim and other health insurance premium for self and members of his family, subject to one month's salary in a year.
- e. Re-imburement of premium for worldwide medical insurance policy for self and family members.
- f. The Company shall bear his and his dependant family members total Hospitalization Expenses in India and abroad.
- g. Gratuity shall be as per rules of the Company and for the purpose of Gratuity and Provident fund and other like benefits, if any, the service of Shri Yashwant Kumar Daga, Joint Managing Director will be considered as continuous service with the Company from the date of his first joining the Company in executive capacity till the date of retirement/relinquishment without the ceiling under the Gratuity Act.
- h. Leave with full pay including encashment of unavailed leave at the end of the tenure of the Joint Managing Director as per Rules of the Company.
- i. Leave Travel Concession for self and his family once in a year in accordance with the rules of the Company.
- j. Travelling expenses of spouse accompanying the Joint Managing Director on any official overseas and domestic travels.

- k. Club fees including foreign club for the purpose of business of the Company subject to maximum of two clubs.
- l. Personal Accident Insurance for self and family subject to maximum premium of Rs.100,000/- per year or as may be decided by the Board.
- m. Reimbursement of entertainment, traveling and electronic communication facilities by all available modes incurred for the business of the Company.
- n. Premium on Life policies of Joint Managing Director not exceeding Rs.10,00,000/- per annum.
- o. The Company may provide two cars with driver and running and maintenance expenses thereof at the residence of the Joint Managing Director for business purposes.
- p. Retirement benefits as may be decided by the Board at the time of retirement which would include salary, housing and upkeep thereof, personal secretary, car with driver, etc.
- q. This remuneration may be revised and altered in any manner as the Audit and Nomination and Remuneration Committee may deem fit during his tenure and no further consent of the shareholders be required to be taken if such remuneration after revision and alteration does not exceed the limits as stipulated in Schedule V to the Companies Act 2013.
- r. Either party may terminate the appointment by giving to the other party 3 months notice of such termination.

Overall Remuneration: The aggregate of Salary, allowances and perquisites in any one financial year shall not exceed the limits prescribed under sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 as may for the time being in force.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of service of Joint Managing Director, the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed in schedule V of the Companies Act, 2013 with the approval of the Central Government, if necessary.

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break-up of the remuneration within the above maximum permissible and in order to give effect to the foregoing resolution or as may be otherwise considered by it to be in the best interest of the Company.”

2. To pass following resolution as special resolution:-

“RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations as amended from time to time (Listing Regulations) and applicable provisions of the Companies Act, 2013, as amended from time to time read with the reasons and justifications as stated in the explanatory statement annexed herewith consent of the members of the Company be and is hereby accorded for continuation of holding of office for non-executive Director of the Company by Shri Sujit Chakravorti (DIN: 00066344) who is above the age of 75 years till the end of his term i.e till he retires from the office of director.

By Order of the Board
V D MALL
Company Secretary

Place: Kolkata

Date: 13/02/2019.

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 Resolution at the meeting, is annexed hereto.
3. 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.
4. 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.
5. Members holding physical share certificates are requested to get their shares demated by opening of a DP Account with a Depository Participant to facilitate corporate actions by the Company and also give a copy of the pan to the Registrar or the Company.
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 Extra-Ordinary 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 Extra-Ordinary Report for 2017-18 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 Extra-Ordinary Report for 2017-2018 is being sent in the permitted mode.
11. 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 Extra-Ordinary 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 by the permitted mode.

12. Members may also note that the Notice of the Extra-Ordinary General Meeting 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 as referred 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 Extra-Ordinary 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 27/03/2019 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 from time to time the Company is pleased to provide its members the facility of "remote (e-voting from a place other than the venue at EGM) 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)

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 EGM.

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

The instructions for shareholders voting electronically are as under:

- (i) The remote E-voting period begins on 25/03/2019 at 9.00 A.M. and ends on 27/03/2019 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 21/03/2019 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 27/03/2019.
- (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	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"> • 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	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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for

Bank Details	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)
--------------	---

- (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 play store respectively. 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.
 - 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.
- (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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Scrutinizer will submit his report on 30/03/2019 before 12.30 P M and the result will be announced on 30/03/2019 before 3.00 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.1

Shri Yashwant Kumar Daga was appointed in the capacity of the Vice-Chairman-cum- Joint Managing Director(VCJMD) of the company by the Board of Director of the Company in the Board meeting held on 14/11/2014 with effect from 15/11/2014 to 14/11/2019 for a period of five years from the date of his appointment pursuant to the provisions contained in the Article of the Articles of Association of the Company and under section 161 of the Companies Act, 2013 upon approval of the shareholders in the general meeting held on 24/02/2015. Accordingly, his term as a Vice-Chairman-cum- Joint Managing Director of the company is due to expire on 14/11/2019. The Company has been immensely benefitted by his guidance and has achieved all around growth on almost all the parameters. Based upon the recommendation of the Audit and Nomination and Remuneration Committee he has been re-appointed as VCJMD of the Company in the Board meeting held on 13/02/2019 for a period of five years with effect from 15/11/2019 to 14/11/2024 with the terms and condition as specified in the resolution subject to the approval of the shareholders in the general meeting.

Shri Yashwant Kumar Daga aged about 58 years and B. Com (HONS) graduate from St. Xavier's College under then Calcutta University is an industrialist with varied experience of more than 35 years particularly in Engineering, Renewable energy, Tea and Textiles,. He has served on the elected committee of Tea Association of India and Indian Chamber of Commerce, Kolkata. He has served as Chairman of the Governing Body of Darjeeling Planters' Association besides being its elected member for many years. He has also served as member of the Board of the Tea Board of India. Shri Yashwant Kumar Daga is son of Shri Pradip Kumar Daga, CMD of the Company. It is in the above circumstances that the resolutions mentioned in these item of the notice is proposed to be passed by Special resolution.

Keeping in view his rich and varied experience, it would be in the interest of the Company to continue the employment of Shri Yashwant Kumar Daga as VCJMD. During his tenure, the shareholders have been rewarded by rich dividend and with two buy backs.

Except Yashwant Kumar Daga being an appointee and his father Shri Pradip Kumar Daga, CMD of the Company none of the directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

The resolution as set out in item No.1 of this notice is accordingly commended for your approval by special resolution.

Relating to item No.2

Shri Sujit Chakravorti was appointed as an non-executive Independent director of the company under section 149 and schedule IV of the Companies Act, 2013 for a term of five consecutive years which would an end on 30/10/2019.

As per the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended by notification date 09/05/2018 the approval of members by Special resolution is required for continuation of his directorship with effect from 01/04/2019 since Shri Sujit Chakravorti has already attained the age of seventy five years. With a view to enable the Board of Directors to consider the appointment of Shri Sujit Chakravorti as independent Director of the Company upon the expiry of his present tenure, it is proposed to authorize the Board in that behalf so that any such appointment, if any, made is in due compliance of the provisions of the said Regulations 17(1A).

Shri Sujit Chakravorti is a merit listed Chartered Accountant ; Cost and Management Accountant, M. Com. Retired as Chairman and Managing Director of M/s. Andrew Yule & Co. Ltd. (a Group Company) after serving the Company for 22 years. He served the last 6 years as Chairman and Managing Director and prior to that as Director (Finance) for 7 years. He was also the Chairman of the Group and had an excellent service career. Served as Chairman of other Group companies like Tide Water Oil (I) Co. Ltd., DPSC, DESCON, Phoenix Yule Co. Ltd. etc A well-known professional in corporate management, strategic planning and finance, Life Fellow Member of the Council of

Arbitration (FICA). Also and Associate Member of Indian Chamber of Commerce. Served as Nominee Director of IDBI, IIBI, UTI etc. in number of companies. Retired as an Independent Director of a large Central Govt. PSU selected by PSEB. Serve as members of the Board in 6 companies of which in 2 as non-executive Chairman of companies. He serves as member / chairman of several committees of the Board. He also serves as the Senior Partner of an Audit firm. He also serves as Arbitrator and Management Consultant.

His advice and in depth knowledge particularly in Engineering Company has always been beneficial to the Company.

The Board of Directors recommends Special Resolution set out in item No.2 of the Notice for approval by the Members.

By Order of the Board
V D MALL
Company Secretary
Place: Kolkata

Date: 13/02/2019.

Information required to be furnished under SEBI(LODR), 2015 as amended in respect of the Appointment/Re-appointment and Continuation of the Appointment of the Directors³

Name of the Director	Shri Yashwant Kumar Daga	Shri Sujit Chakravorti
DIN No	00040632	00066344
Date of Appointment	15/11/2014	30/10/2007
Date of Birth	07/03/1961	13/09/1943
Age	58 years	75 Years
Qualification	B. Com. , (Hons)	M.Com, FCA, FCMA
Experience in specific functional areas	Tea, Spinning, Engineering and Solar and Hydro Power	Engineering and Tea
Number of Meetings of the Board Attended during the financial year commenced from 01/04/2018	Four	Four
Directorship in other Companies excluding foreign Companies, Companies under section 8 of the Companies Act, 2013 and private Companies	1) H G I Industries Limited 2) The Magadh Sugar & Industries Ltd 3) Mint Investments Limited 4) Deepak Spinners Limited 5) Longview Tea Company Limited	1) Duroply Industries Limited 2) Durgapur Chemicals Ltd 3) Infusions (India) Ltd 4) WEBFIL Ltd
Chairmanship / Membership/of Committees of Other Public Companies (Only Audit Committee and Stakeholders Relationship Committee considered)	Longview Tea Company Limited-Member of Stakeholders Relationship Committee HGI Industries Limited-Member of Audit committee and Stakeholders Relationship Committee Mint Investments Limited-Member of Audit committee and Stakeholders Relationship Committee The Magadh Sugar & Industries Limited-Member of Audit committee and Stakeholders Relationship Committee Deepak Spinners Ltd-Member of Audit committee and Stakeholders Relationship Committee	Chairman of the Audit Committee of Duroply Industries Limited Chairman of the Audit Committee and Stakeholders relationship committee of Webfil Ltd Chairman of the Audit Committee of Durgapur Chemicals Limited
Shareholding in the Company	563413	nil
Relationship with other directors	Son of Shri Pradip Kumar Daga, CMD	No
Terms and conditions of appointment/re-appointment along with details of remuneration last drawn by such person	As given in item No.1 of the resolution. Remuneration by way of salary and perks in F Y 2017-18 Rs.6988800/- and last drawn Rs.560000/- monthly	Continuation of his appointment as an Independent Director of the Company to hold office for his remaining term. Remuneration for F Y 2017-18 is Rs. 275000/-by way of sitting fees and Commission.

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 Extra-Ordinary General meeting of the Company being held on Thursday, the 28th March, 2019 at 2.00 P.M.at 16, Hare Street, 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 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 Extra-Ordinary General Meeting of the Company to be held on Thursday, the 25th March, 2019 at 16, Hare Street, 2nd Floor, Kolkata-700 001 at 2.00 P M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
1	Special Resolution for re-appointment of Shri Yashwant Kumar Daga as Vice-Chairman-cum-Joint Managing Director for a period of five year from 15/11/2019 to 14/11/2024 on the terms set out in the Resolution.			

2	Continuation of the Appointment of Shri Sujit Chakravorti Pursuant to regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations as amended from time to time for holding of office for non-executive Director of the Company who is above the age of 75 years till the end of his term i.e till he retires from the office of director.			
---	---	--	--	--

Signed this day of 2019

Signature of Shareholder:

Signature of Proxy holder(s):

Affix 15 Paisa Revenue Stamp

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 Extra-Ordinary 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.