

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

NOTICE

Notice is hereby given that the 01/2014-15th Annual General Meeting of the shareholders of the Deepak Industries Limited will be held at 16, Hare Street, 2nd Floor, Kolkata-700 001 on Tuesday, the 29th September, 2015 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, 2015 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a director in place of Shri Pradip Kumar Daga (Holding DIN No.00040692) who retires by rotation and being eligible offers himself for re-appointment.
3. 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 appoint Smt Meera Dokania (holding Din No. 07094376) (who was appointed as an additional Director by the Board under regulation 80(a) of the Articles of Association of the Company in its Board Meeting held on 14/02/2015 effective from 01/04/2015 and who holds office under the said Article and section 161 of the Companies Act, 2013 upto the date of the Annual General Meeting and in respect of whom, the company has received a notice in writing from a member signifying his intention to propose her a candidate for the office of Director) a director of the Company and to consider and if thought fit to pass the following resolution as an ordinary resolution:

“Resolved that pursuant to the relevant provisions of the Companies Act, 2013, including section 160, Smt Meera Dokania (holding Din No. 07094376) be and is hereby elected and appointed a Director of the Company who shall be liable to retire by rotation.

5. 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.

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 Rs 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 a special resolution:

“Resolved that pursuant to provisions of section 94 and other applicable provisions of the Companies Act, 2013, the Company hereby approves that the Register of Members, the Index of Members, the register and index of debenture holders and copies of the Annual returns prepared under section 92 of the said Act together with the copies of certificates and documents required to be annexed thereto or any one or more of them be continued to be kept at the office of the Company’s Share Registrar and Transfer Agent M/s. Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata-700001 instead of being kept at the Registered office of the Company.

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

“Resolved that pursuant to section 197 and all other applicable provision if any of the Companies Act 2013 (“the Act”) and subject to all permissions, sanctions and approvals as may be necessary, approval of the Company, be and is hereby accorded for the payment of commission to the Directors of the Company who are neither in the whole time employment nor Managing Director in accordance with and upto the limits laid down under the provisions of section 197 of the Act, or exceeding the said limit computed in the manner specified in the Act, for a period of 5 years from the financial year commencing from the 1st April 2014, in such manner specified and upto such extent as the Board or Committee of the Board may from time to time determine.

Resolved further that for the purpose of giving effects to this resolution, the Board and/or Committee of the Board be and is hereby authorized to take all actions and do all such deeds, matters and things as it may in its absolute discretion deem necessary proper or desirable and to settle any questions, difficulty or doubt that may arise in this regard.”

By Order of the Board

Place : Kolkata
Date : 28th May, 2015

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 25/9/15 to 29/9/15 (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: mdpldc@yahoo.com and secretary@dil-india.com.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
6. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
9. Details under 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 2014-15 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 01/2014-15th 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 01/2014-15th Annual General Meeting and the Annual Report for 2014-15 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 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before 28/9/2015, 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 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 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 the remote e-voting

and for conducting 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 25/09/2015 at 9.00 A.M. and ends on 28/09/2015 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 22/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 28/09/2015
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (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 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) <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 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)

- (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 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) 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.
- (xix) 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.

ANNEXURE TO THE NOTICE

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

Relating to item No.4

Smt. Meera Dokania was appointed additional director in the Board meeting held on 14/02/2015 with effect from 01/04/2015 pursuant to provisions contained in the regulations of the Articles of Association of the Company and under section 161 of the companies Act, 2013. According to the provisions of the said Article and the said section, she will hold office up to the date of Annual General Meeting of the Company. As required under section 160 of the above Act, a notice has been received from a member signifying his intention to propose her a candidate for the office of Director. Your Board recommends her appointment.

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

Relating to 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, 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. 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.

Relating to item No.7

The shareholders approved the keeping of the Register of members and other documents specified in the proposed resolution at place other than the registered office of the Company at the office of the Registrar and Transfer Agent by special resolution passed in the AGM held on 25/08/2011. Upon coming into force of the Companies Act, 2013, similar resolution is being proposed for continuation of keeping the same at the office of the Registrar and Transfer Agent and the Board recommends the resolution for approval of the shareholders by special resolution.

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

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

Relating to item No.8

The section 197 of the Companies Act, 2013 provides for payment of remuneration to the directors who are neither managing or whole time directors not exceeding one percent of the net profit of the company, if there is a managing or whole time director or manager and three percent of the net profit in any other case excluding of any sitting fees payable to directors for attending meetings of the board or committee thereof or for any other purpose whatsoever as may be decided by the board. Remuneration exceeding the above limit requires approval of the company in general meeting. Also the regulation 101A of the Article of Associations requires approval of members by special resolution for payment of commission.

Board recommends the resolution for approval members by special resolution for payment of commission.

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 : 28th May, 2015

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 Pradip Kumar Daga	Smt Meera Dokania
Date of Birth	24/04/1937	24/06/1953
Date of Appointment	16/12/2008	01/04/2015
Qualification	B.Com	Graduate
Experience in specific functional areas	Industrialist with varied experience particularly in Tea, spinning and Engineering.	Social work
Directorship in other Companies	Century Textiles & Industries Limited, Deepak Gears Limited, Deepak Spinners Limited, Longview Tea Company Limited	Nil
Chairmanship / Membership/of Committees of Other Public Companies	Membership of Stakeholders Relationship, Audit, CSR, Risk Management and Finance Committee and Committee of Independent Directors and Chairmanship in Nomination and Remuneration Committee of Century Textiles & Industries Limited	Nil
	Membership in Stakeholders Relationship and Audit Committee of Longview Tea Company Limited	Nil
Shareholding in the Company	187860	No
Relationship with other directors	Father of Shri Yashwant Kumar Daga,, VC&JMD	No

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 Folio No

Client Id No. of Shares held

I/ We hereby record my/our presence at the 01/2014 15th Annual General meeting of the Company being held on Tuesday, the 29th September, 2015 at 2.00 P.M. at 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 01/2014 15th Annual General Meeting of the Company, to be held on Tuesday, the 29th September, 2015 at 2.00 P.M. at 16, Hare Street, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

RESOLUTIONS		Optional*	
	ORDINARY BUSINESS	For	Against
1.	Ordinary Resolution to Consider and adopt Audited Balance Sheet as at 31st March, 2015 and statement of the Profit & Loss Account, together with Reports of the Board of Directors and Auditors of the Company thereon.		
2.	Ordinary Resolution for re-appointment of Shri Pradip Kumar Daga who retires by rotation.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Singhi & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.		

SPECIAL BUSINESS			
4	Ordinary resolution for appointment of Smt Meera Dokania a director of the Company liable to retire by Rotation.	For	Against
5	Ordinary resolution under section 143(8) for appointment of M/s. Salarpuria Jajodia & Co., as Brach Auditors		
6	Ordinary Resolution under Section 148(3) of the Companies Act, 2013 for approval of the remuneration of the Cost Auditors.		
7	Special Resolution Under Section 94 of The Companies Act, 2013 for keeping the register of members etc at place other than the Registered office of the Company.		
8.	Special/Resolution under section 197 of the Companies Act, 2013 for payment of Commission to directors other than whole-time directors and Managing directors.		

Signed this day of 2015

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 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 01/2014-15th Annual General Meeting.
3. It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.