

DEEPAK INDUSTRIES LIMITED
CIN No.L63022WB1954PLC021638
Registered Office: 16, Hare Street, Kolkata-700 001
Website: www.dil-india.com
Email: secretary@dil-india.com

Notice of the Meeting

Notice is hereby given that an Extra-Ordinary General meeting of the shareholders of Deepak Industries Limited will be held at 16, Hare Street, 2nd Floor, Kolkata-700 001 on Tuesday the 24th day of February, 2015 at 3.00 P M to consider and if thought fit, to transact the following special businesses:-

Resolution No.1

To consider and if thought fit to pass the following resolution as a Special resolution:

“Resolved that pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by inserting following Regulation 5A after the existing Regulation 5.

“5A- Buy back of Securities

The Company shall have power, subject to and in accordance with the applicable provisions of the Companies Act for the time being in force and corresponding provisions and guidelines prescribed by the Government of India, the Securities and Exchange Board of India or any other authority to purchase any of its own fully paid shares or other specified securities whether or not they are redeemable and may make a payment out of its free reserves or other securities premium account of the company or proceeds of any shares or other specified securities, or from such other sources as may be permitted by law on such terms, conditions and in such manner as may be prescribed by the law from time to time in respect of such purchase.”

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question/difficulty that may arise in this regard.”

Resolution No.2

To appoint Shri Yashwant Kumar Daga (holding DIN No. 00040632) (who was appointed as an additional director by the Board of Directors under regulations 80(a) , 97 to 99 of the Articles of Association of the Company in the Board meeting held on 14/11/2014 effective from 15/11/2014 and who holds office under the said Article and section 161 of the Companies Act. 2013 up to the date of the next Annual General meeting and in respect of whom, the company has received a notice in writing from a member with a deposit of Rs.1 lac signifying his intention to propose him a candidate for the office of Director) a director of the Company and to consider and, if thought fir, to pass the following resolution as a Special resolution:

“Resolved that Pursuant to the relevant provisions of the Companies Act, 2013, including Section 160, Shri Yashwant Kumar Daga be and is hereby elected and appointed a Director in the capacity of the Vice-Chairman-cum-Joint Managing Director of the Company liable to retire by rotation.”

Resolution No.3

To consider and if thought fit to pass the following resolution as a Special resolution:

“ Resolved that pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Articles of Association, consent of the Company be and is hereby accorded to the appointment of Shri Yashwant Kumar Daga, as Vice-Chairman-cum-Joint Managing Director of the Company for a period of 5 (five) years with effect from 15/11/2014 to 14/11/2019.

Resolved further that subject to the limits contained in Section 197 and other applicable provisions of the Companies Act 2013 approval of the Company be and is hereby accorded to the payment of remuneration comprising salary and perquisites with effect from 15/11/2014 and during his tenure of the appointment as determined/ may be determined by the Board from time to time within the following maximum limits:

Tenure: For a period of five years from 15/11/2014 to 14/11/2019.

Remuneration

Consolidated Salary- Rs.400000/- per month with annual increment of Rs.40000/- per month beginning from 1st April each year with provision of multiple/additional increment on the recommendation of 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 Mediclaim and other health insurance premium for self and members of his family, subject to one month's salary in a year.
- e. The Company shall bear his and his dependant family members total Hospitalization Expenses in India and abroad.
- f. 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.
- g. 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.
- h. Leave Travel Concession for self and his family once in a year in accordance with the rules of the Company.
- i. Travelling expenses of spouse accompanying the Joint Managing Director on any official overseas and domestic travels.
- j. Club fees subject to maximum of two clubs.
- k. Personal Accident Insurance for self and family subject to maximum premium of Rs.20,000/- per year or as may be decided by the Board.
- l. Reimbursement of entertainment, traveling and electronic communication facilities by all available modes incurred for the business of the Company.
- m. Premium on Life policies of Joint Managing Director not exceeding Rs.10,00,000/- per annum.
- n. 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.
- o. One time retirement benefits as may be decided by the Board at the time of retirement which would include Housing and upkeep thereof, personal secretary, car with driver, etc.
- p. This remuneration may be revised and altered in any manner as the recommendation of the 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.
- q. 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 terms and conditions and remuneration shall remain in force notwithstanding elevation of appointee to other superior position in the Board.

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.”

Resolution No.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 Suresh Chand Mohta (Holding DIN No.00066035) Director of the Company be and is hereby appointed as an Independent Director of the company for a term from 15/11/2014 to 30/09/2019 and who shall not be liable to retirement by rotation.”

Place: Kolkata
Date: 16/01/2015

By Order of the Board
For Deepak Industries Limited
V D MALL
Company Secretary

NOTES :

1. Explanatory Statement setting out all the material facts concerning each item of the proposed business and reasons thereof pursuant to Section 102(1) of the Companies Act, 2013.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of member not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company.
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 being sent herewith. Proxies submitted on behalf of the Companies, societies etc, must be supported by an appropriate resolution/authority, as applicable.
3. All documents referred to in the Notice or in the accompanying explanatory statement are available for inspection by members on all working days except Saturday and public holidays between 10.00 A M to 1.00 P M prior to the date of the Extra-Ordinary General meeting and will also be available for inspection at the meeting.
4. Members are requested to send all their documents and communications pertaining to shares to Maheshwari Datamatics Pvt Ltd, Share Transfer Agent of the Company at their address at 6, Mangoe Lane, Kolkata-700 001
5. VOTING THROUGH ELECTRONIC MEANS
 - I. 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 alternative mode of voting which will enable Members to cast their votes electronically. Necessary arrangements have been made with by the Company with Central Depository Services (India) Limited (CDSL) to facilitate E-voting.
 - II. The instructions for shareholders voting electronically are as under :
 - (i) The voting period begins on 18/02/2015 at 10.00 A.M. and ends on 20/02/2015 at 6.00 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 of 16th January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (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 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 letters, of their name and the 8 digits of the 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 of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.—Sequence number is communicated in the Attendance Slip/Covering Letter.
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 the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

- (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) 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 should be created 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.
6. 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 20th February, 2015 up to 6.00 P.M. without which the vote shall not be treated as valid.
7. 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 16th January, 2015..
8. A copy of this notice is placed on the website of the Company.
9. Shri Pravin Kumar Drolia, Practising Company Secretary (Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least 2 (two) witnesses not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
10. The results declared along with the Scrutinizer’s report shall be placed on the website of the Company www.dil-india.com and on the website of the CDSL within two days of the passing of the resolutions at the EGM of the Company and communicated to the Calcutta Stock Exchange Limited.

Annexure to the Notice

Explanatory Statement pursuant to section 102 of the Companies Act, 2013.

Resolution No.1

The Companies Act, 2013 has allowed the companies to buy-back its own shares and securities. These shares can be purchased only if the Company is authorised by Articles of Association. Alteration in the Articles of Association is therefore proposed to enable the company to buy its own shares/securities as per the applicable provisions of the Companies Act, 2013.

In terms of the above requirement, it is proposed to insert new regulation 5A after existing regulation 5 in the Articles of Association of the company as set out in detail in the resolution and the Board recommends the resolution for your approval.

A copy of the Article of Association together with the proposed alteration will be open for inspection by the members at the Registered office of the company between 11.00 A M to 1.00 P M on all working days except Saturday and public holidays up to the date of Extra Ordinary General meeting of the Company and at the meeting..

All the directors of the Company and their relatives and all the Key Managerial Personnel and their relatives are concerned interested financially and otherwise to the extent of their shareholding in the Company, if any.

The Brief resume of Shri Yashwant Kumar Daga has been provided in this notice.

Resolution No.2 and 3

Shri Yashwant Kumar Daga was appointed as additional director in the capacity of the Vice-Chairman-cum-Joint Managing Director 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. According to the provisions of the said Article and the said section, he will hold office up to the date of the next Annual General Meeting of the Company. As required under section 160 of the above Act, a notice has been received from a member together with a deposit of Rs.1 lac signifying his intention to propose him as a candidate for the office of Director.

In the said Board meeting he has been appointed with the remuneration specified in the resolution subject to the approval of the shareholders by special resolution in the general meeting of the Company.

Shri Yashwant Kumar Daga aged about 54 years is an industrialist with varied experience of more than 30 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 a 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 therefore, in the Company's interest that for orderly succession to the Board should continue to avail of his services as member on the Board. It is in the above circumstances that the resolutions mentioned in these item of the notice is proposed to be passed by Special resolution and commended for your acceptance.

Except Yashwant Kumar Daga being an appointee and his father Shri Pradip Kumar Daga 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.

Resolution No.4

Shri Suresh Chand Mohta is a Non- Executive Director of the Company. He is a Company Secretary having vast experience in secretarial and legal matters and thus possesses the qualification and experience as prescribed in the Act and rules made there under.

Shri Suresh Chand Mohta is proposed to be appointed as an Independent Director for a term from 15/11/2014 till 30/09/2019. Shri Suresh Chand Mohta in the Board meeting held on 14/11/2014 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 Suresh Chand Mohta, fulfils 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 from 10.00 A M to 1.00 P M 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 Suresh Chand Mohta has been provided in 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.

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 Yashwant Kumar Daga	Shri Suresh Chand Mohta
Date of Birth	07/03/1961	30/05/1950
Date of Appointment	15/11/2014	30/03/2002
Qualification	B.Com (Hons)	B.Com, FCS, LL.B
Experience in specific functional areas	Shri Yashwant Kumar Daga aged about 54 years is an industrialist with varied experience of more than 30 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 a member of the Board of the Tea Board of India.	Secretarial, Finance and Administration for about more than 40 years
Directorship in other Companies	(1) Merlin Holdings Private Limited, (2) H G I Industries Limited, (3) Narsingh Holdings Pvt. Ltd. (4) Longview Tea Co. Ltd, (5) Deepak Gears Ltd, (6) Contransys Pvt Ltd, (7) Solding Hydrowatt Private Limited, (8) Brua Hydrowatt Private Limited, (9) Mint Investments Ltd,(10) Deepak Spinners Ltd, (11) The Oudh Sugar Mills Limited.	Nil
Chairmanship Membership/ Committees of Other Public Companies	(1).Member in Nomination and Remuneration Committee and Stakeholders' Relationship Committee of Longview Tea co., Ltd (2)Member in Nomination and Remuneration Committee and Shareholders/Investors Grievance Committee and Audit Committee of H G I Industries Limited (3)Member in Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Audit Committee of Mint Investment Limited (4)Membership in Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Audit Committee of The Oudh Sugar Mills Limited (5) Chairman in Corporate Social Responsibility Committee and Member in Member in Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Audit Committee of Deepak Spinners Ltd.	Nil
Shareholding in the Company	316088	Nil
Relationship with other directors	Son of Shri Pradip Kumar Daga, CMD	No

Physical Voting by Ballot Form

1. 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 EGM.
2. 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.
3. The Scrutinizer's decision on the validity of Ballot form will be final.
4. 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.
5. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman.
6. 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 EGM of the Company and communicated to The Calcutta Stock Exchange Limited.

By Order of the Board
V D MALL
Secretary

Place: Kolkata
Date: 16/01/2015

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 Tuesday, the 24th February 2015 at 3.00 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 meeting venue.

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 EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY THE 24th FEBRUARY, 2015

1	Name & Registered Address of the sole/first named Member/Beneficial Owner	
2	Name(s) of the Joint Holder(s), Beneficial Owner(s)	
3	Registered folio Number/DP ID/Client ID No* * (Applicable to investors holding Shares in dematerialized form)	
4	Number of share(s) held	

I/we hereby exercise my/our votes in respect of the Resolutions set out in the Notice dated 16/01/2015 as set out below to be passed by means of Postal Ballot by conveying my/our assent or dissent to the said Resolutions by placing the tick mark at the appropriate box below (tick in both boxes will render the postal ballot invalid)

S. No	Description	Type of Resolution	No of shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1	Special resolution for Alteration of Article of Association of the Company for inserting new regulation 5A after the existing regulation 5 relating to the enabling provision in the Article of Association for Buy back of its own Shares/Securities.	Special			
2	Special Resolution for appointment of Shri Yashwant Kumar Daga as Director	Special			
3	Special Resolution for remuneration of Shri Yashwant Kumar Daga as Vice-Chairman-cum-Joint Managing Director.	Special			
4	Ordinary Resolution for appointment of Shri Suresh Chand Mohta as Independent Director	Ordinary			

e-mail ID :

Place:

Date:

Signature of the Member or his authorised representative

Note:

1. If you cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last date of receipt of this ballot form is 20/02/2015 (6.00 P M)
3. Please read the instructions carefully attached herewith

INSTRUCTIONS

General Instructions

1. The notice of Extra Ordinary General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 16/01/2015 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, Shri Pravin Kumar Drolia, Practicing Company Secretary on or before the close of working hours i.e.6.00 p.m. on 20/02/2015. 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.

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 at 16, Hare Street, Kolkata-700 001 on Tuesday, the 24th February, 2015 at 3.00 P M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Description	Optional*	
		For	Against
1	Special resolution for Alteration of Article of Association of the Company for inserting new regulation 5A after the existing regulation 5 relating to the enabling provision in the Article of Association for Buy back of its own Shares/Securities.		
2	Special Resolution for appointment of Shri Yashwant Kumar Daga as Director		
3	Special Resolution for remuneration of Shri Yashwant Kumar Daga as Vice-Chairman-cum-Joint Managing Director.		
4	Ordinary Resolution for appointment of Shri Suresh Chand Mohta as Independent Director		

Signed this day of 2015

Signature of Shareholder :

Signature of Proxy holder(s):

Note:

Affix 15 Paisa Revenue Stamp

- 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.**
- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
- *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.
- Please complete all details including details of member(s) in above box before submission.