

ANNUAL REPORT

&

ACCOUNTS

FOR THE YEAR ENDED 31ST MARCH, 2013

DEEPAK INDUSTRIES LIMITED

DEEPAK INDUSTRIES LIMITED

P. K. DAGA

CHAIRMAN-CUM-MANAGING DIRECTOR

S. CHAKRAVORTI

DIRECTORS

A. P. AGARWALLA

S. C. MOHTA

R. CHOMAL

V. D. MALL

SECRETARY

SINGHI & CO.

AUDITORS

Chartered Accountants

STATE BANK OF INDIA

BANKERS

UCO BANK

REGISTRAR & SHARE TRANSFER AGENTS

Maheshwari Datamatics Pvt.Ltd

6, Mangoe Lane, 2nd Floor

Kolkata - 700 001

Phone : 033-2243-5809; 2243-5029

Fax : 033-2248-4787

E-mail : mdpl@cal.vsnl.net.in

Website : www.mdpl.in

16, HARE STREET

REGISTERED OFFICE

KOLKATA - 700 001

Phone : 033-2248-2391/2/3

Fax : 033-2248-9382

Website : www.dil-india.com

E-mail : secretary@dil-india.com

DEEPAK INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the Annual General Meeting of the shareholders of the Deepak Industries Limited will be held at 16, Hare Street, 2nd Floor, Kolkata-700 001 on Thursday, the 8th August, 2013 at 2.30 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, 2013 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri Sujit Chakravorti who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Shri Rahul Chomal who retires by rotation.
4. To appoint Auditors and to fix their remuneration.

Special Business :

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

"RESOLVED THAT pursuant to Section 228(3) and other applicable provisions, if any, of the Companies Act, 1956, M/s Salarpuria Jajodia & Co., Chartered Accountants, 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 from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company in consultation with the Auditors."

6. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198,269,309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, (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 re-appointment of Shri Pradip Kumar Daga, as Chairman-cum-Managing Director of the Company for a period of 5 (five) years with effect from 16th December, 2013 and approval of the Company be and is hereby accorded to his remuneration with effect from 16th December, 2013 on a consolidated salary of Rs. 4,00,000/- per month and on the terms and conditions including remuneration as set in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration and or agreement in such manner as may be agreed to between the Board of Directors and Shri Pradip Kumar Daga subject to the overall remuneration not exceeding the limits specified in Schedule XIII of the Act."

Registered Office :
16, Hare Street,
Kolkata - 700 001
Dated : 30th May, 2013

By order of the Board

V. D. MALL
Secretary

DEEPAK INDUSTRIES LIMITED**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. Register of Members and Share Transfer Books will remain closed from 05/08/2013 to 08/08/2013 (both days inclusive).
3. Members are requested to notify any change in their address recorded with the Company to the Registrar & Transfer Agent M/s. Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001, Phone No. 033-2243-5029, 2243-5809, Fax : 033-2248-4787 E-Mail : mdpl@yahoo.com.
4. All documents referred to in the notice and explanatory statement to this notice are open for inspection of members at the Registered Office of the Company during office hours on all working days except Saturday between 11.00 A M to 1.00 P M up to the date of Annual General Meeting.
5. Members are requested to send their queries on the Accounts at least 7 days in advance for a proper response to their queries during the meeting.
6. Members are requested to get their shareholdings in the Company dematerialized for proper communication with them. Members are also requested to furnish their email address to their respective DP to enable the Company to communicate electronically and send their consent for the same to the Company's Registrar and/or to the Company.
7. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith.

DEEPAK INDUSTRIES LIMITED

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Relating to item No. 4

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 228(3) of the Companies Act, 1956, the members of the Company approve the resolution as ordinary resolution.

None of the director of the Company is concerned or interested in this resolution.

Relating to item No.6

The Company has re-appointed Shri Pradip Kumar Daga aged 76 years as Chairman-cum-Managing Director for a period of five years from 16th December, 2013 to 15th December, 2018 in the Board Meeting held on 30/05/2013 with the following remuneration subject to the approval of shareholders by special resolution in the general meeting of the Company. Shri Pradip Kumar Daga, is an eminent industrialist having vast Industrial Experience in diverse fields like Tea, Textile, Spinning and Engineering etc. During his able leadership, the Company has achieved all around improvement during the last five years and has also undertaken new projects which are progressing well. It is therefore proposed to re-appoint him as Managing Director for a period of five years with effect from 16th December, 2013. Shri Pradip Kumar Daga is also Managing Director in Deepak Spinners Limited but he does not draw any remuneration from the said Company.

The terms and conditions of his re-appointment are as follows :-

Tenure of re-appointment

The re-appointment of Shri Pradip Kumar Daga is for a period of 5 (five) years from 16th December, 2013 to 15th December, 2018

Nature of Duties

The appointee shall devote his time and attention to the business of the Company and carry out the duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the control and direction of the Board and in the best interest of the business of the Company.

Remuneration

Consolidated Salary- Rs. 400,000/- per month with annual increment of Rs. 40,000/- per month beginning from 1st April each year.

Other terms of the re-appointment

- a. Remuneration to Shri Pradip Kumar Daga may be revised and altered in any manner as Board may deem fit during his tenure and no further consent of the shareholders be taken if the new remuneration after such revision and alteration do not exceed the limits as stipulated in Schedule XIII of the Act.

DEEPAK INDUSTRIES LIMITED

- b. Provident Fund contribution will be as per rules of the Company.
- c. Reimbursement of medical expenses incurred by the Managing Director for the medical treatment for self and family and premium paid to effect to keep in force insurance of his health or the health of members of his family shall be subject to one month salary in a year.
- d. The Company shall bear his and his dependent family members total Hospitalization Expenses in India and abroad.
- e. Gratuity shall be as per rules of the Company.
- f. Leave with full pay including encashment of un availed leave at the end of the tenure of the Managing Director as per Rules of the Company.
- g. Leave Travel Concession for the Managing Director and his family once in a year in accordance with the rules of the Company.
- h. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.
- i. The Company may provide a car with driver and telephone at the residence of the Managing Director for business purposes.
- j. 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 198, 309 and other applicable provisions of the Companies Act, 1956 read with schedule XIII of the Companies Act, 1956 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 Managing Director, the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed in schedule XIII of the Companies Act, 1956.

The brief resume of Shri Pradip Kumar Daga has been provided hereunder.

The Directors are of the view that the re-appointment of Shri Pradip Kumar Daga will be beneficial to the Company and the remuneration payable to him is commensurate with his abilities and experience.

In compliance to provisions of Sections 269 and 302 read with Schedule XIII of the Act, the terms of re-appointment and remuneration is being placed before the members in the Annual General Meeting for approval by special resolution and Board recommends the resolution for approval of the members by special resolution.

None of the director except the appointee is concerned or interested in this resolution.

Registered Office :
16, Hare Street,
Kolkata - 700 001
Dated : 30th May, 2013

By order of the Board

V. D. MALL
Secretary

