

## DEEPAK INDUSTRIES LIMITED

REGD.OFFICE:16, HARE STREET, 2<sup>ND</sup> FLOOR, KOLKATA-700001

Phone (033) 2248-2391/2/3

E-mail : secretary@dil-india.com, Website : www.dil-india.com

CIN : L63022WB1954PLC021638

### NOTICE

**NOTICE** is hereby given that the 67th Annual General Meeting of the members of “**DEEPAK INDUSTRIES LIMITED**” will be held on Monday the **08<sup>th</sup> August, 2022** at **3.30 P.M.** at its registered office -16, Hare Street, 2<sup>nd</sup> Floor, Kolkata-700001 to transact the following business:

#### ORDINARY BUSINESS:

**1. Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 with the reports of the Board of Directors’ and Auditors thereon.

**2. Declaration of Dividend:**

To declare a dividend of Rs. 10/- (Rupees Ten only) per equity share of ₹ 10/- each for the financial year ended 31st March, 2022.

**3. Appointment of a Director:**

To appoint a Director in place of Shri Yashwant Kumar Daga (DIN: 00040632), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**4. Re-appointment of M/s. Lodha & Co. Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration:**

To consider and, if thought fit, to pass with the or without modifications, the following resolutions as an Ordinary Resolution:

**RESOLVED THAT** pursuant to section 139, 142 and other applicable provision of the Companies Act, read with the Companies (Audit and Auditors) Rules, 2014, **M/s. Lodha & Co.**, Chartered Accountants, (Firm Registration No. 301051E) Kolkata, be and is hereby re-appointed as the statutory auditors of the of the Company for a second term of 5 (five) consecutive years from the conclusion of the this Annual General Meeting until the conclusion of the 72nd Annual General Meeting to be held in the year 2027 at a remuneration of ₹ 11.00 lacs plus taxes as applicable and out of pocket expenses incurred in connection with the audit of the Company for the financial year ending on 31.03.2023 and further increments for the remaining tenure of the appointment, as may be recommended by Audit Committee and as may be mutually agreed

between the Board of Directors of the Company and the Statutory Auditors from time to time.”

#### SPECIAL BUSINESS:

**5. Approval of remuneration to the Cost Auditor of the Company for the Financial Year 2022-23:**

To consider and, if thought fit, to pass with the or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 55,000/- (Rupees Fifty Thousand Only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit to M/s. SPK Associates, Cost Accountants (Registration No: 000040), Kolkata appointed as Cost Auditor, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23 be and is hereby approved .

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To approve alteration in the Articles of Association of Company by inserting new clause 38(3) after existing clause 38(2):**

To consider and, if thought fit, to pass with the or without modifications, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the rules made thereunder, including any amendment (s), statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded for alteration of Articles of Association of the Company by adding the following new clause no. 38 (3) after the existing Clause no. 38(2):

38(3).“If any member amongst the ‘promoters/ promoters group’ desires to part with or transfer, in any manner including transfer without consideration, its shareholding or any part thereof in the equity share capital of the Company to any person

including its family members who are not promoters, such member shall give first option to the other promoters group, who are enlisted in the immediately preceding Annual Return of the Company or as mentioned in filings done with the stock exchange (s) where shares of the Company is listed, SEBI, any other authorities etc., for the purchase of such shares at such rates as may be agreed to between the parties or decided upon by arbitration. The member desiring to part with or transfer its shares or any part thereof shall give to the other promoter member a written notice of such intention specifying the number of shares and the rate at which it is willing to sell the same and if the other Promoter within 30 days of the receipt of such notice, agrees, to such proposal for purchase of such shares, the member giving the notice shall be bound to sell and transfer such shares to the concerned member/members at the rate specified in such notice. If the other member(s) is/are willing to purchase the shares but considers the rate proposed to be too high or unacceptable, it shall within 30 days from the receipt of the notice, give written intimation to the party giving notice of its intention to purchase the shares and the question of rate shall be referred to arbitration of a sole arbitrator nominated by both the parties with mutual consent in accordance with the provisions of the Arbitration and Conciliation Act, 1996. The venue and Seat of Arbitration shall be Kolkata and the Courts of Kolkata shall have exclusive jurisdiction to the subject matter of dispute arising

out of or in connection to the same. If the party receiving a notice within 30 days of its receipt, fails to accept the proposal for purchase of the shares, the member giving the notice will be free to sell the shares to any other party but only at a rate not less than the rate specified in such notice.”

‘Promoter’ shall mean as defined under Section 2 (69) of the Companies Act, 2013 or as mentioned in filings done with the stock exchange (s) where shares of the Company is listed, SEBI, any other authorities etc.

“RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental thereto.

By order of the Board

Place : Kolkata  
Dated” 23.05.2022

For Deepak Industries Limited

Sd/-

Registered Office:  
16, Hare Street  
Kolkata-700001

Roshan Davve  
Company Secretary  
ACS: 27185

#### NOTES

- 1) ***A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy forms should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.***

***In terms of Rules 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint single person as proxy and such persons cannot act a proxy for any other person or shareholder.***

- 2) A Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating

to Special Business at the meeting, is annexed hereto.

- 3) The Equity Share Transfer Registers of the Company will remain closed from 02.08.2022 to 08.08.2022 (both days inclusive) for the purpose of Annual General Meeting.
- 4) Subject to the provisions of Section 123 of the Companies Act, 2013, dividend on Equity Shares for the financial year ended 31st March, 2022 as recommended by the Board, if declared, will be payable on or after 08<sup>th</sup> August, 2022 to those Members whose names appear on the Register of Members of the Company as on 08<sup>th</sup> July, 2022 or to their mandates. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.
- 5) Members are requested to note that dividends, if not encashed for a consecutive period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund

(IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / Claimants are requested to claim their dividends from the Company within the stipulated timeline.

It is in the Member's interest to claim any unencashed dividends for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member's account on time.

- 6) Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 the company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on 28th September, 2021 (the date of the last Annual General Meeting) on the website of the company [www.dil-india.com](http://www.dil-india.com) and also on the website of the Ministry of corporate affairs
- 7) Members who have not yet encashed the dividend from the financial year ended March 31, 2016 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. The details of the unclaimed dividends are available on the Company's website at [www.dil-india.com](http://www.dil-india.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in). Members are requested to contact Maheshwari Datamatics, 25, R N Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700001, email [id-mdpldc@yahoo.com](mailto:id-mdpldc@yahoo.com) the Registrar and Share Transfer Agents of the Company, to claim the unclaimed / unpaid dividends
- 8) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code ISIN INE 485J01016.
- 9) Members are requested to notify immediately any change of their address, if any, to the Company in case shares are held in physical form or to the DP's, where the account is maintained, if held in demat form
- 10) As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment or re-appointment at this Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
- 11) To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
- 12) Members are requested to quote folio numbers in all their correspondence. Equity Share of the Company are under compulsory Demat trading by all investors. Considering the advantage of scripts trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
- 13) Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
- 14) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing and deposited at the Registered Office of the Company or by email through its registered email address to [drolipravin@yahoo.co.in](mailto:drolipravin@yahoo.co.in) with a copy marked to [secretary@dil-india.com](mailto:secretary@dil-india.com) **not less than 48 hours** before commencement of the meeting for their representative to attend and vote on their behalf at the Meeting.
- 15) **Registration of e-mail addresses**- Eligible members whose e-mail addresses are not registered with the Company / Depository Participants, are requested to provide the same to the Registrar and Transfer Agent by visiting this link - <http://mdpl.in/form>.
- 16) In compliance with the MCA Circulars This AGM notice along with the Annual Report is sent only through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depository Participant (DP)/Depository/ Maheshwari Datamatics Private Limited (MDPL), the Company's Registrar & Transfer Agent (RTA). The AGM notice and Annual Report of the Company are made available on the Company's website at [www.dil-india.com](http://www.dil-india.com) and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., CSE Limited - <https://www.cse-india.com>.
- 17) Electronic copy of the Notice of this meeting 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 e-mail IDs are registered with the Company/Depository Participant(s) for communication purpose and hard copy of the same is being sent to the members whose e-mail IDs are not registered with the Company/Depository Participant(s) for communication purpose. Notice of the Annual General Meeting and the Annual Report for 2021-22 of the Company inter alia

indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will also be available on Company's website at [www.dil-india.com](http://www.dil-india.com).

- 18) All 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 (11.00am to 1.00pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
- 19) Members desiring any information as regard accounts are requested to intimate the company at least 7 working days before the meeting to enable the management to keep the information required readily available at the meeting.
- 20) As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form; the nomination form may be filed with the respective DP.
- 21) To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/ LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission, Transposition etc). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
- 22) **TDS on Dividend**  
Effective April 1, 2020, dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [secretary@dil-india.com](mailto:secretary@dil-india.com) on or before 08th August, 2022 (record date). Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2022-23 does

not exceed ₹ 5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Registrar of the Company, the tax will be deducted at a higher rate of 20%.

**Non-resident shareholders** can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member.
- Copy of Tax Residency Certificate [TRC] for the FY 2022-23 obtained from the revenue authorities of country of tax residence duly attested by the member.
- Self Declaration in Form 10-F - No-PE [permanent establishment] certificate - Self Declaration of beneficial ownership by the non-resident shareholder
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

The members/shareholders are required to provide above documents/declarations by visiting the link of our Registrar and Share transfer Agent M/s. Maheshwari Datamatics Private Limited <https://mdpl.in/form> 08th August, 2022. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961.

- 23) **Updation of Members' details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Maheshwari Datamatics Pvt. Ltd. its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
- 24) Shri Pravin Kumar Drolia, Practicing Company Secretary (Membership No. FCS 2366 and Certificate of Practice No. 1362) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

## General Information and Instructions Relating to remote e-voting

### VOTING THROUGH ELECTRONIC MEANS:

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by a member using remote e-voting as well as physical ballot will be provided by Company during the AGM.
- b) The remote e-voting period commences on 05th August, 2022 (9:00 am) and ends on 07th August 2022(5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 01st August, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (i) Shareholders who have already voted prior to the meeting date would not be **entitled to vote at the meeting venue by physical ballot.**
- (ii) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the Individual demat account holders by way of single login credential through their demat account(s) / websites of Depositories / Depository Participant(s) (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
- (iii) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting</p>

Type of shareholders	Login Method
	service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>(i) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>(ii) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>(iii) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>(iv) If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the company name.
- (ix) 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.

- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

After receiving the login details a 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 linked in the login should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer or to the Company at the email address viz; [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) or [secretary@dil-india.com](mailto:secretary@dil-india.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for remote e-voting for the resolutions set out in this notice:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at [secretary@dil-india.com](mailto:secretary@dil-india.com) /RTA email id at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

#### **OTHER GUIDELINES**

- i) Any person, who acquires shares of the Company and becomes a member of the Company after mailing of the Notice and is holding shares as on the cut off date, may obtain the login ID and password by sending an email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- ii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
- ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or contact Shri Ravi Kumar Bhal, Compliance Officer, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001, Telephone : (033)22435029, (033)22433809, (033) 22482248, **Mobile - 80170 58433, E-mail – [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).**



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No-4: Re-appointment of M/s. Lodha & Co. Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration:**

At the 62<sup>nd</sup> AGM of the Company held in the year, 2017, the shareholders had approved the appointment of M/s. Lodha & Co. Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company, to hold office till the conclusion of the 67th Annual General Meeting to be held in the year 2022.

The Board of Directors at their meeting held on May 23, 2022, based on recommendations of the Audit Committee, have approved the re-appointment of **M/s. Lodha & Co.**, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held in the year 2027. The re-appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **M/s. Lodha & Co.**, Chartered Accountants, have provided their consent and eligibility certificate to that effect, their re-appointment, if made, would be in compliance with the applicable laws.

The remuneration to be paid to Statutory Auditors during the second term shall be ₹ 11.00 lacs plus taxes as applicable and out of pocket expenses incurred in connection with the audit of the Company for the financial year ending on 31.03.2023. The remuneration payable to the statutory auditor for the remaining period of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

The Board recommends the passing of the resolution set out at Item No.4 of the accompanying Notice.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.4 of the Notice.

**Item No 5: Approval of remuneration to the Cost Auditor of the Company for the Financial Year 2022-23:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on May 23, 2022, approved the appointment of M/s. SPK Associates, Cost Accountants (Registration No: 000040), Kolkata as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2022-23.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor require approval by the Members of the Company. Accordingly, approval of the Members is sought as referred to in the Resolution at Item No.5 of the Notice for the payment of remuneration amounting to ₹ 55,000/- (Rupees Fifty Five Thousand only) per annum plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending March 31, 2023.

The Board recommends the Resolution as set out in Item No. 5 of the Notice for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.5 of the Notice.

**Item No 6: To approve alteration in the Articles of Association of Company by inserting new clause 38(3) after existing clause 38(2):**

It is desirable in the interest of the Company that shareholding of promoter group remains within the group and for the purpose an amendment to the articles of association is proposed by inserting clause 38(3) after the existing clause 38(2).

Pursuant to Section 14 of the Companies Act, 2013, members approval by way of passing of a Special Resolution is required for inserting new clause 38(3) after the existing clause 38(2) of the Articles of Association of the Company.

A copy of the Articles of Association of the Company would be available for inspection by the members at the Registered Office of the Company, Monday to Friday between 11.00 a.m. to 1.00 p.m., including and upto the date of Annual General Meeting.

Accordingly, the Board recommends passing of the Special Resolution in relation to Item No. 6 of the notice, for the approval by the shareholders of the Company.

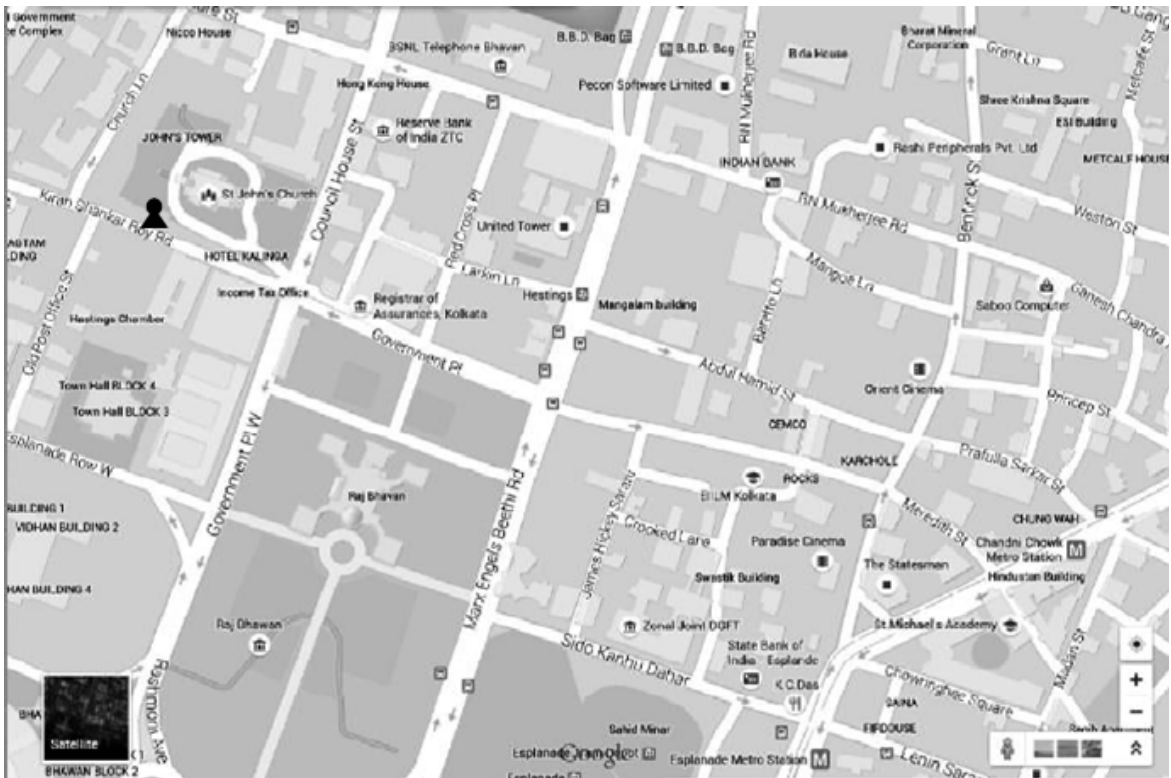
Except Mr. Pradip Kumar Daga and Mr. Yashwant Kumar Daga and their respective relatives, to the extent of their shareholding, if any, no other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 67th ANNUAL GENERAL MEETING**

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

Name of The Director	Shri Yashwant Kumar Daga
DIN	00040632
Date of Birth/ Age	07/03/1961
Date of Appointment on the Board of the Company	15/11/2014
Qualification	B.com (Hons)
Nature of Expertise in Specific Functional Areas	Engineering, Solar and Hydro Power, Tea and Textile.
Number of Board Meetings attended during the year	5
List of Other listed Companies in which Directorship held	<ol style="list-style-type: none"> <li>1. Deepak Spineers Limited</li> <li>2. Longview Tea Company Limited</li> <li>3. Mint Investments Limited</li> <li>4. Magadh Sugar &amp; Energy Limited</li> <li>5. HGI Industries Limited</li> </ol>
Chairmanship/ Membership of the Committees of the Board of Directors of Other Companies in which he is a Director (only Audit Committee and Stakeholders Relationship Committee considered)	<ol style="list-style-type: none"> <li>1. Deepak Spineers Limited ( Audit Committee- Member, Stakeholders Relationship Committee- Member)</li> <li>2. Longview Tea Company Limited (Stakeholders Relationship Committee- Chairman)</li> <li>3. Mint Investments Limited ( Audit Committee- Member, Stakeholders Relationship Committee- Member)</li> <li>4. Magadh Sugar &amp; Energy Limited (Audit Committee-Member, Stakeholders Relationship Committee- Member)</li> <li>5. HGI Industries Limited (Audit Committee - Member, Stakeholders Relationship Committee- Member)</li> </ol>
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Son of Shri Pradip Kumar Daga, CMD
Details of Shareholding, if any in the Company as on 31 <sup>st</sup> March, 2022	5,24,313
Terms and conditions of appointment / reappointment along with details of remuneration last drawn by such person	Terms and conditions of reappointment are as per Nomination and Remuneration Policy of the Company and shareholders resolution passed in the Extra-Ordinary General Meeting held on 28.09.2019. Remuneration drawn by him for the financial year 2021-22 was ₹ 156.68/- (Lacs).
List of entities from which the person has resigned in the past three years.	NIL

## ROAD MAP TO THE VENUE OF 67TH AGM OF “DEEPAK INDUSTRIES LTD.”



**DEEPAK INDUSTRIES LIMITED**

Regd. Office : 16, Hare Street, 2nd Floor, Kolkata - 700001

## Deepak Industries Limited

Reg. Office: 16, Hare Street, 2nd Floor, Kolkata-700001, CIN : L63022WB1954PLC021638

### ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

D.P. ID\* ..... Folio No.....

Client ID\* ..... Number of Shares held.....

I/ We hereby record my/our presence at the 67th Annual General meeting of the Company being held on Monday, the 08th August, 2022 at 3.30 P.M.

Signature of Shareholder: (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- MGT-11**

**(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2020]**

Name of the member(s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of ..... Equity shares of the above named Company, hereby appoint.

- Name..... Address.....  
E-mail ID ..... Signature ..... or failing him.
- Name..... Address.....  
E-mail ID ..... Signature ..... or failing him.
- Name..... Address.....  
E-mail ID ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the 67<sup>th</sup> Annual General Meeting of the Company as my/our proxy to attend and vote (on poll) for me /us and on my / our behalf at the 67th Annual General Meeting of the Company to be held at its Registered office of the Company at 16, Hare Street, 2nd Floor Kolkata - 700 001 on Monday, 08th August, 2022 at 3.30 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
<b>ORDINARY BUSINESS</b>				
1.	To Consider and adopt Audited Financial Statements as on 31 <sup>st</sup> March, 2022 and, Reports of the Board of Directors and Auditors thereon.			
2.	To declare a dividend of Rs. 10/- (Rupees Ten only) per equity share of Rs. 10/- each for the financial year ended 31st March, 2022.			
3.	Appoint a Director in place of Shri Yashwant Kumar Daga (DIN: 00040632), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.			
4.	Re-appointment of M/s. Lodha & Co. Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company for a second term of five consecutive years and to fix their remuneration:			
<b>SPECIAL BUSINESS</b>				
5.	Approval of the remuneration of the Cost Auditor for Financial Year 2022-23			
6.	Approve of alteration in the Articles of Association of Company by inserting new clause 38(3) after existing clause 38(2)			

Signed this ..... day of ..... 2022

Signature of Shareholder : .....

Signature of the Proxy holder: .....

Affix  
Revenue  
Stamp

Note:

- 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 Annual 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.