

# Deepak Industries Limited

Regd. & Corporate Office :  
16, Hare Street, Kolkata 700 001  
Phone : 033-2248-2391/92/93  
Fax : 033 2248 9382  
Webside : [www.dil-india.com](http://www.dil-india.com)  
CIN No. : L63022WB1954PLCO21638  
Date: 05/03/2022 @dil-india.com

To  
The Manager-Listing  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata-700 001

## Sub: Postal Ballot Notice

Dear Sir/Madam,

In continuation to our intimation dated 12<sup>th</sup> February, 2022, regarding obtaining of shareholders' approval by way of Postal Ballot for appointment of Mr. Ganapathy Anantha Narayanan (DIN No: 09491346) as Independent Directors of the Company and the Alternation in the existing Article No. 76 (1) of the Article of Association of the Company for payment of sitting fees to Directors of the Company. Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice dated 12<sup>th</sup> February, 2022.

The remote e-voting period commences at 9:00 a.m. on Wednesday, 9<sup>th</sup> March 2022 and ends at 5:00 p.m. on Thursday, 07<sup>th</sup> April, 2022. The remote e-voting module shall be disabled by CDSL thereafter. The result of the voting by postal ballot will be announced by the Chairman or any person duly authorized by him, on Friday, 08<sup>th</sup> April, 2022.

The Notice of Postal Ballot is also displayed on the Company's website at [www.dil-india.com](http://www.dil-india.com).

Kindly take the same on your record.

Thanking You,  
For Deepak Industries Ltd.

  
Company Secretary  
Roshan Davve

# DEEPAK INDUSTRIES LIMITED

CIN: L63022WB1954PLC021638

REGD.OFFICE: 16, HARE STREET, KOLKATA – 700001, Telephones: (91) (33) 2248-2391/92/93,  
Fax: (91) (33) 2248 9382, E- mail:-[secretary@dil-india.com](mailto:secretary@dil-india.com) Website: [www.dil-india.com](http://www.dil-india.com),

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies  
(Management and Administration) Rules, 2014]

**Dear Member (s)**

**NOTICE** is hereby given to the Members of the **M/s. Deepak Industries Limited** (“the Company”) that pursuant to the provisions of Section 108 and section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“ the Act”) read with the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (the ‘Listing Regulations’) read with the MCA Circular dated **April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020**, and Circular No. **39/2020 dated December 31, 2020 Circular No.10/2021 dated June 23, 2021** and General Circular No.**20/2021 dated December 8, 2021** in relation to the extension of the framework provided in the aforementioned circulars up to June 30, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) read with SEBI Circulars and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force and as amended from time to time), the Company is seeking the approval of the Members for the matters as considered in the resolutions appended below, through Postal Ballot i.e., voting by electronic means (e-voting).

A statement pursuant to Section 102 and other applicable provisions of the Act, setting out the material facts and the reasons thereof (the Statement) is annexed hereto for your consideration. The Notice along with the Statement is also available on the website of the Company [www.dil-india.com](http://www.dil-india.com).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being 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). Further, the Shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided. Shareholders can vote only through remote e-voting process. Accordingly, the Company is pleased to offer the remote e-voting facility to all its members to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the Section “**Voting Instructions**” in this Postal Ballot Notice

to cast their votes electronically. Shareholders are requested to cast their votes through e-voting process not later than **Thursday, April 7, 2022**, to be eligible to be considered, failing which it will be strictly considered that no vote has been received from the Shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholder to register their email address. Therefore, those shareholders who have not yet registered their email addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors has appointed Mr. Pravin Kumar Drolia, Practicing Company Secretaries, (ICSI Membership No. FCS 2366, CP No. - 1362) Kolkata, as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules made there under.

The Scrutinizer will submit his report to the Chairperson or any person authorized by him after the completion of the scrutiny of the postal ballots through e-voting the result of the postal ballot shall be declared on Friday, 8th April, 2022 and shall be placed along with the Scrutinizer's Report on the Company's website [www.dil-india.com](http://www.dil-india.com) under the section of Investor Relations and will also be forwarded to Calcutta Stock Exchange Limited, where the Company shares is listed (viz [www.cse-india.com](http://www.cse-india.com)) Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these results on its website [www.evotingindia.com](http://www.evotingindia.com).

**SPECIAL BUSINESS:**

Items No: 1

**Appointment of Mr. Ganapathy Anantha Narayanan (DIN: 09491346) as an Independent Director of the Company.**

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

**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of Nomination and Remuneration Committee, **Mr. Ganapathy Anantha Narayanan (DIN No: 09491346)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12<sup>th</sup> February, 2022 pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as per Section 149(6) of the Act, and Regulation 25 read with Regulation 16 of Listing Regulations, qualifies for being appointed as an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for five consecutive years with effect from 12th February, 2022 to 11th February, 2027."

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

**Items No: 2**

**To Approve Alteration in Articles of Association in respect of Payment of Sitting Fees.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

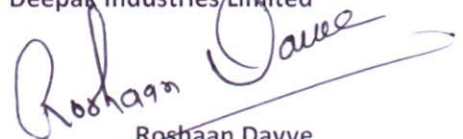
**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company as follows:

The existing Clause no. 76 (1) of the Articles of Association of the Company be and is hereby deleted and the following new Clause no. 76 (1) be and is hereby substituted in lieu of the deleted Clause.

76 (1): Until otherwise determined by the Company in General Meeting, each Directors shall be entitled to receive and be paid out of the funds of the Company a fee of Rs. 1, 00,000/- (Rupees one lakh) or such lesser sum as the Board may decided from time to time for each meeting of the Board of Directors or of a Committee of the Board of Directors attended by him/her. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance of meetings of the Board or of any Committee of the Board and otherwise incurred in execution of their duties as Directors either in India or elsewhere.

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

By Order of the Board  
For Deepak Industries Limited



Roshaan Davve  
Company Secretary  
ACS-27185

Date: 12<sup>th</sup> February 2022

Place: Kolkata

**NOTES:**

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 read with relevant rules made thereunder ('the Act') in respect to the aforesaid item, set out in the Notice of the Postal Ballot is annexed hereto.
2. Due to the continuing COVID-19 Pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, (collectively referred to as "MCA Circulars") and various SEBI circulars have permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only.
3. A member cannot exercise his vote by proxy on Postal Ballot
4. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on **Friday 25th February, 2022**, and who have registered their e-mail addresses with the Company or with the Depositories.  
Further, Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at **9.00 A.M. on Wednesday, 9th March, 2022 and will end at 5.00 P.M. on Thursday, 07th April, 2022**, when remote e-voting will be blocked by CDSL.
5. Members who have not registered their e-mail address/mobile number/PAN are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form may get their e-mail address/mobile number/PAN with Company's RTA by visiting the link **<https://mdpl.in/form/email-update>** or **<https://mdpl.in/form/pan-update>** or download FORM ISR1, fill it up completely as per the instructions mentioned on the form and send the hard copy of form at Maheshwari Datamatics Pvt. Ltd, Registrar & Transfer Agent, 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700001, Telephone No: 033-22435029,22433809,email id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, 25 February, 2022 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
7. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **Thursday, 07th April, 2022**.

The Scrutinizer shall after conclusion of the voting period submit his report to the Chairman of the Board or any person authorized by him who shall declare the results of the Voting therewith.

8. All the material documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to [secretary@dil-india.com](mailto:secretary@dil-india.com), mentioning their names, folio numbers, DP ID, and Client ID.
9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted on the Company's website at [www.dil-india.com](http://www.dil-india.com).
10. Resolutions passed by the shareholders through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
11. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "**General information and instructions relating to remote e-voting**" in this Postal Ballot Notice.
12. The Company has connectivity with both NSDL and CDSL under **ISIN No: INE485J01016**.
13. Voting rights of Member/ Beneficial owner (in case of electronic shareholding) shall be in proportion of his /her /its shareholdings in the paid up equity share capital of the Company as on the cut-off date.
14. The results of the postal ballot shall be placed along with the Scrutinizer's Report on the website of the Company [www.dil-india.com](http://www.dil-india.com) and communicated to the Stock Exchanges where the shares of the Company is listed and simultaneously to the CDSL.

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

#### VOTING THROUGH ELECTRONIC MEANS

- a) The remote e-voting facility will be available during the following voting period:

**Commencement of remote e-voting**

**End of remote e-voting**

**From 9:00 A.M on Wednesday, 9th March 2022**

**Up to 5:00 P.M on Thursday, 07th April 2022**

b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date, i.e. **Friday, 25<sup>th</sup> February 2022**, only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

c) The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of the aforesaid period.

d) Demat account holders can now cast their votes electronically by way of a single login credential, through their Demat accounts/websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in remote e-voting process.

e) 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, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access remote e-voting facility.

Pursuant to above said SEBI Circular, Login method for remote e-voting for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) 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>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. 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>3) 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>4) 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 or click on <a href="https://evoting.cdslindia.com/Evoting/Evoting_Login">https://evoting.cdslindia.com/Evoting/Evoting_Login</a> 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>



**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 <b>CDSL</b>	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 <b>NSDL</b>	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

- (i) 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	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"><li>• 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.</li></ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Bank Details OR Date of Birth (DOB)	<p>recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
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- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <DEEPAK INDUSTRIES LIMITED> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) **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; [droliapraavin@yahoo.co.in](mailto:droliapraavin@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.

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

**Items No: 1**

**Appointment of Mr. Ganapathy Anantha Narayanan (DIN: 09491346) as an Independent Director of the Company.**

The Board of Directors of the Company ('the Board') at the meeting held on 12<sup>th</sup> February, 2022, on the recommendation of the Nomination and Remuneration Committee ('the Committee'), appointed of Mr. Ganapathy Anantha Narayanan (Din 09491346) as an Additional Director under the category of Non-Executive Independent Director for a term of 5 (five) consecutive years from 12th February 2022 to 11th February 2027, not liable to retire by rotation, subject to the approval of shareholders and the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, of Mr. Ganapathy Anantha Narayanan (Din 09491346) will hold office up to the date of the ensuing Annual General Meeting. However Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, the Company is required to obtain approval of shareholders for the appointment of Mr. Ganapathy Anantha Narayanan (Din 09491346) an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Ganapathy Anantha Narayanan (Din 09491346), pursuant to section 152 of the Companies Act, 2013 has given his consent to act as a Director of the Company, the declaration has also been received from of Mr. Ganapathy Anantha Narayanan that he meets the criteria of independence prescribed under section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

A brief resume of Mr. Ganapathy Anantha Narayanan is given below:

Mr. Ganapathy Anantha Narayanan is a retired Assistant General Manager of SBI Stressed Asset Management Branch. He worked across diverse set of roles in State Bank of India since 1986. Mr. Ganapathy Anantha Narayanan holds a Bachelor of Commerce from the Calcutta University and Diploma holders in Trade Finance, IRDA Licence on Life and General Insurance, and in Credit Analysis from Moody's.

Additional information in respect of Mr. Ganapathy Anantha Narayanan, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings is provided in the Annexure.

In the opinion of the Board of Directors, Mr. Ganapathy Anantha Narayanan fulfills the conditions specified in the Act, Rules, and Listing Regulations, for his appointment as an Independent Director of the Company. He is independent of management and possesses the appropriate skills, experience, and

- knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company.

In line with the Company's Nomination and Remuneration Policy, Mr. Ganapathy Anantha Narayanan shall be paid remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participating in such meetings and commission on annual basis of such sum as may be approved by the Board of Directors and shareholders within the overall limits under Companies Act, 2013 up to 1% of the net profits of the Company during any financial year, in aggregate payable to Non-Executive Directors. Details of remuneration paid to Non-Executive Directors shall be disclosed as part of the Annual Report of the Company.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 1 of the notice

Except Mr. Ganapathy Anantha Narayanan, being an appointee. None of the other Directors and Key Managerial Personnel of the Company or their relatives is interested in this Resolution.

#### **Item No: 2**

#### **To approve alteration in Articles of Association in respect of payment of sitting fees**

As per the provision of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a Company may pay sitting fees to a director for attending meetings of the Board or Committee thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or Committee thereof, provided that for Independent Directors and Women Directors, the sitting fees shall not be less than the sitting fees payable to other directors.

Presently as per clause 76 (1) of the Article of Association of the Company until otherwise determined by the Company in a general meeting, each Directors shall be entitled to receive and be paid out of the fund of the Company, a fee of Rs. 10,000/- (Rupees Ten Thousand only) or such lesser sum as the Board may decided from time to time by way of sitting fee for each meeting of the Board of Directors or of a Committee of the Board of Directors attend by him/her. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance of meetings of the Board or of any Committee of the Board and otherwise incurred in execution of their duties as Directors either in India or elsewhere. It is proposed to authorize the Board of Directors to fix the sitting fees payable to Directors for attending each meeting of the Board or Committee thereof of an amount not exceeding Rs. 1,00,000/- (Rupees One Lakh only) or such lesser sum as the Board may decided from time to time for each meeting of the Board of Directors or of a Committee of the Board of Directors attended by him/her. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance of meetings of the Board or of any Committee of the Board and otherwise incurred in execution of their duties as Directors either in India or elsewhere

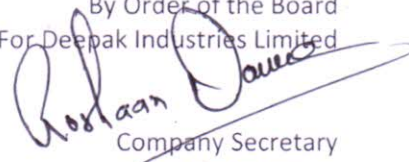
In terms of Section 14 of the Companies Act, 2013, alternation of the Articles of Association can be effective only by passing a Special Resolution and accordingly the Board of Directors recommends alternation in the Article of Association as stated in the proposed Special Resolution for approval of the shareholders. Accordingly, consent of the members is sought for passing Special Resolution as set out at Items No. 2 of the Notice for alternation of Articles of Association of the Company.

The specimen of the amended Articles of Association is available for be available for inspection electronically until the last date of remote e-Voting through postal ballot.

This Explanatory Statement together with the annexure accompanying Notice may be regarded as a disclosure under Regulation 36 of the Listing Regulations.

All Independent Non-Executive Directors of the Company are interested in the resolution set out at Items No. 2 of the Notice. Other than this none of the other Directors and Key Managerial Personnel of the Company or their relatives is interested in this Resolution.

By Order of the Board  
For Deepak Industries Limited

  
Company Secretary  
Roshaan Davve  
ACS-27185

Date: 12<sup>th</sup> February 2022  
Place: Kolkata

## Details of Director seeking appointment

(pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India)

Name	: Mr. Ganapathy Anantha Narayanan
Date of Birth/ Age	: 10/01/1962, 60 Years
DIN	: 09491346
Nationality	: Indian
Date of First appointment on the Board	: 12 <sup>th</sup> February, 2022
Terms & Condition of Appointment	: Appointed as an Independent Director for a period of 5 (Five) consecutive Years, not liable to retire by rotation, from 12 <sup>th</sup> February, 2022 to 11 <sup>th</sup> February, 2027
Remuneration last drawn (Including Sitting fees, if any / Remuneration proposed To be paid	: Eligible for Sitting Fees and Commission as approved by the Board of Directors.
Relationship with other Directors, Manager, And Key Managerial Personnel of the Company	: None
Qualification	: Bachelor of Commerce from the Calcutta University and Diploma holders in Trade Finance, IRDA Licence on Life and General Insurance, and in Credit Analysis from Moody's.
Experience and expertise in the specific area	: 36 years experience in Finance and Administration

Skills and capabilities required for the role and Manner in which the proposed Independent Directors meet such requirement

Mr. Ganapathy Anantha Narayanan is a retired Assistant General Manager of SBI Stressed Asset Management Branch . He worked across diverse set of roles in State Bank of India since 1986. The Company believes that his skill, knowledge, and experience would benefit the Company.

List of Directorship in other companies as on 12<sup>th</sup> February, 2022

: None

List of Membership / Chairmanship of Committee Of other Companies as on 12<sup>th</sup> February, 2022 (Include only Audit & Stakeholders' Committee)

: None

Listed entities from which the Directors has resigned In the past three years

: Nil

Number of share held in the Company as of 12<sup>th</sup> February, 2022

: Nil

Number of meetings of the Board attended during The financial year

: Nil