

## NOTICE

Notice is hereby given that 63rd Annual General Meeting of the shareholders of the Deepak Industries Limited will be held at 16, Hare Street, 2nd Floor, Kolkata-700 001 on Friday, the 14th September, 2018 at 2.00P M to transact the following business:-

### Ordinary Business:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2018 and the statement of profit and loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a director in place of Shri Yashwant Kumar Daga (Holding DIN No.00040632) who retires by rotation and being eligible offers himself for re-appointment.

### Special Business:

3. To consider and if thought fit to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to section 148(3) and all other provisions of the Companies Act, 2013 and read with rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditors M/s. SPK Associates, Cost Accountants, Kolkata (Firm’s Registration No. 000040) for conducting the audit of the cost records of the company for the year 2018-19 determined by the Board of Directors of the Company at Rs 50,000/- (apart from service tax including cess as applicable and out of pocket expenses) be and is hereby approved and ratified.”

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

“RESOLVED THAT in supersession of the special resolution passed under section 180(1)(c) of the Companies Act, 2013 on 25<sup>th</sup> September, 2014 in the matter, and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that moneys to be borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate of the paid -up capital of the Company

and its free reserves and securities premium , that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which money may be borrowed by the Board of Directors shall not exceed the aggregate of the paid-up capital and free reserves of the Company by more than the sum of Rupees three hundred Crores at any time.”

“Resolved further that the Board of the company be and is hereby authorized to do or cause to be done all such acts, deeds and other things as it may in its absolute discretion deem fit, proper and necessary or incidental thereto, for giving effect to the aforesaid resolution.”

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

“RESOLVED THAT in supersession of the Special resolution passed under section 180(1)(a) of the companies Act, 2013 on 25<sup>th</sup> September, 2014 in the matter, and pursuant to section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to mortgaging and/ or charging all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertaking or the undertakings of the Company both present and future in favour of the lenders for securing any financial assistance obtained or as may be obtained time to time from any financial institutions, banks and Trustees for the holders of debentures/bonds/ other Instruments and all other lenders to extent of such amount as may be lent by them within the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 together with interest, penal, interest, costs, charges, expenses , liquidated damage and any other money payable by the Company.”

Resolved further that the Board of Directors of the Company be and is hereby authorized to finalize with the lenders, agreements and other documents, if any, necessary for creating the mortgages, charges, hypothecations as aforesaid and to accept any modification(s) to, or modify, alter or vary, the terms and conditions of the aforesaid documents and do all such acts, deeds and things and to execute all such documents, deeds and instruments in writing as may be required, incidental to and/or

expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the company.”

6. To consider and if thought fit to pass the following resolution as an Special Resolution:

Resolved that pursuant to Regulation 31A and other relevant provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 ('Act') read with the rules framed there under (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby given for re-classification of following promoters entity of the company from promoter and promoter group to public category for their holding becoming nil following entire disposal of their individual holdings in the Company and each of them meeting the criteria of being qualified as public shareholder and have since requested the company for such re-classification based on the following submission by each of them.

1. I/We are not holding any shares in the Company and have not entered into any Shareholders' Agreement with the Company.
2. I/We do not have and shall not have any special rights as to voting power or control of the Company through any formal or informal arrangements.
3. I/We do not and shall not exercise any control over the affairs of the Company and are not and shall not be engaged in the management of the Company.
4. I/We do not have and shall not have any representation on the Board of Directors of the Company.
5. No regulatory action is pending against me/ us.

S. No.	Name of the outgoing promoter and Promoter group entities and individuals	Equity Holdings
1	Shantanu Daga	NIL
2	Pradip Kumar Daga, HUF	NIL
3	Yashwant Kumar Daga, HUF	NIL
4	Contransys Private Limited	NIL
5	Longview Tea company Limited	NIL

Resolved further that Shri Vithal Das Mall, Company Secretary of the Company or any director of the Company be and are hereby severally authorised to make the

necessary application to the Calcutta Stock Exchange Limited and also to give any declaration, undertaking, writings as may be required by the said exchange in the matter and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board

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

“Resolved that pursuant to the provisions of Sections 196, 197,198, read with Schedule V and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Articles of Association, consent of the Company be and is hereby accorded to the 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, 2018 to 15th December,2023 and approval of the Company be and is hereby accorded to his remuneration with effect from 16th December, 2018 to 15th December, 2023 on the terms and conditions 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 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 V to the Act.”

Resolved further that the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute powers to decide break-up of the remuneration within the maximum permissible in order to give effect to this resolution or as may be otherwise considered by it to be in the best interest of the Company.”

Place: Kolkata  
Date: 30/05/2018

By Order of the Board  
**V D MALL**  
Company Secretary

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person can not act a proxy for any person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 08/09/2018 to 14/09/2018 (date of AGM) (both days inclusive) for annual closing.
4. Company has appointed M/S Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700 001, as its Registrar and Transfer Agents (RTA) for both physical and demat segment of equity shares. Members are requested to send all their correspondence at the above address of RTA. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and secretary@dil-india.com.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send relevant share certificates to the above referred Registrar for doing the needful.
6. Members holding physical share certificates are requested to get their shares demated by opening of a DP Account with a Depository Participant to facilitate corporate actions by the Company and also give a copy of the pan to the Registrar or the Company.
7. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
8. To prevent fraudulent transactions, members are

advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
10. Details under SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report for 2017-2018 is being sent in the permitted mode.
12. Electronic copy of the Notice of the General Meetings of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.dil-india.com](http://www.dil-india.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

14. Documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays upto and including the date of the Annual General Meeting of the Company.
15. Institutional Members/Bodies Corporate (i.e, other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Attorney letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at secretary@dil-india.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 13/09/2018 up to 5.00 P.M. without which the vote shall not be treated as valid.
5. The Company has connectivity with both NSDL and CDSL under ISIN No INE485J01016.

**VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility of "remote (e-voting from a place other than the venue at AGM) to exercise their right to vote at the AGM by electronic means. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL)

The facility through e-voting shall also be made available at the venue of the AGM. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their

vote through remote e-voting may attend the meeting but shall not be able to cast their vote again at the AGM.

The Company has appointed Shri Pravin Kumar Drolia, Practising Company Secretary (Certificate of Practice No. 1362) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The remote E-voting period begins on 11/09/2018 at 9.00 A.M. and ends on 13/09/2018 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07/09/2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 13/09/2018.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name and the eight digit sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If both details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (vii)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Deepak Industries Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT" A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF,NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](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.
- (xx) 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).
- (xxi) The Scrutinizer will submit his report on 15/09/2018 before 12.30 P M and the result will be announced on 15/09/2018 before 2.00 P M by any Director. The result will be placed on the website of the Company [www.dil-india.com](http://www.dil-india.com) and the website of CDSL and communicated to The Calcutta Stock Exchange Limited where the equity shares of the Company are listed.

## ANNEXURE TO THE NOTICE

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

#### Relating to item No.3

Under the provisions of section 148(3) of the Companies Act, 2013 read with rule 14 of the Cos (Audit & Auditors) rules, 2014 the remuneration of the cost auditors is required to be ratified by the shareholders of the Company and your directors recommend the resolutions for approval of the members by Ordinary resolutions.

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

#### Relating to item No.4 & 5

At the general meeting of the Company held on 25<sup>th</sup> September, 2014, the company has accorded by ordinary resolution its consent under section 180(1)(c) of the Companies Act, 2013 to the Board of Directors borrowing moneys up to a limit of Rupees three hundred Crores (apart from the temporary loans obtained from the Bankers of the Company in the ordinary course of business).

Similarly, at the said general meeting of the Company held on 25<sup>th</sup> September, 2014, the company has accorded by special resolution its consent under section 180(1) (a) of the Companies Act, 2013 to the Board of Directors for charging and mortgaging of the Company's assets including land, building and plant and machineries for an amount upto the borrowing limit of Rupees three hundred Crores

Borrowing in excess of the capital and free reserves of the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) requires the approval of the members of the Company in the general meeting of the Company by special resolutions under section 180(1) (c). The maximum amount for which the borrowings can exceed the paid up capital and free reserves of the Company (apart from the temporary loans obtained from the Bankers of the Company in the ordinary course of business) has been fixed at Rupees three hundred Crores. and the resolution under section 180(1) (a) of the Companies Act, 2013 authorize the Board for charging and/or mortgaging of the properties of the Company for all amounts lent by the lending institutions to extent of such amount as may be lent by them within the borrowing powers of the Company and your directors recommend the resolutions for approval of the members by special resolutions.

None of the Directors and Key Management Personnel of the Company and their relatives are concerned or interested in these resolutions financially or otherwise

#### Relating to item No.6

The Company has received request letters from the following persons that since they each have disposed their

entire shareholding in the Company and meet the criteria specified in their individual letters for re-classification from promoters and promoters group to public category be reclassified from promoter and promoter group to public category in terms of the Regulation 31A of the listing regulations.

S. No.	Name of the outgoing promoter and Promoter group entities and individuals	Equity Holdings
1	Shantanu Daga	NIL
2	Pradip Kumar Daga, HUF	NIL
3	Yashwant Kumar Daga, HUF	NIL
4	Contransys Private Limited	NIL
5	Longview Tea company Limited	NIL

Regulation 31A of the listing regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from promoter and promoter group category to public category only subject to fulfillment of the conditions as provided therein.

Further as per the Rule 19A of the Securities Contract(Regulations) Rules, 1957, the public shareholding as per the last filing of the shareholding pattern with the stock exchange and as on the date of this notice fulfills the minimum public shareholding in the Company and the re-classification of the above entity shall not result in the increase in the public shareholding for achieving the minimum public shareholding.

The Board recommends the above resolution for approval of the shareholders.

Shri Pradip Kumar Daga, CMD and Shri Yashwant Kumar Daga, VCJMD of the Company and their relatives are deemed to be interested or concerned, financially or otherwise in this resolution to the extent of their shareholding in the Company and as existing member of the promoter and promoter group.

Save and except above none of the directors and Key Managerial personnel of the Company and/or their relatives are in any way interested or concerned financially or otherwise in this resolution.

#### Relating to item No.7

The company has re-appointed Shri Pradip Kumar Daga aged 81 years as Chairman-cum-Managing Director for a period of five years from 16th December, 2018 to 15th December, 2023 in the Board meeting held on 30/05/2018 with the following terms and conditions subject to the approval of shareholders by special resolution in the general meeting of the Company. Shri Pradip Kumar Daga, is a eminent industrialist having vast Industrial Experience in diverse fields like tea, Textile, Spinning and Engineering, Power etc. During his able leadership, the Company has achieved all around improvement during the association with the Company 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, 2018.

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, 2018 to 15th December, 2023.

**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- nil**

- a. Free furnished accommodation or House Rent Allowance in lieu thereof.
- b. Re-imbusement of expenses for upkeep and maintenance the House. The Managing Director shall also be provided gardener, sweeper and care taker at the Company's expenses. The Expenses of gas, electricity, water shall be reimbursed by the Company. The Perquisites for this free furnished accommodation and services and reimbursement thereof shall be valued as per the Income Tax Act, 1961 or re-enactment thereof.
- 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 Rs.50000/- per annum or as may be decided by the Board.
- d. The Company shall bear his and his dependant family members total Hospitalization Expenses in India and abroad.
- e. Gratuity shall be as per rules of the Company on actual period of service to the company on the basis of last salary drawn.
- f. Reimbursement of entertainment, travelling and all other expenses incurred for the business 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. Travelling expenses of spouse accompanying the Managing Director on any official overseas and inland trip if necessitated for business purpose.
- i. Club fees subject to maximum of two clubs.
- j. Personal Accident Insurance for self and family

subject to maximum of Rs.20,000/- per year or as may be decided by the Board.

- k. The Company may provide two cars with driver and telephone at the residence of the Managing Director for business purposes.
  - l. Leave including encashment of unavailed leave at the end of the tenure of the Managing Director as per Rules of the Company.
  - m. Shri Pradip Kumar Daga will be entitled to retirement benefits as the Board may decide at the time of his retirement which would include Salary, Housing and upkeep thereof, personal secretary, car with driver etc. considering his long association with the Company as director and executive Director.

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 does not exceed the limits as stipulated in Schedule V to the Act.

**Overall Remuneration:** The aggregate of Salary, allowances and perquisites in any one financial year shall not exceed the limits prescribed under sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 as may for the time being in force.

**Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of service of Managing Director, the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed in schedule V of the Companies Act, 2013.

Either party may terminate the appointment by giving to the other party 3 months notice of such termination.

The brief resume of Shri Pradip Kumar Daga has been provided in the Annexure to this notice.

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 196, 197 and 198 read with schedule V 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 and KMP except the appointee and his relatives is concerned or interested in this resolution financially or otherwise .

By Order of the Board  
**V D MALL**  
Company Secretary

Date: 30/05/2018

Place: Kolkata

**Information required to be furnished under SEBI(LODR), 2015 in respect of the Appointment/Re-appointment of the Directors**

Name of the Director	Shri Yashwant Kumar Daga	Shri Pradip Kumar Daga
Date of Birth	07/03/2061	24/04/1937
Date of Appointment	15/11/2014	16/12/2008
Qualification	B. Com. , (Hons)	B. Com. , (Hons)
Experience in specific functional areas	Tea, Spinning, Engineering and Solar and Hydro Power	Tea, Spinning, Engineering and Solar and Hydro Power
Directorship in other Companies	<ol style="list-style-type: none"> <li>1) Brua Hydrowatt Private Limited</li> <li>2) H G I Industries Limited</li> <li>3) Narsingh Holdings Private Limited</li> <li>4) Deepak Gears Limited</li> <li>5) Contransys Private Limited</li> <li>6) Solding Hydrowatt Private Limited</li> <li>7) The Magadh Sugar &amp; Industries Ltd</li> <li>8) Mint Investments Limited</li> <li>9) Deepak Spinners Limited</li> <li>10) Longview Tea Company Limited</li> <li>11) Merlin Holdings Pvt Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1) Longview Tea Company Limited</li> <li>2) Century Textiles &amp; Industries Limited</li> <li>3) Deepak Gears Ltd</li> <li>4) Deepak Spinners Limited</li> </ol>
Chairmanship / Membership/ of Committees of Other Public Companies (Only Audit Committee and Stakeholders Relationship Committee considered)	<p>Longview Tea Company Limited-Member of Stakeholders relationship Committee</p> <p>HGI Industries Limited-Member of Audit committee and Stakeholders relationship Committee</p> <p>Mint Investments Limited-Member of Audit committee and Stakeholders relationship Committee</p> <p>Magadh Sugar &amp; Limited-Member of Audit committee and Stakeholders relationship Committee</p> <p>Deepak Spinners Ltd-Member of Audit committee and Stakeholders relationship Committee</p>	<p>Longview Tea Company Limited-Member of Audit committee.</p> <p>Century Textiles Industries Ltd-Member of Audit and Stakeholders Relationship Committee</p>
Shareholding in the Company	524313	207700
Relationship with other directors	Son of Shri Pradip Kumar Daga, VCJMD	Father of Shri Yashwant Kumar Daga, VCJMD



**DEEPAK INDUSTRIES LIMITED**  
**CIN No.L63022WB1954PLC021638**

**Registered office:**

16, Hare Street, Kolkata-700 001

Email: secretary@dil-india.com

Phone No.033-2248-2391/2/3 Fax No. 033-2243-9382

**ATTENDANCE SLIP**

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

D.P.ID*		L.F.No.	
Client ID*		No. of Shares held	

I/ We hereby record my/our presence at the 63rd Annual General meeting of the Company being held on Friday, the 14th September, 2018 at 2.00 P.M.at 16, Hare Street, Kolkata-700 001

Signature of Shareholder(s)

1. .... 2. .... 3. ....

Signature of the Proxy holder .....

\*Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the venue of the meeting

**PROXY FORM**

**(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN : **L63022WB1954PLC021638**

Name of the Company : DEEPAK INDUSTRIES LIMITED

Registered office : 16, Hare Street, Kolkata-700 001

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

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

- (1) Name..... Address.....  
E-mail ID .....Signature ..... or failing him.
- (2) Name..... Address.....  
E-mail ID .....Signature ..... or failing him.
- (3) Name..... Address.....  
E-mail ID ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the 63rd Annual General Meeting of the Company, to be held on Friday, the 14th September, 2018 Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
	ORDINARY BUSINESS			
1.	Ordinary Resolution to Consider and adopt Audited Balance Sheet as at 31st March, 2018 and statement of the Profit & Loss Account, together with Reports of the Board of Directors and Auditors of the Company thereon.			
2	Ordinary Resolution for re-appointment of Shri Yashwant Kumar Daga who retires by rotation.			
	SPECIAL BUSINESS			
3	Ordinary Resolution under Section 148(3) of the Companies Act, 2013 for approval of the remuneration of the Cost Auditors.			
4	Special Resolution under section under section 180(1)(c) for borrowings by the company for limits specified in the resolution			
5	Special Resolution under section under section 180(1)(a) for creation of charge for borrowings by the company for limits specified in the resolution			
6	Special Resolution for removal of the name of M/s. Contransys Private Limited and Shantanu Daga and Longview Tea Company Limited and Pradip Kumar Daga, HUF and Yashwant Kumar Daga, HUF from the list of the Promoter and Promoter group of the Company in the shareholding pattern of the Company under regulation 31A of the SEBI(LODR) Regulations, 2015.			
7	Special Resolution for re-appointment of Shri Pradip Kumar Daga as Managing Director for a period of five year from 16/12/2018 to 15/12/2023 on the terms set out in the explanatory statement.			

Signed this ..... day of ..... 2018

Signature of Shareholder: .....

Signature of Proxy holder(s): .....

Affix  
15 Paise  
Revenue  
Stamp

Note:

1. This form of proxy in order to be effective should be completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



**If undelivered, please return to :**  
**DEEPAK INDUSTRIES LIMITED**  
16, HARE STREET, KOLKATA - 700 001