

Deepak Industries Limited

CIN No.: L63022WB1954PLC021638
Website : www.dil-india.com
email: secretary@dil-india.com

Regd. Office
62, Hazra Road, Kolkata 700 019
Phone: 033-4014 2222

Corp. Office
16, Hare Street, Kolkata- 700 001
Phone: 033-2248-2391/92/93

14th March, 2024

To
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Dear Sir/Madam,

Scrip Code: 014084

Sub: Postal ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated February 3, 2024 being sent to the members of the Company seeking their approval through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the Resolution(s), as set out in the said Notice.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or their respective depository participant(s) and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, March 08, 2024.

The Company has engaged the services of Central Depository Services Limited ("CDSL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence on Friday, March 15, 2024 at 9:00 A.M. (IST) and shall end on Saturday, April 13, 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

The result of Postal Ballot will be announced on or before Tuesday, 16th April 2024.

The Notice of Postal Ballot is also available on the website of the Company i.e. www.dil-india.com and on the website of CDSL at www.evotingindia.com

This is for your kind information and record.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Deepak Industries Limited

Nikita Puria

Nikita Puria
Company Secretary



Encl: as above



DEEPAK INDUSTRIES LIMITED

CIN : L63022WB1954PLC021638

Regd. Office: 62, Hazra Road, Kolkata – 700 019

Email : secretary@dil-india.com; Website: www.dil-india.com

Tel: +91 (33) 4014 2222

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5 May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 02/2022 dated May 05, 2022 3/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September 2023, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Resolutions set out below are proposed to be passed by the Members of **Deepak Industries Limited** (“Company”) by means of Postal Ballot through remote e-voting (“e-voting”) process.

The proposed Resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder setting out the material facts concerning the Resolutions mentioned in this Postal Ballot Notice (“Notice”) are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed Resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Shri Pravin Kumar Drolia, Practising Company Secretary (Membership No. FCS: 2366; CP No: 1362) to act as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

Remote e-voting period shall commence on 15th March, 2024 (9:00 A.M. IST) and end on 13th April, 2024 (5:00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions mentioned under the head 'General Information and Instructions for e-voting' in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through e-voting process not later than 5:00 P.M. (IST) on 13th April, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating the e-voting process to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Maheshwari Datamatics Pvt. Ltd., Registrar and Share Transfer Agent (“RTA”) of the Company to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The Scrutinizer shall submit the results of the e-voting to the Chairman of the Company or any other authorized person of the Company after completion of the scrutiny of the e-voting. The results of e-voting will be announced on or before Tuesday, 16th April 2024. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.dil-india.com, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being submitted to the Stock Exchange where the equity shares of the Company is listed i.e. the Calcutta Stock Exchange Limited at www.cse-india.com .

The proposed Resolutions, if approved, shall be deemed to be passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. 13th April, 2024.

SPECIAL BUSINESS:

Resolution No. 1- Continuation of Directorship of Shri Pradip Kumar Daga (DIN: 00040692), as Non-Executive Non- Independent Director of the Company

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or enactment(s), re-enactments thereof for the time being in force) read with the applicable Rule(s)/Regulations made thereunder, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to the continuation of the directorship of Shri Pradip Kumar Daga (DIN: 00040692), aged 87 years, as a Non-Executive Non-Independent Director in the promoter category with effect from 16th December 2023 , liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company, including any duly constituted Committee thereof be and is hereby authorised to take all steps as may be necessary, proper and expedient, as they may in their absolute discretion deem fit, for the purpose of giving effect to this Resolution and for matters connected therewith and incidental thereto .”

Resolution No. 2- Approval for appointment, payment and facilities to be extended to Shri Pradip Kumar Daga (DIN: 00040692) as Chairman Emeritus of the Company

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the applicable rule(s) made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force read with the applicable rule(s) made thereunder, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board and such other consents and permissions as may be required in this regard, consent of the Members of the Company be and is hereby accorded for appointment and making payment and extending facilities to Shri Pradip Kumar Daga as ‘Chairman Emeritus’, of the Company for life w.e.f 3rd February, 2024, as approved by the Board of Directors and set out in the explanatory statement relating to this resolution, annexed hereto and forming part of this Notice, with liberty to the Board of Directors, to alter or vary the terms and conditions (including the payments and facilities) in such manner as the board may deem fit and is acceptable to Shri Pradip Kumar Daga.

FURTHER RESOLVED THAT the Board of Directors of the Company including any duly constituted Committee thereof be and is hereby authorised to take all steps as may be necessary, proper and expedient, as they

may in their absolute discretion deem fit, for the purpose of giving effect to this Resolution and for matters connected therewith and incidental thereto.”

Resolution No. 3- Re-designation of Shri Yashwant Kumar Daga (DIN: 00040632) as Chairman cum Managing Director of the Company

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

“**RESOLVED THAT** in partial modification of the earlier resolution approved by the Shareholders in the Extra Ordinary General Meeting held on 28th March 2019 and pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rule(s) made hereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force), Shri Yashwant Kumar Daga (DIN – 00040632) who was appointed as Vice-Chairman cum Joint Managing Director for a period of five years from 15th November, 2019 to 14th November, 2024, be and is hereby re-designated as Chairman cum Managing Director of the Company, effective from 3rd February, 2024.

FURTHER RESOLVED THAT except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the Shareholders remain unchanged.”

FURTHER RESOLVED THAT the Board of Directors of the Company, including any duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient, as they may in their absolute discretion deem fit, to give effect to this Resolution and for matters connected therewith and incidental thereto and that any of the Director/Key Managerial Personnel of the Company, be and are hereby severally authorized on behalf of the Company to digitally sign and file the necessary forms with the concerned Registrar of Companies or any other regulatory authority, as may be required in this regard.”

**By Order of the Board
For Deepak Industries Limited**

**Place: Kolkata
Date: February 03, 2024**

**Nikita Puria
Company Secretary
ACS No. 35481**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder setting out all material facts and reasons for proposed Resolutions is annexed hereto.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appears in the Register of Members maintained by the Depositories viz., National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, 8th March, 2024 (the “Cut-Off Date”) and who have registered their e-mail address, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Maheshwari Datamatics Pvt. Ltd. (“**RTA**”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who

is not a member as on the Cut-Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purpose only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to the Company or Registrar and Transfer Agents at contact details given below along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to the **Company at secretary@dil-india.com and/or to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. No.: +91 : 033-22435029, 22433809, 22482248; E-Mail: mdpldc@yahoo.com.**
6. The e-voting rights of the Members shall be reckoned on the shares held by them as on Friday, 8th March, 2024, being the Cut-off Date for the purpose. Members of the Company holding shares either in dematerialized or in physical form, as on the Cut-off Date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. A Member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional Members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to drolipravin12@gmail.com.
9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Remote e-voting period shall commence on Friday, 15th March, 2024 (9:00 A.M. IST) and end on Saturday, 13th April, 2024 (5:00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date, i.e. Friday, 8th March, 2024 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
11. The Company has connectivity with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') under **ISIN No INE485J01016**

12. The Scrutinizer will submit his report to the Chairman or a Director authorized by him, after the completion of scrutiny, and the result of voting by postal ballot through the e-voting process will be announced by the Chairman or any such person authorized by him on or before Tuesday, 16th April 2024 and will also be displayed on the website of the Company (www.dil-india.com), besides being communicated to the Stock Exchanges and Depositories.
13. The proposed Resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Saturday, 13th April, 2024. The Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a general meeting of the Members of the Company.
14. This Notice shall also be available on the website of the Company at www.dil-india.com, on the website of the Stock Exchange where the equity shares of the Company is listed i.e. The Calcutta Stock Exchange Limited at www.cse-india.com respectively and on the website of CDSL at www.evotingindia.com.
15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to secretary@dil-india.com
16. As per SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated 30.05.2022, Members having dispute against the Company or its Registrar and Share Transfer Agent (RTA) on delay or default in processing of their request, can file arbitration application with Stock Exchange.
17. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

I. This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

GENERAL INFORMATION AND INSTRUCTIONS FOR E-VOTING:

- (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically through e-voting services provided by CDSL on the resolution set forth in this notice.
- (ii) The e-voting period begins on Friday, 15th March, 2024 (9:00 A.M. IST) and end on Saturday, 13th April, 2024 (5:00 P.M. IST) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off Date Friday, 8th March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL

for voting thereafter. Once the vote on a resolution is cast by the Members, he / she shall not be allowed to change it subsequently or cast vote again.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. **All individual shareholders holding securities in demat mode can cast their vote by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**

(iv) 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 e-Voting facility.

(a) **Login method for e-Voting 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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 the company. On clicking the evoting option, the user will be able to see the 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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

	<p>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 the 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 https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 the NSDL Depository site wherein you can see the 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.</p>
<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 the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 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 e-Voting period.</p>

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

(b) Login method for e-voting for Shareholders other than individual Shareholders holding shares in Demat form and Shareholders holding shares in physical mode.

1. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
2. Click on the “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. Members 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 and voted on an earlier 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 :

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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
Dividend Bank Details OR Date of Birth (DOB)	<p>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> <ul style="list-style-type: none">• 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 (b)

7. After entering these details appropriately, click on the “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the ‘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.
9. For Shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
10. Click on the EVSN for “Deepak Industries Limited” on which you choose to vote.

11. 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.
12. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the votes cast by clicking on the “Click here to print” option on the Voting page.
16. If the 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.

17. Facility for Non – Individual Shareholders and Custodians- Remote Voting

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 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 by e-mail to droliapravin12@gmail.com and to the Company at the email address viz secretary@dil-inida.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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

- For Physical Shareholders- Please provide necessary details like Folio No., Name of Shareholders, 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 mdpldc@yahoo.com.
- For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant.
- For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant which is mandatory while e-voting through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to 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 Shri 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 or call on 022-23058542/43.

OTHER GUIDELINES/INSTRUCTIONS

- i. 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.
- ii. If you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- iii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact 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 or call on 022-23058542/43 or on toll free no. 1800 22 55 33.

**By Order of the Board
For Deepak Industries Limited**

**Place: Kolkata
Date: February 03, 2024**

**Nikita Puria
Company Secretary
ACS No. 35481**

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

Item No. 1- Continuation of Directorship of Shri Pradip Kumar Daga (DIN: 00040692), as Non-Executive Non- Independent Director of the Company

The Members of the Company at the 63rd AGM of the Company dated September 14, 2018 approved the re-appointment of Shri Pradip Kumar Daga on the Board of the Company for a term of five year w.e.f December 16, 2018 to December 15, 2023 as Chairman cum Managing Director (CMD) of the Company. Further, at the 68th AGM of the Company dated September 19, 2023, Members of the Company have approved the re-appointment of Shri Pradip Kumar Daga as a director who retires by rotation. Accordingly, Shri Pradip Kumar Daga continued as the Non-Executive Director of the Company after completion of his tenure as the CMD of the Company i.e. w.e.f 16th December 2023.

As per Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of Special Resolution is required for appointment or continuation of Directorship of a Non-Executive Director beyond the age of 75 years.

As on 16th December, 2023, Shri Daga has attained the age of 87 years. Shri Pradip Kumar Daga is an eminent Industrialist having rich and vast Industrial experience in diverse fields like Engineering, Textiles, and Tea etc.

Keeping in view the vast knowledge, experience, acumen and expertise of Shri Daga and significant contributions made by him to the progress of the Company and his continued guidance and mentorship to the Board of the Directors of the Company, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, has proposed to the Members of the Company to grant approval for continuation of his directorship as a Non-Executive Non-Independent Director of the Company.

In line with the Company's Nomination and Remuneration Policy, Shri Daga will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board / Committees thereof and reimbursement of expenses for participation in the Board and other meetings as are payable to Non-Executive Directors..

The Board of Directors expressed that continuation of Shri Pradip Kumar Daga as a Non-Executive Director of the Company is appropriate and in the best interest of the Company.

The disclosure as specified in SEBI Listing Regulations and SS-2 are given in the annexure accompanying this Notice.

Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga being his son are interested in this Resolution. None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested financially or otherwise in this resolution.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 1 of this Postal Ballot Notice for the approval by the Members of the Company.

Item No. 2- Approval for appointment, payment and facilities to be extended to Shri Pradip Kumar Daga (DIN: 00040692) as Chairman Emeritus of the Company

Shri Pradip Kumar Daga (DIN - 00040692) was re-appointed as Chairman cum Managing Director (CMD) of the Company for 5 years with effect from 16th December, 2018 to 15th December, 2023 in the Annual General Meeting of the Company held on 14th September, 2018. Accordingly, Shri Daga ceased to be the CMD of the Company w.e.f 16th December, 2023.

Under Shri Daga's leadership, the company transformed into a reputed growing and value creating organization by establishing long standing relationships across its wide spectrum of stakeholders with ethical

standards and in pursuit of growth for all. Keeping in view the vast knowledge, experience, acumen and expertise of Shri Daga and significant contributions made by him in the progress of the Company, his continued guidance and mentorship would be beneficial for the Board and the Management of the Company

The Board of directors in its meeting held on 3rd February, 2024, on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee has, considering the long term association, experience and continuous guidance of Shri Pradip Kumar Daga, designated Shri Daga as the Chairman Emeritus of the Company effective from 3rd February, 2024.

Taking into consideration the continued guidance and mentorship of Shri Daga as Chairman Emeritus, the Board at the said meeting held on 3rd February, 2024, on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, recommended to Shareholders of the Company for their approval, the following payment of fee/remuneration and other benefits to be paid to him for his position as Chairman Emeritus:

- (a) Monthly payment of fee/remuneration: Rs. 6 Lakhs;
- (b) House Rent Allowance;
- (c) Medical expenses for self and spouse;
- (d) Use of chauffeur driven Company car for personal use;
- (e) Personal secretary.

The value of the aforesaid benefits and perquisites will be calculated on actuals.

In terms of Sec 188 of the Companies Act, 2013 read with Rules made thereunder, appointment to any office or place of profit in the Company at a monthly remuneration exceeding Rs. 2.50 lakhs shall be subject to the prior approval of the Members of the Company.

Shri Pradip Kumar Daga, is covered under the ambit of Related Party definition within the meaning of Section 2(76) the Companies Act, 2013 and therefore, the payment of fee/remuneration and other benefits offered to him are required to be considered and approved by the Members of the Company as a related party transaction under Section 188 of the Companies Act, 2013.

The other related information as envisaged under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished hereunder:-

a)	Name of the Related Party and its relationship with the Company	Shri Pradip Kumar Daga He is Promoter and Non-Executive Director of the Company
b)	Name of the Director or Key Managerial Personnel who is related, if any:	Shri Yashwant Kumar Daga
c)	Nature of Relationship	Shri Yashwant Kumar Daga is son of Shri Pradip Kumar Daga
d)	Nature/Type, material terms, particulars and monetary value of the contract or arrangement:-	
	<p>Nature of the Arrangement Shri Pradip Kumar Daga has been appointed as "Chairman Emeritus" of the Company w.e.f. 3rd February, 2024. Keeping in view the vast knowledge, experience, acumen and expertise of Shri Daga and significant contributions made by him in the progress of the Company, his continued guidance and mentorship would be beneficial for the Board and the Management of the Company.</p>	

	<p>Material Terms The appointment, if approved by the members, shall be effective from 3rd February, 2024 for life.</p> <p>Monetary Value:</p> <ol style="list-style-type: none"> 1. Monthly payment of Fee/Remuneration: Rs. 6 Lakhs; 2. House Rent Allowance; 3. Medical expenses for self and spouse; 4. Use of chauffeur driven Company car for personal use; 5. Personal secretary <p>The value of the aforesaid benefits and perquisites will be calculated on actual basis.</p>	
e)	Tenure of the proposed transaction (particular tenure shall be specified);	Appointed as “Chairman Emeritus” for life in the Company w.e.f. 3 rd February, 2024.
f)	Justification as to why the RPT is in the interest of the Company	Keeping in view the vast knowledge, experience, acumen and expertise of Shri Daga and significant contributions made by him in the progress of the Company, his continued guidance and mentorship would be beneficial for the Board and the Management of the Company.
g)	Any other information relevant or important for the members to take a decision on the proposed Resolution	Members of the Company falling under the definition of related parties shall abstain from voting on this resolution.

Further details of Shri Pradip Kumar Daga is given in the annexure accompanying this Notice.

Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga being his son are interested in this Resolution. None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested financially or otherwise in this Resolution.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 2 of this Postal Ballot Notice for the approval by the Members of the Company.

Item No. 3- Re-designation of Shri Yashwant Kumar Daga (DIN: 00040632) as Chairman cum Managing Director of the Company

Shri Yashwant Kumar Daga (DIN - 00040632) was re-appointed as Vice Chairman cum Joint Managing Director of the Company for 5 years with effect from 15th November, 2019 to 14th November, 2024 in the Extra Ordinary General Meeting held on 28th March 2019. The terms and conditions of his re-appointment, including remuneration was approved by the Shareholders in accordance with the provisions contained in Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013.

The Board of Directors at its meeting held on 3rd February, 2024 noted that pursuant to expiry of the tenure of Shri Pradip Kumar Daga (DIN: 00040692) as Chairman cum Managing Director, the office of Shri Yashwant Kumar Daga remained the only office holding the position of Managing Director in the Company. Also, the Board of Directors at the said meeting re-designated Shri Yashwant Kumar Daga as the Chairman of the Company for the remaining term of his tenure.

Since, the designation of Shri Yashwant Kumar Daga was specifically mentioned as Vice-Chairman cum Joint Managing Director in the earlier resolution dated 28th March 2019 approved by the Shareholders, this Resolution is being proposed to partially modify the same to the effect that the office of Shri Yashwant Daga is accordingly called “Chairman cum Managing Director” w.e.f 3rd February, 2024. Except for the change in designation, all other terms and conditions as approved by the shareholders on 28th March 2019 remains unaltered.

The disclosure as specified in SEBI Listing Regulations and SS-2 are given in the annexure accompanying this Notice.

Shri Yashwant Kumar Daga and Shri Pradip Kumar Daga being his father are interested in this Resolution. None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested financially or otherwise in this resolution.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 3 of this Postal Ballot Notice for the approval by the Members of the Company.

**By Order of the Board
For Deepak Industries Limited**

**Place: Kolkata
Date: February 03, 2024**

**Nikita Puria
Company Secretary
ACS No. 35481**

ANNEXURE TO THE NOTICE

Details of the concerned Directors as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given hereunder:

Name of Director	Shri Pradip Kumar Daga	Shri Yashwant Kumar Daga
Director Identification Number (DIN)	00040692	00040632
Date of Birth	24.04.1937	07.03.1961
Age	87	62
Date of first Appointment on the Board	16.12.2008	15.11.2014
Qualification & Experience in specific functional areas	B.Com (Hon's), An Industrialist with rich and varied business experience in the field of engineering, textiles, tea etc.	B.Com (Hon's), Industrialist with rich and varied experience particularly in engineering, renewable power energy, spinning, tea and textiles
No. of meetings of the Board attended during the year	3 (upto the date of this Notice)	4 (upto the date of this Notice)
Chairmanship/ Membership of Committees of the Board of the Company#	Nil	Audit Committee (Member)
Directorship in other Companies (excluding foreign companies)	1. Deepak Spinners Limited 2. Longview Tea Co Ltd.	1. Deepak Spinners Limited 2. Deepak Industries Limited 3. HGI Industries Limited 4. Mint Investments Limited 5. Magadh Sugar & Energy Limited 6. Contransys Pvt. Ltd. 7. Brua Hydrowatt Pvt. Ltd. 8. Merlin Holdings Pvt. Ltd.
Chairmanship/ Membership of Committees of other Companies in which he is a Director# (excluding foreign companies)	1. <u>Longview Tea Company Limited</u> Audit Committee – Member	1. <u>Deepak Spinners Limited</u> Audit Committee – Member Stakeholders' Relationship Committee – Member 2. <u>HGI Industries Limited</u> Audit Committee – Member Stakeholders' Relationship Committee – Member 3. <u>Mint Investments Limited</u> Audit Committee – Member Stakeholders' Relationship Committee - Member 4. <u>Magadh Sugar & Energy Limited</u> Audit Committee – Member Stakeholders' Relationship Committee – Member 5. <u>Longview Tea Co. Ltd</u> Stakeholders' Relationship Committee - Chairman

Listed entities from which the person has resigned in the past three years	Nil	Nil
No. of shares held in the Company	Nil	1236819
Relationship between Directors inter-se (as per Companies Act, 2013)	Shri Yashwant Kumar Daga is the son of Shri Pradip Kumar Daga	Shri Pradip Kumar Daga is the father of Shri Yashwant Kumar Daga
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	Please refer to the Explanatory Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).	Please refer to the Explanatory Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
Remuneration last drawn by such person, if applicable	Nil Remuneration was being drawn from Deepak Spinners Limited as its Chairman and Managing Director	Rs. 177.19 lakhs (upto Dec' 2023)

Committee membership of only the Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

**By Order of the Board
For Deepak Industries Limited**

**Place: Kolkata
Date: February 03, 2024**

**Nikita Puria
Company Secretary
ACS No. 35481**