

# DEEPAK SPINNERS LIMITED

CIN NO. L17111HP1982PLC016465

Regd. Office: 121 Industrial Area, Baddi, Tehsil Nalagarh

District Solan, Himachal Pradesh-173205

Telephone nos. 0172 2790973, 2790974, Fax – 0172 2790977

Website: www.dsl-india.com Email: share@dsl-india.com

Annual Report  
and Accounts for  
the year 2014-15  
are being posted  
separately by post  
as per Companies  
Act, 2013

## NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Deepak Spinners Limited will be held on Wednesday, the 23rd day of September, 2015 at 2.30 P.M. at Registered Office at 121, Industrial Area, Baddi, Tehsil Nalagarh, Distt. Solan, Himachal Pradesh to transact with or without modifications, as may be permissible, the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Pradip Kumar Daga (holding DIN 00040692), who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Nilu Agrawal (DIN 03107052), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2015, in terms of Section 161(1) of the Act and Article 107 of the Articles of Association of the Company, and who has given a declaration that she meets with the criteria of independence and as per Section 149(6) of the Act, qualifies

for being appointed as an Independent Director and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed a Director as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March 2020.”

5. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:  
“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, M/s. Shakti K. & Associates, Cost Accountants being the Cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March 2016, be paid the remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) excluding service tax and out of pocket expenses.”
6. To consider and if thought, fit to pass the following resolution as a **Special Resolution** :  
“RESOLVED THAT pursuant to provisions of Section 94 of the Companies Act, 2013 and the Rules made there under, the consent of the members be and is hereby accorded to the Board of Directors of the Company for keeping the Registers required to be maintained under Section 88 of the Companies Act, 2013, at the office of Registrar and Transfer Agent, Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001 or at such places, where the Registrar and Transfer Agent may shift its office from time to time, instead of the Registered Office of the Company.”

By Order of the Board  
Sd/-

PUNEETA ARORA  
Company Secretary

Place: New Delhi  
Date : 29.05.2015

## 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 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person can not act as a proxy for any other 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 19th September, 2015 to 23rd September, 2015 (both days inclusive) for annual closing.
4. The Company has connectivity with both NSDL and CDSL under **ISIN No INE272C01013**.
5. Under Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date was required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government  
Accordingly, the Company has transferred to IEPF all unclaimed / unpaid dividends in respect of the financial years till 2006-07.
6. The Company has appointed M/S Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd 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: mdplc@yahoo.com and share@dsl-india.com.

7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/S Maheshwari Datamatics Private Limited, for their doing the needful.
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 Clause 49 of the Listing Agreement with the Stock Exchange 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 2015 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 copies of the Annual Report for 2015 is being sent to them by 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 e-mail 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. In future, 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, Annual Reports, and other shareholders communication will be 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.
  14. Those members, holding shares in physical mode, and who have not registered their e-mail IDs are requested to do so by providing their e-mail ID in the attached consent letter.
  15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website, [www.dsl-india.com](http://www.dsl-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.
  16. 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 (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
  17. Mr. Ajay Arora, Practising Company Secretary (Membership No. FCS 2191 and Certificate of Practice No. 993) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  18. **VOTING THROUGH ELECTRONIC MEANS**
    - a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
      - b) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
      - c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
      - d) The remote e-voting period commences on 19th September, 2015 (9:00 am) and ends on 22nd September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
      - e) **The process and manner for remote e-voting are as under:**
        - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
        - (ii) Click on Shareholders.
        - (iii) 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.
        - (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) 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.
- (vi) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the 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 of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <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 as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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 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.
- (xviii) 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).
- f) A copy of this notice has been placed on the website of the Company and the website of CDSL.

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

**Item No. 4**

The Board of Directors at their meeting held on 31st March, 2015, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Nilu Agrawal as an Additional Director under Section 161(1) of the Companies Act, 2013 and Article 107

of the Articles of Association of the Company as an Independent Non-executive Director of the Company for five consecutive years under Section 149 of the Companies Act, 2013 with effect from 1st April, 2015. Her appointment is subject to the approval of the shareholders. The Company has received a notice from a member proposing Ms. Agrawal as a candidate for the office of Director of the Company.

Ms. Nilu Agrawal is an experienced business lady based in Kolkata. She does not hold by herself or for any other person, any shares in the Company on beneficial basis.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Nilu Agrawal, being eligible and offering herself for appointment is proposed to be appointed as an Independent Director for a term of five consecutive years with effect from 1st April 2015 up to 31st March, 2020.

The Company has also received declaration from Ms. Agrawal that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

After reviewing the declaration submitted by Ms. Agrawal, the Board of Directors of your Company are of the opinion that Ms. Nilu Agrawal fulfils the conditions specified in the Companies Act, 2013 and rules made there under and requirements of Clause 49 of the Listing Agreement with Stock Exchanges, for her appointment as an Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Ms. Nilu Agrawal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Agrawal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Agrawal as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Nilu Agrawal, being an appointee, none of the Directors and Key Managerial Personnel of

the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Item No. 5**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as Cost Auditor on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 29.5.2015, the Board has considered and approved appointment of M/s. Shakti K. & Associates, Cost Accountants for the conduct of Cost Audit of the Company for the financial year 2015-16 at a remuneration as mentioned in the resolution for this item of the notice.

The resolution at Item no. 5 of the notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 5.

**Item No. 6**

Section 94 of the Companies Act, 2013 provides that for keeping the registers required to be maintained under Section 88 thereof, including register of members together with Index of members, etc. at a place other than the registered office of the Company, approval of members by way of Special Resolution is required. Since the register of members together with index of members, etc. will be kept with Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company at their office situated at 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001, approval of the members is sought by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The Board of Directors commends the resolution as set out at Item No. 6 for approval of the members as Special Resolution.

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**DEEPAK SPINNERS LIMITED****II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING FIXED ON WEDNESDAY, THE 23RD DAY OF SEPTEMBER, 2015 AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE :**

<b>Name of Director</b>	<b>Shri Pradip Kumar Daga</b>	<b>Smt. Nilu Agrawal</b>
Date of Birth	24-04-1937	20.03.1975
Date of Appointment	25-03-1982	01.04.2015
Qualification	B.Com (Hons.)	
No. of shares held by him in the Company	502389 equity shares of Rs. 10/-	Nil
Experience in Specific Functional Area	Industrialist with rich and varied business experience.	Business lady with extensive business experience.
List of other Directorships held	1 Century Textiles & Industries Ltd 2 Deepak Gears Ltd 3 Longview Tea Company Limited 4 Deepak Industries Ltd.	1. Agra Tradelink Pvt. Ltd. 2. Rotex Commercial Pvt. Ltd. 3. Abhimaan Tie up Pvt. Ltd. 4. Ganpati Plyboards Pvt. Ltd. 5. Vanilla Suppliers Pvt. Ltd. 6. Pigeon Vintrade Pvt. Ltd. 7. Mahek Commodeal Pvt. Ltd.
Chairman /Member of the Committees of Board of Directors of the Company #	Nil	Nil
Chairman / Member of the Committee of Directors of other Companies in which he is a Director #	1. Century Textiles & Industries Ltd. (Member – Audit Committee, Stakeholders Relationship Committee) 2. Longview Tea Company Limited (Member – Audit Committee and Stakeholders Relationship Committee)	Nil
Relationship between Directors interse (as per Companies Act, 2013)	Related to Shri Yashwant Kumar Daga as father.	Nil

# Committee positions only of Audit Committee and Stakeholders Relationship Committee in Public companies have been considered.

Place: New Delhi  
Date : 29.05.2015

By Order of the Board  
Sd/-  
PUNEETA ARORA  
Company Secretary

**DEEPAK SPINNERS LIMITED**

**CIN NO. L17111HP1982PLC016465**

Regd. Office : 121 Industrial Area, Baddi, Tehsil Nalagarh  
District Solan, Himachal Pradesh-173205

Telephone nos. : 0172 2790973, 2790974, Fax : 0172 2790977

Website : [www.dsl-india.com](http://www.dsl-india.com) Email : [share@dsl-india.com](mailto:share@dsl-india.com)

Date : 29th May 2015

Dear Shareholder(s),

**Sub : Service of Documents through Electronic Mode**

The Ministry of Corporate Affairs, Government of India, has notified the coming into force of Section 101 of the Companies Act, 2013 and the rule under the said Act. As per Rule 18(3)(i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company is requesting for a positive consent from those of its members who hold shares otherwise than in dematerialized format, to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode. This will enable these shareholders to receive such notice(s)/Annual report(s)/document(s)/Communication(s) etc., promptly and without loss in postal transit.

If you are holding the shares of the Company in dematerialized form, you would be receiving the Notice of General Meeting/Postal Ballot, Annual report and other shareholders communication by electronic mode.

Once we receive your positive consent, henceforth, Notices of Meetings, Annual Reports, Directors' report, Auditors' Report and other shareholders communication will be sent to you electronically to your email address as provided by you AND/OR made available to the Company by the Depositories viz. National Securities Depository Limited (NSDL)/Central Depository Services(India) Limited (CDSL).

**As and when there are changes in your e-mail address, you are requested to update the same with your Depository Participant (DP). For shares held in physical form, you can register your e-mail address with the Company's Registrar M/S Maheshwari datamatics Pvt.Ltd at [mdplc@cal.vsnl.net.in](mailto:mdplc@cal.vsnl.net.in) OR the Company at [share@dsl-india.com](mailto:share@dsl-india.com) mentioning your name(s) and Folio Number.**

Please note that if you still wish to get a physical copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you.

We look forward to your support.

Thanking you,

Yours sincerely

For **DEEPAK SPINNERS LIMITED**

Sd/-

**(PUNEETA ARORA)**

*Company Secretary*



To  
M/S MAHESHWARI DATAMATICS PVT.LTD  
**Unit : Deepak Spinners Limitd**  
6, MANGO LANE, 2ND FLOOR,  
(SURENDRA MOHAN GHOSE SARANI)  
KOLKATA - 700001

Date :

**Sub : Service of Documents through Electronic Mode**

Dear Sir,

As per your letter dated 29th May, 2015, I/We submit to you as under :

Kindly use my/our Email Id : ..... for serving the documents for  
physical Folio No. ....

Yes

No

Thanking You,

Yours Faithfully,

Name of Sole / First Holder ..... Signature : .....



**DEEPAK SPINNERS LIMITED**  
**CIN No.L17111HP1982PLC016465**

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Website : [www.dsl-india.com](http://www.dsl-india.com) Email : share@dsl-india.com

**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 33rd Annual General meeting of the Company being held on Wednesday, the 23rd September, 2015 at 2.30 P.M. at Deepak Spinners Limited, 121, Industrial Area, Baddi, Tehsil: Nalagarh, Dt. Solan (H.P.).

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 meeting venue.

**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 : L17111HP1982PLC016465

Name of the Company : DEEPAK SPINNERS LIMITED

Registered office : 121 Industrial Area, Baddi, Tehsil Nalagarh, District Solan, Himachal Pradesh-173205

<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 33rd Annual General Meeting of the Company, to be held on Wednesday, the 23rd September, 2015 at 2.30 P.M. at 121, Industrial Area, Baddi, Tehsil Nalagarh, District Solan, Himachal Pradesh-173205 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sl. No.	RESOLUTIONS	OPTIONAL*	
		(FOR)	(AGAINST)
	<b>ORDINARY BUSINESS</b>		
1.	Ordinary Resolution to Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Ordinary Resolution for re-appointment of Shri Pradip Kumar Daga who retires by rotation.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Messrs. Singhi & Co., Chartered Accountants as Auditors and fixing their remuneration.		
	<b>SPECIAL BUSINESS</b>		
4.	Ordinary Resolution under Section 149 of the Companies Act, 2013 for appointment of Smt. Nilu Agrawal as Director.		
5.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for approval of the remuneration of the Cost Auditors.		
6.	Special Resolution to keep Registers under Section 88 of the Companies Act, 2013 at a place other than at Registered Office		

Signed this ..... day of ..... 2015

Signature of Shareholder : .....

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

Affix 15 Paise Revenue Stamp
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**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 33rd 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.