



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 2017-18
are being posted
separately by post
as per Companies
Act, 2013.

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Deepak Spinners Limited will be held on Wednesday, the 29th day of August 2018 at 2.00 p.m. at the 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, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statements of Profit and Loss and Cash Flow 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 Yashwant Kumar Daga (holding DIN 00040632), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To approve remuneration of Cost Auditors for the financial year ending 31st March 2019 and in this regard, 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 2019, be paid the remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) excluding Goods and services tax and out of pocket expenses.”

4. To approve re-appointment and payment of remuneration to Shri Shantanu Daga and in this

regard, to consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (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 Shri. Shantanu Daga, (a relative of Shri Yashwant Kumar Daga, Director of the Company) to hold and continue to hold an office or place of profit as Senior Management Executive of the Company at a remuneration (including perquisites) not exceeding Rs. 96 Lacs per annum with effect from 1st July 2018.”

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board of Directors of the Company be and are hereby authorised to finalise and decide the change in designation, remuneration and any revision in remuneration payable to Shri Shantanu Daga from time to time in accordance with Company's Policy and take all steps as may be necessary, proper and expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith and incidental thereto.”

5. To approve re-classification of the promoters of the Company and in this regard, to consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to provisions of Regulation 31A(2) read with Regulation 31A(7) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment made thereto (hereinafter referred to as 'Listing Regulations') and other applicable laws, consent of the members of Company be and is hereby given to reclassify M/s. Longview Tea

Company Limited from 'Promoter Category' to 'Public Category' since it is neither involved in the management nor holds any shares in the Company and also has not entered into any Shareholders' Agreement with the Company nor has got any special rights as to voting power or control of the Company through any formal or informal arrangements."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard, be and are hereby authorized to do all

such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board

Place: Kolkata
Date : 28.05.2018

PUNEETA ARORA
Company Secretary

NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday 25th August, 2018 to Wednesday, 29th August, 2018 (both days inclusive) for annual closing.
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. **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 cannot 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.

4. The Company has connectivity with both NSDL and CDSL under **ISIN No INE272C01013**.
5. The Registrar and Transfer Agents (RTA) of the Company are M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, 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 share@dsl-india.com.
6. 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.
7. Pursuant to provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 31st August 2017 (the date of last Annual General Meeting) on the website of the Company, www.dsl-india.com and also on the website of the Ministry of Corporate Affairs.
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) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrars and Transfer Agents.
10. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
11. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declarations for their appointment/re-appointment.
12. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Jitendra K. Agrawal & Associates, Chartered Accountants (ICAI Registration No. 318086E) were appointed as Statutory Auditors in the 35th Annual General Meeting to hold office till the conclusion of the 40th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by members of the Company at every Annual General Meeting.

As per the notification dated 7th May 2018, issued by Ministry of Corporate Affairs, the appointment of Statutory Auditors, is not required to be ratified by members of the Company in every Annual General Meeting. Hence, this item has not been included in the

Notice of the Annual General Meeting.

13. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a printed copy of the same. For members, who have not registered their email addresses, physical copies of the Annual Report for 2018 is being sent to them by the permitted mode.
14. Electronic copy of the Notice of the 36th 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 to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a printed copy of the same. For members who have not registered their e-mail addresses, 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.
15. In future also, 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.
16. Those members, holding shares in physical mode, and who have not registered their e-mail addresses are requested to do so by providing their e-mail addresses.
17. Members may also note that the Notice of the 36th Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2017-18 will also be available on the Company's website, 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 without any fee during normal business hours on working days except Saturdays, up to and

including the date of the Annual General Meeting of the Company. 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.

18. Shri Ajay Arora, Practising Company Secretary (Membership No. FCS 2191 and Certificate of Practice No. 993) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

19. VOTING THROUGH ELECTRONIC MEANS

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 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 Saturday 25th August, 2018 (9:00 am) and ends on Tuesday 28th August, 2018 (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 Wednesday 22nd August, 2018 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.
- (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 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

For Members holding shares in Demat Form 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"> 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. 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.
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 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 (iii).

steps given below:

- (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 Company's Name.
- (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 changed 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) **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. Please follow the instructions as prompted by the mobile app while voting on your**

mobile.

(xviii) 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 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.
- 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.
- (xix) 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 email to 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. 3

On the recommendation of Audit Committee, the Board, at its meeting held on 28.05.2018 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 2018-19 at remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) excluding Goods and services tax and out of pocket expenses.

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no. 3 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2018-19.

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. 3.

ITEM NO. 4

Shri Shantanu Daga, a relative of director was appointed as Senior Management Executive with effect from 01/06/2011 by the shareholders of the Company through Special Resolution in the Annual General Meeting of the Company held on 20th September 2011..

In view of the qualification and experience of Shri Shantanu Daga, his active participation, business development and growth of his role in day to day management of the Company and compensation package prevailing in the industry, it is proposed to increase his remuneration as provided in the resolution in order to retain the talented and experienced person in the larger interest and benefit of the Company.

As per Section 188 of the Companies Act, 2013 and the Rules made there under, any appointment of a relative of director to any office or place of profit in the Company at a remuneration exceeding Rupees two and half lakhs per month shall be made with the prior approval of the shareholders by an ordinary resolution.

Therefore, approval of the members is sought by an Ordinary Resolution for re-appointment and remuneration of Shri Shantanu Daga.

The particulars of the contracts / transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are as under :-

1.	Name of the Related Party	Shri Shantanu Daga
2.	Name of the director or Key Managerial Personnel who is related	Shri Yashwant Kumar Daga
3.	Nature of relationship	Son
4.	Monetary value	Upto Rs. 96 Lakhs Per annum
5.	Nature, material terms monetary value and particulars of arrangement	The following shall not be treated as perquisites. a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. c) Provision of car with driver for business of the Company and Telephone at the residence of Shri Shantanu Daga and Mobile phone.
6.	Any other information relevant or important for the members to make a decision on the proposed resolution	Shri Shantanu Daga is actively involved in day to day activities of the Company. His contribution to the modernization of the working of the Company is tremendous.

Shri Yashwant Kumar Daga, Director is interested in the said resolution, being relative of Shri Shantanu Daga. 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..

ITEM NO. 5

The Company had received a letter from M/s. Longview Tea Company Limited, currently falling under the category of 'Promoters / Promoters Group' of the Company requesting reclassification from 'Promoters/Promoter Group' to 'Public Category'.

M/s. Longview Tea Company Limited are not holding any shares in the Company and have not entered into any Shareholders' Agreement with them. They do not exercise any control over the affairs of the Company and are not engaged in the management of the Company. They do not have any representation on the Board of Directors of the Company. They do not have any special rights as to voting power or control of the Company through any formal or informal arrangements.

Under these circumstances, M/s. Longview Tea Company Limited have requested to the Company to reclassify them from being 'Promoter Shareholder' to 'Public Shareholder' of the Company. Based on the request letter received from them, the matter was discussed by the Board of Directors of the Company at their meeting held on 28.05.2018 and the Board decided to get them re-classified from the category of 'promoter' to 'public' with the approval of BSE Limited.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') is the main Regulation which deals with reclassification of promoter shareholding to public shareholding.

A re-classification may be permitted by the stock exchanges under Regulation no. 31A(2) itself, read with the additional conditions specified under the Regulation 31A(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The sum total of conditions under the two sub-regulations are as follows-

- a) A request for reclassification is to be made by the concerned listed entity or by the concerned shareholder to the stock exchange;
- b) All relevant evidence to be provided.;
- c) Reclassified promoter shall not directly or indirectly exercise control over the affairs of entity.
- d) Increase in the level of public shareholding pursuant to re-classification of promoters shall not be considered towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and
- e) The event of reclassification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of the Listing Regulations.

All the conditions specified under Regulations 31A(2) and 31A(7) of the Listing Regulations have been duly complied with by the Company. The checklist and procedure issued by BSE Limited with regard to re-classification of promoter and promoter group shareholders requires approval of the shareholders to be furnished with the application of reclassification to the BSE Limited.

The Board, therefore, commends the resolution at item no. 5 of the Notice for the approval of the members as an Ordinary Resolution.

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

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING FIXED ON 29TH AUGUST, 2018 AS REQUIRED UNDER REGUALTION 36(3) OF THE LISTING REGULATIONS:

Name of Director	Shri Yashwant Kumar Daga
Date of Birth	07-03-1961
Date of Appointment	19-02-1998
Qualification	B.Com (Hons.)
No. of Shares held by him in the Company	259425 equity shares of Rs.10/- each
Experience in Specific Functional Area	Industrialist with rich and varied experience of more than 25 years, particularly in Tea, Textiles, Spinning, Renewable Power & Engineering
List of other Directorships held	<ol style="list-style-type: none"> 1. Brua Hydrowatt Pvt. Ltd. 2. Contransys Pvt. Ltd. 3. Deepak Gears Limited 4. Longview Tea Co. Ltd. 5. Merlin Holdings Pvt. Ltd. 6. Narsingh Holdings Pvt. Ltd. 7. Solding Hydrowatt Pvt. Ltd. 8. HGI Industries Ltd. 9. Mint Investments Limited 10. The Magadh Sugar & Energy Limited 11. Deepak Industries Limited
Chairman/Member of the Committees of Board of Directors of the Company#	Audit Committee - Member Stakeholders Relationship Committee - Member
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director#	<ol style="list-style-type: none"> 1. HGI Industries Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member 2. Mint Investments Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member 3. Magadh Sugar & Energy Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member 4. Longview Tea Co. Ltd. Stakeholders’ Relationship Committee – Member 5. Deepak Industries Limited Audit Committee - Member
Relationship between Directors interse (as per Companies Act, 2013)	Related to Shri Pradip Kumar Daga.

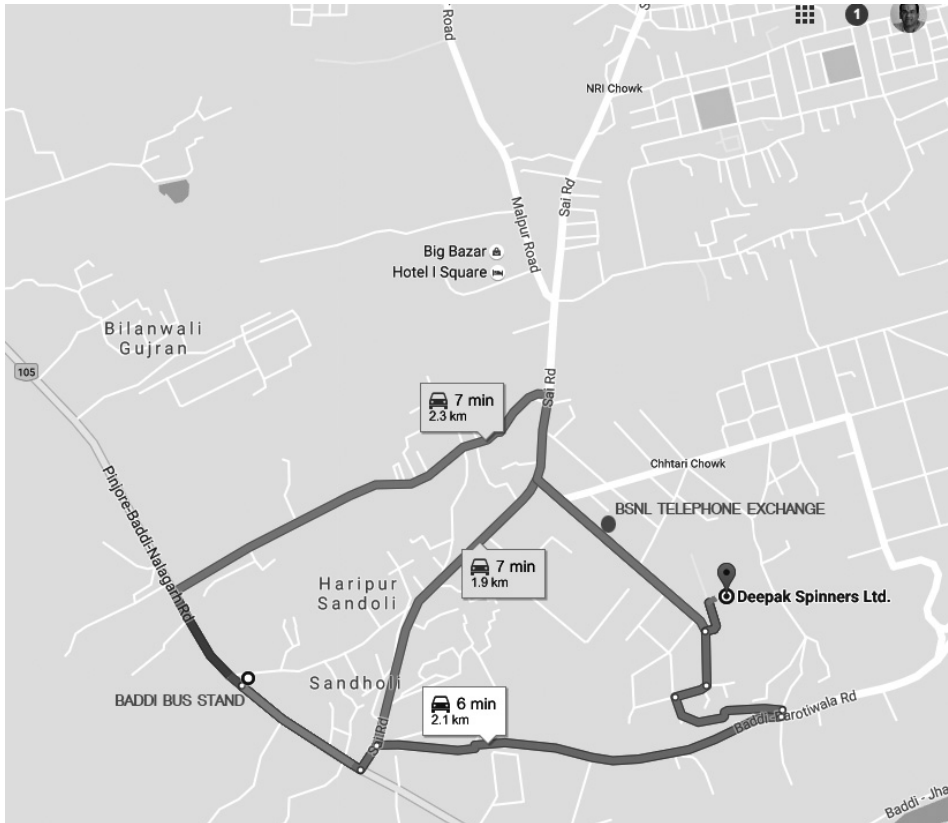
Committee positions only in Audit Committee and Stakeholders Relationship Committee in Public Companies have been considered.

By Order of the Board

Place: Kolkata
Date : 28.05.2018

PUNEETA ARORA
Company Secretary

**36th AGM Route Map
for Deepak Spinners Limited at
121, Industrial Area, Baddi. Tehsil: Nalagarh, Distt. Solan (H.P.)
(Near BSNL Telephone Exchange, Baddi)**



DEEPAK SPINNERS LIMITED

CIN : L17111HP1982PLC016465

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

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

Website : 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 36th Annual General meeting of the Company being held on Wednesday, 29th day of August, 2018 at 2.00 p.m. at the Registered Office of the Company at 121, Industrial Area, Baddi. Tehsil: Nalagarh, Distt. 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.

**DEEPAK SPINNERS LIMITED**

CIN : L17111HP1982PLC016465

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

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

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

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

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

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

As my/our proxy to attend and vote (on a poll)for me/ our behalf at the 36th Annual General Meeting of the Company, to be held on Wednesday, the 29th day of August, 2018 at 2.00 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 :

Resolution No.	RESOLUTIONS	OPTIONAL*	
		(FOR)	(AGAINST)
	ORDINARY BUSINESS		
1.	Ordinary Resolution to consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	Ordinary Resolution for re-appointment of Shri Yashwant Kumar Daga who retires by rotation.		
	SPECIAL BUSINESS		
3.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for ratification of the remuneration of the Cost Auditors		
4.	Ordinary Resolution to approve re-appointment and payment of remuneration to Shri Shantanu Daga.		
5.	Ordinary Resolution to approve reclassification of promoters of the Company.		

Signed this day of 2018

Signature of Shareholder :

Signature of Proxy holder(s) :

Note:

Affix Revenue Stamp

- (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 36th 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.

MAHESHWARI DATAMATICS PVT. LTD.
CIN : U20221WB1982PTC034886
23 R N MUKHERJEE ROAD, 5TH FLOOR, KOLKATA - 700001
Phone : (033) 2248-2248, 2243-5029
E-Mail: mdpldc@yahoo.com

Date : 1st August 2018

Dear Shareholder(s)

Unit : Deepak Spinners Limited
Sub: Dematerialization of Physical Share(s)

Your kind attention is invited to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018.

According to the said Regulation, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository from 5th December, 2018.

In view of the above, it is advisable for shareholders holding shares in physical form to convert their shares into dematerialized form as early as possible, as otherwise they will not be able to transfer the shares in physical form from 5th December, 2018.

Thanking you,

Yours faithfully,

MAHESHWARI DATAMATICS PRIVATE LIMITED.
Registrars and Transfer Agents
UNIT – DEEPAK SPINNERS LIMITED

MAHESHWARI DATAMATICS PVT. LTD.
CIN : U20221WB1982PTC034886
23 R N MUKHERJEE ROAD, 5TH FLOOR, KOLKATA - 700001
Phone : (033) 2248-2248, 2243-5029
E-Mail: mdpldc@yahoo.com

Date : 1st August 2018

Dear Shareholder(s),

Unit : Deepak Spinners Limited

As mandated by Securities and Exchange Board of India (SEBI) by its Circular dated 20th April, 2018, We had requested you to comply with the following by our earlier letter dated 24-05-2018. In case, you have not responded to our aforesaid request, you are once again requested to comply with the following:-

1. We are sending herewith the NACH (National Automated Clearing House) Mandate Form. You are requested to return us the form duly filled, signed and verified by your bank (first holder only). You are requested to send us the following documents along with the form to enable us to credit dividend amount directly to your bank account through NACH.
2. Self attested copy of any one document such as Aadhaar/voter ID/passport as proof of address (first holder only).
3. Photocopy of share certificate / copy of any letter received by you from the Company showing your Folio No. / counterfoil of dividend warrant / copy of bank passbook or statement showing encashment of dividend issued to you by the Company (first holder only).
4. Self attested copy of PAN card as proof of identity (all holders).
5. Cancelled cheque leaf with your name printed on the cheque leaf. If your name is not printed thereon then, in addition, send us bank attested copy of passbook or bank statement (first holder only).

Your reply with the documents requested should reach us by 21.08.2018. If we do not receive your reply with the documents as requested within the time specified above, we and the Company will exercise enhanced due diligence in respect of any transaction in the above folio.

Thanking you,

Yours faithfully,
MAHESHWARI DATAMATICS PRIVATE. LIMITED
Registrars and Transfer Agents
UNIT – DEEPAK SPINNERS LIMITED

Encl.: NACH MANDATE FORM

Company Name:

Regd. Office Address:
(Whose shares are held by you)

NACH (NATIONAL AUTOMATED CLEARING HOUSE) MANDATE FORM

1. SHAREHOLDER'S NAME (In Block Letters) :
2. FOLIO NO :
3. No. of Shares :
4. Shareholder's Contact No. :
5. Shareholder's Email ID :
6. Bank Name :
7. Branch Name, Address & Phone No. :
8. Bank account Number :
(10 Digit or more number only)
9. Ledger Folio No. of the Bank Account :
(If appearing on Cheque Book)
10. Bank Account Type(Please tick) : Savings/Current/Cash Credit
11. 9-Digit code No. of the Bank :
(As appearing on the MICR cheque issued by the Bank)
12. IFSC Code No. :

I agree to avail the NACH facility extended by RBI with respect to payment of dividend to me by the company.

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons beyond the control of the company/its Registrar & Share Transfer Agent, I would not hold them responsible.

Signature of the Sole/First Shareholder

Date: -----

Attestation by Bank (with seal)
(Signature, Name of Official, Designation and Employee Code No.)