

DSL/PA/2021

30th August 2021

To,

Corporate Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001.

Sirs,

Subject : Notice of the 39th Annual General meeting (AGM)
Scrip Code - 514030

Please find annexed herewith Notice of 39th Annual General Meeting (AGM) of the shareholders of the Company to be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) on Thursday, 23rd September 2021 at 12.00 noon (IST) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of 39th AGM is being sent electronically to those shareholders whose email IDs are registered with the Company / Registrar and Share Transfer Agent and the Depositories.

The Notice of 39th AGM is also being uploaded on the website of the Company, i.e., www.dsl-india.com.

You are requested to take the same on your record.

FOR DEEPAK SPINNERS LIMITED



(PUNEETA ARORA)
COMPANY SECRETARY

Encl. : as above



DEEPAK SPINNERS LIMITED

CIN NO. L17111HP1982PLC016465

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

District Solan, Himachal Pradesh-173205

Telephone nos. 0172 2650973, 2650974, 2650977

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

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting ('AGM') of the Members of Deepak Spinners Limited will be held on Thursday, the 23rd day of September 2021 at 12.00 noon through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the year ended 31st March 2021
3. To appoint a Director in place of Shri Pradip Kumar Daga (DIN 00040692), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To approve remuneration of Cost Auditors for the financial year ending 31st March 2022 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 2022, be paid the remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) excluding Goods and services tax and out of pocket expenses."
5. To appoint Shri Shantanu Daga as Director 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 Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Shantanu Daga (DIN 08757724), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 9th November 2020, in terms of Section 161(1) of the Act and Article 101 of the Articles of Association of the Company, and whose term of office expires at the Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. To appoint Shri Shantanu Daga as Whole Time Director designated as Joint Managing Director and in this regard, to consider and if thought fit to pass the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association and Nomination & Remuneration Policy of the Company, and subject to other approvals, if any, the consent of the Company, be and is hereby accorded to the appointment of Shri Shantanu Daga (DIN 08757724) as Whole Time Director, designated as Joint Managing Director of the Company for a period of three years with effect from 9th November 2020, and approval of the Company be and is hereby accorded to the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (the

‘Board’ which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of the said appointment in such manner, as may be agreed to between the Board of Directors and Shri Shantanu Daga provided that such variation or increase, as may be, is within the overall limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to 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.”

7. To appoint Shri Anand Prasad Agarwalla as Director and in this regard, to consider and if thought fit to pass the following resolution as a **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 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Shri Anand Prasad Agarwalla (DIN 00312652), who was appointed as an Additional Director of the

Company by the Board of Directors with effect from 10th November 2020, 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 he meets with the criteria of independence and as per Section 149(6) of the Act and Regulation 25 read with Regulation 16 of Listing Regulations, qualifies for being appointed as an Independent Director and whose term of office expires at the Annual General Meeting be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for five consecutive years with effect from 10th November 2020 up to 9th November 2025.”

8. 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, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001 or at such places, where the Registrar and Transfer Agent may shift its office from time to time, instead of at the Registered Office of the Company.”

By Order Of the Board

PUNEETA ARORA

COMPANY SECRETARY

FCS 7466

PLACE: Chandigarh

DATE : 12.08.2021

NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Friday, 17th September 2021 to Thursday, 23rd September, 2021** (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. Details as required under Regulation 26(4) and 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 Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
4. In terms of Section 152 of the Act, Shri Pradip Kumar Daga (DIN 00040632) retires by rotation at this Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
5. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated 5th May 2020 read with General Circulars dated 8th April 2020 and 13th April 2020 respectively and by General Circular no. 02/2021 dated 13th January 2021 (collectively referred to as 'MCA Circulars') permitted Companies whose AGMs were due to be held in the year 2021 to conduct their AGMs on or before 31.12.2021, through VC or OAVM without the physical presence of the Members at a common venue.
Further, The Securities and Exchange Board of India ('SEBI') vide its Circular dated 12th May 2020, the validity of which has been extended till 31st December 2021 vide its Circular no. SEBI/HO/CFD/CMD 1/CIR/P/2021/11 dated 15th January 2021 ('SEBI Circulars'), due to the Covid-19 pandemic, permitted the holding of the AGM through VC/OAVM without the physical presence of the members at a common venue.
In compliance with the provisions of the Companies Act, 2013 ('the Act'), Listing

Regulations and MCA Circulars, the 39th AGM of the Company is being held through VC/OAVM on Thursday, 23rd September, 2021 at 12.00 noon. The deemed venue for the 39th AGM will be the registered office of the Company at 121, Industrial Area, Baddi, Tehsil Nalagarh, District Solan, Himachal Pradesh-173205.

6. **Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy form, Attendance Slip and Route Map of the AGM Venue are not annexed to this Notice.**
7. The Company has connectivity with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') under **ISIN No INE272C01013**.
Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf format) authorizing their representatives to attend and vote on their behalf at the meeting. The said resolution / authorization shall be sent to the scrutinizer by email through its registered email address to ajaykcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before **Friday, 17th September, 2021**, mentioning their names, DPID and Client ID or Folio number, email id, mobile number through email at share@dsl-india.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual report will also be available on the Company's website

- www.dsl-india.com, website of stock exchange, BSE Limited at www.bseindia.com and on the website of CDSL, at www.evotingindia.com.
11. 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 and queries to email ids: mdpldc@yahoo.com and share@dsl-india.com.
 12. **REGISTRATION OF EMAIL ADDRESSES - Eligible members whose e-mail addresses are not registered with the Company / Depository Participants, are requested to provide the same to the Registrar and Transfer Agent by visiting this link - <http://mdpl.in/form/email-update>.**
 13. 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 RTA, for their doing the needful.
 14. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's RTA for shares held in physical form and to their respective Depository Participant (DP) for shares held in electronic form. The weblink for the change of address is <https://mdpl.in/form/address-change> is also given on the website of the Company.
 15. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / Claimants are requested to claim their dividends from the Company within the stipulated timeline.
 16. 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 on the website of the Company, www.dsl-india.com and also on the website of the Ministry of Corporate Affairs.
 17. 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.
 18. In terms of circulars issued by SEBI, it is 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 by visiting this link - <http://mdpl.in/form/pan-update>.**
 19. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019 except in case of transmission or transposition of securities. In view of the above, members are advised to dematerialize shares held by them in physical form.
 20. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f 1st April 2020 and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN as stated in clause 18 above.
- A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H to avail the benefit of non-deduction of tax at source by visiting the link <https://mdpl.in/form/15g-15h>. Shareholders are requested to note that in case, their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under a tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholders may submit the above documents (PDF/JPF Format) by visiting the link <https://mdpl.in/form/15g-15h>. The aforesaid declarations and documents need to be submitted by the shareholders on or before **Friday, 17th September 2021**.

21. Shri Ajay Arora, Practicing 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.

22. **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 AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.

b) The **remote e-voting period commences on Sunday, 19th September 2021 (9:00 am) and end on Wednesday 22nd September 2021 (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 Thursday, 16th September 2021** 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.

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 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 e-Voting is in progress and also 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 NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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 have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	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

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on “Shareholders” module.
- 2) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 4) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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)	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. <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 (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the Company Name.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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 and to the Company at the email address viz; share@dsl-india.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time

scheduled for the AGM and will be available for Members on 'first come first serve' basis.

2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in

the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 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.

OTHER GUIDELINES

- i) Any person, who acquires shares of the Company and becomes a member of the Company after mailing of the Notice and is

- holding shares as on the cut off date, may obtain the login ID and password by sending an email to mdpldc@yahoo.com.
- II) 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 or voting at the meeting.
- 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 email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). or contact Shri Ramen Patra, Manager, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Telephone : (033)22435029, (033)22433809, (033) 22482248, **Mobile** - 80170 58433, **E-mail** – mdpldc@yahoo.com.

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

ITEM NO. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors appoint a Cost Auditor on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee is considered and approved by the Board of Directors is required to be ratified by the members of the Company.

On the recommendation of Audit Committee, the Board, at its meeting held on 23rd June 2021 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 2021-22 at a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) excluding Goods and Services Tax (GST) and out of pocket expenses.

The resolution at Item no. 4 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.

The Board of Directors commends the Ordinary Resolution set out at Item no. 4 of the accompanying Notice for approval of the members.

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. 4.

ITEM NO. 5

Shri Shantanu Daga (DIN 08757724), relative of Shri Yashwant Kumar Daga, Director of the Company is associated with the Company since more than 10 years and was working in the Company as Senior Management Executive before his appointment as Additional Director. In view of his qualification and experience, his contribution in the business development and growth of the Company, the Board of Directors appointed him as an Additional Director in the Company at its meeting held on 9th November 2020, pursuant to provisions of Article 101 of the Articles of Association of the Company, Section 161 of the Companies Act, 2013, recommendations of Nomination and Remuneration Committee and approval of Audit Committee. He will hold office only up to the date of this Annual General Meeting of the Company.

Shri Shantanu Daga holding a degree of Bachelor of Science, Economics-Finance, from Bentley University, Waltham, Massachusetts, USA, has in depth knowledge of textile industry.

The Board of Directors feels that appointment of Shri Shantanu Daga as Director of the Company is appropriate and in the best interest of the Company. The Board of Directors recommends that the resolution set out at Item no. 5 relating to appointment of Shri Shantanu Daga as a Director, be passed as an Ordinary Resolution.

Shri Shantanu Daga is not a Director of any other Company and is not a member of Audit Committee or Stakeholders Relationship Committee of any listed Company. He is holding 29615 shares in the Company.

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

Except Shri Shantanu Daga, being the appointee and Shri Yashwant Kumar 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. 5.

ITEM NO. 6

Shri Shantanu Daga (DIN 08757724), relative of Shri Yashwant Kumar Daga, Director of the Company is associated with the Company since more than 10 years and was working in the Company as Senior Management Executive before his appointment as Whole Time Director.

Pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ('the Act'), read with Schedule V of the Act and the rules made thereunder including the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as per Articles of Association of the Company, as recommended by Nomination and Remuneration Committee, approved by Audit Committee, the Board of Directors of the Company at their meeting held on 09.11.2020, appointed Shri Shantanu Daga as Whole-time Director, designated as Joint Managing Director for a period of three years commencing from 9th November, 2020, subject to the approval of the shareholders.

There is no default by Company in repayment of any of its debts or interest payable thereon .

Shri Shantanu Daga, holding a degree of Bachelor of Science, Economics-Finance, from Bentley University, Waltham, Massachusetts, USA, has been associated with the Company for a very long time and has in depth knowledge of textile industry.

Shri Shantanu Daga is not a Director of any other Company and is not a member of Audit Committee or Stakeholders Relationship Committee of any listed

Company. He is holding 29615 shares in the Company.

The Principle terms and conditions of his appointment are as follows:-

1. Tenure of Appointment

The appointment of Shri Shantanu Daga is for a period of three years with effect from 9th November 2020 till 8th November 2023.

2. Remuneration.

Shri Shantanu Daga shall be paid remunerations as per the terms and conditions given below.

Basic Consolidated Salary: Rs. 4,25,000/- per month with annual increment of 10% or more of the last consolidated salary, as may be decided by the Board, beginning from 1st July each year.

Shri Shantanu Daga will not be entitled to any sitting fee for attending Meetings of the Board of Directors or any Committee thereof.

Other Benefits:

- I. Perquisites/ Allowances to be considered in the computation of ceilings of remuneration specified in Schedule V to the Companies Act, 2013 in force.
 - 1) Leave Travel Concession for the Whole Time Director and his family in India and abroad once in a year in accordance with the rules of the Company.
 - 2) Reimbursement of Club fees subject to maximum of two clubs.
 - 3) Rent free accommodation.
 - 4) Medical benefits shall be paid in accordance with the rules of the Company.
 - 5) Personal Accident Insurance for self and dependent family members subject to maximum premium of Rs. 20,000/- per year or as may be decided by the Board.
- II. Perquisites/ Allowances which shall not be considered in computation of ceilings of remuneration specified in relevant schedule to the Companies Act in force-
 - i) Contribution to Provident Fund, superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - iii) Encashment of leave at the end of the tenure,
- III.** Provision of car with driver and telephone at residence for use for Company's business will not be considered perquisites.
- IV.** Reimbursement of entertainment, travelling and related expenses and electronic communication facilities by all available modes incurred for the business of the Company as well as traveling expenses of spouse accompanying Managing Director on any official overseas or domestic travels.
- V.** Retirement benefits including monthly cash payments as may be decided by the Board at the time of retirement which would include housing and upkeep thereof, personal secretary, car with driver, etc.
- VI.** Remuneration to Shri Shantanu Daga may be revised and altered in any manner as Board may deem fit during his tenure and no further consent of the shareholders be taken if the new remuneration after such revision and alteration does not exceed the limits as stipulated in Schedule V to Companies Act 2013.
- VI. Overall Remuneration :** The aggregate of Salary, allowances and perquisites in any one financial year shall not exceed the limits prescribed under sections 197, 198 read with schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as may be for the time being in force.
- 3. Other Terms of Appointment**
- i) Shri Shantanu Daga shall, subject to the superintendence, control and direction of the Board, perform and discharge such duties and responsibilities as may be entrusted to him by the Board of Directors.
 - ii) The period of office of Shri Shantanu Daga shall be liable to determination by retirement of Directors by rotation. If Shri Shantanu Daga is re-appointed as a Director, immediately on retirement by rotation he

shall continue to hold office of Whole-time Director designated as "Joint Managing Director" and such re-appointment as Director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as "Joint Managing Director".

In view of his qualification and experience and his contribution in the business development and growth of the Company, the Board recommends confirmation of appointment of Shri Shantanu Daga as Whole Time Director designated as Joint Managing Director for a period of three years from from 9th November 2020 till 8th November 2023 on the terms stated above. The appointment of Shri Shantanu Daga is appropriate and is in the best interest of the Company. The Board of Directors feels that appointment of Shri Shantanu Daga as Joint Managing Director of the Company will lead to better growth and development of the Company.

The Board recommends that the resolution set out at Item no. 6 of the accompanying Notice relating to appointment of Shri Shantanu Daga as Joint Managing Director, be passed as a Special Resolution.

The Register of Contracts maintained in pursuance of Section 189 of the Companies Act, 2013 would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting.

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

The above may be treated as a written memorandum setting out the terms of payment of remuneration to Shri Shantanu Daga under Section 190 of the Companies Act, 2013.

The above may also be treated as Disclosure required under Section 196(4) of the Act, 2013, and Secretarial Standard-2.

Except Shri Shantanu Daga, being the appointee and Shri Yashwant Kumar 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. 6.

Further information on Item no. 6

I. General Information

Nature of Industry	:	Manufacture and Sale of Synthetic Yarn
Date or expected date of commencement of Commercial Production	:	13.08.1982
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Not Applicable
Financial performance based on given indicators (for the year 2020-21)	:	Sales & other income : Rs. 39,657.30 Lacs Profit/(Loss) after Tax : Rs. 1,555.92 Lacs Rate of Dividend : 20% Earning per Share : Rs 21.82
Foreign investments or collaborators, if any	:	As on date, the Company has no foreign collaborations.

II. Information about the Shri Shantanu Daga

Background details	Shri Shantanu Daga, is associated with the Company since 2010 and was working as Senior Management Executive before his appointment as Joint Managing Director. He is actively involved in day to day activities of the Company. His contribution to the modernization of the working of the Company is tremendous.
Past remuneration	During 2020-21, he drew total Rs. 59.74 Lacs including perquisites as remuneration, including remuneration drawn by him before his appointment as Joint Managing Director.
Recognition or awards	--
Job profile and his suitability	Besides, being an able leader, he is responsible for managing all the operations of the Company including manufacturing, finance, marketing, quality control, implementation of processes across the organization, etc. He possesses a sound knowledge of the textile industry.
Remuneration proposed	As mentioned in the Resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibility shouldered by him & high levels of remuneration prevailing in the textile industry for such position, the Remuneration proposed is considered reasonable.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except the remuneration and perquisites stated above, Mr. Daga holds 29615 equity shares of Rs. 10- each in the Company as on 31.03.2021 and besides his relation with Shri Yashwant Kumar Daga, Director of the Company, he has no other direct or indirect pecuniary relationship with the Company.

III. Other Information

Sluggish market conditions and Covid 19 has brought about slowdown in the business of the textile industry, due to shortage of labour, less demand, crisis in receipt of payment, etc. The key priorities of the Company are to closely monitor costs, optimize the use of financial resources while continuing to invest in some of the growth areas. The capital expenditure planned by the Company during the current year shall result in savings in cost of production. The Company is taking all necessary measures in terms of mitigating the impact of the challenges posed due to Covid 19. The Company is optimistic about the revival in the market conditions.

ITEM NO. 7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Shri Anand Prasad Agarwalla (DIN 00312652) 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 10th November 2020. His appointment is subject to the approval of the shareholders.

Shri Agarwalla is an Advocate practicing in Kolkata. He is holding 100 shares in the Company, as a joint holder with his wife, Smt. Mridula Agarwalla, being the first holder.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Agarwalla being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a term of five consecutive years with effect from 10th November 2020 up to 9th November 2025.

The Company has also received a declaration from Shri Agarwalla that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 25 read with Regulation 16 of the Listing Regulations.

The Board of Directors of your Company is of the opinion that Shri Agarwalla fulfils the conditions specified in the Companies Act, 2013 and rules made there under and Regulation 16(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), for his appointment as an Independent Non-Executive Director of the Company.

Shri Agarwalla has the skills and competencies, in the matters pertaining to, leadership, governance, strategy planning, financial management, legal expertise, risk management and human resource development. His long experience as an advocate has sharpened his aforesaid skills. His skills will be extremely helpful for the Company in handling legal compliances, improving corporate governance and for financial and business planning.

The Board considers that his association would be of immense benefit to the Company and it is desirable

to continue to avail services of Shri Agarwalla as an Independent Director. Shri Agarwalla will bring with him immense experience to the Company in the areas of corporate laws and compliance thereof. Accordingly, the Board commends the resolution in relation to appointment of Shri Agarwalla as an Independent Non-Executive Director, for the approval by the shareholders of the Company as an Ordinary Resolution.

Copy of the draft letter for appointment of Shri Anand Prasad Agarwalla as an Independent Non-Executive Director setting out the terms and conditions and Register of contracts under Section 189 of the Act 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.

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

Except Shri Anand Prasad Agarwalla 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. 7.

ITEM NO. 8

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 M/s. Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent of the Company at their office situated at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, for the sake of convenience and better compliance, 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. 8. The Board of Directors commends the resolution as set out at Item No. 8 for approval of the members as Special Resolution.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING FIXED ON THURSDAY, 23RD SEPTEMBER, 2021 AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS:

Name of Director	Shri Pradip Kumar Daga	Shri Shantanu Daga	Shri Anand Prasad Agarwalla
Director Identification Number (DIN)	00040692	08757724	03107052
Date of Birth	24-04-1937	14.02.1986	05.11.1951
Date of Appointment	25-03-1982	09.11.2020	10.11.2020
Qualification	B.Com (Hon's)	Bachelor of Science, Economics-Finance, from Bentley University, Waltham, Massachusetts, USA.	B.Com, Attorney at Law
Number of Board Meetings attended during the year	4	2	2
No. of Shares held by him in the Company (As on 31.03.2020)	5,55,108 equity shares of Rs. 10/- each (includes shares held by him as Karta of Pradip Kumar Daga HUF)	29615 equity shares of Rs. 10/- each	100 equity shares of Rs. 10/- each as a joint holder, his wife, Smt. Mridula Agarwalla being the first holder.
Experience in Specific Functional Area	Industrialist with rich and varied business experience in the field of textiles, engineering, tea, etc.	Industrialist with good experience in the field of Textiles.	Advocate
List of other Directorships held	1. Deepak Gears Pvt. Ltd. 2. Longview Tea Company Limited 3. Deepak Industries Ltd.	Nil	Deepak Industries Limited
Chairman/Member of the Committees of Board of Directors of the Company#	Nil	Nil	Chairman of Stakeholders Relationship Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director#	1. Longview Tea Company Limited (Member – Audit Committee)	Nil	Deepak Industries Limited (Chairman- Audit Committee Member – Stakeholders Relationship Committee)

Name of Director	Shri Pradip Kumar Daga	Shri Shantanu Daga	Shri Anand Prasad Agarwalla
Relationship between Directors and other Key Managerial Personnel	Related to Shri Yashwant Kumar Daga as father.	Related to Shri Yashwant Kumar Daga as son.	Nil
Terms and conditions of appointment / reappointment along with details of remuneration last drawn by such person	Terms and conditions of reappointment are as per Nomination and Remuneration Policy of the Company and shareholders resolution passed in Annual General Meeting held on 10.09.2020. Remuneration for the financial year 2020-21 was Rs. 93.02 Lacs.	Terms and conditions of reappointment are as per Nomination and Remuneration Policy of the Company and shareholders resolution to be passed in the forthcoming Annual General Meeting. Remuneration drawn by him for the financial year 2020-21 was Rs. 59.74 Lacs.	Eligible for sitting fees and commission as approved by Board of Directors.

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

By Order Of the Board

PLACE: Chandigarh
DATE : 12.08.2021

PUNEETA ARORA
COMPANY SECRETARY
FCS 7466