



DEEPAK SPINNERS LIMITED

CIN NO. L17111HP1982PLC016465

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

District Solan, Himachal Pradesh-173205

Telephone nos. 0172 2650973, 2650974, Fax – 0172 2650977

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

Annual Report
and Accounts for
the year 2018-19
are being posted
separately by post
as per Companies
Act, 2013.

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting ('AGM') of the Members of Deepak Spinners Limited will be held on Thursday, the 12th day of September 2019 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, 2019 including audited Balance Sheet as at 31st March, 2019 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 declare dividend on Equity Shares for the year ended 31st March 2019.
3. To appoint a Director in place of Shri Pradip Kumar Daga (holding 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 2020 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 2020, 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 re-appoint Shri Pradeep Kumar Drolia as

an Independent Director for a further term of 5 years 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with 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 Pradeep Kumar Drolia (DIN - 00291966), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment , be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 1st October 2019 till 30th September 2024."

6. To re-appoint Smt. Nilu Agrawal as an Independent Director for a further term of 5 years 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with 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'), Smt. Nilu Agrawal (DIN - 03107052), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act

and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 1st April 2020 till 31st March 2025.”

7. To adopt new set of Articles of Association of the Company in place of the existing one and in this regard, to consider and if thought fit to pass the following resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force) the existing Articles of Association of the Company be and are hereby replaced with the new Articles of Association, placed before the members at this meeting and initialed by the Company Secretary for the sake of identification, and the new Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. To approve payment of commission to Non Executive Directors, and in this regard, to consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and Regulation 17(6) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including any statutory modification or re-enactment thereof for the time being in force, on the basis of recommendation of Nomination and Remuneration Committee and that of the Board of Directors, consent of the shareholders of the company, be and is hereby given that the Non-Executive Directors of the Company be paid in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board or Committees thereof, a commission, at a rate not exceeding one percent (1%) of the net profits of the Company, for the financial year 2018-19 and subsequent financial years, if the Board so decides, and in such amounts and manner, as may be decided by the Board and the same to be divided amongst the Non Executive Directors in such manner as the Board may determine.”

“FURTHER RESOLVED THAT the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorised to take all actions and to do all such acts, deeds, matters and things, as it may be deemed necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

Place: New Delhi
 Date : 16.05.2019

By Order of the Board
PUNEETA ARORA
Company Secretary

NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 6th September, 2019 to Thursday, 12th September, 2019 (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 and queries 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. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents for shares held in physical form and to their respective Depository Participant (DP) for shares held in electronic form.
8. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / deletion of such bank details. Further, instructions, if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their DP.
9. 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.

10. 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 29th August, 2018 (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.
11. 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.
12. 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.
13. 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.
14. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
15. 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 have furnished the requisite declarations for their appointment/re-appointment.
 16. Electronic copy of the Annual Report for the year 2018-19 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 2019 are being sent to them by the permitted mode.
 17. Electronic copy of the Notice of the 37th 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 are being sent by the permitted mode.
 18. 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.
 19. To support the 'Green Initiative', 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.
 20. Members may also note that the Notice of the 37th Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2018-19 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.
 21. 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.
- 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 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, 7th September, 2019 (9:00 am) and ends on Wednesday, 11th September, 2019 (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, 5th September, 2019 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 / Members
 - (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 steps given below:

	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).
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- (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 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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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 or contact Mr. Shrawan Kumar Chaubey, Manager, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Telephone : (033)22435029, (033)22433809, (033) 22482248, E-mail – mdpldc@yahoo.com.
- f) A copy of this notice has been placed on the website of the Company and the website of CDSL.

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

ITEM NO. 4

On the recommendation of Audit Committee, the Board, at its meeting held on 16.05.2019 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 2019-20 at a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) excluding Goods and Services Tax (GST) 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. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2019-20.

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 Pradeep Kumar Drolia (DIN - 00291966), is a Non-Executive Independent Director of the Company and Chairman of Nomination and Remuneration Committee and Member of Audit Committee, Stakeholders Relationship Committee and CSR Committee. He joined the Board of Directors of the Company in November 2005. Pursuant to the Act,

Shri Drolia was appointed as an Independent Non-Executive Director to hold office for five consecutive years from 1st October 2014 upto 30th September 2019 in the 32nd AGM of the Company held on 6th September 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by a Company for another term of up to five consecutive years on the Board of the Company.

Shri Drolia holds Bachelor' degree in Commerce and a Bachelor's degree in Law. He is a fellow member of Institute of Chartered Accountants of India. His area of specialization includes audit, business consultancy, business valuation, corporate management, financial management, and pre-acquisition studies.

As per performance evaluation by the Nomination and Remuneration Committee, Shri Drolia possessed sufficient understanding and knowledge of the Company and the Sector in which it operated and also brought in external knowledge and perspective for discussion , and he was available for meetings of the Board and Committees and attended the Meetings regularly.

The Company has also received declaration from Shri Drolia that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Shri Drolia fulfils the conditions specified in the Companies Act 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Shri Drolia being eligible for re-appointment as an Independent Director and offering himself for re-appointment, he is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 1st October 2019 upto 30th September 2024.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Pradeep Kumar Drolia as an Independent Director. Accordingly, based on the performance evaluation of Mr. Drolia and thereby recommendation of the

Nomination and Remuneration Committee, the Board recommends the special resolution as set out at Item no. 5.

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

Except Shri Pradeep Kumar Drolia, along with his relatives 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. 5.

ITEM NO. 6

Smt. Nilu Agrawal (DIN - 03107052), is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 1st April 2015. Pursuant to the Act, Smt. Nilu Agrawal was appointed as an Independent Non-Executive Director to hold office for five consecutive years from 1st April 2015 up to 31st March 2020 in the 33rd AGM of the Company held on 23rd September 2015.

As per Section 149(10) of the Act, an independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by a Company for another term of up to five consecutive years on the Board of the Company.

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

As per performance evaluation by the Nomination and Remuneration Committee, Smt. Nilu Agrawal possessed sufficient understanding and knowledge of the Company and the Sector in which it operated and also brought in external knowledge and perspective for discussion , and she was available for meetings of the Board and attended the Meetings regularly.

The Company has also received declaration from Smt. Agrawal that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Smt. Agrawal fulfils the conditions specified in the Companies Act 2013,

the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Smt. Nilu Agrawal being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 1st April 2020 up to 31st March 2025.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Nilu Agrawal as an Independent Director. Accordingly, based on her performance evaluation and thereby recommendation of the Nomination and Remuneration Committee, the Board recommends the special resolution as set out at Item no. 6.

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

Except Smt Nilu Agrawal along with her relatives, 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. 6.

ITEM NO. 7

The existing Articles of Association ('AoA') of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to specific sections of the Companies Act, 1956. Some regulations in the existing AoA are no longer in conformity with the provisions of the Companies Act, 2013 ('Act').

Accordingly, several regulations of the existing AoA of the company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AoA with a new set of AoA.

A copy of the draft new set of AoA is available for inspection by the members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of AGM for perusal by the shareholders.

The Board of Directors, accordingly, commends the resolution at Item no. 6 of the Notice for the approval of the members as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, in the said resolution.

ITEM NO. 8

In accordance with Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, It is proposed that the Non-Executive Directors of the company be paid a commission for the financial year 2018-19 and subsequent years in addition to the sitting fees and the reimbursement of expenses to attend Board / Committee meetings at an amount not exceeding 1% per annum of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, if the Board so decides and in such amounts or proportions and in all respects as may be decided by the Board of Directors.

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the Company is seeking approval of the Shareholders to compensate the Non-Executive Directors by way of payment of commission for their time devoted and contribution made in maintaining stability and profitability of the Company in the background of volatile market conditions to the extent as determined by the Board of Directors subject to the aforesaid limit of 1% per annum of the net profits of the Company.

The Board recommends the special resolution for the approval of the members.

The Independent Directors along with their relatives would be deemed to be interested in the resolution to the extent of the remuneration they would get. Shri Yashwant Kumar Daga along with his relatives is interested in the resolution to the extent of his shareholding in the Company and the remuneration he may get. Shri Pradip Kumar Daga, Chairman and Managing Director is interested in the resolution being the relative of Shri Yashwant Kumar Daga, Non Executive Director. No other Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the said resolution.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING FIXED ON THURSDAY, 12TH SEPTEMBER, 2019 AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS:

Name of Director	Shri Pradip Kumar Daga	Shri Pradeep Kumar Drolia	Smt. Nilu Agrawal
Date of Birth	24-04-1937	18.12.1955	20.03.1975
Date of Appointment	25-03-1982	07.11.2005	01.04.2015
Qualification	B.Com (Hon's)	B.Com., LLB, FCA	B.A.
Number of Board Meetings attended during the year	3	4	4
No. of Shares held by him in the Company	546508 equity shares of Rs. 10/- (includes shares held by him as Karta of Pradip Kumar Daga HUF)	Nil	Nil
Experience in Specific Functional Area	Industrialist with rich and varied business experience in the field of textiles, engineering, tea, etc.	Practicing Chartered Accountant	Business lady with extensive business experience.
List of other Directorships held	1. Century Textiles & Industries Ltd 2. Deepak Gears Pvt. Ltd. 3. Longview Tea Company Limited 4. Deepak Industries Ltd.	1. Raunak Trading & Investment Pvt. Ltd. 2. Indo Eco (India) Ltd. 3. J. R. D. Finance Ltd.	Agra Tradelink Pvt. Ltd.
Chairman/Member of the Committees of Board of Directors of the Company#	Nil	Audit Committee (Member) Stakeholders Relationship Committee (Member)	Nil
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director#	1. Century Textiles & Industries Ltd. (Member – Audit Committee, Stakeholders Relationship Committee) 1. Longview Tea Company Limited (Member – Audit Committee)	Nil	Nil
Relationship between Directors and other Key Managerial Personnel	Related to Shri Yashwant Kumar Daga as father.	Nil	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 31 st August 2017 Remuneration for the financial year 2018-19 was Rs. 76.88 Lakhs.	Eligible for sitting fees and commission as approved by Board of Directors.	Eligible for sitting fees and commission as approved by Board of Directors

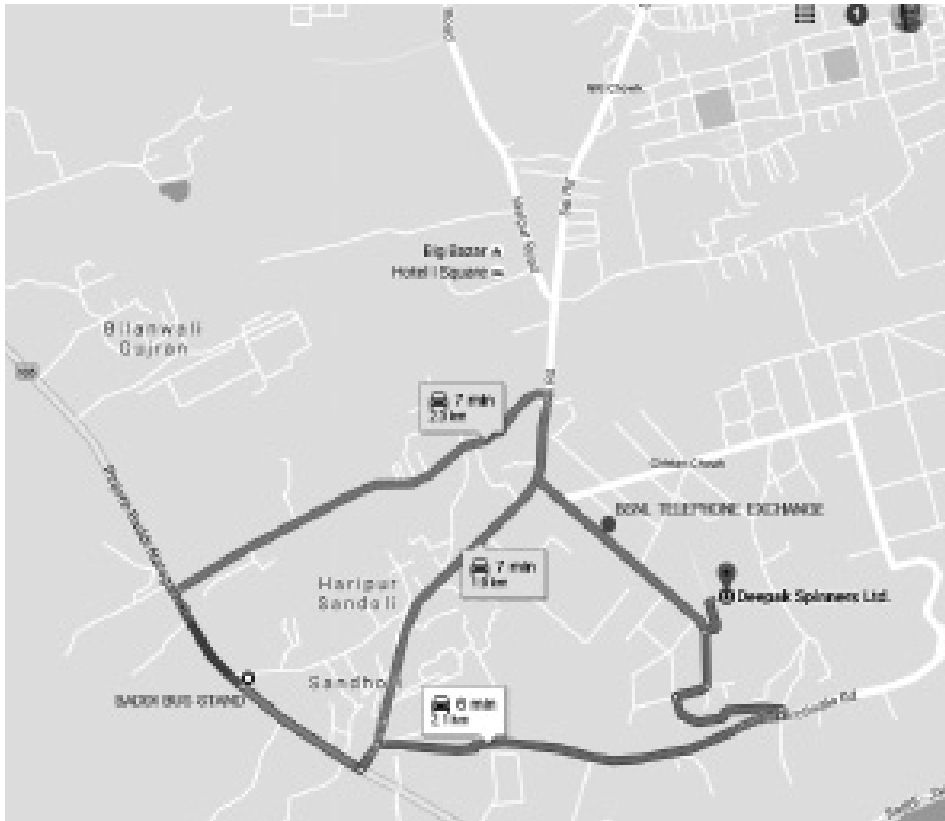
Committee positions only in Audit Committee and Stakeholders Relationship Committee in Public Companies have been considered.

By Order of the Board

Place: New Delhi
Date : 16.05.2019

PUNEETA ARORA
Company Secretary

37th 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 2650973, 2650974, Fax : 0172 2650977

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/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday, the 12th of September, 2019 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 below:

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 to declare dividend on equity shares for the financial year ended 31st March 2019		
3.	Ordinary Resolution for re-appointment of Shri Pradip Kumar Daga who retires by rotation.		
	SPECIAL BUSINESS		
4.	Ordinary Resolution under Section 148 of the Companies Act, 2013 for ratification of the remuneration of the Cost Auditors		
5.	Special Resolution to approve re-appointment of Shri Pradeep Kumar Drolia as Independent Non Executive Director.		
6.	Special Resolution to approve re-appointment of Smt. Nilu Agrawal as Independent Non Executive Director.		
7.	Special Resolution for adoption of new set Articles of Association in place of the existing one.		
8.	Special Resolution to pay commission to Non Executive Directors.		

Signed this day of 2019

Signature of Shareholder :

Signature of Proxy holder(s) :

Note:

- (1) **This form of proxy in order to be effective should be completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- (2) For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting.
- * (3) It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.

Affix Revenue Stamp

DEEPAK SPINNERS LIMITED

CIN: L17111HP1982PLC016465

Registered Office: 121, Industrial Area, Baddi,
Tehsil- Nalagarh, Dt. Solan, Himmachal Pradesh – 173205
Tel. No. 0172 2650973, 2650974, Fax No. 0172 2650977
Website: www.dsl-india.com, Email: Share@dsl-india.com

ATTENDANCE SLIP

Only Shareholders or the proxies will be allowed to attend the meeting

Regd. Folio No. DP ID* / Client ID*	:	Serial No.:
Name	:	
Address	:	
Joint Holder	:	
No. of Share held	:	

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company being held on Thursday, 12th day of September, 2019 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.



ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
190806007		

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
From 09.00 a.m. (IST) on Saturday 07.09.2019	Upto 5.00 p.m. (IST) on Wednesday 11.09.2019