



REF.NO.PA/DSL/2024

Date 06-03-2024

To,
BSE LIMITED
P. J. Towers, 25th Floor,
Dalal Street,
Mumbai – 400 001

Subject: Postal Ballot Notice
Scrip Code - 514030

Sirs,

Further to our letter dated 5th March 2024 and pursuant to Regulation 30 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking the approval of members by way of postal ballot only by voting through electronic means for –

1. Continuation of directorship of Shri Pradip Kumar Daga (DIN: 00040692), aged 87 years as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from 16th April 2024, by way of Special Resolution, and
2. Re-designation of Shri Yashwant Kumar Daga (DIN -00040632) by passing special resolution.

The notice is being sent to all the Members whose email address is registered with Maheshwari Datamatics Pvt. Ltd, the Company's Registrar and Share Transfer Agent / Depository Participant(s) as on Friday, 1st March 2024 being the cut-off date.

The Company has engaged the services of CDSL to provide remote e-voting facility to its Members and the communication of assent or dissent of the Members would only take place through the remote e-voting system. **The remote e-voting period shall commence from 9.00 a.m. (IST) on Friday, 8th March 2024 and end at 5.00 p.m. (IST) on Saturday, 6th April, 2024.** The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Notice of Postal Ballot is also available on the website of the Company, viz., www.dsl-india.com.

Please take the above information on record.

FOR DEEPAK SPINNERS LIMITED

Puneeta
Arora
(PUNEETA ARORA)
COMPANY SECRETARY

Digitally signed by
Puneeta Arora
Date: 2024.03.06
15:16:47 +05'30'

Encl : as above.



DEEPAK SPINNERS LIMITED
CIN 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: puneeta.arora@dslindia.in

NOTICE OF POSTAL BALLOT

Dear Member,

Notice is hereby given pursuant to the provisions of 110 read with Section 108 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), Secretarial Standard of General Meetings (SS-2) to the extent applicable read with the General Circular no. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021 and latest one being General Circular No. 9/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars') that the special resolutions as set out in this Notice are proposed for approval for the shareholders of the Company for passing by means of Postal Ballot only through remote e-voting process. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its members.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. In accordance with the provisions of the MCA circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, if your e-mail address is not registered, you are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 9th February 2024, appointed Shri Ajay K. Arora, Practising Company Secretary, (Membership no. FCS 2191 and Certificate of Practice no. 993) as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman and the results of the voting by Postal Ballot will be announced within stipulated timelines from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General Information and Instructions relating to E-voting" in this Postal Ballot notice.

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, 8th March 2024 and ends at 5.00 p.m. (IST) on Saturday, 6th April, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter. In the event the draft resolutions as set out in the Notice are assented to by the requisite majority by means of e-voting, it shall be deemed to have been passed as if they have been passed at a General Meeting of the shareholders and shall be deemed to have been passed on the last day of e-voting i.e. Saturday, 6th April, 2024. The Scrutinizer will submit the report to the Chairman of the Company or any other person authorised by him upon completion of the scrutiny of the votes cast through e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.dsl-india.com and on the website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com

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

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

"RESOLVED THAT pursuant to Regulation 17(1A) read with Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and all other applicable provisions of the Companies Act, 2013 (the "Act") read with applicable Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of Nomination and Remuneration Committee, and approval of Audit Committee and Board of Directors, consent of Shareholders be and is hereby accorded to continuation of Shri Pradip Kumar Daga (DIN- 00040692), aged 87 years as Non-Executive Non Independent Director in the promoter category with effect from 16th April 2024 after the end of his tenure as Chairman and Managing Director and that he shall continue to be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company, including any duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient in their entire discretion, to give effect to this resolution and for matters connected therewith and incidental thereto."

RESOLUTION No. 2: Re-Designation of Shri Yashwant Kumar Daga (DIN – 00040632)

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

"RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders in the Extra Ordinary General Meeting held on 20th April 2022 pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules framed thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations'), including any statutory modification or re-enactment thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the re-designation of Shri Yashwant Kumar Daga (DIN – 00040632) as 'Chairman and Managing Director' with effect from 16th April 2024, other terms and conditions of his appointment passed by the shareholders in their Extra Ordinary General Meeting held on 20th April 2022, remaining the same."

"RESOLVED FURTHER THAT the Board of Directors of the Company, including any duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient in their entire discretion, to give effect to this resolution and for matters connected therewith and incidental thereto."

**By Order Of the Board
For Deepak Spinners Limited**

**Puneeta Arora
Company Secretary
FCS -7466**

Place: Chandigarh
Date: 09.02.2024

NOTES:

- (1) The Explanatory Statements pursuant to Sections 102 read with Section 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos.1 to 2 are appended herein below.
- (2) The Postal Ballot Notice is being sent by electronic means to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from, our Registrar and Transfer agents, National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (‘the Depositories’) as on **Friday, 1st March 2024 (“Cut-off Date”)**.
- (3) In line with the MCA Circulars, physical copies of the Postal Ballot Notice are not being sent to Members. This Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
- (4) Members may please note that the Postal Ballot Notice will also be available on the Company’s website at: www.dsl-india.com, website of the Stock Exchange i.e. BSE Limited at: www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com
- (5) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to the Company or Registrar and Transfer Agents at contact details given below along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to the **Company at puneeta.arora@dslindia.in and/or to the Company’s Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. No.: +91 : 033-22435029, 22433809, 22482248; E-Mail: mdpldc@yahoo.com.**
- (6) Members are requested to provide their assent or dissent through remote e-voting only. The voting for this Postal Ballot cannot be exercised through proxy.
- (7) Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
- (8) Voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on **Friday, 1st March 2024, the Cut-Off Date** fixed for the purpose.
- (9) The voting rights are one vote per Share, registered in the name of the Members. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 1st March 2024 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
- (10) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (11) Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General Information and Instructions relating to E-voting” in this Postal Ballot Notice.
- (12) **The remote e-voting period shall commence at 9:00 AM IST on Friday, 8th March 2024 and ends at 5:00 PM IST on Saturday, 6th April 2024.** Shareholders are requested to cast their

vote through the e-voting process during the e-voting period to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.

- (13) The Company has connectivity with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') under **ISIN No INE272C01013**.
- (14) The Scrutinizer will submit his report to the Chairman or a Director authorized by him, after the completion of scrutiny, and the result of voting by Postal Ballot through the e-voting process will be announced by the Chairman or any such person authorized by him within stipulated timelines and will also be displayed on the website of the Company (www.dslindia.com), besides being communicated to the Stock Exchanges, and Depositories.
- (15) The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, 6th April 2024** i.e. the last date specified for receipt of votes through the e-voting process.
- (16) All the material documents referred to in the explanatory statement will be available for inspection through electronic mode, from Friday, 8th March, 2024 till Saturday 6th April 2024. Members seeking to inspect such documents can send request by email to: puneeta.arora@dslindia.in mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.

General Information and Instructions relating to E-voting:

- (i) 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 above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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
	<ol style="list-style-type: none"> 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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will 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 e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to 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 e-Voting period.
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 e-Voting period.

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

(ii) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
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).

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the Company Name.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.

- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –**
 - 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.
 - It is mandatory that 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43 or call toll free no. 1800 22 5535.

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 Future x, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 or call toll free no. 1800 22 5535.

OTHER GUIDELINES

- I) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cutoff date only shall be entitled to avail the facility of e-voting.
- II) 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 AND 110 OF THE COMPANIES ACT, 2013

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

Shri Pradip Kumar Daga (DIN – 00040692), aged 87 years is Chairman and Managing Director of the Company. His existing tenure shall be expiring on 15th April 2024.

Shri Pradip Kumar Daga is an eminent Industrialist having vast Industrial experience in diverse fields like Tea, Textile and Engineering etc. He has also held the responsible position of Chairman and Managing Director of Deepak Industries Limited, for many years. He is also a Director in Longview Tea Company Limited.

Although special resolution for his re-appointment as Chairman and Managing Director of the Company was not approved by the shareholders in Annual General Meeting held on 12th July, 2023, keeping in view the vast knowledge, experience, acumen and expertise of Shri Daga and significant contribution made by him to the progress of the Company, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee, have proposed to continue his directorship as Non-Executive Non-Independent Director after his tenure ends on 15th April 2024.

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

In the opinion of the Board of Directors, Shri Pradip Kumar Daga's continued role as Non-Executive Director is highly recommended considering the significant contribution made by him to the progress of the Company and to continue to avail benefits of his skill, vast experience and expertise. It is therefore, proposed to continue his directorship as Non-Executive Director with effect from 16th April, 2024.

Shri Pradip Kumar Daga has a shareholding of 150934 equity shares of Rs 10/- in the Company as Karta of Pradip Kumar Daga HUF and 103805 equity shares of Rs. 10/- each as Partner of Bansidhar Daga & Co. as on 31st December 2023.

The Board of Directors feels that continuation of Shri Pradip Kumar Daga as Non-Executive 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 as Resolution No. 1 relating to his continuation as a Non-Executive Director, be passed as a Special Resolution.

In line with the Company's Nomination and Remuneration Policy, Shri Daga will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings and commission on annual basis of such sum as may be approved by the Board of Directors and shareholders within the overall limits under Companies Act, 2013 up to 1% of the net profits of the Company during any financial year, in aggregate payable to Non-Executive Directors. Details of remuneration paid to Non-Executive Directors shall be disclosed as part of the Annual Report.

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

Except Shri Pradip Kumar Daga, being the appointee, Shri Yashwant Kumar Daga, Smt Asha Devi Daga and Shri Shantanu Daga, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Resolution No.1.

RESOLUTION No. 2: Re-Designation of Shri Yashwant Kumar Daga (DIN – 00040632)

Shri Yashwant Kumar Daga (DIN - 00040632) was appointed Vice Chairman and Senior Joint Managing Director of the Company for 5 years with effect from 23rd December 2021 in the Extra Ordinary General Meeting held on 20th April 2022. Pursuant to expiry of tenure of Shri Pradip Kumar Daga from the post of Chairman and Managing Director on 15th April 2024, the office of Shri Yashwant Kumar Daga, Vice Chairman and Joint Managing Director (Din: 00040632) remains the only office holding the position of Managing Director in the Company. Hence, the Board of Directors on the recommendations of Nomination and Remuneration Committee, have proposed to re-designate him as 'Chairman and Managing Director' with effect from 16th April 2024 for his remaining tenure. Other terms and conditions as contained in the resolution passed by Members in the Extra Ordinary General Meeting held on 20th April 2022 will remain the same.

Shri Yashwant Kumar Daga, holding a degree of Bachelor of Commerce, has been associated with the Company for a very long time and has in depth knowledge of textile industry. He also has rich and varied experience in Tea, Renewable Power Energy and Engineering. He is also Chairman and Managing Director of Deepak Industries Limited. Shri Yashwant Kumar Daga is not receiving any remuneration from the Company as he is drawing remuneration from M/s. Deepak Industries Limited and remuneration being paid to him from Deepak Industries Limited is within the ceiling limit of Schedule V of the Companies Act, 2013.

The details of his directorships and committee Memberships with other Companies is given in the Annexure accompanying this Notice. Shri Yashwant Kumar Daga is a Member of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of Deepak Spinners Limited. He is Chairperson of Corporate Social Responsibility Committee of the Board of Directors of the Company.

He is holding 986555 equity shares in the Company as on 31st December 2023.

The Board recommends that the resolution set out at Item no. 2 of the accompanying Notice relating to re-designation of Shri Yashwant Kumar Daga as 'Chairman and Managing Director', be passed as a Special Resolution.

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

Except Shri Yashwant Kumar Daga, being the appointee, Shri Pradip Kumar Daga, Smt Asha Devi Daga and Shri Shantanu Daga, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT THROUGH POSTAL BALLOT BY E-VOTING PROCESS AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS:

Name of Director	Shri Pradip Kumar Daga	Shri Yashwant Kumar Daga
Director Identification Number (DIN)	00040692	00040632
Date of Birth	24-04-1937	07-03-1961
Age	87 years	63 years
Date of Original Appointment	25-03-1982	19-02-1998
Qualification	B.Com (Hon's)	B.Com (Hon's)
Number of Board Meetings attended during the year 2023-24 (upto the date of this Notice)	6	6
No. of Shares held by him in the Company (As on 31.12.2023) -		
Own	Nil	986555 equity shares of Rs. 10/- each
Shareholding for other persons on beneficial basis	150934 equity shares of Rs 10/- in the Company as Karta of Pradip Kumar Daga HUF and 103805 equity shares of Rs. 10/- each as Partner of Bansidhar Daga & Co.	Nil
Experience in Specific Functional Area	Industrialist with rich and varied business experience in the field of textiles, engineering, tea, etc.	Industrialist with rich and varied experience in Tea, Textiles, Spinning, Renewable Power and Engineering
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Resolution no. 1 of the Notice and Explanatory Statement	Refer Resolution no. 2 of the Notice and Explanatory Statement
Terms and Conditions of appointment	Continuation of directorship as Non-Executive Non-Independent Director with effect from 16 th April 2024, due to end of his tenure as Chairman and Managing Director	Re-designation from 'Vice-Chairman and Joint Managing Director' to 'Chairman and Managing Director' with effect from 16 th April 2024.
Details of remuneration last drawn	Remuneration drawn by him in the capacity of Chairman and Managing Director from 1 st April 2023 till the 31 st January 2024 was Rs. 135.59 Lacs	Nil
Details of remuneration sought to be paid	Sitting fees and Commission as approved by the Board of Directors.	Nil
Directorships in other listed Companies (excluding foreign companies)	1. Longview Tea Company Limited 2. Deepak Industries Limited	1. Longview Tea Co. Ltd. 2. HGI Industries Ltd. 3. Mint Investments Limited 4. The Magadh Sugar & Energy Limited 5. Deepak Industries Limited
Chairman/Member of the Committees of Board of Directors of the Company	Nil	1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member) 3. Corporate Social

		Responsibility Committee (Chairperson)
Membership / Chairmanship of the Committees of Board of Directors in other listed Companies (excluding foreign companies)	<p>1. Longview Tea Company Limited (Member – Audit Committee)</p> <p>2. Deepak Industries Limited (Chairman – Corporate Social Responsibility Committee)</p>	<p>1. HGI Industries Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member Nomination and Remuneration Committee - Member</p> <p>2. Mint Investments Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee - Member</p> <p>3. Magadh Sugar & Energy Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member Nomination and Remuneration Committee – Chairman Finance and Corporate Affairs Committee - Member</p> <p>4. Longview Tea Company Limited. Stakeholders’ Relationship Committee – Chairman Nomination and Remuneration Committee - Member</p> <p>5. Deepak Industries Limited Audit Committee - Member Corporate Social Responsibility Committee - Member</p>
Listed entities from which the Director has resigned from Directorship in last 3 years	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Related to Shri Yashwant Kumar Daga as father, to Smt. Asha Devi Daga as husband, to Shri Shantanu Daga as Co-parcener in Pradip Kumar Daga HUF	Related to Shri Pradip Kumar Daga and Smt. Asha Devi Daga as son. Related to Shri Shantanu Daga as father

**By Order Of the Board
For Deepak Spinners Limited**

**Puneeta Arora
Company Secretary
FCS -7466**

Place: Chandigarh
Date: 09.02.2024