

NOTICE

NOTICE is hereby given that the Forty Seventh Annual General Meeting of members of DEEPAK NITRITE LIMITED will be held at Grand Mercure Vadodara Surya Palace, Opposite Parsi Agiyari, Sayajijunj, Vadodara – 390 020 on **Friday, August 3, 2018 at 10:00 a.m.** to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the Audited Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the Financial Year ended March 31, 2018, together with the Directors' Report and the Auditor's Report thereon.
- 2) To consider declaration of Dividend on Equity Shares for the Financial Year ending March 31, 2018.
- 3) To appoint a Director in place of Mr Maulik D. Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
- 4) To consider and ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.:117366W/W-100018) as the Statutory Auditors of the Company approved by the Shareholders at the 46th Annual General Meeting for a term of five years i.e. till the conclusion of the 51st Annual General Meeting of the Company.

SPECIAL BUSINESS:

5) Re-appointment of Mr Umesh Asaikar (DIN:06595059) as Executive Director & CEO of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr Umesh Asaikar (DIN:06595059) as Whole-time Director designated as the Executive Director & CEO of the Company from May 9, 2018 to May 31, 2020, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment including remuneration within the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr Umesh Asaikar, the Company incurs a loss or its profit are inadequate, the Company shall continue to pay to Mr Umesh Asaikar, the remuneration as set out in the Explanatory Statement, by way of salary, perquisites, incentives and other allowances, as a “minimum remuneration” subject to the limits and conditions specified in Schedule V of the Companies Act, 2013 and rules made thereunder or such other limits as may be prescribed by the Central Government and approval of Members and/or Central Government required, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to the re-appointment of Mr Umesh Asaikar as the Executive Director & CEO of the Company as aforesaid.”

6) Ratification of remuneration of the Cost Auditor for the Financial Year 2018-19.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) to M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219), the Cost Auditors, appointed by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: F6713

Address: A/2/202, Labh Exotica,
Nr. Pratham Vatika, Gotri,
Vadodara-390 021

Place : Mumbai

Date : May 4, 2018

Registered Office:*

9/10, Kunj Society, Alkapuri, Vadodara – 390 007

Tel: + 91-265-235 1013, 233 4481

Fax: +91-265-233 0994

Email: investor@deepaknitrite.com

Website: www.deepaknitrite.com

CIN: L24110GJ1970PLC001735

(* Refer Note No. 2 of the Notice)

NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

2. Members are requested to note that effective from June 1, 2018 the Registered Office of the Company will be shifted from 9/10, Kunj Society, Alkapuri, Vadodara – 390 007, Gujarat, India to Aaditya-I, Chhani Road, Vadodara-390 024, Gujarat, India. All future correspondences addressed to the Company should be sent to above new Registered Office address of the Company.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 47TH ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the Proxy, in order to be valid and effective, should be lodged / deposited with the Company at its new Registered Office not less than 48 (forty eight) hours before the commencement of the Annual General Meeting (“the Meeting”).

A person can act as a Proxy on behalf of Members not exceeding 50 (fifty) 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 shall not act as a Proxy for any other person or Member.

4. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

5. Members / Proxies are requested to bring duly filled Attendance Slip to attend the Meeting, along with their copy of Annual Report.

6. The relevant documents referred to in this Notice requiring approval of the Members at the Meeting shall be available for inspection by the Members at the new Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours, up to the date of the Meeting. This Notice and the Annual Report will also be available on the Company's website www.deepaknitrite.com for download.

7. The Register of Members and Share Transfer Books of the Company will be closed from Friday, July 27, 2018 to Friday, August 3, 2018 (both days inclusive).

8. The dividend as recommended by the Board of Directors, if approved at the Meeting, will be paid within statutory time limit of 30 (thirty) days, as under :

(a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data made available by the National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on July 27, 2018.

(b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 27, 2018.

9. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the Company's Registrar & Share Transfer Agent.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.

10. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address / name, etc. to the Company's Registrar & Share Transfer Agent, quoting their Registered Folio Number. The Bank Account particulars of the Members will be printed on the Dividend Warrant.

11. Members holding shares in physical form are requested to consider converting their shareholding in dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrar & Share Transfer Agent for assistance in this regard.

12. Members seeking any information with regard to the Annual Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.

13. In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Accordingly, the unclaimed dividend in respect of Financial Year 2010-11 is due for transfer to the said Fund in August, 2018. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2010-11 onwards, are requested to lodge their claims with the Company for the same.

Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time, which *inter alia* requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a special demat

account opened by Investor Education and Protection Fund Authority ('IEPF Authority'). The said Shares, once transferred to the said demat account of the IEPF Authority can be claimed after following due procedure prescribed under the said IEPF Rules.

The Company has intimated individually to all such shareholders, dividend on whose shares has remained unpaid for a continuous period of seven years. The Statement of Unclaimed Dividend amount for seven consecutive years and Shares due for transfer to IEPF Demat Suspense Account is placed on the website of the Company at <http://deepaknitrite.com/pdf/results/Details%20Shareholders%20for%20IEPF%20Demat%20Suspense%20account.PDF>

Members are, therefore, requested to approach the Registrar and Share Transfer Agent of the Company to claim their unpaid dividend, if any.

14. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

The route map showing directions to reach the venue of the Meeting is provided in the Notice after the Explanatory Statement.

15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent/ their respective Depository Participants. Members whose email Ids are already registered may update the changes therein, if any. This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Company's Registrar & Share Transfer Agent.
17. A brief profile of Mr Maulik D. Mehta together with other details as required under provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard – 2 are as under:

Mr Maulik D. Mehta (DIN: 05227290), holds a Bachelor's degree in Business Administration from University of Liverpool, UK. He has also done Masters in Organisational Psychology from Columbia University, USA. Mr Maulik D. Mehta has experience in the areas of Business Development. During the span of his career, he has held important positions including Product Head

& Associate Vice President in the Company. He holds 1,31,300 Equity Shares of the Company.

He is also a Director of Deepak Cybit Private Limited. He does not hold any Chairmanship or Membership of any Committees of the Board.

Mr Maulik D. Mehta is son of Mr Deepak C. Mehta, Chairman and Managing Director and nephew of Mr Ajay C. Mehta, Director of the Company.

18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR' or 'Listing Regulations'), the Company is pleased to provide the facility to Members, to exercise their right to vote on Resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through such voting.
19. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, July 27, 2018 ("Cut-off Date") are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
20. The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-Voting for the Meeting. The Members may cast their votes on electronic voting system to be provided by CDSL from place other than the venue of the Meeting ("remote e-Voting"). The remote e-Voting will commence on **Tuesday, July 31, 2018 (9:00 a.m.)** and will end on **Thursday, August 2, 2018 (5:00 p.m.)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given herein in the Notice.
21. In addition, the facility for voting through Polling Paper shall be made available at the Meeting 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 Polling Paper.
22. Members who have cast their vote by remote e-Voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
23. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
24. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.
25. The Company has appointed Mr Dinesh Joshi, Practising Company Secretary (Membership No.: FCS 3752), Designated

Partner, M/s. KANJ & Co. LLP, Company Secretaries, Pune, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

PROCEDURE FOR REMOTE E-VOTING

i. The instructions for remote e-voting are as under:

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

- i. Click on Shareholders.
- ii. 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.
- iii. 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 voting of any company, then your existing password is to be used.

iv. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.
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 Participant or Company, please enter the Member ID/ Folio Number in the Dividend Bank Details filed as mentioned in instruction (ii).

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. 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 account 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 Members 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 "Deepak Nitrite Limited".
- 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 and enter the details as prompted by the system.
- xv. Shareholders can also cast their vote using Mobile app - "m - Voting" for e- voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- xvi. 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 stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, 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 e-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.
- 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.
 - III. Members can cast their vote online from July 31, 2018 (9:00 a.m.) till August 2, 2018 (5:00 p.m.). Remote e-Voting shall not be allowed beyond the said period.
 - IV. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as on the Cut-off Date i.e. July 27, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or at vadodara@linkintime.co.in. However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/ her existing User ID and password for casting vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com or contact CDSL at the Toll Free No.: 1800-22-5533.
 - V. A person, whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the Depositories as on Cut-off Date only shall be entitled to avail the facility of remote e-Voting as well as voting at the Meeting through Polling Paper.
 - VI. The result of voting at the Meeting including remote e-Voting shall be declared after the Meeting but not later than Forty Eight Hours of the conclusion of the Meeting.
 - VII. The result declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company www.deepaknitrite.com and on the website of CDSL immediately after the declaration of result by the Chairman & Managing Director of the Company or a person authorised by him in writing. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors of the Company at their meeting held on May 4, 2018, has approved, subject to the approval of Members, re-appointment of Mr Umesh Asaikar as Whole-time Director designated as the Executive Director & CEO of the Company for a further period from May 9, 2018 to May 31, 2020.

The terms of appointment including remuneration of Mr Umesh Asaikar as Executive Director & CEO, as recommended by the Nomination and Remuneration Committee are as under:

(A) Salary and Perquisites

Mr Umesh Asaikar, during the Financial Year 2018-19, be paid a fixed amount of around ₹ 470 Lakhs per annum by way of salary, perquisites, allowances and other benefits and for subsequent year, such remuneration as may be determined by the Board or Committee thereof.

The perquisites, allowances and other benefits shall include but not be limited to the following:

- 1) Leave travel concession for self and members of his family, as per policy of the Company.
- 2) Medical and other insurances, as per the policy of the Company.
- 3) Company car with driver.
- 4) Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and encashment of leave, as per policy of the Company.

- 5) Retirement and other benefit, as per policy of the Company.
- 6) Hardship Allowance and Loyalty / Retention Bonus as per policy of the Company.

(B) Variable Pay

In addition to the salary, perquisites, allowances and other benefits as mentioned above, Mr Umesh Asaikar will also be paid Variable Pay by way of Performance Linked Incentive. This amount shall be paid annually at the end of each Financial Year. This Variable Pay for the respective Financial Year shall range from 0% to 20% of his cost to the Company, depending upon his individual and also the Company's performance as per policy of the Company. During the tenure of Mr Umesh Asaikar as Executive Director & CEO, the Board or Committee thereof shall determine the amount of Variable Pay from time to time.

- (C) Mr Umesh Asaikar shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
- (D) Mr Umesh Asaikar, as the Executive Director & CEO, shall perform such duties and exercise such powers bestowed on him from time to time by the Chairman & Managing Director and/or Board of Directors of the Company.
- (E) Mr Umesh Asaikar shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

(F) Minimum Remuneration:

Where, in any Financial Year during the tenure of Mr Umesh Asaikar as Executive Director & CEO, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Mr Umesh Asaikar the above mentioned remuneration by way of salary, perquisites and other allowances as a minimum remuneration subject to the conditions specified under Schedule V to the Companies Act, 2013 and rules made thereunder or such other limits as may be prescribed by the Central Government from time to time and approval of members and/or Central Government required, if any.

(G) Mr Umesh Asaikar shall be liable to retire by rotation as a Director of the Company.

A brief profile of Mr Umesh Asaikar together with other details as required under provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards – 2 are as under:

Mr Umesh Asaikar has been associated with the Company as a Chief Executive Officer since September, 2008. He holds a Bachelor's degree in Mechanical Engineering from The Indian Institute of Technology, Bombay and Master's degree in Management Science from Jamnalal Bajaj Institute of Management Studies. He is also an Associate Member of The Institute of Cost Accountants of India. He has around 40 years of varied experience in the areas of Sales and Marketing, Manufacturing, Commercial and Business Management across industries including pharmaceuticals, vitamins and fine chemicals etc. During the span of his career, he has held various leadership positions in companies such as Parke-Davis Limited, Piramal Healthcare Limited (erstwhile Nicolas Piramal Limited) and Piramal Glass Limited (erstwhile Gujarat Glass Limited).

He is a Key Managerial Personnel of the Company and is not related to any Director or other Key Managerial Personnel of the Company.

He does not hold any shares in the Company and is not a Director in any other Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr Umesh Asaikar and his relatives, are concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019.

The remuneration of the Cost Auditors was fixed by the Board of Directors as ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only), upon recommendation of the Audit Committee.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, approval of the Members is sought for the Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board of Directors

Arvind Bajpai

Company Secretary
Membership No.: F6713

Address: A/2/202, Labh Exotica,
Nr. Pratham Vatika, Gotri,
Vadodara-390 021

Place : Mumbai
Date : May 4, 2018

Registered Office:*

9/10, Kunj Society, Alkapuri, Vadodara – 390 007

Tel: +91-265-235 1013, 233 4481

Fax: +91-265-233 0994

Email: investor@deepaknitrite.com

Website: www.deepaknitrite.com

CIN: L24110GJ1970PLC001735

(* Refer Note No. 2 of the Notice)

Route Map to the Venue of 47th Annual General Meeting of Deepak Nitrite Limited

Landmark : Parsi Agiyari