



DNL/140/NSE/1286/2022
May 23, 2022

Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
MUMBAI - 400 051

Dear Sir,

Stock Symbol: DEEPAKNTR

Sub.: Postal Ballot Notice

This is with reference to our communication dated 4th May, 2022 w.r.t. changes in Directors of the Company.

In this regard and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot with Explanatory Statement dated 4th May, 2022 ('Notice') seeking approval of the Members for the Resolutions as mentioned in the said Notice.

The Notice is being sent electronically to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email address is registered with the Company / Depositories as on Friday, 13th May, 2022.

The voting period will commence on Tuesday, 24th May, 2022 at 9:00 A.M. and will end on Wednesday, 22nd June, 2022 at 05:00 P.M. The aforesaid copy of Postal Ballot Notice is also available on the website of the Company at www.godeepak.com.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,
For Deepak Nitrite Limited


Arvind Bajpai
Company Secretary



Encl.: as above

DEEPAK NITRITE LIMITED

CIN: L24110GJ1970PLC001735

Registered & Corporate Office:

Aaditya-I, Chhani Road, Vadodra-390 024. Gujarat, India.

Tel: +91 265 276 5200/396 0200 | Fax: +91 265 276 5344

Investor Relations Contact: investor@godeepak.com

www.godeepak.com



DEEPAK NITRITE LIMITED

Regd. Office: Aaditya-I, Chhani Road, Vadodara – 390024, Gujarat

Phone: +91-265-2765200; Fax: +91-265-2765344

Email: investor@godeepak.com Website: www.godeepak.com; CIN: L24110GJ1970PLC001735

POSTAL BALLOT NOTICE

NOTICE TO MEMBERS PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013.

Dear Members,

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 as amended, (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), (including any statutory modification 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) Regulations, 2015 as amended ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") that the Resolutions appended below are proposed to be passed by way of Postal Ballot only through electronic means ("Remote e-voting").

Accordingly, draft of the proposed Resolutions together with the Explanatory Statement setting out the material facts and reasons for the Resolutions is being sent to you for your consideration.

The Board of Directors of the Company has appointed Shri Dinesh Joshi (ICSI Membership Number: FCS 3752), Designated Partner of M/s. KANJ & Co., LLP, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process through electronic means in a fair and transparent manner.

The Company has engaged National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

Members are requested to carefully read the instructions for e-voting contained in this Notice.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman & Managing Director of the Company or any person authorized by him. The result of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on or before 24th June, 2022 at the Registered Office of the Company. The results of Postal Ballot will be put up on the Company's website www.godeepak.com and will be communicated to BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and NSDL (<https://www.evoting.nsdl.com>) for publishing on their respective websites.

The Company seeks approval of the Members, for the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

RE-APPOINTMENT OF SHRI SANJAY UPADHYAY (DIN:01776546) AS DIRECTOR (FINANCE) AND CFO OF THE COMPANY WITH EFFECT FROM 28TH APRIL, 2022 UPTO 31ST JULY, 2026.

To consider and if thought fit, to pass 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, Regulation 17(1C) and any other applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (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 Shri Sanjay Upadhyay (DIN: 01776546), as a Whole-Time Director, designated as Director (Finance) & Chief Financial Officer of the Company with effect from 28th April, 2022 upto 31st July, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.

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 authorised to alter and/ or vary the terms and conditions of the said re-appointment including remuneration payable to Shri Sanjay Upadhyay within the overall limits specified under Sections 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Shri Sanjay Upadhyay as Whole-Time Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Shri Sanjay Upadhyay, the remuneration, set out in the Explanatory Statement, by way of salary, perquisites, incentives, allowances and other benefits, as a “minimum remuneration” subject to the limits and conditions specified in 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.

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.”

ITEM NO. 2

APPOINTMENT OF SHRI MEGHAV MEHTA (DIN:05229853) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION, WITH EFFECT FROM 4TH MAY, 2022.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17(1C) and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) , Shri Meghav Mehta (DIN: 05229853) who was appointed as an Additional Director by the Board of Directors with effect from 4th May, 2022 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation.

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.”

ITEM NO. 3

RE-APPOINTMENT OF SHRI SANJAY ASHER (DIN:00008221) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 3 CONSECUTIVE YEARS WITH EFFECT FROM 28TH JUNE, 2022.

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sanjay Asher (DIN: 00008221), Independent Director of the Company, who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of three (3) consecutive years with effect from 28th June, 2022 till 27th June, 2025.

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.”

ITEM NO. 4

RE-APPOINTMENT OF MS. PURVI SHETH (DIN:06449636) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 3 CONSECUTIVE YEARS WITH EFFECT FROM 28TH JUNE, 2022.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Purvi Sheth (DIN: 06449636), Independent Director of the Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of three (3) consecutive years with effect from 28th June, 2022 till 27th June, 2025.

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.”

ITEM NO. 5

APPOINTMENT OF SHRI PUNIT LALBHAI (DIN: 05125502) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 3 CONSECUTIVE YEARS WITH EFFECT FROM 8TH AUGUST, 2022.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Punit Lalbhai (DIN: 05125502), who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from 8th August, 2022 till 7th August, 2025.

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.”

ITEM NO. 6

APPOINTMENT OF SHRI VIPUL SHAH (DIN:00174680) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 3 CONSECUTIVE YEARS WITH EFFECT FROM 8TH AUGUST, 2022.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vipul Shah (DIN: 00174680) who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from 8th August, 2022 till 7th August, 2025.

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.”

ITEM NO. 7

APPOINTMENT OF SHRI PRAKASH SAMUDRA (DIN:00062355) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 3 CONSECUTIVE YEARS WITH EFFECT FROM 8TH AUGUST, 2022.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Prakash Samudra (DIN: 00062355), who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from 8th August, 2022 upto 7th August, 2025.

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.”

Date: 4th May, 2022

Place: Vadodara

DEEPAK NITRITE LIMITED

Regd. Office:

Aaditya-I, Chhani Road,

Vadodara-390024, Gujarat

Phone: +91-265-2765200;

Fax: +91-265-2765344

Email: investor@godeepak.com

Website: www.godeepak.com;

CIN: L24110GJ1970PLC001735

By order of the Board of Directors

For **DEEPAK NITRITE LIMITED**

Sd/-

ARVIND BAJPAI

Company Secretary

Membership No.: F6713

NOTES:

- (a) The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons in respect to the proposed Special Business is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.godeepak.com under Investors section.

In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 13th May, 2022 and who have registered their e-mail addresses with the Company or with the Depositories. Physical copy of this Notice along with postal ballot form and pre-paid business reply envelope are not being sent to members.

Further, Members can vote on the Resolutions only through Remote e-voting. Remote e-voting will commence at **9.00 a.m.** on **Tuesday the 24th May, 2022** and will end at **5.00 p.m.** on **Wednesday the 22nd June, 2022** after which Remote e-voting will be blocked by NSDL. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

- (c) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on 13th May, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.

- (d) The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for Remote e-voting i.e. **22nd June, 2022**.

The procedure with respect to Remote e-voting is provided below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are 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 - 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.

	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 1. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the Remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.joshi@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst.Vice President or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to vadodara@linkintime.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to vadodara@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 AND EXPLANATION ABOUT REASONS FOR PASSING OF THE RESOLUTIONS AS REQUIRED UNDER RULE 22(1) OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No. 1

Shri Sanjay Upadhyay (DIN: 01776546) has been on the Board as a Whole-time Director designated as Director (Finance) & CFO of the Company since 28th April, 2017. His appointment was approved by the Members at 46th Annual General Meeting of the Company held on 26th June, 2017 for a period of five years effective from 28th April, 2017. Accordingly, the tenure of appointment of Shri Sanjay Upadhyay was upto 27th April, 2022.

The Board of Directors at their meeting held on 24th January, 2022, upon recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Shri Sanjay Upadhyay (DIN: 01776546) as the Director (Finance) & Chief Financial Officer ("CFO") of the Company, for a further period from 28th April, 2022 till 31st July, 2026, subject to approval of Members of the Company.

Shri Sanjay Upadhyay has consented to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which came into effect from 1st January, 2022, approval of Members for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Based on the guidance provided by way of FAQs by (i) National Stock Exchange of India Limited vide circular ref. No.: NSE/CML/2022/14 dated 8th April, 2022; and (ii) BSE Limited vide Notice No. 20220408-45 dated 8th April, 2022 (collectively "Stock Exchange FAQs"), the Company is required to obtain approval of Members in case of re-appointment of directors as well, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Upon recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company at their meeting held on 4th May, 2022 approved the remuneration payable to Shri Sanjay Upadhyay effective from 1st April, 2022.

The terms of appointment including remuneration of Shri Sanjay Upadhyay as the Director (Finance) & CFO of the Company are as under:

(A) Salary and Perquisites

Shri Sanjay Upadhyay shall, during the Financial Year 2022-23, be paid fixed amount of ₹ 380.20 Lakhs (Rupees Three Crores Eighty Lakhs Twenty Thousand only) by way of salary, perquisites, allowances and other benefits and for subsequent years, such remuneration as may be determined by Board of Directors or Committee thereof from time to time. 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 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 benefits, as per policy of the Company.
- 6) 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, Shri Sanjay Upadhyay will also be paid variable pay by way of Performance Linked Incentive. This amount shall be paid annually after the end of the financial year. This Variable Pay shall range from 0% to 25% of his cost to the Company based on his individual performance and also the Company's performance in accordance with the policy of the Company.

C) The aggregate remuneration inclusive of Fixed Pay, Variable Pay and other benefits as stated above, payable to Shri Sanjay Upadhyay as the Director (Finance) & CFO, during any financial year, shall always be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder.

D) Shri Sanjay Upadhyay as the Director (Finance) & CFO shall also be entitled to reimbursement of all legitimate expenses incurred by him while performing his duties and such reimbursement shall not form part of his remuneration.

E) Shri Sanjay Upadhyay as the Director (Finance) & CFO, 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.

F) Shri Sanjay Upadhyay shall not be entitled to sitting fees for attending meetings of the Board of Directors or any Committee thereof.

G) Shri Sanjay Upadhyay shall be liable to retire by rotation as a Director of the Company.

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

Shri Sanjay Upadhyay does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

None of the Directors and Key Managerial Personnel of the Company except Shri Sanjay Upadhyay or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Ordinary Resolution set out under Item No. 1.

The Board recommend the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Item No. 2

The Board of Directors at their meeting held on 4th May, 2022, upon recommendation of the Nomination and Remuneration Committee, approved the appointment of Shri Meghav Mehta (DIN 05229853) as an Additional Director of the Company with effect from 4th May, 2022.

The Board of Directors, at the said meeting also recommended the appointment of Shri Meghav Mehta as a Non-Executive Director, liable to retire by rotation, for approval by Members of the Company in terms of the provisions of the Companies Act, 2013.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which came into effect from 1st January, 2022, approval of Members for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, approval of Members is being sought for the appointment of Shri Meghav Mehta as a Non-Executive Director of the Company, liable to retire by rotation.

Shri Meghav Mehta will be entitled to receive remuneration by way of sitting fees including reimbursement of expenses for participation in the Board / Committee meetings and profit related commission as may be approved by the Board of Directors from time to time. The Company has received consent from Shri Meghav Mehta (DIN 05229853) to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Shri Meghav Mehta holds 47,290 Equity Shares of the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

Shri Meghav Mehta and his relatives Shri Deepak C. Mehta, Shri Ajay C. Mehta and Shri Maulik D. Mehta are interested in the Ordinary Resolution as set out at Item No. 2 of the Notice, which pertains to appointment of Shri Meghav Mehta as Non-Executive Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Ordinary Resolution set out under Item No. 2.

The Board recommend the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Item No. 3

Shri Sanjay Asher (DIN: 00008221) is an Independent Director of the Company. He is also the member of the Audit Committee, Stakeholder's Relationship & Investors Grievance Committee and Project Committee of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Shri Sanjay Asher was appointed as an Independent Director at the 48th Annual General Meeting of the Company held on 28th June, 2019 for a term of three (3) consecutive years. Accordingly, the first term of Shri Sanjay Asher as an Independent Director is upto 27th June, 2022.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years and may be re-appointed for another term upto five (5) consecutive years, with the approval Members of the Company by way of Special Resolution. Further, pursuant to Regulation 25(2A) of SEBI Listing Regulations, appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

The Board of Directors at its meeting held on 4th May, 2022, upon recommendation of Nomination and Remuneration Committee and based on evaluation of performance of Shri Sanjay Asher, which was completely satisfactory, were of the view that given his background and experience and contributions made by him during his tenure, the association of Shri Sanjay Asher would be beneficial to the Company and it is desirable to re-appoint Shri Sanjay Asher as an Independent Director for another term of three (3) consecutive years with effect from 28th June, 2022.

Shri Sanjay Asher has consented to act as director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of and he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board of Directors of the Company, Shri Sanjay Asher fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment of Shri Sanjay Asher setting out the terms and conditions of his re-appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

Shri Sanjay Asher does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors and Key Managerial Personnel of the Company except Shri Sanjay Asher or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out under Item No 3.

The Board recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Item No. 4

Ms. Purvi Sheth (DIN: 06449636) is an Independent Director of the Company. She is also the member of Nomination and Remuneration Committee of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Purvi Sheth was appointed as an Independent Director at the 48th Annual General Meeting of the Company held on 28th June, 2019 for a term of three (3) consecutive years. Accordingly, the first term of Ms. Purvi Sheth as an Independent Director is upto 27th June, 2022.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years and may be re-appointed for another term upto five (5) consecutive years, with the approval Members of the Company by way of Special Resolution. Further, pursuant to Regulation 25(2A) of Listing Regulations, appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

The Board of Directors at its meeting held on 4th May, 2022, upon recommendation of Nomination and Remuneration Committee, and based on evaluation of performance of Ms. Purvi Sheth, which was completely satisfactory, were of the view that given her background and experience and contributions made by her during her tenure, the association of Ms. Purvi Sheth would be beneficial to the Company and it is desirable to re-appoint Ms. Purvi Sheth as an Independent Director for another term of three (3) consecutive years with effect from 28th June, 2022.

Ms. Purvi Sheth has consented to act as director of the Company and has provided a declaration that she is not disqualified to be appointed as a Director of and she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board of Directors of the Company, Ms. Purvi Sheth fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment of Ms. Purvi Sheth setting out the terms and conditions of her re-appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

Ms. Purvi Sheth does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors and Key Managerial Personnel of the Company except Ms. Purvi Sheth or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out under Item No. 4.

The Board recommend the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Item No.5

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 4th May, 2022 considered the appointment of Shri Punit Lalbhai (DIN : 005125502) as an Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Shri Lalbhai, the Board was of the opinion that the association of Shri Punit Lalbhai would be beneficial to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Shri Punit Lalbhai as an Independent Director for a term of three (3) consecutive years with effect from 8th August, 2022.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

Shri Punit Lalbhai has consented to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

The Company has received a declaration from Shri Punit Lalbhai to the effect that he meets the criteria of independence as provided in Section 149(6) of the the Act and Rules framed thereunder and Regulation 16(1)(b) of theListing Regulations. As required under Regulation 25(8) of Listing Regulations, Shri Punit Lalbhai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Shri Punit Lalbhai fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Punit Lalbhai does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Shri Punit Lalbhai setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this Special Resolution set out under Item No. 5.

The Board recommend the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Item No.6

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 4th May, 2022 considered the appointment of Shri Vipul Shah (DIN: 00174680) as an Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Shri Vipul Shah, the Board was of the opinion that the association of Shri Vipul Shah would be beneficial to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Shri Vipul Shah as an Independent Director for a term of three (3) consecutive years with effect from 8th August, 2022.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

Shri Vipul Shah has consented to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

The Company has received a declaration from Shri Vipul Shah to the effect that he meets the criteria of independence as provided in Section 149(6) of the the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, Shri Vipul Shah has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Shri Vipul Shah fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Vipul Shah does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Shri Vipul Shah setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this Special Resolution set out under Item No. 6.

The Board recommend the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members of the Company.



Item No.7

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 4th May, 2022 considered the appointment of Shri Prakash Samudra (DIN: 00062355) as an Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Shri Prakash Samudra, the Board was of the opinion that the association of Shri Prakash Samudra would be beneficial to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Shri Prakash Samudra as an Independent Director for a term of three (3) consecutive years with effect from 8th August, 2022.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment, re-appointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

Shri Prakash Samudra has consented to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

The Company has received a declaration from Shri Prakash Samudra to the effect that he meets the criteria of independence as provided in Section 149(6) the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, Shri Prakash Samudra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Shri Prakash Samudra fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Prakash Samudra does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Shri Prakash Samudra setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this Special Resolution set out under Item No. 7.

The Board recommend the Special Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members of the Company.

All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts shall, subject to Covid-19 related restrictions, be open for inspection by the Members at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days except Saturdays, Sundays and national holidays, until the end of the voting period and inspection of the said documents is also available electronically.

Date: 4th May, 2022

Place: Vadodara

DEEPAK NITRITE LIMITED

Regd. Office:

Aaditya-I, Chhani Road,

Vadodara-390024,Gujarat

Phone: +91-265-2765200;

Fax: +91-265-2765344

Email:investor@godeepak.com

Website: www.godeepak.com;

CIN: L24110GJ1970PLC001735

By order of the Board of Directors

For **DEEPAK NITRITE LIMITED**

Sd/-

ARVIND BAJPAI

Company Secretary

Membership No.: F6713

Annexure – I to the Notice

Details of the Directors seeking appointment / re-appointment:

Name of Director	Shri Sanjay Upadhyay	
DIN	01776546	
Date of Birth	20 th July, 1961	
Age	60 Years	
Brief Resume covering Expertise in specific functional areas and Experience	Shri Sanjay Upadhyay is an Associate Member of The Institute of Cost & Management Accountants of India. He is also a Fellow Member of The Institute of Company Secretaries of India. He has completed an Advanced Management Programme from Wharton, USA. He has vast experience in the areas of Finance, Accounts, Commercial and Secretarial Functions. He is associated with the Company since 1994. During the span of his career, he has held important positions in the Company prior to his joining the Board, as Director (Finance) & CFO in the year 2017.	
Qualifications	Associate Member of the Institute of Cost & Management Accountants of India and Fellow Member of the Institute of Company Secretaries of India. Advanced Management Programme from Wharton, USA.	
Directorships held in Companies	Listed Companies Deepak Nitrite Limited Unlisted Companies Deepak Phenolics Limited Deepak Chem Tech Limited (Formerly known as Deepak Clean Tech Limited) Deepak Novochem Technologies Limited	
Membership / Chairmanship of Committees of Public Companies	Deepak Nitrite Limited Risk Management Committee- Member Corporate Social Responsibility Committee- Member Stakeholders' Relationship & Investors Grievances Committee- Member Deepak Novochem Technologies Limited Audit Committee-Chairman Nomination and Remuneration Committee- Chairman Corporate Social Responsibility Committee- Member Deepak Phenolics Limited Nomination and Remuneration Committee-Member Audit Committee-Member Corporate Social Responsibility Committee- Member Project Committee- Member	
Shareholdings in the Company	Nil	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.	
Remuneration received from the Company in the Financial Year 2021-22.	Fixed pay: ₹ 336.88 Lakhs (excluding leave encashment, as per policy of the Company) Variable pay: ₹ 52.71 Lakhs (for the financial year 2020-21 paid in the financial year 2021-22) Total: ₹ 389.59 Lakhs	
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per Explanatory Statement to Item No. 1.	
Date of first appointment on the Board	28 th April, 2017	
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	No. of Board Meetings held 5	No. of Board Meetings attended 5

Name of Director	Shri Meghav Mehta
DIN	05229853
Date of Birth	24 th September, 1986
Age	35 Years
Brief Resume covering Expertise in specific functional areas and Experience	Shri Meghav Mehta is a Mechanical Engineer from the Rochester Institute of Technology (New York, USA) with a specialization in Material Science Technology and Alternative Energy. He joined Deepak Group in 2009, where he successfully initiated and completed multi-million dollar EPCm projects. Shri Meghav Mehta is Executive Director at Deepak Phenolics Limited, a wholly owned subsidiary of the Company, since 2nd May, 2019. He has spearheaded multiple digital transformation initiatives in Deepak Group. Shri Meghav Mehta is an adventure sports enthusiast and a certified deep sea diver.
Qualifications	Mechanical Engineer from the Rochester Institute of Technology (New York, USA) with a specialization in Material Science Technology and Alternative Energy.
Directorships held in Companies	Listed Companies Deepak Nitrite Limited – Additional Director Unlisted Companies Deepak Phenolics Limited Deepak Chem Tech Limited (Formerly known as Deepak Clean Tech Limited) Voidcoin Software Private Limited
Membership / Chairmanship of Committees of Public Companies	Deepak Phenolics Limited Project Committee-Member Risk Management Committee-Member
Shareholdings in the Company	47,290 Equity Shares
Disclosure of relationships between directors inter-se.	Shri Meghav Mehta is Son of Shri Deepak C. Mehta, Brother of Shri Maulik Mehta and Nephew of Shri Ajay Mehta.
Remuneration received from the Company in the Financial Year 2021-22.	NA
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	Liable to retire by rotation. Sittings fees as per Companies Act and profit related commission within the limits stipulated under Section 197 of the Act, as may be decided by the Board from time to time.
Date of first appointment on the Board	4 th May, 2022
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	NA

Name of Director	Shri Sanjay Asher
DIN	00008221
Date of Birth	26 th November, 1963
Age	58 Years
Brief Resume covering Expertise in specific functional areas and Experience	Shri Sanjay Asher has a Bachelor's degree in Commerce and a Bachelor's degree in Law from the University of Bombay. He has been a practising Advocate since 1991 and was admitted as a Solicitor in 1993. He is also a qualified Chartered Accountant. He has over thirty years of experience in the field of law and corporate matters. He is presently a Senior Partner with Crawford Bayley & Co., established in 1830. He specialises in the fields of corporate law and commercial law, cross-border mergers and acquisitions, joint ventures, mergers and acquisitions and capitals markets.
Qualifications	Bachelor's Degree in Commerce and in Law from the University of Bombay. He is also a qualified Chartered Accountant and a Solicitor
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A. Shri Sanjay Asher meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Corporate Governance, Administration, Financial and Management Skills, Legal Expertise, Decision making Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.
Directorships held in Companies	Listed Companies Deepak Nitrite Limited Ashok Leyland Limited Indusind Bank Limited Sonata Software Limited Sudarshan Chemical Industries Limited Meghmani Finechem Limited Tribhovandas Bhimji Zaveri Limited Unlisted Companies Deepak Phenolics Limited Vectus Industries Limited Arch Protection Chemicals Private Limited Kinenco Kaman Composites-India Private Limited Lonza India Private Limited Organogami Consultants Private Limited Orbit Electricals Private Limited Siporex India Private Limited
Membership / Chairmanship of Committees of Public Companies	Deepak Nitrite Limited Audit Committee- Member Stakeholder's Relationship & Investors Grievance Committee-Member Project Committee-Member Ashok Leyland Limited Audit Committee- Chairman Stakeholder's Relationship Committee-Chairman Risk Management Committee-Member Corporate Social Responsibility -Member Sonata Software Limited Audit Committee-Member Nomination and Remuneration Committee-Chairman

	Sudarshan Chemical Industries Limited Audit Committee-Member Stakeholders Relationship Committee-Chairman Nomination and Remuneration Committee-Member Tribhovandas Bhimji Zaveri Limited Nomination and Remuneration Committee-Member Meghmani Finechem Limited Nomination and Remuneration Committee-Member Deepak Phenolics Limited Nomination and Remuneration Committee-Chairman Indusind Bank Limited Audit Committee- Member Compensation and Nomination and Remuneration Committee-Member Corporate Social Responsibility Committee-Member Vectus industries Limited Audit Committee-Chairman Stakeholders Relationship Committee- Chairman Nomination and Remuneration Committee-Chairman	
Names of listed entities from where resigned as a Director, in past three years	Repro India Limited India Pesticides Limited Finolex Cables Limited Finolex Industries Limited Balkrishna Industries Limited	
Shareholdings in the Company	Nil	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company	
Remuneration received from the Company in the Financial Year 2021-22.	Sitting Fees - ₹ 3 Lakhs Commission - ₹ 15 Lakhs (for the financial year 2020-21 paid in the financial year 2021-22) Total - ₹ 18.00 Lakhs	
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company	
Date of first appointment on the Board	3 rd May, 2019	
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	No. of Board Meetings held 5	No. of Board Meetings attended 5

Name of Director	Ms. Purvi Sheth	
DIN	06449636	
Date of Birth	31 st May, 1972	
Age	49 Years	
Brief Resume covering Expertise in specific functional areas and Experience	Ms. Purvi Sheth is B.A., Economics & Political Science from St. Xavier's College, Mumbai University and a CPD Holder in Business Strategy & Leadership from Wharton Business School, USA. As CEO of Shilputsi Consultants, Ms. Purvi Sheth is an expert consultant and advisor to some of the most prestigious Indian and multinational companies, boards and CEOs. Her offering have proven value in business growth , leadership development, executing complex strategic engagements and repeatedly contributing to intellectual capital & organisational enhancement. She helps organisations create business opportunities and competitive advantage via Strategic HR & talent management. Effective in boosting and impacting business performance and productivity, Ms. Purvi Sheth has successfully elevated several businesses through advanced leadership processes and their implementation. She has the superlative ability to translate solutions into practical and profitable application. A Skilled presenter, communicator and trainer, she has had great success impacting organizational & leadership performance.	
Qualifications	Bachelor's Degree in Arts, Economics & Political Science from St. Xavier's College, Mumbai University and obtained a CPD Business Strategy & Leadership Management from Wharton Business School, USA.	
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A. Ms. Purvi Sheth meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use her knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Corporate Governance, Administration, Decision making Skills, Communication Skills, Leadership Skills.	
Directorships held in Companies	Listed Companies Deepak Nitrite Limited Unlisted Companies Imagine Marketing Limited Nirigyan Information Consulting and Services Private Limited Lastaki Advisors Private Limited	
Membership / Chairmanship of Committees of Public Companies	Deepak Nitrite Limited Nomination and Remuneration Committee-Member	
Names of listed entities from where resigned as a Director, in past three years	Nil	
Shareholdings in the Company	Nil	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.	
Remuneration received from the Company in the Financial Year 2021-22.	Sitting Fees : ₹ 2.10 Lakhs Commission : ₹ 15 Lakhs (for the financial year 2020-21 paid in the financial year 2021-22) Total : ₹ 17.10 Lakhs	
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.	
Date of first appointment on the Board	3 rd May, 2019	
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	No. of Board Meetings 5	Board Meetings Attended 5

Name of Director	Shri Punit Lalbhai
DIN	05125502
Date of Birth	12 th March, 1982
Age	40 Years
Brief Resume covering Expertise in specific functional areas and Experience	Shri Punit Lalbhai holds Bachelors' degree from University of California, Davis in conservation biology; a masters in Environmental Science from Yale University, USA and an MBA from INSEAD, France. Shri Punit Lalbhai is an Executive Director at Arvind Ltd – the flagship company of \$2 billion Lalbhai group. He looks after the group's interests in manufacturing businesses which include textiles, advanced materials, environmental solutions and heavy engineering. He also leads sustainability, innovation and corporate social responsibility at Arvind Limited. Shri Lalbhai is passionate about aligning business and sustainability goals. He is involved with projects that involve working with approximately 90,000 farmers to grow cotton sustainably (Arvind's main raw material). He is deeply involved with Arvind's leading work on circularity, recycling and carbon mitigation. Shri Punit has been a practitioner of Heartfulness Meditation since 1998 and has been a volunteer trainer for the practice since 2012.
Qualifications	Bachelors' degree from University of California, Davis in conservation biology; a Masters in Environmental Science from Yale University; and an MBA from INSEAD.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A. Shri Punit Lalbhai meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.
Directorships held in Companies	Listed Companies Arvind Limited The Anup Engineering Limited Arvind Fashions Limited Unlisted Companies Arvind PD Composites Private Limited Arvind OG Nonwovens Private Limited Arvind Smart Textiles Limited Arvind Polser Engineered Composite Panels Private Limited Arvind Envisol Limited Confederation of Indian Textile Industry AIC-LMCP Foundation Heartfulness Institute
Membership / Chairmanship of Committees of Public Companies	Arvind Limited Corporate Social Responsibility Committee- Member Environment, Sustainability and Governance Committee- Member The Anup Engineering Limited Nomination and Remuneration Committee- Member Stakeholder's Relationship Committee-Chairman Corporate Social Responsibility Committee-Chairman

Names of listed entities from where resigned as a Director, in past three years	Nil
Shareholdings in the Company	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the Financial Year 2021-22.	NA
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.
Date of first appointment on the Board	8 th August, 2022
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	NA

Name of Director	Shri Vipul Shah
DIN	00174680
Date of Birth	20 th October, 1959
Age	62 Years
Brief Resume covering Expertise in specific functional areas and Experience	Shri Vipul holds a Bachelor of Science degree in chemical engineering and a Master of Science degree in polymer science from the University of Texas, Austin, United States. Shri Vipul Shah is the Chief Operating Officer, Petrochemicals at Reliance Industries Limited. located at Mumbai, India. Shri Vipul began his career with Reliance Industries Limited in India in 1986 and joined Dow in 1988. He was named country manager for the Indian sub-subcontinent in 1992. In his 27 years with Dow, Shri Vipul has led various leadership positions across the globe. From being a marketing director of Pacific region, Director Commercial in Europe and Pacific, MD and CEO of Dow Chemical International Private Limited. In 2007, Shri Vipul moved to United States as business Vice President for the Chloro-Vinyl. In 2010, he returned to the region in Singapore as President, South-East Asia and India. In 2011, he returned to India as president, CEO and chairman of Dow India and under his leadership Dow India for the first time crossed the 1 Billion mark. Shri Vipul took his second stint in Reliance Industries Limited in 2015 as COO of Petrochemicals. He has been instrumental in transforming Reliance Petrochemical's business model and thereby bringing brand Reliance amongst top Petrochemical companies in the world. Shri Vipul is driving the Petrochemicals segment towards a B2B2C solutions model by focusing on customer-oriented products and solutions. He has initiated number of strategic initiatives in the segment to leverage digital platforms, entering into advanced materials & composites and enabling circular business models to further accelerate segment's growth. Under his leadership, Petrochemicals segment has outpaced sales growth compared to its competitors, while maintaining record EBITDA levels. Shri Vipul has also served as chairperson of the management committee for the chlorine chemistry division of the American Chemistry Council (ACC).
Qualifications	Bachelor of Science degree in chemical engineering and a Master of Science degree in polymer science from the University of Texas, Austin, United States.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A. Shri Vipul Shah meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.
Directorships held in Companies	Nil
Membership / Chairmanship of Committees of Public Companies	Nil
Names of listed entities from where resigned as a Director, in past three years	Nil
Shareholdings in the Company	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the Financial Year 2021-22.	NA
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.

Date of first appointment on the Board	8 th August, 2022
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	NA

Name of Director	Shri Prakash Samudra
DIN	00062355
Date of Birth	5 th July, 1951
Age	70 Years
Brief Resume covering Expertise in specific functional areas and Experience	Shri Prakash Dinkar Samudra studied chemical engineering at the Indian Institute of Technology (IIT), Bombay and graduated in 1973. From 1973 until 1981, Shri Samudra worked in Larsen & Toubro Ltd., Mumbai. In 1981, he joined ThyssenKrupp Industrial Solution Group, formally known as UHDE India Ltd. While with ThyssenKrupp Industrial Solutions - Process Technologies, Shri Samudra was responsible for the acquisition and project implementation including planning, Procurement and Construction of several EPC-LSTK /EPCM projects in the field of Petrochemicals, Caustic Soda/Chlorine, Polymers, Fertilizers, Oil Refinery, Organic and Inorganic Chemicals, Cryogenic Tank Systems in India and Middle East region, and was instrumental in substantial growth of the business. Since 1998, he has been on the Executive Board of ThyssenKrupp Industrial Solutions (India). In July 2014, he was appointed as the Managing Director and CEO of the ThyssenKrupp Industrial Solutions. He superannuated from ThyssenKrupp Industrial Solutions in June 2021. Shri Samudra had been the Chairman of various leading industry associations such as the Indian Institute of Chemical Engineers (IChE, Mumbai Regional Center) for 3 years from 2005-08, and the Process Plant & Machinery Association of India (PPMAI) for 2 years from 2003-05.
Qualifications	Chemical Engineering from Indian Institute of Technology (IIT) Bombay.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A. Shri Prakash Samudra meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.
Directorships held in Companies	Nil
Membership / Chairmanship of Committees of Public Companies	Nil
Names of listed entities from where resigned as a Director, in past three years	Nil
Shareholdings in the Company	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the Financial Year 2021-22.	NA
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.
Date of first appointment on the Board	8 th August, 2022
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	NA

The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business, which are as under:

A. Industry Knowledge:
- Knowledge of Company's Business.
- Policies and Culture.
- Major Risks/Threats and Potential Opportunities.
- Knowledge of the Industry in which Company operates.
B. Behavioural Competencies / Personal Attributes:
- Behavioural skills, attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
C. Strategic Expertise:
- Business Strategy
- Sales & Marketing
- Corporate Governance
- Forex Management
- Administration
- Decision Making
D. Technical Skills:
- Financial and Management Skills
- Legal Expertise
- Technical / Professional skills and specialized knowledge
E. Other Skills:
- Decision making Skills
- Communication Skills
- Leadership Skills
- Stakeholder Relations
- Risk Management Skills