

Notice

NOTICE is hereby given that the Forty Eighth Annual General Meeting of Members of DEEPAK NITRITE LIMITED will be held at Grand Mercure Vadodara Surya Palace, Opposite Parsi Agiyari, Sayajigunj, Vadodara – 390 020 on **Friday, June 28, 2019 at 10:30 a.m.** to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the Standalone and Consolidated Audited Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Changes in Equity for the Financial Year ended March 31, 2019, together with the Directors' Report and the Auditor's Report thereon.
- 2) To consider declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2019.
- 3) To appoint a Director in place of Shri Sanjay Upadhyay (DIN: 01776546), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

4) **Re-appointment of Shri Deepak C. Mehta (DIN: 00028377) as Chairman & Managing Director 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 (“the Act”) 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 Shri Deepak C. Mehta (DIN: 00028377) as Chairman & Managing Director of the Company, for further period of five (5) years with effect from December 14, 2018, 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 in accordance with the provisions of the Act including remuneration within the overall limits prescribed under Section 197 read with Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during the tenure of Shri Deepak C. Mehta, the Company incurs a loss or its profit are inadequate, the Company shall continue to pay to Shri Deepak C. Mehta, 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 condition 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 Shri Deepak C. Mehta as Chairman and Managing Director of the Company as mentioned above.”

5) **Re-appointment of Shri Sudhin Choksey (DIN: 00036085) as an Independent Director of the Company for a second term of 3 consecutive years.**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, 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 those contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Sudhin Choksey (DIN: 00036085), Independent Non-Executive 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 Non-Executive Director of the Company to hold office for a second term of three (3) consecutive years with effect from August 8, 2019 till August 7, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

6) Re-appointment of Shri Sudhir Mankad (DIN: 00086077) as an Independent Director of the Company for a second term of 3 consecutive years.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, 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(1A) and other applicable of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sudhir Mankad (DIN: 00086077), Independent Non-Executive 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 Non-Executive Director of the Company to hold office for a second term of three (3) consecutive years with effect from August 8, 2019 till August 7, 2022 as well as to continue to hold the position of Independent Non-Executive Director beyond the age of seventy five (75) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

7) Re-appointment of Shri Sandesh Kumar Anand (DIN: 00001792) as an Independent Director of the Company for a second term of 3 consecutive years.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions, if any, 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(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), 2015, (“Listing Regulations”) as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sandesh Kumar Anand (DIN: 00001792), Independent Non-Executive 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 Non-Executive Director of the Company to hold office for a second term of three (3) consecutive years with effect from August 8, 2019 till August 7, 2022 as well as to continue to hold the position of Independent Non-Executive Director beyond the age of seventy five (75) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

8) Re-appointment of Dr. Swaminathan Sivaram (DIN: 00009900) as an Independent Director of the Company for a second term of 3 consecutive years.

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, if any, 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(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Swaminathan Sivaram (DIN: 00009900), Independent Non-Executive 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 Non-Executive Director of the Company to hold office for a second term of three (3) consecutive years with effect from August 8, 2019 till August 7, 2022 as well as to continue to hold the position of Independent Non-Executive Director beyond the age of seventy five (75) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

9) Re-appointment of Dr. Richard H. Rupp (DIN: 02205790) as an Independent Director of the Company for a second term of 3 consecutive years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, 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 those contained in 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), Dr. Richard H. Rupp (DIN: 02205790), Independent Non-Executive 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 Non-Executive Director of the Company to hold office for a second term of three (3) consecutive years with effect from August 8, 2019 till August 7, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

10) Appointment of Shri Sanjay Asher (DIN: 00008221) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the 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), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from May 3, 2019 in terms of Section 161 (1) of the Act and Articles of Association of the Company and 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 Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of three (3) consecutive years upto June 27, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

11) Appointment of Smt. Purvi Sheth (DIN: 06449636) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the 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), Smt. Purvi Sheth (DIN: 06449636), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from May 3, 2019 in terms of Section 161 (1) of the Act and Articles of Association of the Company and 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 in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of three (3) consecutive years upto June 27, 2022

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution.”

12) Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members at the 44th Annual General Meeting of the Company held on August 7, 2015 and pursuant to the second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 (“the Act”) as amended vide Companies (Amendment) Act, 2017 effective from September 12, 2018 and

all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded for payment of managerial remuneration for the Financial Year 2019-20 and all subsequent Financial Years, in excess of the limits prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act as under:

- (a) exceeding five per cent (5%) of net profits of the Company calculated in accordance with Section 198 of the Act ("Net Profits") to any one Managing Director or Whole Time Director or Manager;
- (b) where there is more than one Managing Director or Whole Time Director, exceeding ten per cent (10%) of the Net Profits of the Company to all such Directors and Manager; and
- (c) exceeding one percent (1%) of Net Profits of the Company to all Directors who are neither Managing Director nor Whole Time Director of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole-time Director, in respect of any Financial Year shall not exceed eleven per cent (11%) of the net profits of the Company for that Financial Year computed in the manner laid down in Section 198 of the Act except as may be authorized by the Company in general meeting, subject to the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 this Resolution."

13) Payment of remuneration to Non- Executive Directors.

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 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) and the applicable provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Non-Executive Directors of the Company (i.e. Directors other than Managing Director(s) and/or the Whole-time Director), be paid remuneration by way of commission, in addition to the sitting fees and re-imbursment of expenses for attending the meetings of the Board of Directors or Committees

thereof, every year for a period of five (5) years with effect from April 1, 2019, as the Board of Directors may from time to time determine, on the net profits of the Company for each Financial Year, computed in the manner laid down in Section 198 of the Companies Act, 2013, in accordance with the provisions of the Act and/or approval of Members, to be divided amongst them in such manner as the Board may, from time to time, determine.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 this Resolution."

14) Payment of remuneration to Executive Directors who are Promoters or members of Promoter Group.

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under:

- (a) annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding ₹ 5 Crores or 2.5 per cent of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or
- (b) aggregate annual remuneration to Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent of the Net Profit.

RESOLVED FURTHER THAT the approval herein granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commenced from April 1, 2019 and for subsequent years till the expiry of respective term of such Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 above Resolution."

15) Ratification of remuneration of the Cost Auditor for the Financial Year 2019-20.

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 payable to M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020 amounting to ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus applicable tax, travelling and other out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and approved.”

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: FCS-6713

Address: A/2/202, Labh Exotica,

Nr. Pratham Vatika, Gotri,

Vadodara - 390 021

Place: Vadodara

Date : May 3, 2019

Registered Office:

Aaditya-I, Chhani Road

Vadodara – 390 024, Gujarat

Tel: +91-265-2765200, 396 0200

Fax: +91-265-2765344

Email: investor@godeepak.com

Website: www.godeepak.com

CIN: L24110GJ1970PLC001735

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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 48TH 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.

3. 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.

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

5. 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 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.godeepak.com for download.

6. The Register of Members of the Company will be closed from Friday, June 21, 2019 to Friday, June 28, 2019 (both days inclusive).

7. The dividend as recommended by the Board of Directors, if approved at the Meeting, will be paid within statutory time limit of 30 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 June 21, 2019.

(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 June 21, 2019.

8. 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.

9. 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.
10. 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.
11. 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.
12. 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 2011-12 is due for transfer to the said Fund in August, 2019. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2011-12 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 to be 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.

13. The Notice of the Annual General Meeting along with the Annual Report for the Financial Year 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories 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.

14. 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.
15. 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.
16. The information on Directors seeking appointment/re-appointment/variation in terms of appointment at the Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard 2 on General Meetings is provided in Annexure - I to this Notice.
17. 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.

18. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, June 21, 2019 ("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.
19. 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, June 25, 2019 (9:00 a.m.)** and will end on **Thursday, June 27, 2019 (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.
20. 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.
21. 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.
22. 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.
23. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.
24. The Company has appointed Shri 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

The instructions for shareholders voting electronically are as under:

- i. The Members should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.

- iii. Now Enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Address Sticker.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Depository Participate or Company, please enter the Member ID/ Folio Number in the Dividend Bank Details filed as mentioned in instruction (iii).

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 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” on which you choose to vote.
 - ix. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xi. After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xii. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
 - xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xiv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xv. Shareholders can also cast their vote using Mobile app - “m - Voting”. 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 emailed 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 June 25, 2019 (9:00 a.m.) till June 27, 2019 (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 of the Cut-off Date i.e. June 21, 2019, 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 along with the Report of the Scrutinizer shall be placed on the website of the Company www.godeepak.com and on the website of CDSL immediately after the declaration of result by the Chairman 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.: 4

The Board of Directors of the Company at their meeting held on October 26, 2018 approved the re-appointment of Shri Deepak C. Mehta as the Chairman & Managing Director of the Company for further period from December 14, 2018 to December 13, 2023, subject to approval of Members of the Company, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

The Nomination and Remuneration Committee, at their meeting held on May 3, 2019, reviewed the remuneration payable to Shri Deepak C. Mehta as the Chairman & Managing Director of the Company and recommended the revision in remuneration payable to Shri Deepak C. Mehta effective from April 1, 2019.

The terms of appointment including remuneration of Shri Deepak C. Mehta as the Chairman & Managing Director, as recommended by the Nomination and Remuneration Committee are as under:

(A) Salary and Perquisites

Shri Deepak C. Mehta shall be paid fixed amount of ₹ 323 Lakhs (Rupees Three Hundred Twenty Three Lakhs only) per annum, with effect from December 14, 2018 till March 31, 2019, proportionately and ₹ 650 Lakhs (Rupees Six Hundred Fifty Lakhs only) per annum from April 1, 2019, by way of salary, house rent allowance, other allowances, and retirement benefits including but not limited to Company's contribution to provident fund, superannuation fund or annuity fund, gratuity or such remuneration as may be determined by the Board or Committee thereof from time to time.

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

- 1) Rent free furnished residential accommodation in lieu of House Rent Allowance as may be agreed between the Company and Shri Deepak C. Mehta.
 - 2) Re-imbursement of gas, electricity, water charges and furnishings.
 - 3) Re-imbursement of medical expenses incurred for self and members of his family, as per rules of the Company.
 - 4) Leave travel concession for self and members of his family, as per rules of the Company.
 - 5) Fees of clubs subject to maximum of two clubs.
 - 6) Medical insurance, as per rules of the Company.
 - 7) Personal Accident Insurance, as per rules of the Company.
 - 8) Provision of car and telephone at residence.
- (C) In addition to the remuneration as stated in (A) above, Shri Deepak C. Mehta shall also be paid a Commission, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of Directors,

subject to and in accordance with the provisions of Section 197 and other relevant provisions of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof, for the time being in force).

- (D) The aggregate remuneration inclusive of Salary, Commission, Perquisites, Allowances and other benefits payable to Shri Deepak C. Mehta, shall always be subject to and in accordance with the provisions of Section 197 read with Schedule V of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).
- (E) The aforesaid remuneration payable to Shri Deepak C. Mehta shall be reviewed by the Board after close of each Financial Year, and based on the Profits made by the Company in that Financial Year, Shri Deepak C. Mehta shall be paid such enhanced remuneration as the Board may decide subject to and in accordance with the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).
- (F) Shri Deepak C. Mehta shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.
- (G) Shri Deepak C. Mehta as the Chairman & Managing Director, shall perform such duties and exercise such powers bestowed on him from time to time by the Board of Directors of the Company.
- (H) Shri Deepak C. Mehta shall not be liable to retire by rotation as a Director of the Company.

The details of Shri Deepak C. Mehta 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 Deepak C. Mehta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Sub-Section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Shri Deepak C. Mehta is open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Deepak C. Mehta and his relatives Shri Ajay C. Mehta and Shri Maulik Mehta are interested in the Ordinary Resolution set out at Item No. 4 of the Notice, which pertains to the re-appointment and remuneration payable to Shri Deepak C. Mehta.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any

way, concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO.: 5

Shri Sudhin Choksey (DIN: 00036085) is an Independent Non-Executive Director of the Company. He is also the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee of the Board of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 (“the Act”) and Clause 49 of erstwhile Listing Agreement, Shri Sudhin Choksey was appointed as an Independent Director at the 43rd Annual General Meeting of the Company held on August 8, 2014 for a term of five (5) consecutive years upto August 7, 2019.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years on the Board of a Company 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.

In the opinion of the Board of Directors of the Company, Shri Sudhin Choksey fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management.

The Board of Directors at its meeting held on May 3, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Shri Sudhin Choksey would be beneficial to the Company and it is desirable to re-appoint Shri Sudhin Choksey as an Independent Director for another term of three (3) consecutive years with effect from August 8, 2019.

Copy of the draft letter of appointment of Shri Sudhin Choksey setting out the terms and conditions of appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The details of Shri Sudhin Choksey 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 Sudhin Choksey does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Shri Sudhin Choksey has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Sudhin Choksey are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

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

ITEM NO.: 6

Shri Sudhir Mankad (DIN: 00086077) is an Independent Non-Executive Director of the Company. He is also the Chairman of the Nomination & Remuneration Committee and member of the Audit Committee and Corporate Social Responsibility Committee of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 (“the Act”) and Clause 49 of erstwhile Listing Agreement, Shri Sudhir Mankad was appointed as an Independent Director at the 43rd Annual General Meeting of the Company held on August 8, 2014 for a term of five (5) consecutive years upto August 7, 2019.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years on the Board of a Company 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.

In the opinion of the Board of Directors of the Company, Shri Sudhir Mankad fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management.

The Board of Directors at its meeting held on May 3, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Shri Sudhir Mankad would be beneficial to the Company and it is desirable to re-appoint Shri Sudhir Mankad as an Independent Director for another term of three (3) consecutive years with effect from August 8, 2019.

Further, as per requirement of Regulation 17(1A) of the Listing Regulations, which are effective from April 1, 2019, a person who has attained the age of 75 years, can continue the directorship in a company with the approval of Members by way of Special Resolution. Since Shri Sudhir Mankad is approaching the age of 72 years and in order to continue his directorship upon his attaining the age of 75 years, during the second term of his appointment, the Board also recommends the continuation of directorship of Shri Sudhir Mankad beyond the age of 75 years, for approval by the Members of the Company.

Copy of the draft letter of appointment of Shri Sudhir Mankad setting out the terms and conditions of appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The details of Shri Sudhir Mankad 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 Sudhir Mankad does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Shri Sudhir Mankad has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

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

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

ITEM NO.: 7

Shri Sandesh Kumar Anand (DIN: 00001792) is an Independent Non-Executive Director of the Company. He is also a member of the Audit Committee and Stakeholders' Relationship & Investors Grievance Committee of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 ("the Act") and Clause 49 of erstwhile Listing Agreement, Shri Sandesh Kumar Anand was appointed as an Independent Director at the 43rd Annual General Meeting of the Company held on August 8, 2014 for a consecutive term of five (5) consecutive years upto August 7, 2019.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years on the Board of a Company 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.

The Board of Directors at its meeting held on May 3, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Shri Sandesh Kumar Anand would be beneficial to the Company and it is desirable to re-appoint Shri Sandesh Kumar Anand as an Independent Director for another term of three (3) consecutive years with effect from August 8, 2019.

Shri Sandesh Kumar Anand does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Shri Anand has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board of Directors of the Company, Shri Sandesh Kumar Anand fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is independent of the management.

Further, as per requirement of Regulation 17(1A) of the Listing Regulations, which are effective from April 1, 2019, a person who

has attained the age of 75 years, can be appointed or continue the directorship in a company with the approval of Members by way of Special Resolution. Since Shri Sandesh Kumar Anand has attained the age of 75 years, the Board also recommends the approval for the appointment of Shri Sandesh Kumar Anand, who has attained the age of 75 years, by the Members of the Company.

Copy of the draft letter of appointment of Shri Sandesh Kumar Anand setting out the terms and conditions of appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The details of Shri Sandesh Kumar Anand 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 or Key Managerial Personnel of the Company or their relatives except Shri Sandesh Kumar Anand are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

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

ITEM NO.: 8

Dr. Swaminathan Sivaram (DIN: 00009900) is an Independent Non-Executive Director of the Company. He is also a member of the Corporate Social Responsibility Committee and Risk Management Committee of the Board of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 ("the Act") and Clause 49 of erstwhile Listing Agreement, Dr. Swaminathan Sivaram was appointed as an Independent Director at the 43rd Annual General Meeting of the Company held on August 8, 2014 for a term of five (5) consecutive years upto August 7, 2019.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years on the Board of a Company 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.

The Board of Directors at its meeting held on May 3, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Dr. Swaminathan Sivaram would be beneficial to the Company and it is desirable to re-appoint Dr. Swaminathan Sivaram as an Independent Director for another term of three (3) consecutive years with effect from August 8, 2019.

Dr. Sivaram does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Dr. Sivaram has given a declaration that 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, Dr. Swaminathan Sivaram fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Further, as per requirement of Regulation 17(1A) of the Listing Regulations, which are effective from April 1, 2019, a person who has attained the age of 75 years, can continue the directorship in a company with the approval of Members by way of Special Resolution. Since Dr. Swaminathan Sivaram is approaching the age of 72 years and in order to continue his directorship upon his attaining the age of 75 years, during the second term of his appointment, the Board also recommends the continuation of directorship of Dr. Swaminathan Sivaram beyond the age of 75 years, for approval by the Members of the Company.

Copy of the draft letter of appointment of Dr. Swaminathan Sivaram setting out the terms and conditions of appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The details of Dr. Swaminathan Sivaram 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 or Key Managerial Personnel of the Company or their relatives except Dr. Swaminathan Sivaram are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

ITEM NO.: 9

Dr. Richard H. Rupp (DIN: 02205790) is an Independent Non-Executive Director of the Company.

Pursuant to the requirement of Companies Act, 2013 (“the Act”) and Clause 49 of erstwhile Listing Agreement, Dr. Richard H. Rupp was appointed as an Independent Director at the 43rd Annual General Meeting of the Company held on August 8, 2014 for a term of five (5) consecutive years upto August 7, 2019.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years on the Board of a Company 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.

The Board of Directors at its meeting held on May 3, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Dr. Richard H. Rupp would be beneficial to the Company and it is desirable to re-appoint Dr. Richard H. Rupp as an Independent Director for another term of three (3) consecutive years with effect from August 8, 2019.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Dr. Rupp has given a declaration that 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, Dr. Richard H. Rupp fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Copy of the draft letter of appointment of Dr. Richard H. Rupp setting out the terms and conditions of appointment are available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

The details of Dr. Richard H. Rupp 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 or Key Managerial Personnel of the Company or their relatives except Dr. Richard H. Rupp are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

ITEM NO.: 10

Shri Sanjay Asher (DIN: 00008221) has been appointed by the Board of Directors as an Additional Director on the Board of the Company w.e.f. May 3, 2019. As per the provisions of Section 161 of the Companies Act, 2013 (“the Act”), he holds office as an Additional Director upto the ensuing Annual General Meeting of the Company.

The Company has received a notice under Section 160 of the Act together with a deposit of ₹ 1,00,000/- from a Member proposing his candidature as an Independent Non-Executive Director of the Company. In accordance with the provisions of the Act, it is proposed to appoint Shri Sanjay Asher as an Independent Non-Executive Independent Director of the Company for a term of three (3) consecutive years upto June 27, 2022.

Shri Sanjay Asher has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Shri Sanjay Asher fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Sanjay Asher as an Independent Director.

The details of Shri Sanjay Asher 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 Sanjay Asher as an Independent Director will be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Sanjay Asher are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

ITEM NO.: 11

Smt. Purvi Sheth (DIN: 06449636) has been appointed by the Board of Directors as an Additional Director on the Board of the Company w.e.f. May 3, 2019. As per the provisions of Section 161 of the Companies Act, 2013 ("the Act"), she holds office as an Additional Director upto the ensuing Annual General Meeting.

The Company has received a notice under Section 160 of the Act together with a deposit of ₹ 1,00,000/- from a Member proposing her candidature as an Independent Non-Executive Director of the Company. In accordance with the provisions of the Act, it is proposed to appoint Smt. Purvi Sheth as an Independent Non-Executive Director for a term of three (3) consecutive years upto June 27, 2022.

Smt. Purvi Sheth has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Smt. Purvi Sheth fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Smt. Purvi Sheth as an Independent Director.

The details of Smt. Purvi Sheth 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 Smt. Purvi Sheth as an Independent Director will be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Smt. Purvi Sheth are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

ITEM NO.: 12

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act") the overall managerial remuneration to Directors shall not exceed 11% of the net profits of the Company calculated in accordance with Section 198 of the Act ("Net Profit") and should be within the sub-limits as prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act.

Prior to the amendments brought in by Companies (Amendment) Act, 2017 in Section 197, the Company may, with the approval of the Members at the general meeting, pay remuneration to the Managing Director, Whole Time Director or Manager, in excess of 5% of the Net Profit for a particular financial year and where there is more than one such Directors, in excess of 10% of the Net Profit to all of them together and to the Non-Executive Directors in excess of 1% of the Net Profit of the Company. Accordingly, the Company had obtained the approval of Members of the Company by way of Ordinary Resolution at the 44th Annual General Meeting of the Company held on August 7, 2015 for payment of managerial remuneration in excess of the sub-limits prescribed under the erstwhile second proviso to Sub-Section (1) of Section 197 of the Act.

However, as per the amendments made by the Companies (Amendment) Act, 2017 in the second proviso to Sub-Section (1) of Section 197 of the Act, which were made effective from September 12, 2018, the said approval of the Members of the Company has to be obtained by way of Special Resolution.

Accordingly, approval of the Members is being sought for the Special Resolution as set out under Item No. 12 of the Notice for payment of remuneration to Directors in excess of sub-limits prescribed under the provisions of Section 197 of the Act for the Financial Year 2019-20 and subsequent years.

Further, the total managerial remuneration to all the Directors shall be within the limit of 11% of the Net Profit as prescribed under Section 197 of the Companies Act, 2013, except as may be authorized by the Company in general meeting, subject to the provisions of Schedule V to the Act.

None of the Key Managerial Personnel of the Company / their relatives, other than the Directors to the extent of remuneration which may be paid to them in accordance with the provisions of Section 197 of the Companies Act, 2013, are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 12 of the Notice for approval by the Members.

ITEM NO.: 13

The Members had, at the 43rd Annual General Meeting of the Company held on August 8, 2014, approved the payment of remuneration by way of commission to Non-Executive Directors of the Company, for a period of five (5) years commencing with Financial Year 2014-15, not exceeding 1% (one per cent) of the net profits of the Company as determined in accordance with

the provisions of Section 197, 198 of the Companies Act, 2013. Accordingly, the remuneration to the Non-Executive Directors as above can be paid till the Financial Year 2018-19.

Further, as per the provisions of Regulation 17 (6) of the Listing Regulations, all fees / compensation, payable to Non-Executive Directors shall be fixed by the Board of Directors and shall require approval of shareholders in general meeting.

In view of the above, approval of Members is being sought for payment of commission to Non-Executive Directors as set out in the Ordinary Resolution at Item No. 13 of this Notice.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fee and re-imburement of expenses payable to them for attending meetings of the Board and Committees thereof.

Save and except all the Non-Executive Directors of the Company and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 13 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 13 for approval by the Members.

ITEM NO.: 14:

As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('Listing Regulations'), inserted by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- (i) Annual remuneration payable to such executive director exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity

Further, the approval of the shareholders under the said Regulation shall be valid only till the expiry of the terms of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations from Financial Year 2019-20 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Shri Deepak C. Mehta and Shri Maulik Mehta are deemed to be concerned or interested in the Special Resolution as set out under Item No. 14 of the Notice.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 14 of the Notice.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the members.

ITEM NO.: 15

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 2019-20.

Upon recommendation of the Audit Committee, the remuneration of the Cost Auditors was fixed by the Board of Directors at ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus applicable tax and out of pocket expenses for performing the audit as mentioned above.

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. 15 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

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 Ordinary Resolution set out at Item No. 15 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 15 of the Notice for approval by the Members.

By Order of the Board of Directors

Arvind Bajpai

Company Secretary

Membership No.: FCS-6713

Address: A/2/202, Labh Exotica,

Nr. Pratham Vatika, Gotri,

Vadodara-390021

Place: Vadodara

Date : May 3, 2019

Registered Office:

Aaditya-I, Chhani Road

Vadodara – 390 024, Gujarat

Tel: +91-265-2765200, 396 020

Fax: +91-265-2765344

Email: investor@godeepak.com

Website: www.godeepak.com

CIN: L24110GJ1970PLC001735

Annexure – I

Name of the Director	Shri Deepak C. Mehta		Shri Sanjay Upadhyay	
Date of Birth	December 12, 1956		July 20, 1961	
Age	62 Years		57 Years	
Director Identification Number	00028377		01776546	
Qualifications	Bachelor of Science from University of Bombay.		Associate Member of the Institute of Cost Accountants of India and Fellow Member of the Institute of Company Secretaries of India. Advanced Management Programme from Wharton, USA.	
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As detailed in the Explanatory Statement item No-4.		As per Appointment Letter dated April 28, 2017	
Remuneration received from the Company in the F.Y. 2018-19	₹ 906.60 Lakhs		₹ 294.40 Lakhs	
Expertise in specific functional areas	Management & Leadership		Finance, Taxation & Management	
Date of first appointment on the Board	June 14, 1978		April 28, 2017	
Shareholdings in the Company as on March 31, 2019	2,12,16,331 Equity Shares		Nil	
Disclosure of relationships between directors inter-se.	Son is Shri Maulik C. Mehta and Brother of Shri Ajay C. Mehta		Not related to any of the Directors or Key Managerial Personnel of the Company.	
The number of Meetings of the Board attended during the F.Y. 2018-19	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended
	4	4	4	4
Directorship in other Companies as on March 31, 2019	Listed Companies		Listed Companies	
	Nil		Nil	
	Non- Listed Companies		Non- Listed Companies	
	Deepak Novochem Technologies Limited Deepak Phenolics Limited Lakaki Works Private Limited Forex Leafin Private Limited Pranawa Leafin Private Limited Greypoint Investments Private Limited Hardik Leafin Private Limited Sundown Finvest Private Limited Stigma Credits and Capital Private Limited Checkpoint Credit and Capital Private Limited Skyrose Finvest Private Limited Stepup Credits and Capital Private Limited Stiffen Credits and Capital Private Limited Deepak Cybit Private Limited Sofotel Infra Private Limited BAIF Institute for Sustainable Livelihoods and Development Deepak Research and Development Foundation Kawant Development Corporation		Deepak Novochem Technologies Limited Deepak Phenolics Limited	
Chairmanship/Membership of Committees of other Board	Audit Committee Deepak Phenolics Limited- Member Deepak Novochem Technologies Limited - Member Nomination & Remuneration Committee Deepak Phenolics Limited- Member Deepak Novochem Technologies Limited - Member Corporate Social Responsibility Committee Deepak Novochem Technologies Limited - Member		Audit Committee Deepak Novochem Technologies Limited - Chairman Nomination & Remuneration Committee Deepak Phenolics Limited - Member Deepak Novochem Technologies Limited - Chairman Corporate Social Responsibility Committee Deepak Novochem Technologies Limited - Member Deepak Phenolics Limited - Member	

Name of the Director	Dr. Richard H. Rupp		Shri S. K. Anand	
Date of Birth	June 27, 1947		December 10, 1942	
Age	71 Years		76 Years	
Director Identification Number	02205790		00001792	
Qualifications	Ph.D. in Chemistry from University of Karlsruhe, Germany. Executive Development from IMD at Lausanne, Switzerland.		Bachelor of Engineering (Chemical) from Delhi University and has done Petrochemical Course from I.I.P., Dehradun. Advanced Management course at the Indian Institute of Management, Ahmedabad.	
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Appointment Letter dated August 8, 2014.		As per Appointment Letter dated August 8, 2014.	
Remuneration received from the Company in the F.Y. 2018-19	Sitting Fees	₹ 1,20,000	Sitting Fees	₹ 3,60,000
	Commission	₹ 10,00,000	Commission	₹ 25,00,000
	Total	₹ 11,20,000	Total	₹ 28,60,000
Expertise in specific functional areas	Scientific, technical as well as managerial expertise. He is well-acquainted with the USA, European, Asian and Indian sub-continent markets.		Project Management, Operations, Corporate Planning, Quality Management, Health, Safety and Environment Management, Energy Management, Strategic Planning in petrochemicals.	
Date of first appointment on the Board	May 27, 2008.		November 4, 2011	
Shareholdings in the Company as on March 31, 2019	Nil		Nil	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.		Not related to any of the Directors or Key Managerial Personnel of the Company.	
The number of Meetings of the Board attended during the F.Y. 2018-19	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended
	4	2	4	4
Directorship in other Companies as on March 31, 2019	Listed Companies		Listed Companies	
	Nil		Nil	
	Non- Listed Companies		Non- Listed Companies	
Nil		Deepak Phenolics Limited Sunrise Industries (India) Limited Optimum Diagnostics and Research Private Limited		
Chairmanship/Membership of Committees of other Board	Nil		Audit Committee Deepak Phenolics Limited – Chairman Sunrise Industries (India) Limited – Chairman Corporate Social Responsibility Committee Deepak Phenolics Limited - Member Nomination & Remuneration Committee Deepak Phenolics Limited – Chairman	

Name of the Director	Shri Sudhin Choksey		Shri Sudhir Mankad	
Date of Birth	January 31, 1954		August 5, 1947	
Age	65 Years		71 Years	
Director Identification Number	00036085		00086077	
Qualifications	Fellow Member of the Institute of Chartered Accountants of India.		Master's degree in History from the University of Delhi.	
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Appointment Letter dated August 8, 2014.		As per Appointment Letter dated August 8, 2014.	
Remuneration received from the Company in the F.Y. 2018-19	Sitting Fees	₹ 2,70,000	Sitting Fees	₹ 2,85,000
	Commission	₹ 10,00,000	Commission	₹ 10,00,000
	Total	₹ 12,70,000	Total	₹ 12,85,000
Expertise in specific functional areas	Shri Sudhin Choksey has extensive experience in functional areas like finance, commerce and general management, both in India and abroad.		Strategy, Management & Leadership	
Date of first appointment on the Board	March 30, 2005		May 13, 2009	
Shareholdings in the Company as on March 31, 2019	Nil		Nil	

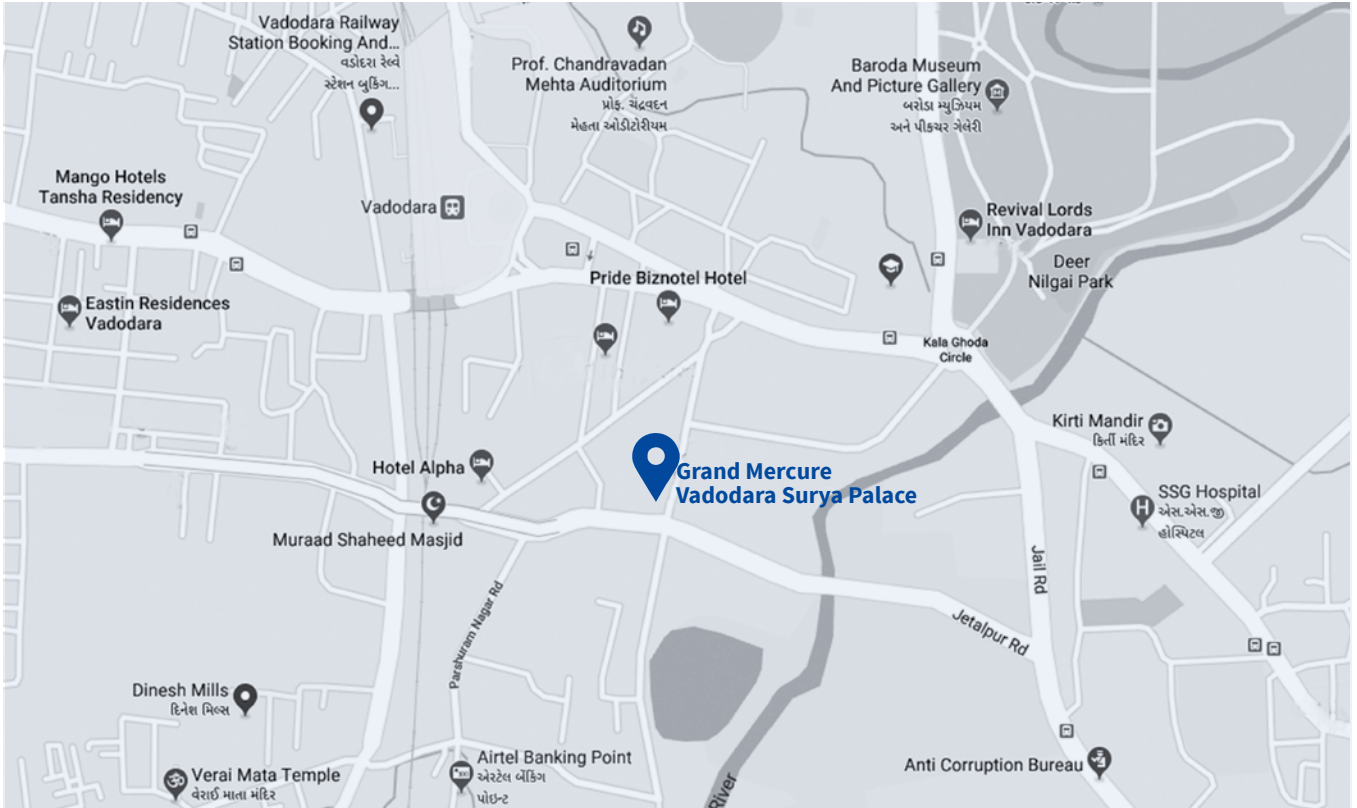
Name of the Director	Shri Sudhin Choksey		Shri Sudhir Mankad	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.		Not related to any of the Directors or Key Managerial Personnel of the Company.	
The number of Meetings of the Board attended during the F.Y. 2018-19	No. of Board Meetings held	Board Meetings Attended	No. of Board Meetings held	Board Meetings Attended
	4	3	4	3
Directorship in other Companies as on March 31, 2019	Listed Companies Gujarat Ambuja Exports Limited GRUH Finance Limited		Listed Companies Navin Fluorine International Limited Swaraj Engines Limited GRUH Finance Limited	
	Non- Listed Companies Light Microfinance Private Limited HDFC Credila Financial Services Private Limited		Non- Listed Companies Gujarat International Finance Tec-City Company Limited Mahindra Intertrade Limited	
Chairmanship/Membership of Committees of other Board	Audit Committee Gujarat Ambuja Exports Limited – Chairman Corporate Social Responsibility Committee GRUH Finance Limited - Member		Audit Committee Mahindra Intertrade Limited - Chairman Swaraj Engines Limited - Member Stakeholder Relationship Committee GRUH Finance Limited- Member Nomination & Remuneration Committee GRUH Finance Limited - Chairman Swaraj Engines Limited - Member Corporate Social Responsibility Committee Mahindra Intertrade Limited - Member Swaraj Engines Limited - Chairman GRUH Finance Limited - Member Navin Fluorine International Limited - Chairman	

Name of the Director	Dr. Swaminathan Sivaram		Shri Sanjay Asher	
Date of Birth	November 4, 1946		November 26, 1963	
Age	72 Years		55 Years	
Director Identification Number	00009900		00008221	
Qualifications	Ph.D in Chemistry from and DSc (h.c) from Purdue University W. Lafayette, Indiana, USA		Bachelor's Degree in Commerce and in Law from the University of Bombay. He is also a qualified Chartered Accountant and a Solicitor	
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Appointment Letter dated August 8, 2014.		As per Appointment Letter dated May 3, 2019.	
Remuneration received from the Company in the F.Y. 2018-19	Sitting Fees	₹ 1,80,000	Sitting Fees	NA
	Commission	₹ 8,00,000	Commission	
	Total	₹ 9,80,000	Total	
Expertise in specific functional areas	Basic research, process/product R&D and S&T management, both in industry and academia		He has over twenty nine years of experience in the field of law and corporate matters. He is presently a senior partner at M/s. Crawford Bayley and Co., and deals with corporate laws, mergers and acquisitions and capital market transactions.	
Date of first appointment on the Board	May 9, 2013		May 3, 2019	
Shareholdings in the Company as on March 31, 2019	Nil		Nil	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.		Not related to any of the Directors or Key Managerial Personnel of the Company.	
The number of Meetings of the Board attended during the F.Y. 2018-19	No. of Board Meetings held	Board Meetings Attended	NA	
	4	4		
Directorship in other Companies as on March 31, 2019	Listed Companies Supreme Petrochem Limited Asian Paints Limited GMM Pfaudler Limited Apcotex Industries Limited		Listed Companies Sudarshan Chemical Industries Limited Tribhovandas Bhimji Zaveri Limited Ashok Leyland Limited Finolex Industries Limited Balkrishna Industries Limited	

Name of the Director	Dr. Swaminathan Sivaram	Shri Sanjay Asher
Directorship in other companies as on March 31, 2019	Non- Listed Companies Gharda Chemicals Limited Vyome Therapeutics Limited Aic liser Pune Seed Foundation	Non- Listed Companies Lonza India Private Limited Kineco Kaman Composites- India Private Limited Siporex India Private Limited Finolex Plasson Industries private Limited SK Restaurants Private Limited Auxilo Finserve Private Limited Bajaj Allianz General Insurance Company Limited Bajaj Allianz Life Insurance Company Limited N V Advisory Services Private Limited Arch Protection Chemicals Private limited Orbit Electricals Private Limited Sahyadri Hospitals Limited
Chairmanship/Membership of Committees of other Board	Audit Committee GMM Pfadler Limited- Chairman Stakeholder Relationship Committee GMM Pfadler Limited- Chairman Nomination & Remuneration Committee GMM Pfadler Limited- Chairman Apcotex Industries Limited - Member	Audit Committee Ashok Leyland Limited-Chairman Sudarshan Chemical Industries Limited-Member Bajaj Allianz Life Insurance Company Limited- Member Bajaj Allianz General Insurance Company Limited-Member Stakeholder Relationship Committee Ashok Leyland Limited-Chairman Sudarshan Chemical Industries Limited- Member Nomination & Remuneration Committee Tribhovandas Bhimji Zaveri Limited-Member Balkrishna Industries Limited-Member Sudarshan Chemical Industries Limited- Member Finolex Industries Limited- Member Bajaj Allianz Life Insurance Company Limited- Member Bajaj Allianz General Insurance Company Limited-Member

Name of the Director	Smt. Purvi Sheth	
Date of Birth	May 31, 1972	
Age	46 Years	
Director Identification Number	06449636	
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	
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Appointment Letter dated May 3, 2019.	
Remuneration received from the Company in the F.Y. 2018-19	Sitting Fees Commission Total	NA
Expertise in specific functional areas	Smt. Purvi has an uncommonly strong talent for building and cultivating trusting relationships along with outstanding analytical, strategic and problem solving skills	
Date of first appointment on the Board	May 3, 2019	
Shareholdings in the Company as on March 31, 2019	Nil	
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.	
The number of Meetings of the Board attended during the F.Y. 2018-19	NA	
Directorship in other Companies as on March 31, 2019	Listed Companies Nil Non- Listed Companies Nirigyan Information Consulting and Services Private Limited	
Chairmanship/Membership of Committees of other Board	Nil	

ROUTE MAP - 48TH ANNUAL GENERAL MEETING OF DEEPAK NITRITE LIMITED



Grand Mercure Vadodara Surya Palace,

Opposite Parsi Agiyari, Sayajigunj,
Vadodara – 390 020
Gujarat.

Landmark: Parsi Agiyari Ground