

Notice

NOTICE is hereby given that the Fifty Second Annual General Meeting of Members of **DEEPAK NITRITE LIMITED** will be held on **Friday**, the **4th** day of **August, 2023** at **11:30 A.M.** through Video Conferencing/Other Audio Visual Means to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the Financial Year ended March 31, 2023 along with the Directors’ Report and the Auditor’s Report thereon, be and are hereby received, considered, approved and adopted.”

- 2) To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with Report of the Auditors thereon.**

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the Financial Year ended March 31, 2023 along with the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

- 3) To declare dividend of ₹ 7.50 (Rupees Seven and Paise Fifty only), being 375%, per equity share of face value of ₹ 2.00 (Rupees Two only) each for the Financial Year ended March 31, 2023.**

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

“RESOLVED THAT the dividend of ₹ 7.50 (Rupees Seven and Paise Fifty only) being 375 % per equity share having face value of ₹ 2.00 (Rupees Two only) each amounting to ₹ 102,29,47,807.50 (Rupees One Hundred Two Crores Twenty Nine Lakhs Forty Seven Thousand Eight Hundred Seven and Paise Fifty only), for the Financial Year ended March 31, 2023, as recommended by the Board of Directors, be and is hereby approved.”

- 4) To appoint a Director in place of Shri Maulik D. Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment.**

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

“RESOLVED THAT Shri Maulik D. Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

- 5) To appoint Shri Girish Satarkar (DIN: 00340116) as a Director liable to retire by rotation, in place of Shri Sandesh Kumar Anand, who retires by rotation at this Annual General Meeting and has not offered himself for the re-appointment.**

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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Shri Girish Satarkar (DIN: 00340116), be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from August 4, 2023, in place of Shri Sandesh Kumar Anand.”

SPECIAL BUSINESS:

- 6) Appointment of Shri Girish Satarkar (DIN: 00340116) as Whole-time Director of the Company for a period of three years w.e.f. August 4, 2023 and payment of Remuneration to him.**

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and those contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby granted for the appointment of Shri Girish Satarkar (DIN: 00340116) as a Whole Time Director designated as Executive Director of the Company, for a period of three (3) years with effect from August 4, 2023, 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 appointment including remuneration within the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any Financial Year, during the tenure of Shri Girish Satarkar, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Shri Girish Satarkar the remuneration by way of salary, perquisites and other allowances as a minimum remuneration subject to and in accordance with the conditions specified under Schedule V to the Companies Act, 2013 and rules made thereunder or such other limits as may be prescribed by the Central Government from time to time and approval of members and/or Central Government required, if any.

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 Deepak C. Mehta (DIN: 00028377) as the Chairman & Managing Director of the Company for further period of 5 years w.e.f. December 14, 2023 and payment of Remuneration to him.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 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 and those contained in the Securities and Exchange Board of India (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 Deepak C. Mehta (DIN: 00028377) as the Chairman & Managing Director of the Company, for further period of five (5) years with effect from December 14, 2023, as well as to continue holding office of the Managing Director beyond the age of seventy (70) years, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be

and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment including remuneration within the overall limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any Financial Year, during the tenure of Shri Deepak C. Mehta, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Shri Deepak C. Mehta the remuneration by way of salary, perquisites and other allowances as a minimum remuneration subject to and in accordance with the conditions specified under Schedule V to the Companies Act, 2013 and rules made thereunder or such other limits as may be prescribed by the Central Government from time to time and approval of members and/or Central Government required, if any.

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 Shri Dileep Choksi (DIN: 00016322) as an Independent Director of the Company for a second term of 3 consecutive years w.e.f. August 7, 2023.

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 Qualifications of Directors) Rules, 2014 and Regulation 17(1A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Dileep Choksi (DIN: 00016322), 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 the 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 August 7, 2023 till August 6, 2026, as well as to continue to hold the position of Independent Director of the Company, 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) Payment of remuneration to Non-Executive Directors.

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 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 Regulation 17(6)(a) and other applicable provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Non-Executive Directors (i.e. Directors other than Managing Director(s) and/or the Whole-time Director), including Independent Directors of the Company, in addition to the sitting fees and re-imbursment of expenses for attending the meetings of the Board of Directors or Committees thereof, be paid remuneration by way of commission 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, with effect from April 1, 2024 and subsequent Financial Years, to be divided amongst Non-Executive Directors including Independent Directors of the Company in such manner as the Board of Directors may from time to time determine, in accordance with the provisions of the Act, Listing Regulations and Special Resolution passed by the shareholders at the 48th Annual General Meeting held on June 28, 2019.

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.”

10) 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 provisions of 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 (2.5%) 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 (5%) of the Net Profit of the Company.

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 commencing from April 1, 2024 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 authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

11) Ratification of remuneration of the Cost Auditor for the Financial Year 2023-24.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 8,00,000 (Rupees Eight Lakhs only) plus applicable tax, travelling and other out of pocket expenses, to B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219), the Cost Auditors, 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, 2024, be and is hereby ratified.

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

By Order of the Board of Directors

Arvind Bajpai

Company Secretary
Membership No.: F6713

Date: May 11, 2023
Place: Vadodara

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

GENERAL NOTES:

- Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022, dated December 28, 2022 and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “the MCA Circulars”) MCA has permitted to hold Annual General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue. Hence, in compliance with MCA Circulars, the 52nd Annual General Meeting of the Company (“AGM”) is being held through VC/OAVM.
- In terms of the MCA Circulars, the physical attendance of Members is dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting. Since the AGM will be held through VC/OAVM, the Route Map for AGM venue is not required to be annexed to the Notice.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2022-23 is being sent only through email to those Members whose email IDs are registered with the Company/Depositories. Members may note that the Notice of the AGM and Annual Report for the Financial Year 2022-23 will also be available on the Company’s website www.godeepak.com and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com.
- Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Company’s Registrar & Share Transfer Agent i.e. Link Intime India Private Limited (“RTA”) in case the shares are held by them in physical mode.
- Process for Registration/updation of E-mail ID, PAN, Bank Account Details and other details.

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to vadodara@linkintime.co.in or by post to B-102-103, Shangrila Complex, 1 st Floor, Opp. HDFC Bank, Near Radhakrishna Chhar Rasta, Akota, Vadodara – 390 020, Tel: 0265-2356794 / 6136000	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination by Holders of Physical Securities	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at: https://www.godeepak.com/investor-related-forms/	
Demat	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.	

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.

7. Members who wish to seek any information with regard to the Financial Statements or any matter to be placed at AGM are requested to write to the Company latest by **July 28, 2023**, through email on investor@godeepak.com so as to enable the Company to keep the information ready at the AGM.
8. 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 RTA..
9. SEBI Notification No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. The Members may contact the Company or the Company’s RTA for assistance in this regard.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses under Item Nos. 5 to 11 of the Notice, is annexed thereto. Further, the relevant details with respect to Item Nos. 4 to 8 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to the Notice.
11. The Members can join the AGM through VC/OAVM mode, 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 4, 2023. Members seeking to inspect such documents can send an email to investor@godeepak.com.
13. Pursuant to Section 91 of the Act, the Register of Members of the Company will be closed from **Friday, July 28, 2023 to Friday, August 4, 2023** (both days inclusive) for the purpose of AGM and payment of dividend.
14. Members may note that the Board of Directors of the Company, at its meeting held on May, 11, 2023, has recommended a final dividend of ₹ 7.50 (Rupees Seven and Paise Fifty only) per equity share for the Financial Year 2022-23. The date of Book Closure for the purpose of dividend as mentioned above is from Friday, July 28, 2023 to Friday, August 4, 2023 (both days inclusive). The dividends, once approved by the Members at the ensuing AGM, will be paid within 30 days from the date of their declaration, electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company’s RTA (where shares are held in physical mode) to receive dividend directly into their bank account on the payout date.
15. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct Tax at Source (“TDS”) at the time of making the payment of dividends as mentioned above

In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (“PAN”)	10% or as notified by the Government of India
Members not having PAN / valid PAN (Section 206AA of the IT Act)	20% or as notified by the Government of India
Members not filing Income Tax returns for preceding one years and whose TDS/TCS credit is more than ₹ 50,000 (Section 206AB of the IT Act)	20% or as notified by the Government of India

However, no tax shall be deducted on the dividends payable to a resident individual if the total dividend to be received by them during fiscal 2023 does not exceed ₹ 5,000 and also in cases where Members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged sixty (60) years or more) subject to conditions specified in the IT Act. PAN is mandatory for Members providing Form 15G / 15H or any other document as mentioned above. The Company may at its sole discretion reject the form if it does not fulfil the requirement of the law.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax.

For non-resident shareholders (including Foreign Institutional Investors / Foreign Portfolio Investors), Taxes are required to be withheld in accordance with the provisions of Section 195, Section 196D and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividends payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”), read with Multilateral Instrument (“MLI”) between India and the country of tax residence of the Member, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Self-attested copy of the PAN card allotted by the Indian Income Tax Authorities duly attested by the Member or in case PAN is not available, details as prescribed under Rule 37BC of Income-tax Rules, 1962.
- Self-attested copy of Tax Residency Certificate for fiscal 2023 obtained from the revenue authorities of the country of tax residence, duly attested by Member.
- Self-declaration in Form 10F.
- Self-declaration by the Member that (i) does not have a permanent establishment in India under the applicable Tax Treaty, (ii) is the beneficial owner of the dividends, (iii) complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument (“MLI”) (iv) will not have a place of effective management in India.
- FPI shareholders shall, in addition to above documents, also provide SEBI Registration Certificate as FII / FPI.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Member.

Please note that application of the beneficial rate of tax treaty for TDS is at the discretion of the company and shall depend upon the completeness and satisfactory review of the same by the Company.

Accordingly, the aforementioned documents are required to be uploaded on the shareholder portal at <https://www.linkintime.co.in/formseg/Submission-of-form-15g-15h.html> on or before **July 28, 2023**.

No communication would be entertained from Members after **July 28, 2023** regarding tax withholding matters.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from a Member, there would still be an option available with the Member to file the return of income and claim an appropriate refund, if eligible.

The Company shall arrange to e-mail the soft copy of TDS certificate to Members at their registered e-mail ID in accordance with the provisions of the Income Tax Act 1961 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.

The Company vide its separate e-mail communication had informed the Members regarding this change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.

16. In terms of the provisions of Section 124 and other applicable provisions of the Act, the amount of dividend not encashed or claimed within seven (7) 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 2015-16 is due for transfer to IEPF Fund in August, 2023. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2015-16 onwards, are requested to lodge their claims for the same with the Company or Registrar and Share Transfer Agent of the Company.

Attention of Members is invited to the provisions of Section 124(6) of the Act 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 of Investor Education and Protection Fund Authority (“IEPF Authority”).

The dividend/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 by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

17. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations 2015 (as amended) and the MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system is provided by NSDL.

18. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their e-mail addresses is provided in the “Instructions for e-Voting” section which forms part of this Notice.
19. The Board of Directors of the Company has appointed Shri Dinesh Joshi, Practising Company Secretary (Membership No.: FCS-3752), Designated Partner, KANJ & Co. LLP, Company Secretaries, Pune, as the Scrutiniser, to scrutinise the voting during the AGM and remote e-Voting process in a fair and transparent manner.
20. Members holding shares either in physical or dematerialised form, as on **Friday, July 28, 2023** (“Cut-off Date”), may cast their votes electronically. The e-Voting period commences on **Tuesday, August 1, 2023 (9:00 A.M. IST)** and ends on **Thursday, August 3, 2023 (5:00 P.M. IST)**. The e-Voting module will be disabled by NSDL thereafter. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
21. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Cut-off Date, i.e. as on **July 28, 2023**.
22. A person who is not a Member as on the Cut-off Date is requested to treat this Notice for information purposes only.
23. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.
24. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, i.e. **July 28, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, may follow steps mentioned in the Notice under ‘Instructions for e-Voting’.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting Service Providers i.e. NSDL where the e-voting is in progress.
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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.
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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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- 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.

4. 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your ‘initial password’?
 - 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’.
 - 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 AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members may note that the 52nd Annual General Meeting of the Company will be convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013, read with the MCA Circulars. The facility to attend the AGM through VC/OAVM will be provided by the Company through NSDL. Members may access the same at <https://www.evoting.nsdl.com>
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
3. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
4. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
5. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

7. Members can participate in the AGM through their desktops/ smartphones/ laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with high-speed internet connectivity.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the AGM.
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number at investor@godeepak.com latest by July 28, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to 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 obtaining user id and password and registration of e-mail ids for e-voting for the Resolutions set out in this Notice:

Shareholders may send a request to evoting@nsdl.co.in for obtaining user id and password for e-Voting

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).
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).
3. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions

- The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- The result declared along with the Scrutiniser’s Report shall be placed on the Company’s website at www.godeepak.com and on the website of NSDL, <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item Nos. 5 & 6**

Shri Sandesh Kumar Anand is a Non-Independent Non- Executive Director of the Company. He is also the Chairman of Project Committee, Member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee. In terms of Section 152 of the Companies Act, 2013, Shri Sandesh Kumar Anand will be retiring by rotation at this Meeting.

Shri Sandesh Kumar Anand is eligible for the re-appointment however, he has not offered himself for the re-appointment at this Meeting. Accordingly, he shall cease to be Director of the Company with effect from August 4, 2023.

The Board of Directors, at their meeting held on May 11, 2023, while placing on record their sincere appreciation for the valuable contribution made by Shri Sandesh Kumar Anand during his tenure as the Director of the Company, have recommended the appointment of Shri Girish Satarkar as a Director liable to retire by rotation, in place of Shri Sandesh Kumar Anand.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors, at the said meeting also considered and has recommended to the Shareholders for their approval, the appointment of Shri Girish Satarkar as Whole Time Director designated as Executive Director of the Company for a period of three (3) years with effect from August 4, 2023.

The Company has received Notice from a member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

Shri Girish Satarkar, aged 59 years, has done B.Sc and M.Sc in Textile Chemistry from The Institute of Chemical Technology (formerly UDCT), University of Mumbai and has also done Masters of Marketing Management (MMM) from Welinkar Institute of Management, University of Mumbai.

He has wide experience of over 34 years in the Chemical Industry including that of managing operations, international as well as domestic marketing and market development.

Shri Satarkar is associated with the Company since 2015 and is presently designated as President - BI of the Company. Prior to joining the Company, Shri Satarkar worked with Diamines & Chemicals Limited, a BSE listed Company as Executive Director & CEO.

The additional information as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure – I to this Notice.

The terms of appointment including remuneration of Shri Girish Satarkar as the Executive Director of the Company, as recommended by the Nomination and Remuneration Committee are as under:

(A) Shri Girish Satarkar shall, during the Financial Year 2023-24, be paid proportionate amount of ₹ 178.26 Lakhs per annum w.e.f.

August 4, 2023 by way of salary, perquisites, allowances and other benefits and for subsequent years, such amount as may be determined by the Board 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 and Gratuity, as per policy of the Company.
5. Retirement and other benefits, as per policy of the Company.

(B) In addition to the salary, perquisites, allowances and other benefits as stated in (A) above, Shri Girish Satarkar will also be paid Variable Pay by way of Performance Linked Incentive. This amount shall be paid annually after the end of each Financial Year. This Variable Pay shall range from 0% to 16% of his cost to the Company depending upon his individual and also the Company's performance as per policy of the Company.

(C) The aggregate remuneration inclusive of salary, variable pay, perquisites, allowances and other benefits payable to Shri Girish Satarkar, 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).

(D) The aforesaid remuneration payable to Shri Girish Satarkar 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 Girish Satarkar 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).

(E) Shri Girish Satarkar, as the Executive Director of the Company, shall perform such duties and exercise such powers bestowed on him from time to time by the Chairman & Managing Director and/or the Board of Directors of the Company.

(F) Shri Girish Satarkar shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.

(G) Shri Girish Satarkar shall be liable to retire by rotation as a Director of the Company.

Shri Girish Satarker 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 appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

None of the Directors except Shri Sandesh Kumar Anand or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice.

The Board recommends Ordinary Resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the Members.

Item No. 7

The Members at the 48th Annual General Meeting of the Company held on June 28, 2019 approved the re-appointment of Shri Deepak C. Mehta as the Chairman & Managing Director of the Company for a period of five (5) years w.e.f. December 14, 2018. Accordingly, the present term of Shri Deepak C. Mehta as the Chairman & Managing Director of the Company is upto December 13, 2023.

The Board of Directors, at their meeting held on May 11, 2023 approved the re-appointment of Shri Deepak C. Mehta as the Chairman and Managing Director of the Company for further period of five (5) w.e.f. December 14, 2023, subject to approval by the Members, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

Pursuant to Section 196(3)(a) of the Companies Act, 2013, the appointment of a person who has attained the age of seventy years (70) as the Managing Director requires the approval of Members by way of Special Resolution. Since Shri Deepak C. Mehta will attain the age of seventy (70) years during the proposed term of his re-appointment, approval of Members of the Company is also being sought by way of Special Resolution, for Shri Deepak C. Mehta to continue as the Chairman & Managing Director of the Company beyond the age of seventy (70) years.

Shri Deepak C. Mehta has been the Managing Director of the Company since 1983 and under the able leadership of Shri Deepak C. Mehta, the Company has grown significantly. Considering his long experience, knowledge and exceptional contribution towards growth of the Company, the Board considers the continuation of Shri Deepak C. Mehta to be beneficial and in the interest of the Company.

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) Shri Deepak C. Mehta, during the Financial Year 2023-24, be paid proportionate fixed amount of ₹ 800 Lakhs per annum, with effect from December 14, 2023, by way of salary, perquisites, allowances and other benefits and for subsequent years, such amount as may be determined by the Board of Directors from time to time.
- (B) The perquisites, allowances and other benefits shall include but not be limited to the following:
- 1) Housing – Rent free furnished residential accommodation. In case no accommodation is provided by the Company, Shri Deepak C. Mehta shall be paid House Rent Allowance as may be decided by the Board of Directors.
 - 2) Re-imbursment of gas, electricity, water charges and furnishings.
 - 3) Re-imbursment 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.
 - 9) Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity, as per rules of the Company.
 - 10) Retirement and other benefits, as per rules of the Company.
- (C) In addition to the remuneration as mentioned 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 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.
- (G) Shri Deepak C. Mehta shall not be entitled to sitting fees for attending meetings of the Board or any Committee thereof.
- (H) Shri Deepak C. Mehta shall not be liable to retire by rotation as a Director of the Company.

The additional information as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

Shri Deepak C. Mehta and his relatives Shri Ajay C. Mehta, Shri Maulik D. Mehta and Shri Meghav D. Mehta are interested in the Special Resolution set out at Item No. 7 of the Notice, which pertains to the re-appointment Shri Deepak C. Mehta as the Chairman & Managing Director of the Company.

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 the Special Resolution.

The Board of Directors recommends the Special Resolution as set out under Item No. 7 for approval by the Members of the Company.

Item No. 8

Shri Dileep Choksi (DIN: 00016322) is an Independent Director of the Company. He is also the Chairman of the Audit 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 Dileep Choksi was appointed as an Independent Director at the 49th Annual General Meeting of the Company held on August 7, 2020 for a term of three (3) consecutive years. Accordingly, the first term of Shri Dileep Choksi as an Independent Director is upto August 6, 2023.

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 Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Shri Dileep Choksi's qualifications and the rich experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board of Directors at its meeting held on May 11, 2023, upon recommendation of Nomination and Remuneration Committee and based on evaluation of performance of Shri Dileep Choksi, 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 Dileep Choksi would be beneficial to the Company and it is desirable to re-appoint Shri Dileep Choksi as an Independent Director for another term of three (3) consecutive years with effect from August 7, 2023.

Shri Dileep Choksi 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 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 Dileep Choksi 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 Dileep Choksi 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 during normal business hours on any working day, excluding Saturday.

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 Dileep Choksi 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 Dileep Choksi or their relatives is /are directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out under Item No. 8.

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

Item No.9

The Members at the 48th Annual General Meeting of the Company held on June 28, 2019, had approved by way of an enabling Special Resolution, the payment of Managerial Remuneration in excess of limits prescribed under the second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013, including payment of remuneration by way of profit related commission to Non-Executive Directors in excess of 1% of Net Profits of the Company calculated

as per Section 198 of the Companies Act, 2013, for Financial Years starting from 2019-20 onwards.

Further, pursuant to requirements of the provisions of Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), the members at the 48th Annual General Meeting of the Company held on June 28, 2019, had also approved by way of an Ordinary Resolution, the payment of profit related commission to Non-Executive Directors for a period of five years with effect from April 1, 2019, which is valid upto March 31, 2024. Accordingly, it is now proposed to seek approval of the Members under Regulation 17(6) of the Listing Regulations, for payment of profit related commission to Non-Executive Directors, as may be recommended by the Board of Directors, after end of each Financial Year, for Financial Years commencing from April 1, 2024 onwards.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fee and re-imbursalment 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. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 9 for approval by the Members.

Item No. 10

As required under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group of the listed entity, is subject to the approval of the shareholders by way of Special Resolution in General Meeting, if –

- (i) Annual remuneration payable to such Executive Director exceeds ₹ 5 Crores or 2.5 per cent (2.5%) 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 (5%) 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 Directors 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 2024-25 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, Shri Maulik D. Mehta and their relatives Shri Ajay C. Mehta and Shri Meghav D. Mehta are interested in the Special Resolution set out at Item No. 10 of the Notice.

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 the Special Resolution.

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

Item No. 11

The Board, upon the recommendation of the Audit Committee, has approved the re-appointment and remuneration of B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024. Upon the recommendation of the Audit Committee, the remuneration of the Cost Auditors was fixed by the Board of Directors at ₹ 8,00,000 (Rupees Eight Lakhs only) plus applicable tax, travelling and other out of pocket expenses for performing the audit as mentioned above.

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

Accordingly, approval of Members is being sought by way of Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2024.

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. 11 of the Notice.

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

By Order of the Board of Directors

Arvind Bajpai

Date: May 11, 2023

Place: Vadodara

Company Secretary

Membership No.: F6713

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 to the Notice

Additional information for the Directors seeking appointment / re-appointment at the AGM as required under regulation 36 of SEBI (LODR):

Name of Director	Shri Maulik D. Mehta	
DIN	05227290	
Date of Birth	March 27, 1983	
Age	40 Years	
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Maulik D. Mehta is a Bachelor of Business Administration from the University of Liverpool, UK. He holds a Master's degree in Industrial and Organizational Psychology from Columbia University, USA. He recently graduated in Owner/President Management - an executive MBA program from the prestigious Harvard Business School, sharpening his leadership dexterity and knowledge to bring a fresh breath of global business insights and agility in the Company management.</p> <p>Shri Maulik D. Mehta has been at the helm of the Organization as the Executive Director & Chief Executive Officer since June 2020. He took over the charge in an extremely challenging and uncertain environment during the peak of the Covid-19 pandemic, where the priority was to ensure the security and healthcare of the workforce and safeguard the interests of the investors.</p> <p>Shri Mehta has a dynamic and innovation-driven work acumen, evident in his 15-years hands-on, outcome-driven work ethic across key areas such as business development, patent and product development, human resources, brand equity, external relations, as well as formulating a future-ready Group strategy.</p> <p>He is an avid ESG champion and under his leadership, the Company has embraced "Responsible Chemistry" as a mantra to drive diversity, equity, inclusion, circularity and sustainability while maximizing profits and delivering value to all stakeholders. His technology-forward approach and global vision have been instrumental in developing executive strategies and initiatives that have significantly improved both the top-line and bottom-line. Shri Mehta's consensus-oriented management has demonstrated excellent leadership in all aspects of the business.</p>	
Qualifications	<p>Bachelors of Business Administration from University of Liverpool, UK.</p> <p>Master in Industrial and Organizational Psychology from Columbia University, USA.</p> <p>Owner & President Management Program from Harvard Business School.</p>	
Directorships held in Companies	<p>Listed Companies Deepak Nitrite Limited</p> <p>Unlisted Companies Deepak Phenolics Limited Deepak Chem Tech Limited Deepak Cybit Private Limited</p>	
Membership / Chairmanship of Committees of Public Companies	<p>Deepak Nitrite Limited Risk Management Committee- Member</p> <p>Deepak Chem Tech Limited Project Committee- Member</p>	
Shareholdings in the Company, including Shareholding as a Beneficial Owner	1,31,300 Equity Shares	
Disclosure of relationships between directors inter-se.	Son of Shri Deepak C. Mehta, Chairman & Managing Director, brother of Shri Meghav D. Mehta, Non-Executive Director and nephew of Shri Ajay C. Mehta, Non-Executive Director of the Company.	
Remuneration received from the Company in the Financial Year 2022-23.	<p>Fixed pay: ₹ 3.07 Crores</p> <p>Variable pay: ₹ 0.63 Crores (for the Financial Year 2021-22 paid in the Financial Year 2022-23)</p> <p>Total: ₹ 3.70 Crores</p>	
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	Liable to retire by rotation. Not entitled for sitting fees for attending meeting of Board and Committees thereof.	
Date of first appointment on the Board	May 9, 2016	
The number of Meetings of the Board attended during the Financial Year 2022-23/ during the tenure of their appointment	No. of Board Meetings held 5	No. of Board Meetings attended 5

Name of Director	Shri Girish Satarkar	
DIN	00340116	
Date of Birth	May 17, 1964	
Age	59 Years	
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Girish Satarkar, aged 59 years has done B.Sc. (Tech) and M.Sc. (Tech) in Textile Chemistry from The Institute of Chemical Technology, ICT (formerly UDCT) University of Mumbai. He has also done Masters of Marketing Management (MMM) from Welingkar Institute of Management, University of Mumbai.</p> <p>He has wide & rich experience of over 34 years in the Chemical Industry out which 16 years in the leadership position. He is proficient in business affairs with hands-on experience of managing operations and having a good understanding about risk management and corporate governance. A widely travelled person with exposure to international & domestic marketing and has been involved in market & product development activities since many years. He is a Strategist with an eye for identifying new business opportunities.</p> <p>Shri Satarkar is associated with the Company since 2015 and joined as President - FWA and presently is designated as President - BI of the Company. Prior to joining the Company, Shri Satarkar worked with Diamines & Chemicals Limited, a BSE listed company, as the Executive Director & CEO.</p>	
Qualifications	B.Sc. (Tech) and M.Sc. (Tech) in Textile Chemistry from The Institute of Chemical Technology, ICT (formerly UDCT) University of Mumbai and Masters of Marketing Management (MMM) from Welingkar Institute of Management, University of Mumbai.	
Directorships held in Companies	<p>Listed Companies Nil</p> <p>Unlisted Companies Nil</p>	
Membership / Chairmanship of Committees of Public Companies	Nil	
Shareholdings in the Company, including Shareholding as a Beneficial Owner	12 Equity Shares	
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 2022-23.	₹ 1.96 Crores	
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As detailed in the Explanatory Statements of Item No 5 & 6	
Date of first appointment on the Board	Proposed to be appointed w.e.f. August 4, 2023.	
The number of Meetings of the Board attended during the Financial Year 2022-23/during the tenure of their appointment	No. of Board Meetings held NA	No. of Board Meetings attended NA

Name of Director	Shri Deepak C Mehta	
DIN	00028377	
Date of Birth	December 12, 1956	
Age	67 Years	
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Deepak C. Mehta is Science graduate from the University of Bombay.</p> <p>With a career spanning around five decades, Shri Deepak C. Mehta has been at the forefront of India's emergent Chemicals Industry, steering Deepak Group into a market leading player in the Chemical Intermediates sector.</p> <p>Under his dynamic leadership, Deepak Group has undergone revolutionary expansion & strategic diversification, foraying new products and segments, augmenting existing capabilities and an ever-increasing geographic penetration, both international & pan national. Today, Deepak Group is a recognized leader in the Chemical Industry with marquee customers across more than 45 countries spanning every continent on the globe.</p> <p>Shri Mehta is passionate about the development of India's industrial prowess. He has regularly chaired & steered committees at industry for a, fervently striving to propel the nation, on a global leadership stage. He is the Chairman of National Chemicals Committee-FICCI and the Sector Skills Council, FICCI.</p> <p>He has served as a President at the Indian Chemicals Council (ICC) and been a member of 'Task Force on Chemicals Industry' constituted by the Government of India, to increase the competitiveness of India's Chemical Industry.</p>	
Qualifications	Science graduate from the University of Bombay	
Directorships held in Companies	<p>Listed Companies Deepak Nitrite Limited</p> <p>Unlisted Companies Deepak Novochem Technologies Limited Skyrose Finvest Private Limited Forex Leafin Private Limited Pranawa Leafin Private Limited Hardik Leafin Private Limited Stiffen Credits and Capital Private Limited Stigma Credits and Capital Private Limited Stepup Credits and Capital Private Limited Checkpoint Credits and Capital Private Limited Lakaki Works Private Limited</p> <p>Deepak Cybit Private Limited Storewell Credits and Capital Private Limited Deepak Chem Tech Limited Deepak Phenolics Limited Deepak Novochem Specialities Limited Sundown Finvest Private Limited Binarius Infra Private Limited Greypoint Investments Private Limited Sofotel Infra Private Limited</p>	
Membership / Chairmanship of Committees of Public Companies	<p>Deepak Nitrite Limited Risk Management Committee- Chairman Corporate Social Responsibility Committee – Chairman</p> <p>Deepak Novochem Technologies Limited Audit Committee-Member CSR Committee – Member Nomination and Remuneration Committee – Member</p> <p>Deepak Phenolics Limited Nomination and Remuneration Committee – Member Project Committee – Member</p>	
Shareholdings in the Company, including Shareholding as a Beneficial Owner	2,18,52,531 Equity Shares	
Disclosure of relationships between directors inter-se.	Shri Deepak C. Mehta is brother of Shri Ajay C. Mehta and father of Shri Maulik D. Mehta and Shri Meghav D. Mehta.	
Remuneration received from the Company in the Financial Year 2022-23.	₹ 6.99 Crores	
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid	As detailed in the Explanatory Statement of Item No. 7	
Date of first appointment on the Board	June 14, 1978	
The number of Meetings of the Board attended during the Financial Year 2022-23/ during the tenure of their appointment	No. of Board Meetings held 5	No. of Board Meetings attended 5

Name of Director	Shri Dileep Choksi
DIN	00016322
Date of Birth	December 26, 1949
Age	73 Years
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Dileep C. Choksi is a Chartered Accountant with a Bachelor's degree in Law, a member of the Institute of Cost Accountants of India.</p> <p>Shri Choksi has been a practising professional for the past 44 years. Prior to setting up C.C.Chokshi & Co. he was joint Managing Partner, National Leader - Tax and Financial Advisory Services of Deloitte, India until 2008.</p> <p>His areas of specialization include accounting, tax and corporate advisory services for domestic and international clients, finalising collaborations and joint ventures, corporate restructuring, turnaround and change management strategies and analysing tax impact of various instruments. He is also member of the Society of Trust & Estate Practitioners Limited (STEP). He has also been on the Boards of the Taxation Committee of the Indian Merchant Chambers and the Bombay Chamber of Commerce & Industry.</p> <p>He has worked with Shri N.A. Palkhivala in the preparation of the most prominent book of Kanga and Palkhivala's – The Law and Practice of income tax (Eight Edition) – the last edition written by late Shri N.A. Palkhivala and Shri B. A. Palkhivala.</p>
Qualifications	<p>Bachelor of Law</p> <p>Fellow Member of The Institute of Chartered Accountants of India</p> <p>Member of The Institute of Cost Accountants of India</p>
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As detailed in the Item No. 8 of the Notice and it's Explanatory Statement.
Directorships held in Companies	<p>Listed Companies</p> <p>Deepak Nitrite Limited</p> <p>Arvind Limited</p> <p>AIA Engineering Limited</p> <p>Swaraj Engines Limited</p> <p>ICICI Prudential Life Insurance Company Limited</p> <p>Unlisted Companies</p> <p>Universal Trusteeship Services Limited</p> <p>Jio Platform Limited</p> <p>Protego Multi Office Private Limited</p> <p>IDMC Limited</p> <p>Miramac Properties Private Limited</p>
Membership / Chairmanship of Committees of Public Companies	<p>Deepak Nitrite Limited</p> <p>Audit Committee- Chairman</p> <p>Swaraj Engines Limited</p> <p>Nomination and Remuneration Committee – Chairman</p> <p>Audit Committee – Chairman</p> <p>Stakeholder Relationship Committee – Member</p> <p>Arvind Limited</p> <p>Audit Committee – Member</p> <p>Nomination and Remuneration Committee - Member</p> <p>Risk Management Committee – Member</p>

	<p>ICICI Prudential Life Insurance Company Limited Stakeholder Relationship Committee- Chairman Audit Committee – Member Corporate Social Responsibility Committee- Member Nomination and Remuneration Committee- Member</p> <p>Jio Platforms Limited Audit Committee- Member</p> <p>IDMC Limited Audit Committee- Member Nomination & Remuneration Committee- Member</p>	
Shareholdings in the Company, including Shareholding as a Beneficial Owner	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 2022-23.	Commission- ₹ 0.20 Crores (for the Financial Year 2021-22 paid in the Financial Year 2022-23) Sitting Fees- ₹ 0.04 Crores Total - ₹ 0.24 Crores	
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 and also available on the website of the Company at www.godeepak.com .	
Date of first appointment on the Board	February 3, 2020	
The number of Meetings of the Board attended during the Financial Year 2022-23/during the tenure of their appointment	No. of Board Meetings held 5	No. of Board Meetings attended 5

INFORMATION AT A GLANCE:

Particulars	Details
Time and date of AGM	11:30 a.m. IST, Friday, August 4, 2023
Mode	Video Conferencing and Other Audio Visual Means
Webcasts and transcripts	https://www.godeepak.com/financial-result/
Book Closure period	July 28, 2023 to August 4, 2023
Final Dividend Payment date	Within 30 days from the date of declaration of Dividend
Amount of Dividend recommended	₹ 7.50 (Rupees Seven and Paise Fifty only)
Cut-off date for e-voting	Friday, July 28, 2023
E-voting start time and date	9:00 a.m. Tuesday, August 1, 2023
E-voting end time and date	5:00 p.m. Thursday, August 3, 2023
Name, address and contact details of e-voting service provider	<p>Contact Name Ms. Pallavi Mhatre Senior Manager</p> <p>National Securities Depository Limited 4th Floor, A wing, Trade world, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India</p> <p>Email Id evoting@nsdl.co.in</p> <p>Contact Number: 022 - 4886 7000 022 - 2499 7000</p>
Name, address and contact details of Registrar and Transfer Agent	<p>Shri Alpesh Gandhi Asst. Vice President Link Intime India Private Limited B-102-103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Chhar Rasta, Akota, Vadodara 390 020 Tel: 0265 - 2356 573 / 6136 0000.</p>

By Order of the Board of Directors

Arvind Bajpai

Company Secretary
Membership No.: F6713

Date: May 11, 2023
Place: Vadodara

Registered Office:

Aaditya-I, Chhani Road
Vadodara – 390 024, Gujarat
Tel: +91-265-2765200, 396 020
Fax: +91-265-2765344
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Website: www.godeepak.com
CIN: L24110GJ1970PLC001735