

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Deepjyoti Textiles Limited will be held on 30<sup>th</sup> September 2017 at 10.00 am the registered office of the Company at "CHEZNOUS "FLAT NO 1 GULMOHAR CROSS ROAD NO 7,J.V.P.D SCHEME MUMBAI 400 049 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gopallal Shivratn Mundra (DIN: 01816286), who retires by rotation and being eligible offers himself for re-appointment.

3. **Appointment of Statutory Auditors**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the Company hereby accorded to appoint M/s. R.K.MALPANI & CO., Chartered Accountants (FRN - 124198W), as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the financial year 2021-22 subject to ratification of the appointment at every Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration for the said period."

**SPECIAL BUSINESS:**

4. 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Prabhakar Diwate (DIN: holding 0780163) Director of the Company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years up to 31st March, 2022."

## ANNEXURES TO THE NOTICE:

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

#### Item No. 4

Mr. Sunil Prabhakar Diwate (DIN:07850163 ) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 16<sup>th</sup> June , 2017.  
Mr. Sunil Prabhakar Diwate is an experienced professional in commercial and Management matters.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Prabhakar Diwate being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a tenure of five consecutive years upto 31st March 2022. A notice has been received from a member proposing Mr. Sunil Prabhakar Diwate as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sunil Prabhakar Diwate 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. Copy of the draft letter for appointment of Mr. Sunil Prabhakar Diwate as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Sunil Prabhakar Diwate, being an appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 4. This Explanatory Statement may also be regarded as a disclosure under Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### Registered Office:

"CHEZNOUS  
"FLAT NO 1 GULMOHAR CROSS  
ROAD NO 7,J.V.P.D SCHEME  
MUMBAI 400 049  
Date: 4<sup>th</sup> September, 2017



By Order of the Board

  
Sanjay Gopallal Mundra  
Whole time Director

#### NOTES:

- a) **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member. Proxies in order to be effective must be received at the Registered Office not less than 48 hours before the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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 shareholder.

Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.

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.

- b) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2017 to 30th September, 2017 (both days inclusive).
- c) Intimation of any change of address should be given to the Registrar and Transfer Agent/ Company immediately.
- d) Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Listing Agreement, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice.
- e) Copy of the Annual Report for the financial year 2016-17 along with the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members
- f) 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- g) Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website [www.djtextiles.co.in](http://www.djtextiles.co.in). The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours on all working day.
- h) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- i) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at the meeting.
- j) **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration)

Rules, 2014 as mentioned from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations,

2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the E-Voting services provided by Central Depository Services (India) Limited (CDSL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his /her discretion following the procedure below.

The instructions for e-voting are as under:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27.09.2017 at 9.00 am . and ends on 29.09.2017 at 5.00p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant DEEPJYOTI TEXTILES LIMITED on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

K) Kamal Kumar Sangneria (Membership No. FCS 2643), Practicing Company Secretary and proprietor of K K Sangneria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

L) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

M) **Particulars relating to Directors seeking appointment /re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

Mr. Sunil Prabhakar Diwate (DIN 07850163 ) is a senior Professional having wide experience in Management and Administration. He was appointed as a Additional Director of the Company on 16.06.2017. He also does not hold, either directly or indirectly, any Equity Shares of the Company.

- l) The Ministry of Corporate Affairs(MCA), Government of India has introduced a 'Green Initiative in Corporate Governance', by allowing paperless compliances by the Companies for service of documents to their members through electronic modes, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
- m) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING

Place: Mumbai  
4<sup>TH</sup> September , 2017



By order of the Board  
*[Signature]*  
Sanjay Gopallal Mundra  
Whole time Director  
**DIN:01205282**

**DEEPIYOTI TEXTILES LIMITED**

CIN : L27200MH1994PLC083950

Registered Office : "CHZENOUS" FLAT NO 1 GULMOHAR CROSS ROAD NO 7 J.V.P.D. SCHEME MUMBAI 400 049

Telephone : +91(022)65652488, Email : [mundra.sanjay@rediffmail.com](mailto:mundra.sanjay@rediffmail.com)**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	User ID	Password

Note: Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall.

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company, held on Saturday, September 30, 2017 at 10.00 A.M. at the registered office of the Company at

Folio No/DP ID & Client ID :	
Share Holding :	
Serial No :	
Name :	
Name(s) of Joint Holder(s), if any :	
Address :	

Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please bring the Attendance Slip signed to the meeting and hand it over at the Entrance of the Meeting Hall.

**DEEPIYOTI TEXTILES LIMITED PROXY FORM -MGT-11**

CIN : L27200MH1994PLC083950

Registered Office : "CHZENOUS" FLAT NO 1 GULMOHAR CROSS ROAD NO 7 J.V.P.D. SCHEME MUMBAI 400 049

Telephone : +91(022)65652488, Email : [mundra.sanjay@rediffmail.com](mailto:mundra.sanjay@rediffmail.com)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered Address : .....

E-mail ID : .....

Folio No/DP ID &amp; Client ID : .....

I/We, being the Member(s) of Indoworth Holdings Limited, holding.....Equity Shares of the above named Company, hereby appoint

1) Name : ..... Address : .....

E-mail ID : ..... Signature : ..... or failing him/her;

2) Name : ..... Address : .....

E-mail ID : ..... Signature : ..... or failing him/her;

3) Name : ..... Address : .....

E-mail ID : ..... Signature : ..... or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Saturday, September 30, 2017 at 10.00 A.M. at the registered office of the Company at "CHZENOUS" FLAT NO 1 GULMOHAR CROSS ROAD NO 7 J.V.P.D. SCHEME MUMBAI 400 049 at any adjournment thereof in respect of following resolutions:

S. No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements of the Company for Financial Year ended 31 <sup>st</sup> March 2017. Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Gopallal Shivratn Mundra (DIN: O1816286), who retires by rotation.
3.	Appointment of Statutory Auditors.
<b>Special Business</b>	
1.	To appointment of Mr. Sunil Prabhakar Diwate (DIN:07850103)

Signed this .....day of .....2017

Signature of Shareholder(s).....Signature of Proxyholder(s).....

- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
  - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Annual General Meeting of the Company.
  - A proxy need not be a member of the Company.

Affix  
Revenue  
Stamp



ROUTE MAP OF 23<sup>RD</sup> AGM OF M/S DEEPLYOTI TEXTILES LIMITED  
Chez Nous, Gulmohar Rd 7, Gulmohar Rd, Juhu, Mumbai, Maharashtra 400049

