DSL®
DEEPAK SPINNERS LIMITED

A Government Recognised Export House
Corporate Identification No. : L17111HP1982PLC016465
Registered Office & Works :
121, Industrial Area, Baddi, Tehsil Nalagarh,
District Solan, Himachal Pradesh - 173 205
Phone : +91 1795 244 011/16
E-mail : baddi@dsl-india.com Website : www.dsl-india.com

REF.NO/DSL/PA/2026 Dated 20th July 2026

To,
BSE Limited,
P. J. Towers, 25th Floor,
Dalal Street,
Mumbai – 400 001

SCRIP CODE – 514030

Sirs,

Subject : Notice of the 44th Annual General Meeting (AGM)

Please find annexed herewith the Notice of the 44th Annual General Meeting (AGM) of the shareholders of the Company to be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) on Thursday, 13th August 2026 at 4.00 p.m. (IST) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of the 44th AGM is being sent electronically to shareholders whose email IDs are registered with the Company, the Registrar & Share Transfer Agent, and the Depositories.

The Notice of the 44th AGM is also being uploaded to the Company's website, i.e., www.dsl-india.com.

You are requested to take the same on your record.

FOR DEEPAK SPINNERS LIMITED
PUNEETA ARORA
Digitally signed by PUNEETA ARORA
Date: 2026.07.20 12:52:07 +05'30'
(PUNEETA ARORA)
COMPANY SECRETARY

Encl : As above

DEEPAK SPINNERS LIMITED
CIN L17111HP1982PLC016465
Regd. Office: 121 Industrial Area,Baddi, Tehsil Nalagarh
District Solan, Himachal Pradesh-173205. Telephone nos. 01795 244011/16
Website: www.dsl-india.com Email: puneeta.arora@dslindia.in

NOTICE

NOTICE is hereby given that the 44th Annual General Meeting ('AGM') of the Members of Deepak Spinners Limited will be held on Thursday, the 13th day of August 2026 at 4.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Shri Yashwant Kumar Daga (DIN - 00040632), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To approve the remuneration of Cost Auditors for the financial year ending 31st March 2027 and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:-

   "RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, M/s. Shakti K. & Associates, Cost Accountants, being the Cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March 2027, be paid the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) excluding Goods and Services Tax and out of pocket expenses."

4. Re-appointment of Shri Yashwant Kumar Daga (DIN - 00040632) as Chairman and Managing Director, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable clauses of Articles of Association and Nomination & Remuneration Policy of the Company, and subject to other approvals, if any, consent of the Company is given to the re-appointment of Shri Yashwant Kumar Daga (holding DIN - 00040632) as 'Chairman and Managing Director' of the Company for a period of five years with effect from 23rd December 2026 and approval of the Company be and is hereby accorded to the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with liberty to the Board of Directors (the 'Board') which term shall include any Committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of the said appointment in such manner, as may be agreed to between the Board of Directors and Shri Yashwant Kumar Daga provided that such variation or increase, as may be, is within the overall limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board of Directors of the Company be and are hereby authorised to take all steps as may be necessary, proper and expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith and incidental thereto."

By Order Of the Board
For **Deepak Spinners Limited**

Puneeta Arora
Company Secretary
FCS -7466

Place: Baddi
Date : 26.05.2026

NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Friday, 7th August 2026 to Thursday, 13th August 2026 (both days inclusive)** for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out material facts concerning the business under Item No. 3 and 4 of the accompanying Notice is annexed hereto.
3. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking re-appointment at the AGM, forms an integral part of the notice.
4. The Ministry of Corporate Affairs, Government of India ('MCA') has vide its General Circular No 03/25 dated 22nd September 2025 in continuation with the Circulars issued earlier in this regard (collectively referred to as 'MCA Circulars') allowed inter-alia, conducting AGMs through Video Conferencing / Other Audio-visual Means ('VC/OAVM') without physical presence of Members.
5. In compliance with the provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 44th AGM of the Company is being held through VC/OAVM without physical presence of the Members. The deemed venue for the 44th AGM will be the registered office of the Company at 121, Industrial Area, Baddi, Tehsil Nalagarh, District Solan, Himachal Pradesh-173205.
6. **Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for this AGM and hence the Proxy form, Attendance Slip and Route Map of the AGM Venue are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed to vote through remote e-Voting, for participation in the 44th AGM through VC / OAVM facility and e-Voting during the 44th AGM.**

7. In line with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") collectively referred to as "Depositories".

   Members may note that the Notice and Annual report will also be available on the Company's website www.dsl-india.com, website of stock exchange, BSE Limited at www.bseindia.com and on the website of CDSL, at www.evotingindia.com. Physical copy of the Annual Report shall be sent to Members upon request.

8. The Company has connectivity with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') under **ISIN No INE272C01013**.

9. Corporate members intending to authorise their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (PDF format) authorising their representatives to attend and vote on their behalf at the meeting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to ajaykcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company **on or before 7th August 2026** mentioning their names, DPID and Client ID or Folio number, email address, and mobile number through email at puneeta.arora@dslindia.in. The same will be replied to by the Company suitably.

11. The Registrar and Transfer Agents (RTA) of the Company are M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, for both physical and demat segments of equity shares. Members are requested to send all their correspondence to the above address of RTA. For any communication. The shareholders may also send requests and queries to the email IDs: contact@mdplcorporate.com and puneeta.arora@dslindia.in.

12. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to RTA, for them to do the needful along with KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same

in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the weblink - **https://mdpl.in The Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.**

15. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service request, viz. issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Further, SEBI vide its circular No. SEBI/HO/MIRSD_RTSMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be. The said forms can be downloaded by visiting **https://mdpl.in**

17. SEBI vide circular Nos. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023 and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4TH August 2023 read with Master Circular No. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/145 dated 31st July 2023 (updated as on 11th August 2023) has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

    According to the above-mentioned circulars, after exhausting the option to resolve their grievances with the RTA / Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://www.dsl-india.com/investor-services.

18. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund (IEPF).

19. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Pvt. Ltd. The forms for updating the same are available at the weblink **- https://mdpl.in**

20. Pursuant to the provisions of IEPF Rules, all shares in respect of which a dividend remains unpaid or unclaimed for seven consecutive years are to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within thirty days of such shares becoming due to be transferred to the IEPF Account.

    In view of this, Members are requested to claim their unclaimed dividends from the Company within the stipulated timeline.

21. Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of an Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file Form IEPF-5 for claiming the dividend and/or shares available on www.iepf.gov.in.

Information in respect of Unclaimed dividend and due dates for Transfer of Unclaimed Dividend to the Investor Education and Protection Fund (IEPF)-

Sr. No.	Dividend	%ge of Dividend	Date of Declaration	Due date of transfer to IEPF
1.	Final Dividend 2018-19	15%	12.09.2019	15.10.2026
2.	Interim Dividend 2019-20	15%	05.03.2020	09.04.2027
3.	Final Dividend 2020-21	20%	23.09.2021	26.10.2028
4.	Final Dividend 2021-22	25%	30.06.2022	29.07.2029
5.	Final Dividend 2022-23	25%	12.07.2023	14.08.2030
6.	Final Dividend 2023-24	5%	30.08.2024	05.10.2031

22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which directors are interested, maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 44th AGM.

23. **Special window for transfer and dematerialisation of physical securities**

    In terms of SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, another special window has been opened for the transfer and dematerialisation of physical securities which were sold/purchased prior to 1st April 2019. **The special window will remain open for a period of 1 year from 5th February 2026 till 4th February 2027.** The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned / not attended to due to a deficiency in documents, process or any other reason.

    The securities that are re-lodged for transfer shall be credited to the transferee only in demat mode and shall be under a lock-in period of one year from the date of transfer.

24. Shri Ajay Arora, Practicing Company Secretary (Membership No. FCS 2191 and Certificate of Practice No. 993) has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

25. **VOTING THROUGH ELECTRONIC MEANS**

    a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting services.

       The facility of casting votes by a member using remote e-Voting as well as e-Voting during the AGM will be provided by CDSL.

b) The members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

c) The **remote e-Voting period commences on Monday, 10th August 2026 (9:00 a.m. IST) and ends on Wednesday, 12th August 2026 (5:00 p.m. IST**). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of Thursday, 6th August 2026** may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

General Information and Instructions relating to E-voting:

(i) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	4) 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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.

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

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

Login type	Helpdesk details
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 number 1800 21 09911.
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.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

1) Click on "Shareholders" module.

2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact the Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • 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 (v).

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the Company Name.

(vii) 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.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) 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.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xii) 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.

(xiii)There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv)Additional Facility for Non – Individual Shareholders and Custodians –

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is mandatory that 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.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email to ajaykcs@gmail.com and to the Company at the email address viz; puneeta.arora@dslindia.in (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on 'first come first serve' basis.
2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after a successful login as per the instructions mentioned above for e-Voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/ folio number, email ID, and mobile number at puneeta.arora@dslindia.in. These queries will be replied to by the Company suitably by email.

9. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.

10. The Company reserves the right to restrict the number of questions and the number of speakers as appropriate to ensure the smooth conduct of 44th AGM

11. Only those shareholders who are present in the AGM through VC/OAVM facility and 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 available during the AGM.

12. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email ID & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free 1800 21 09911.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

OTHER GUIDELINES

I) Any person, who acquires shares of the Company and becomes a member of the Company after mailing of the Notice and is holding shares as on the cut off date, may obtain the login ID and password by sending an email to contact@mdplcorporate.com.

II) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.

III) In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).or contact Shri Ramen Patra, Manager, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Telephone : (033)22435029, (033)22433809, (033) 22482248**, Mobile -** 80170 58433, **E-mail – contact@mdplcorporate.com.**

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

ITEM NO. 3

RATIFICATION OF REMUNERATION OF COST AUDITOR

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors appointed a Cost Auditor on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee is considered and approved by the Board of Directors and is required to be ratified by the members of the Company.

On the recommendation of the Audit Committee, the Board, at its meeting held on 26th May 2026 has considered and approved the appointment of M/s. Shakti K. & Associates, Cost Accountants for the conduct of Cost Audit of the Company for the financial year 2026-27 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) excluding Goods and Services Tax (GST) and out of pocket expenses.

The resolution at Item no. 3 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 3 of the accompanying Notice for approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

RE-APPOINTMENT OF SHRI YASHWANT KUMAR DAGA (DIN – 00040632) AS "CHAIRMAN AND MANAGING DIRECTOR"

Shri Yashwant Kumar Daga (DIN – 00040632), Director of the Company is associated with the Company since 1998 as a Director. He was appointed 'Vice Chairman and Senior Joint Managing Director' of the Company on 23.12.2021 for five years. He was redesignated as 'Chairman and Managing Director' vide Postal Ballot concluded on 6th April 2024.

Pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ('the Act'), read with Schedule V of the Act and the rules made thereunder including the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per Articles of Association of the Company, as recommended by Nomination and Remuneration Committee and approved by Audit Committee, the Board of Directors of the Company at their meeting held on 26th May 2026, re-appointed Shri Yashwant Kumar Daga as Chairman and Managing Director for a period of five years commencing from 23rd December 2026, subject to the approval of the shareholders.

Shri Yashwant Kumar Daga, holding a degree of Bachelor of Commerce, has been associated with the Company for a very long time and has in depth knowledge of textile industry. He also has rich and varied experience in Tea, Renewable Power Energy and Engineering.

The details of his directorships and committee memberships with other Companies is given in the Annexure accompanying this Notice. Shri Daga is a member of Audit Committee and Stakeholders Relationship Committee of the Board of Directors of Deepak Spinners Limited. He is Chairperson of CSR Committee of the Board of Directors of the Company. He is holding 997878 shares in the Company as on 31st March 2026.

The Principle terms and conditions of his appointment are as follows:-

Tenure

The re-appointment of Shri Yashwant Kumar Daga is for a period of five years with effect from 23rd December 2026 to 22nd December 2031.

Remuneration

Shri Yashwant Kumar Daga shall not receive any remuneration from the Company as he is drawing remuneration from M/s. Deepak Industries Limited as Chairman cum Managing Director and the remuneration being paid to him from Deepak Industries Limited is within the ceiling limit of Schedule V of the Companies Act, 2013.

Other Terms of Appointment

As stated, Shri Yashwant Kumar Daga will not receive any remuneration from the Company. As he is the resident of Kolkata, all expenses incurred by him such as boarding, lodging, travelling etc. during discharge of his duties as Chairman and Managing Director of the Company will be reimbursed and / or borne by the Company.

Shri Yashwant Kumar Daga shall, subject to the superintendence, control and direction of the Board, is entrusted with substantial powers to manage the affairs of the Company, as he deems expedient and in the best interest of the Company.

Shri Yashwant Kumar Daga shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

The appointment may be terminated by either party by giving three months' notice in writing to other party.

The period of office of Shri Yashwant Kumar Daga shall be liable to determination by retirement of directors by rotation. If he is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of "Chairman and Managing Director" and such re-appointment as director shall not be deemed to constitute break in his appointment as "Chairman and Managing Director ".

In view of his rich and varied experience and his contribution in the business development and growth of the Company, the Board recommends confirmation of appointment of Shri Yashwant Kumar Daga as Chairman and Managing Director of the Company for a period of five years from from 23rd December 2026 till 22nd December 2031 on the terms stated above. The appointment of Shri Yashwant Kumar Daga is appropriate and is in the best interest of the Company. The Board of Directors feels that appointment of Shri Yashwant Kumar Daga as Chairman and Managing Director of the Company will lead to better growth and development of the Company.

The Board recommends that the resolution set out at Item no. 4 of the accompanying Notice relating to appointment of Shri Yashwant Kumar Daga as Chairman and Managing Director , be passed as a Special Resolution.

The Register of Contracts maintained in pursuance of Section 189 of the Companies Act, 2013, would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, up to and including the date of the Annual General Meeting.

This Explanatory Statement together with the annexure accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

The above may be treated as a written memorandum setting out the terms of payment of remuneration to Shri Yashwant Kumar Daga under Section 190 of the Companies Act, 2013.

The above may also be treated as Disclosure required under Section 196(4) of the Act, 2013, and Secretarial Standard on General Meetings.

Except Shri Yashwant Kumar Daga, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No 4.

By Order Of the Board
For **Deepak Spinners Limited**

Puneeta Arora
Company Secretary
FCS -7466

Place: Baddi
Date : 26.05.2026

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING FIXED ON THURSDAY, 13th AUGUST 2026 AS REQUIRED UNDER REGULATION 36(3) OF THE LISTING REGULATIONS:

Name of Director	**Shri Yashwant Kumar Daga**
Director Identification Number (DIN)	00040632
Date of Birth	07-03-1961
Age	65 years
Date of Original Appointment	19-02-1998
Qualification	B.Com (Hon's)
Number of Board Meetings attended during the year 2025-26	5
No. of Shares held by him in the Company (As on 31.03.2026) -	
Own	997878 equity shares of Rs. 10/- each
Shareholding for other persons on beneficial basis	Nil
Experience in Specific Functional Area	Industrialist with rich and varied experience in Tea, Textiles, Spinning, Renewable Power and Engineering
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Resolution no. 4 of the Notice and Explanatory Statement and Corporate Governance Report.
Terms and Conditions of appointment	Re-appointment as Chairman and Managing Director with effect from 23rd December 2026 for 5 years without any remuneration.
Details of remuneration last drawn	Nil
Details of remuneration sought to be paid	Nil
Directorships in other listed Companies (excluding foreign companies)	1. The Magadh Sugar & Energy Limited 2. Deepak Industries Limited
Chairman/Member of the Committees of Board of Directors of the Company	1. Audit Committee (Member) 2. Stakeholders Relationship Committee (Member) 3. Corporate Social Responsibility Committee (Chairperson)

Membership / Chairmanship of the Committees of Board of Directors in other listed Companies (excluding foreign companies)	**1. Magadh Sugar & Energy Limited** Audit Committee – Member Stakeholders' Relationship Committee – Member Nomination and Remuneration Committee – Chairman Finance and Corporate Affairs Committee - Member **2. Deepak Industries Limited** Audit Committee – Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Chairman
Listed entities from which the Director has resigned from Directorship in last 3 years	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil

By Order Of the Board
For **Deepak Spinners Limited**

Puneeta Arora
Place: Baddi
Company Secretary
Date : 26.05.2026
FCS -7466