



RESPONSIBLE CARE®
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DNL/140/NSE/1468/2024
March 20, 2024

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

Dear Sir,

Stock Symbol: DEEPAKNTR

Sub.: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot with Explanatory Statement dated 20th March, 2024 ('Notice') seeking approval of the Members of the Company for the Special Resolutions as mentioned in the Notice.

The Notice is being sent electronically to all the Members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email address are registered with the Company / Depositories / RTA as on Friday, 15th March, 2024.

The e-voting will commence on Thursday, 21st March, 2024, at 9:00 A.M. and end on Friday, 19th April, 2024 at 5:00 P.M.

The aforesaid copy of Postal Ballot Notice is also available on the website of the Company at www.godeepak.com.

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

Thanking you,

Yours faithfully,
For Deepak Nitrite Limited

Arvind Bajpai
Company Secretary

Encl.: as above



DEEPAK NITRITE LIMITED

CIN: L24110GJ1970PLC001735

Registered & Corporate Office:

2nd Floor, Fermenter House, Alembic City, Alembic Avenue Road, Vadodara - 390 003, Gujarat, India.

Tel: +91 265 276 5200/276 5500

Investor Relations Contact: investor@godeepak.com

www.godeepak.com



DEEPAK NITRITE LIMITED

Regd. Office: 2nd Floor, Fermenter House, Alembic City, Alembic Avenue Road, Vadodara – 390003,
Gujarat, India

Phone: +91-265-2765200;

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

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 as amended, (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs ("MCA Circulars"), that the Resolutions as set out in this Notice are proposed to be passed by way of Postal Ballot only through electronic means ("Remote e-voting").

Accordingly, Resolutions proposed to be passed through Postal Ballot, together with Explanatory Statement setting out the material facts and reasons therefor, is being sent to you for your consideration.

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice ("Notice") is being sent only in electronic form to those Members whose e-mail addresses are registered with Deepak Nitrite Limited ("Company") / Depositories / Registrar and Share Transfer Agents ("RTA"), as on 15th March, 2024, to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for Remote e-voting are appended to this Notice.

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

The Notice will also be placed on the website of the Company at www.godeepak.com and on the website of NSDL at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com, respectively.

In accordance with the provisions of the MCA Circulars, Members can vote only through the Remote e-voting process. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the Remote e-voting process which commences from Thursday, 21st March, 2024 at 9.00 a.m. (IST) and concludes on Friday, 19th April, 2024 at 5:00 p.m. (IST). The Remote e-voting will be disabled by NSDL thereafter.

The Board of Directors of the Company has appointed Shri Dinesh Joshi (ICSI Membership Number: FCS 3752; CP Number:2246), Designated Partner of M/s. KANJ & Co., LLP, Company Secretaries, as



Scrutinizer for conducting the Postal Ballot only through the Remote e-voting process and for scrutinizing the votes cast therein, in a fair and transparent manner.

The Scrutinizer, after completion of the scrutiny of votes cast through Remote e-voting, will submit his report to the Chairman of the Company or any person authorised by him. The results of the Postal Ballot will be announced by the Chairman of the Company or by the person authorised by the Chairman in writing, on or before 5:00 p.m. on Sunday, 21st April, 2024 at the Registered Office of the Company. The results of Postal Ballot along with Scrutinizer's Report will be placed on the Company's website at www.godeepak.com and will also be communicated to BSE (www.bseindia.com), NSE (www.nseindia.com) and NSDL (www.evoting.nsdl.com) for publishing on their respective websites.

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

SPECIAL BUSINESS:

ITEM NO. 1

ADOPTION OF DEEPAK NITRITE LIMITED EMPLOYEE STOCK OPTION SCHEME 2024 FOR GRANT OF OPTIONS TO THE ELIGIBLE EMPLOYEES OF DEEPAK NITRITE LIMITED.

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

“RESOLVED THAT pursuant to provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder, and pursuant to the provisions of Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (“FEMA Regulations”) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as “Applicable Laws”), the Memorandum of Association and Articles of Association of Deepak Nitrite Limited (“Company”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”), which has been designated as Compensation Committee for the purpose of SBEB & SE Regulations), the approval of the members of the Company be and is hereby accorded to the adoption of the Deepak Nitrite Limited Employee Stock Option Scheme 2024 (“Scheme 2024”), for the benefit of the eligible employees of the Company, the salient features of which are furnished in the Explanatory Statement to the Postal Ballot Notice.

RESOLVED FURTHER THAT the approval of the members of the Company, be and is hereby accorded to grant, in one or more tranches, not more than 10,00,000 (Ten Lakhs) Options, corresponding to not more than 10,00,000 (Ten Lakhs) equity shares of the Company of face value of ₹ 2 (Rupees Two only) each (subject to adjustments), being 0.73% of the paid up equity share capital, to eligible employees of the Company, on such terms and conditions as provided in the Scheme 2024 and as may be fixed or determined by the NRC.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT in accordance with the terms of the Scheme 2024 and the Memorandum of Association and Articles of Association of the Company, the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the



terms and conditions of the Scheme 2024, and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Scheme 2024 and generally for giving effect to these resolutions, the NRC and the Board be and are hereby individually and severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the member(s).”

ITEM NO. 2

ADOPTION OF DEEPAK NITRITE LIMITED EMPLOYEE STOCK OPTION SCHEME 2024 FOR GRANT OF OPTIONS TO THE ELIGIBLE EMPLOYEES OF GROUP COMPANY/IES (INCLUDING SUBSIDIARIES AND ASSOCIATE COMPANIES) OF DEEPAK NITRITE LIMITED UNDER SCHEME 2024.

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

“RESOLVED THAT pursuant to provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder, and pursuant to the provisions of Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (“FEMA Regulations”) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as “Applicable Laws”), the Memorandum of Association and Articles of Association of Deepak Nitrite Limited (“Company”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”) which has been designated as Compensation Committee for the purpose of SBEB & SE Regulations), the approval of the members of the Company be and is hereby accorded to the adoption of the Deepak Nitrite Limited Employee Stock Option Scheme 2024 (“Scheme 2024”), for the benefit of the eligible employees of any subsidiaries and associate companies of Deepak Nitrite Limited (“Group Company/ies”), the salient features of which are furnished in the Explanatory Statement to the Postal Ballot Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to extend the benefits of the Scheme 2024 to the eligible employees of the Group Company/ies.

RESOLVED FURTHER THAT the approval of the members of the Company, be and is hereby accorded to grant, in one or more tranches, not more than 10,00,000 (Ten Lakhs) Options, corresponding to not more than 10,00,000 (Ten Lakhs) equity shares of the Company of face value of ₹ 2 (Rupees Two only) each (subject to adjustments), being 0.73% of the paid up equity share capital, to eligible employees of the Group Company/ies, on such terms and conditions as provided in the Scheme 2024 and as may be fixed or determined by the NRC.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT in accordance with the terms of the Scheme 2024 and the Memorandum of Association and Articles of Association of the Company, the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the



terms and conditions of the Scheme 2024, and subject to Applicable Laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT the NRC and Board are hereby individually and severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s).”

Date: 20th March, 2024

Place: Vadodara

By order of the Board of Directors
For **DEEPAK NITRITE LIMITED**

Sd/-

ARVIND BAJPAI

Company Secretary

Membership No.: F6713

DEEPAK NITRITE LIMITED

Regd. Office:

2nd Floor, Fermenter House,

Alembic City, Alembic Avenue Road,

Vadodara-390003, Gujarat, India

Phone: +91-265-2765200;

Email: investor@godeepak.com

Website: www.godeepak.com;

CIN: L24110GJ1970PLC001735

NOTES:

- (a) The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons in respect to the proposed Special Businesses is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.godeepak.com under Investors section.
- (b) In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 15th March, 2024 and who have registered their e-mail addresses with the Company or with the Depositories or with the RTA. Physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members, in compliance with MCA circulars. Members whose e-mail addresses are not registered with the Company or Depositories or RTA, are requested to refer the procedure provided in the Notes forming part of this Notice to register their e-mail address and for procuring user id and password for remote e-voting on the resolutions set out in this notice.

Further, Members can vote on the Resolutions only through Remote e-voting. Remote e-voting will commence at **9.00 a.m.** on Thursday the **21st March, 2024** and will end at **5.00 p.m.** on Friday the **19th April, 2024** after which Remote e-voting will be blocked by NSDL. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

- (c) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members as on 15th March, 2024 (“cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Shareholder as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
- (d) The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for Remote e-voting i.e. 19th April, 2024.
- (e) The documents referred to in the Notice or Explanatory Statement shall be available for inspection at the Registered Office of the Company on any working day during normal working hours (excluding Saturdays and Sundays) upto Friday, 19th April, 2024 and shall also be available for inspection

electronically. Members desirous of inspecting the said documents may send their requests to investor@godeepak.com from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID.





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 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 use your existing my easi username & password. 2. 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. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.joshi@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 48867000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to vadodara@linkintime.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to vadodara@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NOS.: 1 AND 2

Deepak Nitrite Limited (“Company”) is the Flagship Company of Deepak Group (“Group”). The Group is on a growth trajectory and has the vision ‘To become the Fastest Growing Indian Chemical Intermediates Company’. The Group has various plans for next 4-5 years and many of the Projects are in pipeline.

In this regard, the Group has signed two Memorandums of Understanding with Government of Gujarat, expressing the intention of the Group to invest around ₹ 14,000 Crores in aggregate for setting up world scale chemical manufacturing facilities to manufacture products like Phenol, Acetone, Bisphenol, Polycarbonate Resins & Compounds and Aniline to name a few, apart from various other Specialty Chemicals.

The Company acknowledges the important role that the employees play in its growth. The Company views its employees as its most important resource and asset. In view of the above, it is important and critical for the Company to nurture and retain good talent for implementing its future growth plans.

The Company envisages to achieve this goal of retaining good talent by making them partners in the future growth of the Group, by offering them Stock Options.

Based on the recommendations and approvals of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), a proposal for approval and adoption of the Deepak Nitrite Limited Employee Stock Option Scheme 2024 (“Scheme 2024”) is being placed before the members of the Company in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB & SE Regulations”).

The Scheme 2024 aims to achieve following objectives:

- to achieve sustained growth of the Company and create shareholder value by aligning the interests of the Employees with the long-term interests of the Company;
- to incentivize and retain key talent and as well as to motivate the Employees to contribute to its growth and profitability;
- to recognize and reward the efforts of Employees and their continued association with the Company its subsidiary company(ies) and associate company(ies) (“Group Company/ies”).
- to promote the culture of Employee ownership, to enable the Employees to have greater involvement in the existing business plans of the Company, to secure the loyalty of the Company’s most valuable



resources and to provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved Employee engagement, motivation and retention.

In terms of Regulation 6 of SBEB & SE Regulations, for issue of equity shares to the employees of the Company, the approval of the members by way of special resolution is required. Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the members by way of a separate special resolution is also required for grant of Options to the employees of the Group Company/ies.

Accordingly, the Special Resolutions contained at Item Nos. 1 and 2 set out in the Postal Ballot Notice are being placed for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or that of Group Company/ies and their relatives are in any way, concerned or interested, financially or otherwise in these resolutions, except to the extent of the options which may be granted to them under the Scheme 2024 and to the extent of their shareholding in the Company, if any.

The salient features and other details of the Scheme 2024 as required pursuant to Regulation 6(2) of SBEB & SE Regulations are as under:

1. Brief description of the Scheme 2024:

Deepak Nitrite Limited Employee Stock Option Scheme 2024 seeks to provide for granting of stock options to Employees, Executive Directors as well as Non-Executive Directors, excluding Independent Directors, promoters or persons belonging to promoter group of the Company and any Director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding Equity Shares of the Company (“Eligible Employee”). The Scheme also seeks to provide for granting of stock options to Eligible Employees of Group Company/ies, as may be permissible under the SBEB & SE Regulations. Each stock option will be, upon exercise, convertible into one fully paid-up equity share of the Company of the face value of ₹ 2 (Rupees Two only) each.

2. The total number of Options to be offered and granted:

10,00,000 (Ten Lakhs) options, which when exercised, shall result in allotment of equal number of Equity Shares of the Company, which would be equivalent to 0.73% of the Company’s paid up share capital.

In case of any corporate action such as rights issue, bonus issue, merger or sale of any division of the Company, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares to be so issued.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme 2024:

All permanent employees, key managerial personnel, Non-Executive Directors (who are not promoters or persons belonging to promoter group of the Company) (hereinafter referred to as employees) shall be eligible to participate in this scheme subject to determination or selection by the Nomination and Remuneration Committee/Board.

However, following classes of employees/ directors shall not be eligible under this scheme:

- Independent Directors;
- Promoters or persons belonging to promoter group; and

- Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity share capital of the Company.

The class of employees eligible for participating in the scheme shall be determined on the basis of the grade, number of years of service, performance, past contribution and future expected potential contribution to the growth of the organization, role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole and absolute discretion, from time to time.

The options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner, whatsoever.

4. Requirements of vesting and period of vesting:

Requirements of vesting: The options granted shall vest so long as the employee continues to be in the employment of the Company and is not serving any notice of resignation/ termination on the date of vesting unless such notice is on account of permanent incapacity, retirement or deputation to a subsidiary of the Company. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest and the detailed terms and conditions relating to such performance based vesting and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

Treatment of Options in the event that the employee ceases to be in employment of the Company on account of –

- (i) **death:** all the unvested Options shall vest in their nominees/ legal heirs/ successors immediately on the date of death of the grantee, the vested and unvested options shall be exercised within the exercise period;
- (ii) **permanent incapacity:** all the unvested Options shall vest in them immediately on the date of permanent incapacitation of the grantee, the vested and unvested options shall be exercised by them or their nominees/ legal heirs / successors within the exercise period;
- (iii) **retirement or superannuation:** all the vested Options shall be exercised within their exercise period and the unvested Options shall continue to vest as per their original vesting schedule outlined in the respective employee's grant letter;
- (iv) **termination without cause or 'good leaver':** if the NRC determines that the termination qualifies as a 'good leaver' they can accelerate and vest some or all of the unvested Options held by the employee. The vested Options held by such employee will have to be exercised within their exercise period;
- (v) **resignation but not as a 'good leaver':** all the unvested Options will stand cancelled but the employee will be allowed to exercise their vested Options within 30 (thirty) days from the submission of resignation;
- (vi) **termination on account of breach of Company policies or terms of employment:** all Options held by the employee will lapse and be cancelled with immediate effect; and
- (vii) **if cessation of employment is for any other reason:** all unvested Options shall expire and stand cancelled with effect from the date of termination/resignation notice.

Period of vesting: the Options granted under Scheme 2024 shall vest within 4 (four) years but not earlier than 1 (one) year from the date of grant.

5. Maximum period within which Options shall be vested:

The Options granted under Scheme 2024 would vest not earlier than 1 (one) year from the date of grant in accordance with Applicable Law and not later than 4 (four) years.

6. Exercise price or pricing formula:

₹ 2 (Rupees Two only) per Option.

7. Exercise period and process of exercise/acceptance of offer:

Exercise period: The Options would be exercisable from the date of vesting and within a maximum period of 3 (three) years from such date of vesting of the respective Options or such other period as may be determined (and communicated to the option grantee) by the NRC from time to time subject to Applicable Laws.

Process of exercise: The option grantee may, at any time during the exercise period, and subject to fulfillment of conditions of the grant and vesting, as applicable, Exercise the Options (as the case may be) by submitting an exercise application to the Company for issuance of Equity Shares pursuant to the vested Options, accompanied with the payment of the Exercise Price, and any applicable taxes.

8. The appraisal process for determining the eligibility of employees for the Scheme 2024:

The appraisal process for determining the Eligibility Criteria of the Employees will be specified by the NRC and will be based on criteria such as role/ level of the Employee, past performance record, future potential of the Employee, balance number of years of service until normal Retirement age and/ or such other criteria that may be determined by the NRC at its sole discretion.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

Maximum number of Options shall not exceed 10,00,000 (Ten Lakhs) which when exercised, shall result in allotment of equal number of Equity Shares of the Company, which would be equivalent to 0.73% of the Company's share capital. Further the maximum number of Options that can be granted to a single employee shall not exceed 5% of the maximum number of Options i.e. 50,000 (Fifty Thousand) Options.

10. Maximum quantum of benefits to be provided per employee under the Scheme 2024:

Apart from grant of stock options as stated above, no monetary benefits are contemplated under the Scheme 2024. The maximum quantum of benefits underlying the stock options issued to an Employee shall be equal to the difference between the option exercise price and the market price of the shares on the exercise date.

11. Whether the Scheme 2024 is to be implemented and administered directly by the company or through a trust:

The scheme will be implemented and administered directly by the Company.

12. Whether the Scheme 2024 involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme 2024 would involve new issue of shares by the Company.



13. **The amount of loan to be provided for implementation of the Scheme 2024 by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

NA

14. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme 2024:**

NA

15. **A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:**

The Company shall conform to the accounting policies prescribed under the SBEB & SE Regulations and as required under Applicable Law from time to time.

16. **The method which the Company shall use to value its Options:**

The Company shall value the Options as per Applicable Law and will make the necessary disclosures as may be required in this regard under Applicable Law.

17. **The following statement, if applicable:**

In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

18. **Period of lock-in:**

NA

19. **Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

NA.

Date: 20th March, 2024
Place: Vadodara

By order of the Board of Directors
For **DEEPAK NITRITE LIMITED**

DEEPAK NITRITE LIMITED

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CIN: L24110GJ1970PLC001735

Sd/-
ARVIND BAJPAI
Company Secretary
Membership No.: F6713