DEEPAK NITRITE LIMITED

Registered Office:- 9/10, Kunj Society, Alkapuri, Vadodara 390 007.
Web Site : www.deepaknitrite.com; Investors Relation Contact : investor@deepaknitrite.com
Corporate Identity Number: L24110GJ1970PLC001735
Tel: +91-265-233 4481/82 **Fax:** +91-265-233 0994

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

NOTICE is hereby given to the Members of DEEPAK NITRITE LIMITED (the "Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014 (herein after referred to as the "Rules") including any statutory modifications, amendments or re-enactments thereof for the time being in force seeking consent of the Members of the Company for the following Special Business by way of Postal Ballot:

1) Issue of Equity Shares of face value of ₹ 2/- (Rupees Two only) each for an aggregate amount not exceeding ₹ 200 crores through Qualified Institutions Placement (QIP) route as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
2) Re-appointment of Shri Ajay C. Mehta as Managing Director of the Company for further period of 5 years with effect from December 1, 2014.

The Company seeks the consent of the Members for the aforesaid proposals through Special Resolution as specified here in below. The proposed resolutions and explanatory statements stating material facts and the reasons for the resolutions are enclosed along with a Postal Ballot Form for your consideration. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising his/her vote in respect of the said resolutions.

The Company has appointed Shri Dinesh Joshi, a practicing Company Secretary, Partner of M/s. KANJ & Associates, Company Secretaries, Pune as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in all respect in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on **Friday, April 24, 2015.**

E-voting Facility

In compliance with the provisions of Act and Rules and Clause 35B of the Listing Agreement entered with BSE Limited and National Stock Exchange of India Limited (collectively the "Stock Exchanges"), where the equity shares of the Company are listed, the Company is pleased to offer E-voting facility as an alternate to its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case you desire to exercise your vote by using E-voting facility then you are required to carefully read and follow the instructions for voting as given in the notes.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or the Vice Chairman & Managing Director of the Company. The result of the voting by Postal Ballot / E-voting will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on **Tuesday, April 28, 2015** at the Registered Office of the Company. The results of Postal Ballot / E-voting will be put up on the Company's website **www.deepaknitrite.com** and will be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

SPECIAL BUSINESS

Item No. 1: Issue of Equity Shares through Qualified Institutions Placement

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

"RESOLVED THAT pursuant to Sections 23, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively "the Act") (including any amendments / modifications thereto or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR") as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange

Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Registrar of Companies ("ROC"), the Stock Exchanges and any appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, issue, offer and allot Equity Shares to the Qualified Institutional Buyers ("QIBs"), on a private placement basis through Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of the SEBI ICDR, whether or not such QIBs are Members of the Company, through a placement document, at such time or times in one or more tranche or tranches, at par or at such price or prices, as may be determined in accordance with the provisions under Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the lead managers, advisors or other intermediaries, provided however that the total amount raised through the issuance of such Equity Shares shall not exceed ₹ 200 Crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT in terms of Chapter VIII of SEBI ICDR, the allotment of the Equity Shares as may be decided by the Board shall be completed within 12 months from the date of passing this resolution or such other time as may be allowed under the SEBI ICDR from time to time.

RESOLVED FURTHER THAT the Relevant Date for determination of applicable price for the issue of the Equity Shares shall be the date of meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the issue, allotment, listing and trading of Equity Shares as above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, including to obtain any approvals, permissions, sanctions from SEBI, Stock Exchanges, Foreign Investment Promotion Board, Reserve Bank of India and such other authorities which may be necessary or desirable, and to execute all such arrangements, contracts/agreements, memorandum, documents, etc. and to appoint and remunerate the managers, bankers, lawyers, advisors and all such agencies / intermediaries by way of commission, brokerage, fees and the like that may be involved or connected in such offerings of the Equity Shares, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to such issue, offer and allotment of Equity Shares and utilization of issue proceeds.

RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by GOI / RBI / SEBI / Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to the issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.**"**

Item No. 2: Re-appointment of Shri Ajay C. Mehta as Managing Director of the Company

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Ajay C. Mehta (DIN: 00028405) as Managing Director of the Company, for a period of 5 (five) years with effect from December 1, 2014, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Postal Ballot Notice and Agreement entered into between the Company and Shri Ajay C. Mehta.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment including remuneration payable to Shri Ajay C. Mehta in such manner as may be agreed between the Board and Shri Ajay C. Mehta and within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 or any other applicable provisions of the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits of the Company in any financial year, during the term of Shri Ajay C. Mehta, the Company shall pay to Shri Ajay C. Mehta the remuneration as set out in the Explanatory Statement, by way of salary, perquisites and other allowances as a minimum remuneration subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as a "minimum remuneration".

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and authorize Directors / Officers of the Company to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.**"**

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

Date: March 23, 2015
Place: Vadodara

Arvind Bajpai
Company Secretary

NOTES:

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of the Notice.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of beneficial owners as received from National Securities Depository Limited / Central Depository Services (India) Limited on March 20, 2015. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
3. The Board of Directors have appointed Shri Dinesh Joshi, Partner of KANJ & Associates, Company Secretaries, Pune as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self-addressed postage prepaid envelope are enclosed for use of the Members.
4. Members have the option either to vote through the E-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.deepaknitrite.com or seek duplicate Postal Ballot Form from Company's Share Transfer Agent, Sharepro Services (India) Pvt. Ltd., 13 AB, Samhita Warehousing Complex 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072, fill in the requisite details and send the same to the Scrutinizer at Sharepro Services (I) Pvt. Ltd., Shri Dinesh Joshi (Scrutinizer), Unit – Deepak Nitrite Limited, 912, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021, Maharashtra.
5. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (for) or Dissent (against) in the enclosed postage prepaid envelope so as to reach the Scrutinizer not later than close of working hours on **Friday, April 24, 2015** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Hence, the Members are requested to send the duly completed Postal Ballot Forms well before **Friday, April 24, 2015,** being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
6. **Kindly note that the Members can opt only one mode of voting, i.e. either by physical Postal Ballot or by E-voting. If you are opting for E-voting, then do not vote by physical Postal Ballot also and vice versa. However, in case Members cast their vote by both physical Postal Ballot and E-voting, then voting done through valid physical Postal Ballot shall prevail and voting though E-voting will be treated as invalid.**
7. The results of the Postal Ballot will be announced on **Tuesday, April 28, 2015** and will also be informed to BSE Limited and National Stock Exchange of India Limited and posted on the Company's website www.deepaknitrite.com.
8. The resolutions shall be taken as passed effectively on the date of declaration of the result.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto April 24, 2015.
10. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including PIN CODE number immediately to the Depository Participant. In the event of non- availability of Members' latest address either in Company's records or in Depository Participant's records, Members are likely to miss notices and other valuable correspondence sent by the Company.
11. Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to our Registrars viz., M/s. Sharepro Services (India) Pvt. Ltd., 13 AB, Samhita

Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

12. Members are requested to kindly mention their Folio Number / Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.

INSTRUCTIONS FOR VOTING

Voting in Physical Form:

1. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the Member, will also be accepted.
2. Duly completed Postal Ballot Form should reach directly to the Scrutinizer before close of working hours on **Friday, April 24, 2015.** Any Postal Ballot Form received after **April 24, 2015** shall be treated as if reply from the Member has not been received.
3. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column in the Postal Ballot Form.
4. Postal Ballot Form is to be completed and signed by the Member (as per signature registered with the Company). In case of joint holding, this Form should be completed and signed by the first-named Member and in his / her absence, by the next named Member. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).
5. In case the Form is signed by the Power of Attorney holder for and on behalf of the Member, it must be accompanied by a certified true copy of the power of attorney. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
6. Unsigned or incomplete Postal Ballot Form shall be liable to be rejected.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Members for sending any other correspondence to the Company.
9. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.deepaknitrite.com or seek duplicate Postal Ballot Form from Company's Share Transfer Agent, Sharepro Services (India) Pvt. Ltd., 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai–400 072.

Voting in Electronic Form (E-voting):

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement with the Stock Exchanges, the Company is pleased to offer E-voting facility, through E-voting services provided by National Securities Depository Limited ("NSDL"), for the Members to enable them to cast their votes electronically. Members have option to vote either through E-voting or through the Postal Ballot Form. If a Member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. **However, in case members cast their vote both via physical ballot and E-voting, then voting through physical ballot shall prevail and voting done by E-voting shall be treated as invalid.** The E-voting facility is avialable at the link **http://www.evoting.nsdl.com/**

The E-voting period commences on Wednesday, March 25, 2015 (9:00 A.M.) and ends on Friday, April 24, 2015 (6:00 P.M.).

The instructions for Members for voting electronically are as under:-

(A) In case of Members receiving e-mail from NSDL:

1. Open the attached PDF file **"DNL E-voting.pdf"** giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "User ID" and "Password" for E-voting. Please note that the password is an initial password.

2. Open your web browser during the voting period and log on to the E-voting website **https://www.evoting.nsdl.com/**

3. Click on "Shareholders" tab to cast your vote.

4. Enter your User ID and password as initial password noted in step (1) above and Click Login.

5. Password Change menu appears. Change the initial password with new password of your choice. The new password has to be minimum eight digits / characters or combination thereof. Note new password. Kindly note that this password is to be used by the holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. Home page of "E-voting" opens. Click on "E-voting": Active Voting Cycles.

7. Select "EVEN" of Deepak Nitrite Limited (i.e. the Electronic Voting Event Number), from the drop down menu.

8. Now you are ready for "E-voting" as "Cast Vote" page opens.

9. Then cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted. Once you CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

10. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at **dinesh.joshi@kanjcs.com** with a copy marked to **evoting@nsdl.co.in.**

(B) In case of Members receiving Postal Ballot Form by Post:

i) User ID and Initial password is provided at the bottom of Postal Ballot Form.

ii) Please follow all steps from Sl. no. (2) to Sl. no. (10) above, to cast vote.

(C) In case you have any queries regarding E-voting, you may refer the Frequently Asked Questions (FAQ) for members and e-voting user manual for members available at the Downloads section of http://www.evoting.nsdl.com or write an email to evoting@nsdl.co.in.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013 and Explanation about reasons for the passing of the resolutions as required under Rule 22 (1) of Companies (Management and Administration) Rules, 2014

Item No. 1

The Company is engaged in the business of chemical intermediates under three segments viz. Bulk Chemicals and Commodities, Fine & Speciality Chemicals and Fluorescent Whitening Agent. With a view to enhance Company's global competitiveness, the Company requires additional funds to invest in growth opportunities and fund the expansion plans of the Company or its subsidiaries.

To meet the requirements for the above purposes and for other general corporate purpose, as may be decided by the Board of Directors (hereinafter called the "Board" which expression shall include any Committee of Directors constituted / to be constituted by the Board) from time to time, it is proposed to seek authorization of the Members of the Company in favour of the Board, without the need for any further approval from the Members, to undertake the Qualified Institutions Placement ("QIP) with the Qualified Institutional Buyers ("QIBs") in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the Special Resolution at Item No. 1 of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, issue and allot Equity Shares for an aggregate amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores Only).

The pricing of the Equity Shares that may be issued to QIB pursuant to SEBI ICDR shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of SEBI ICDR. The price of Equity Shares to be issued, as may be decided by the Board, will be in accordance and compliance with the provisions of SEBI ICDR.

For reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue in accordance with SEBI ICDR. The Equity Shares issued pursuant to the offering would be listed on the Stock Exchanges on which the Company's existing Equity Shares are listed. The issue/allotment of Equity Shares would be subject to the receipt by the Company of regulatory approvals, if any.

Section 62(1)(c) of the Companies Act, 2013 ("Act") provides that, inter-alia, such further shares may be offered to any persons, whether or not such persons are existing holders of equity shares of the company as on the date of offer, by way of a Special Resolution passed to that effect by the members of the Company. Accordingly, consent of the Members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the Listing Agreement to issue and allot Securities as stated in the Special Resolution.

In connection with the proposed issue of Equity Shares, the Company is required, inter alia, to prepare various documentations and execute various agreements. Accordingly, it is also proposed to authorize the Board (including certain officers of the Company) to negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The detailed terms and conditions of the issue will be determined by the Board in consultation with the lead manager(s) and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Board of Directors recommend the Special Resolution set out at Item No.1 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company / Institution in which they are directors or members.

Item No. 2

The Board of Directors of the Company at their meeting held on January 22, 2015, has approved, subject to the approval of Members, re-appointment of Shri Ajay C. Mehta as Managing Director of the Company for a further period of 5 (five) years with effect from December 1, 2014 at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

The broad particulars of the terms of re-appointment of and remuneration payable to Shri Ajay C. Mehta are as under:

(a) The remuneration comprising of Salary, Allowance, Perquisites and other benefits payable to Shri Ajay C. Mehta, as the Managing Director shall be ₹ 6,00,000/- (Rupees Six Lacs only) per month or ₹ 72,00,000/- (Rupees Seventy Two Lacs only) per annum.

(b) In addition to the remuneration as stated in (a) above, Shri Ajay C. Mehta shall also be paid a Commission, calculated with reference to the Net Profits of the Company in a particular Financial Year, as may be determined by the Board of Directors, subject to the overall ceiling stipulated in Section 197 and other relevant provisions of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof, for the time being in force).

(c) Shri Ajay C. Mehta shall be entitled to the following Perquisites / Allowances:

i) Housing – Rent free furnished residential accommodation. In case no accommodation is provided by the Company, Shri Ajay C. Mehta shall be paid house rent allowance as may be decided by the Board of Directors.

ii) Re-imbursement of gas, electricity, water charges and furnishings.

iii) Re-imbursement of medical expenses incurred for self and members of his family, as per rules of the Company.

iv) Leave travel concession for self and members of his family, as per rules of the Company.

v) Fees of clubs subject to maximum of two clubs.

vi) Medical insurance, as per rules of the Company.

vii) Personal Accident Insurance, as per rules of the Company.

viii) Provision of car and telephone at residence.

ix) Company's contribution to provident fund, superannuation fund or annuity fund, gratuity and encashment of leave, as per rules of the Company.

x) Retirement and other benefits, as per rules of the Company.

(d) The aggregate remuneration inclusive of Salary, Commission, Perquisites, Allowances and other benefits payable to Shri Ajay C. Mehta, shall always be subject to the overall ceilings laid down in Section 197 read with Schedule V of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).

(e) The aforesaid remuneration payable to Shri Ajay C. Mehta shall be reviewed by the Board after close of each Financial Year, and based on the Profits made by the Company in that Financial Year, Shri Ajay C. Mehta shall be paid such enhanced remuneration as the Board may decide subject to the ceiling limits specified in Section 197 and other applicable provisions of the Act read with Schedule V of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).

(f) The Board of Directors shall have the authority to alter or vary the terms of re-appointment and remuneration including commission and perquisites payable to Shri Ajay C. Mehta within the overall limits specified under Section 197 and Schedule V of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).

(g) Shri Ajay C. Mehta shall not be entitled to sitting fees for attending the meetings of the Board or any Committee thereof.

(h) Shri Ajay C. Mehta, as the Managing Director shall perform such duties and exercise such powers bestowed on him or as may from time to time be assigned to him by the Board of Directors of the Company.

(i) Shri Ajay C. Mehta, shall not be liable to retire by rotation as Director of the Company.

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

A copy of the Agreement entered into between the Company and Shri Ajay C. Mehta is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. up to April 24, 2015.

The Board of Directors recommend the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

Shri Ajay C. Mehta and his relatives Shri Chimanlal K. Mehta and Shri Deepak C. Mehta are interested in the resolution set out at Item No. 2 of the accompanying Notice, which pertains to the re-appointment and remuneration payable to Shri Ajay C. Mehta.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the said Special Resolution.

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

Date: March 23, 2015
Place:Vadodara

Arvind Bajpai
Company Secretary