



REF.NO/DSL/PA/2025

Dated 30.12.2025

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

Sir / Madam,

Subject: Postal Ballot Notice
Scrip Code - 514030

Further to our letter dated 15th December 2025 and pursuant to Regulation 30 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking the approval of members by way of postal ballot only by voting through electronic means for –

1. Alteration of Memorandum of Association of the Company through Special Resolution.
2. Alteration of Articles of Association of the Company through Special Resolution.

The notice is being sent to all the Members whose email address is registered with Maheshwari Datamatics Pvt. Ltd, the Company's Registrar and Share Transfer Agent / Depository Participant(s) as on Friday, 26th December 2025 being the cut-off date.

The Company has engaged the services of CDSL to provide remote e-voting facility to its Members and the communication of assent or dissent of the Members would only take place through the remote e-voting system. **The remote e-voting period shall commence from 9.00 a.m. (IST) on Thursday, 1st January 2026 and end at 5.00 p.m. (IST) on Friday, 30th January 2026.** The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Notice of Postal Ballot is also available on the website of the Company, viz., www.dsl-india.com. Please take the above information on record.

FOR DEEPAK SPINNERS LIMITED

(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 OF POSTAL BALLOT

Dear Member,

Notice is hereby given pursuant to the provisions of 110 read with Section 108 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) 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) Regulation, 2015 ('Listing Regulations'), Secretarial Standard of General Meetings ('SS-2') to the extent applicable read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, 02/2022 dated May 05, 2022, 3/2022 dated 5th May 2022, 10/2022 dated 28th December 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023, 9/24 dated 19th September 2024 and latest being 03/25 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'Circulars'), that the special resolutions as set out in this Notice are proposed for approval for the shareholders of the Company for passing by means of Postal Ballot only through remote e-voting process. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its members.

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. In accordance with the provisions of the aforesaid circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, if your e-mail address is not registered, you are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 15th December 2025, appointed Shri Ajay K. Arora, Practising Company Secretary, (Membership no. FCS 2191 and Certificate of Practice no. 993) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman and the results of the voting by Postal Ballot will be announced within stipulated timelines from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General Information and Instructions relating to E-voting" in this Postal Ballot notice.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 1st January 2026 and ends at 5.00 p.m. (IST) on Friday, 30th January 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter. In the event the draft resolutions as set out in the Notice are assented to by the requisite majority by means of e-voting, it shall be deemed to have been passed as if they have been passed at a General Meeting of the shareholders and shall be deemed to have been passed on the last day of e-voting i.e. Monday, 30th January 2026. The Scrutinizer

will submit the report to the Chairman of the Company or any other person authorised by him upon completion of the scrutiny of the votes cast through e-voting.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.dsl-india.com and on the website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com

Resolution No. 1- Alteration in Memorandum of Association

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

"RESOLVED THAT pursuant to provisions of Sections 4, 13 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the said Act (including any statutory modification(s) and re-enactment thereof, for the time being in force) and subject to the approval of the Registrar of Companies (RoC), Ministry of Corporate Affairs (MCA) and such other regulatory or statutory authorities as may be applicable and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company in the following manner:

A. i. The title of the existing clause iii (B) be renamed as "Matters which are necessary for furtherance of the objects specified in clause iii (A) are:"

ii. The sub-clause (49) under Clause iii (B) shall stand replaced and substituted with the following sub-clause:

"49. To generate, transmit and distribution of electricity and power which is derived from conventional/non-conventional methods including hydel, thermal turbine, thermo electric generator, thermionic convertor, hydrogen, Magneto hydro dynamic, fuel cell technology, solar energy, rooftop solar, ground mounted solar, wind energy, tidal energy, energy from biomass for the purpose of carrying on such business for Captive generation, captive consumption, to sale power to third parties or state and central government."

B. Clause iii (C): "Other Objects" Shall stand deleted from the Memorandum of Association of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company, including any duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient in their entire discretion, to give effect to this resolution and for matters connected therewith and incidental thereto."

RESOLUTION No. 2: Alteration of Articles of Association

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

"RESOLVED THAT pursuant to provisions of Sections 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force, the consent of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following sub-clauses (xxxxix) and (xxxxx) in Clause 2 of the Articles of Association of the Company –

(xxxxix) Power Purchase Agreement and wheeling agreement (WA): or PPA/PPWA"- shall mean the power purchase agreements and power purchase and wheeling agreement entered into between Company, government companies, transmission companies, Distribution companies, third party companies and other government. electricity Company/boards and Captive User/third party power sale, Captive generation and shall include all other power purchase agreements that may be entered into between Company and Captive User/third party power sale, in the future and upon mutual written agreement, for the supply of electricity by the Company to Captive User on a captive consumption or third party power sale basis;

(xxxxx) "Project/s" means the solar, solar- wind hybrid, Non-conventional/ Conventional power projects or any other power plants installed/established by the Company for captive generation or for supplying Electricity to the State Government. Or Central Government. or Captive consumption or captive generation or sale of power to third party basis, and shall include all other projects that may be entered into between the Company and Captive User/third party power sale, in the future and upon mutual written agreement, for supply of Electricity by the Company to Captive User on a captive consumption basis or third party power sale on ownership/leased land for setting up such project on lease ownership or otherwise;"

“RESOLVED FURTHER THAT the Board of Directors of the Company, including any duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient in their entire discretion, to give effect to this resolution and for matters connected therewith and incidental thereto.”

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

Place: Baddi
Date: 15.12.2025

**Puneeta Arora
Company Secretary
FCS -7466**

NOTES:

- (1) The Explanatory Statements pursuant to Sections 102 read with Section 110 of the Companies Act, 2013 (“the Act”), stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 2 are appended herein below.
- (2) The Postal Ballot Notice is being sent by electronic means to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from, our Registrar and Transfer Agents, National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (‘the Depositories’) as on **Friday, 26th December 2025 (“Cut-off Date”)**.
- (3) In line with the MCA Circulars, physical copies of the Postal Ballot Notice are not being sent to Members. This Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
- (4) Members may please note that the Postal Ballot Notice will also be available on the Company’s website at: www.dsl-india.com, the website of the Stock Exchange i.e. BSE Limited at: www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com
- (5) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to the Company or Registrar and Transfer Agents at contact details given below along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to the **Company at puneeta.arora@dslindia.in and/or to the Company’s Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Tel. No.: +91 : 033-22435029, 22433809, 22482248; E-Mail: compliance@mdplcorporate.com .**
- (6) Members are requested to provide their assent or dissent through remote e-voting only. The voting for this Postal Ballot cannot be exercised through proxy.
- (7) Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
- (8) Voting rights of a Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on **Friday, 26th December 2025, the Cut-Off Date** fixed for the purpose.
- (9) The voting rights are one vote per Share, registered in the name of the Members. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, the 26th December, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in in this Notice. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.

- (10) In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- (11) Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General Information and Instructions relating to E-voting” in this Postal Ballot Notice.
- (12) **The remote e-voting period shall commence at 9.00 a.m. (IST) on Thursday, 1st January 2026 and ends at 5.00 p.m. (IST) on Friday, 30th January 2026.** Shareholders are requested to cast their vote through the e-voting process during the e-voting period to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
- (13) The Company has connectivity with both National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) under **ISIN No INE272C01013**.
- (14) The Scrutinizer will submit his report to the Chairman or a Director authorized by him, after the completion of scrutiny, and the result of voting by Postal Ballot through the e-voting process will be announced by the Chairman or any such person authorized by him within stipulated timelines and will also be displayed on the website of the Company (www.dsl-india.com), besides being communicated to the Stock Exchanges, and Depositories.
- (15) The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 30th January 2026** i.e. the last date specified for receipt of votes through the e-voting process.
- (16) All the material documents referred to in this Postal Ballot Notice and the Explanatory statement will be available for inspection through electronic mode, from the date of circulation of this Postal Ballot Notice until the last date of remote e-voting. Members seeking to inspect such documents can send request by email to: puneeta.arora@dslindia.in mentioning their name, Folio no. / Client ID and DP ID and the documents they wish to inspect.

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	<p>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.</p> <p>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</p>

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at website www.cdslindia.com and click on login & Mu Easi New (Token) Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>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</p> <p>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.</p> <p>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</p>

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.
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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.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 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 at toll free no. 1800 21 09911.

OTHER GUIDELINES

- I) 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 e-voting.
- II) 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 Shri Nitin Kunder (022-23058738) or Shri Mehboob Lakhani (022-23058543) or Shri 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** – compliance@mdplcorporate.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Resolution No. 1 & 2

The Company has a 7 MW solar power plant at Guna and 1 MW solar power plant at Rajgarh in Madhya Pradesh. The electricity generated from these solar power plants is used for captive consumption of the Company's manufacturing facility situated at the Village Pagara, District Guna in Madhya Pradesh.

Pursuant to the applicable provisions of the Electricity Act, 2003 and guidelines issued by the Government of Madhya Pradesh and other relevant authorities governing captive power generation, it is a mandatory requirement that the Memorandum of Association (MOA) and where necessary, the Articles of Association (AOA) of the consumer Company should include enabling provisions for generation and consumption of electricity for captive use.

Accordingly, the Board of Directors at its meeting held on 15th December 2025 approved the proposal to amend the Memorandum and Articles of Association of the Company appropriately. Further, the management also deems it necessary to alter the Memorandum of Association of the Company in alignment with the requirements of the Companies Act, 2013.

Accordingly, the Board of Directors, subject to the approval of the shareholders, approved the alterations of the Memorandum and Articles of Association as per the requirements of the Companies Act, 2013 and guidelines of Government of Madhya Pradesh in the manner as proposed in the resolutions above.

In terms of Sections 13, 14 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, approval of the members of the Company is required by way of special resolutions for amending the Memorandum and Articles of Association.

None of the Directors or Key Managerial Personnel of the Company, either directly or indirectly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Serial nos 1 and 2 of this Notice.

The Board of Directors recommends the special resolutions set out at Serial nos 1 and 2 of this Notice for approval of the members of the Company.

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

Place: Baddi
Date: 15.12.2025

**Puneeta Arora
Company Secretary
FCS -7466**