



Notice

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED will be held on Thursday, 23rd July, 2009 at 11.00 a.m. at ELAN, Arcade 3, Ishanya, Opp. Golf Course, Airport Road, Yerawada, Pune – 411 006 to transact the following business :

■ ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at, and the Profit and Loss Account for the financial year ended 31st March, 2009 together with the Directors' Report and the Auditors' Report thereon.
2. To declare a dividend for the financial year ended 31st March, 2009.
3. To appoint a Director in place of Shri N. C. Singhal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S. R. Wadhwa, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Smt. Parul S. Mehta, who retires by rotation and being eligible, offers herself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

■ SPECIAL BUSINESS

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

“RESOLVED THAT Dr. Manu Seth, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of the Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

“RESOLVED THAT Shri Anil Sachdev, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of the Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has, under Section 257 of the said Act, received notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Dated 20th May, 2009
Registered Office :
Opp. Golf Course,
Shastri Nagar,
Yerawada,
Pune - 411 006.

By Order of the Board of Directors,
R. SRIRAMAN
Sr. Vice-President (Legal) &
Company Secretary

■ NOTES

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- (2) An Explanatory Statement, as required by Section 173(2) of the Companies Act, 1956 in respect of Special Business as set out above is annexed hereto.
- (3) The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 9th July, 2009 to Thursday, 23rd July, 2009 (both days inclusive).
- (4) The dividend, if declared, will be paid to those members whose names appear on the Register of Members of the Company as on 23rd July, 2009, being the date of the Annual General Meeting of the Company.

In respect of shares held in electronic form, the dividend will be paid to those beneficial owners as per the details furnished by the Depositories for the purpose.

- (5) Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s. Sharepro Services (India) Pvt. Ltd., 13 AB, Samhita Warehousing Complex, 2nd Floor, Off. Andheri-Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (East), Mumbai – 400 072, quoting Registered Folio Number (a) details of their Bank Account / change in Bank Account, if any, to enable the Company to print these details on the Dividend Warrants; and (b) change in their address, if any, with the Pin Code Number.

Members holding shares in electronic form shall address communication to their respective Depository Participants only.

- (6) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days prior to the meeting so that the required information can be made available at the meeting.
- (7) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
- (8) Members are requested to note that pursuant to the provisions of Section 205C of the Companies Act, 1956 the dividend remaining unclaimed / unpaid for a period of seven years from the date it became due for payment shall be credited to the Investor Education And Protection Fund (Fund) set up by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund. Please visit Company's website : www.dfpl.com for details.
- (9) Members are requested to note that pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, shareholding of the Non-Executive Directors proposed to be appointed / re-appointed is given below and forms part of the Notice.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 173(2) of the Companies Act, 1956.

Item No. 7

Dr. Manu Seth was appointed by the Board of Directors as an Additional Director of the Company. In terms of Section 260 of the Companies Act, 1956, Dr. Manu Seth holds office up to the date of the Annual General Meeting of the Company. Notice under Section 257 of the Companies Act, 1956 has been received from a member of the Company proposing Dr. Manu Seth as a candidate for the office of Director, liable to retire by rotation.

Dr. Manu Seth holds a Bachelor's Degree in Chemical Engineering from IIT, Kanpur and had done his Doctorate from the University of California, Berkley. He was actively associated with Tata Group and was the Managing Director of Tata Chemicals Limited.

The Board of Directors is of the view that the services of Dr. Manu Seth will be of immense value to the Company. Your Directors, therefore, recommend his appointment as Director of the Company.

None of the Directors except Dr. Manu Seth is concerned or interested in the resolution.



Item No. 8

Shri Anil Sachdev was appointed by the Board of Directors as an Additional Director of the Company. In terms of Section 260 of the Companies Act, 1956, Shri Anil Sachdev holds office up to the date of the Annual General Meeting of the Company. Notice under Section 257 of the Companies Act, 1956 has been received from a member of the Company proposing Shri Anil Sachdev as a candidate for the office of Director, liable to retire by rotation.

Shri Anil Sachdev is a HR and Management specialist and had worked with Tata Group and Eicher Group early in his career. Shri Anil Sachdev was the founder and Chief Executive Officer of Grow Talent Company Limited. Besides being a consultant for many top global firms, Shri Anil Sachdev has been active in management circles and held several public offices.

The Board of Directors is of the view that the services of Shri Anil Sachdev will be of immense value to the Company. Your Directors, therefore, recommend his appointment as Director of the Company.

None of the Directors except Shri Anil Sachdev is concerned or interested in the resolution.

Dated 20th May, 2009

Registered Office :

Opp. Golf Course,

Shastri Nagar,

Yerawada,

Pune - 411 006.

By Order of the Board of Directors,

R. SRIRAMAN

Sr. Vice-President (Legal) &

Company Secretary

■ Details of Directors seeking appointment / re-appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

- 1. Name of Director :** Shri N. C. Singhal; **Age :** 72 Years; **Qualification :** M.A. (Economics), M.Sc. (Statistics), P. G. Diploma in Public Administration; **Date of Appointment :** 25th March, 1997; **Expertise :** Rich and vast experience in the field of banking and finance; **Directorships as on 31st March, 2009 :** Shapoorji Pallonji Finance Limited; Max India Limited; Axis Bank Limited; Birla Sun Life Asset Management Company Limited; Tolani Shipping Limited; XL Telecom Limited; Mahagujarat Chamunda Cements Company Private Limited; SCI Forbes Limited; Binani Industries Limited; Deepak Fertilisers And Petrochemicals Corporation Limited; Forbes Bumi Armada Limited; Samalpatti Power Company Private Limited; Ambit Holdings Private Limited; **Chairman / Member of the Audit Committee as on 31st March, 2009 :** Max India Limited – Chairman; Axis Bank Limited – Chairman; Ambit Holdings Private Limited – Chairman; Deepak Fertilisers And Petrochemicals Corporation Limited – Chairman; Tolani Shipping Company Limited – Chairman; **Chairman / Member of the Remuneration Committee as on 31st March, 2009 :** Samalpatti Power Company Private Limited – Chairman; Birla Sun Life Asset Management Company Limited – Member; Max India Limited – Member; Axis Bank Limited – Member; **Chairman / Member of the Shareholders' / Investors' Grievance Committee as on 31st March, 2009 :** Binani Industries Limited – Member; **Shareholding in the Company :** Nil;
- 2. Name of Director :** Shri S. R. Wadhwa; **Age :** 73 Years; **Qualification :** M. A., LL.M, CAIIB, Masters Diploma in Public Administration; **Date of Appointment :** 18th October, 2005; **Expertise :** Rich and vast experience in the field of finance and tax; **Directorships as on 31st March, 2009 :** Deepak Fertilisers And Petrochemicals Corporation Limited; Smartchem Technologies Limited; **Chairman / Member of the Audit Committee as on 31st March, 2009 :** Deepak Fertilisers And Petrochemicals Corporation Limited – Member; Smartchem Technologies Limited – Member; **Chairman / Member of the Remuneration Committee as on 31st March, 2009 :** Deepak Fertilisers And Petrochemicals Corporation Limited – Member; **Chairman / Member of Shareholders' / Investors' Grievance Committee as on 31st March, 2009 :** Deepak Fertilisers And Petrochemicals Corporation Limited – Member; **Shareholding in the Company :** 1,000 equity shares of Rs. 10/- each;
- 3. Name of Director :** Smt. Parul S. Mehta; **Age :** 44 Years; **Qualification :** B.Com; **Date of Appointment :** 20th October, 2005; **Expertise :** Experience in the areas of corporate public relations and social welfare activities; **Directorships as on 31st March, 2009 :** Deepak Fertilisers And Petrochemicals Corporation Limited; Nova Synthetic Limited; **Chairman / Member of the Audit Committee as on 31st March, 2009 :** Nil; **Chairman /**

Member of the Remuneration Committee as on 31st March, 2009 : Nil; Chairman / Member of Shareholders'/ Investors' Grievance Committee as on 31st March, 2009 : Nil; Shareholding in the Company : 10,00,100 equity shares of Rs. 10/- each;

- 4. Name of Director : Dr. Manu Seth; Age : 57 Years; Qualification : Ph.D. in Chemical Engineering; Date of Appointment : 23rd October, 2008; Expertise : Rich and vast knowledge in Chemicals and Fertilisers business and holding very senior positions for more than two decades in the Corporate Sector; Directorships as on 31st March, 2009 : Thermax Limited; Gyanada Holdings Private Limited; Deepak Fertilisers And Petrochemicals Corporation Limited; Gyanada Software Private Limited; Gyanada Agro Services Private Limited; Gyanada Logistics Services Private Limited; Gyanada Pharma Private Limited; Ikhlas Investments & Services Private Limited; Ikhlas Overseas Trading FZC; Chairman / Member of the Audit Committee as on 31st March, 2009 : Thermax Limited – Member; Deepak Fertilisers And Petrochemicals Corporation Limited – Member; Chairman / Member of the Remuneration Committee as on 31st March, 2009 : Nil; Chairman / Member of Shareholders' / Investors' Grievance Committee as on 31st March, 2009 : Nil; Shareholding in the Company : Nil;**
- 5. Name of Director : Shri Anil Sachdev; Age : 54 Years; Qualification : MBA; Date of Appointment : 23rd October, 2008; Expertise : Leading HR Consultant with expertise in talent management, leadership development and organisational transformation; Directorships as on 31st March, 2009 : Deepak Fertilisers And Petrochemicals Corporation Limited; Chairman / Member of the Audit Committee as on 31st March, 2009 : Nil; Chairman/ Member of Remuneration Committee as on 31st March, 2009 : Deepak Fertilisers And Petrochemicals Corporation Limited – Member; Chairman / Member of Shareholders' / Investors' Grievance Committee as on 31st March, 2009 : Nil; Shareholding in the Company : Nil;**