

Notice

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED will be held on Tuesday, 29th July, 2008 at 11.00 a.m. at Bal Gandharva Rang Mandir, Jangli Maharaj Road, Shivaji Nagar, Pune - 411 005 to transact the following business :

■ ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at, and the Profit & Loss Account for the financial year ended 31st March, 2008 together with the Directors' Report and the Auditors' Report thereon.
2. To declare a dividend for the financial year ended 31st March, 2008.
3. To appoint a Director in place of Shri R. A. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri D. Basu, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri U. P. Jhaveri, who retires by rotation and being eligible, offers himself 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 modifications, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Dr. S. Rama Iyer 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 modifications, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) the Company hereby approves the re-appointment of Shri S. C. Mehta as Vice-Chairman & Managing Director of the Company for a period of five years with effect from 1st August, 2008 on the terms and conditions including remuneration as set out in the Explanatory Statement and draft of the Agreement to be entered into between the Company and Shri S. C. Mehta, a copy whereof is placed before this meeting.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms and conditions of the said re-appointment including remuneration, so long as it does not exceed the limits specified under Schedule XIII of the Companies Act, 1956 or any modification or re-enactment thereof for the time being in force and also to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."
9. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to Section 309(4) of the Companies Act, 1956, the Company hereby accords its consent to the payment of remuneration to Directors who are neither in the wholetime employment of the Company nor a Managing Director ("Non-Wholetime Directors") of the Company by way of commission, for a period of five years commencing with financial year 2008-09, not exceeding 1% of net profits of the Company as determined in accordance with the provisions of Sections 198, 349 and 350 and other applicable provisions, if any, of the Companies Act, 1956.
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide, from time to time, the quantum and manner of distribution of commission to the Non-Wholetime Directors within the limit aforesaid.
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be considered necessary, desirable or expedient for giving effect to this resolution."

Dated 30th May, 2008
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 Tuesday, 15th July, 2008 to Tuesday, 29th July, 2008 (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 29th July, 2008 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., Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099, 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 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.dfpcl.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 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. S. Rama Iyer 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. Rama Iyer holds office up to the date of 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. Rama Iyer as a candidate for the office of Director, liable to retire by rotation.

Dr. Rama Iyer is a Chemical Engineer from Jadavpur University, Kolkata and has done M.Tech and Ph.D from IIT, Mumbai. He was the Executive Chairman of Aker Kvaerner Powregas Private Limited. Dr. Rama Iyer brings with him vast hands-on experience of four decades and knowledge in areas of process technology, design engineering, project management and construction management of large projects both in India and abroad.

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

None of the Directors of the Company except Dr. Rama Iyer is concerned or interested in the resolution.

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Item No. 8

The present term of Shri S. C. Mehta as Vice-Chairman & Managing Director shall be expiring on 31st July, 2008. The Board of Directors has approved, subject to approval of Members, re-appointment of Shri S. C. Mehta as Vice-Chairman & Managing Director of the Company for a further period of 5 years with effect from 1st August, 2008 on the following terms and conditions:

- (a) Salary
Rs. 5,00,000/- (Rupees five lacs only) per month in the grade of Rs. 5,00,000 - Rs. 10,00,000
- (b) Commission
Commission at such percentage of net profits of the Company computed in the manner laid down under Section 309 of the Companies Act, 1956 or such amount, as the Board of Directors may determine.
- (c) Perquisites
In addition to salary and commission as stated above, Shri S. C. Mehta shall be entitled to the following perquisites :
- i) Housing - Rent free furnished residential accommodation. In case no accommodation is provided by the Company, Shri S.C. Mehta shall be paid house rent allowance as may be decided by the Board of Directors.
 - ii) Re-imbursment of gas, electricity, water charges and furnishings.
 - iii) Re-imbursment of medical expenses incurred for self and members of his family, as per the rules of the Company.
 - iv) Leave travel concession for self and members of his family, as per the rules of the Company.
 - v) Fees of clubs subject to maximum of two clubs.
 - vi) Medical insurance, as per the rules of the Company.
 - vii) Personal Accident Insurance, as per the 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 the rules of the Company.
 - x) Retirement and other benefits, as per the rules of the Company.
- (d) 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 S.C. Mehta within the overall limits specified under Sections 198, 309 and Schedule XIII of the Companies Act, 1956.
- (e) In the absence or inadequacy of profits, the salary mentioned in paragraph (a) and perquisites in (c) above shall be the minimum remuneration payable to Shri S.C. Mehta, subject to applicable provisions of the Companies Act, 1956.

Shri S. C. Mehta shall not be liable to retire by rotation as Director of the Company.

The approval of members is, therefore, sought to the re-appointment of and remuneration payable to Shri S. C. Mehta.

Shri S. C. Mehta is interested in the resolution and Shri C. K. Mehta, being father and Smt. Parul S Mehta, being wife of Shri S. C. Mehta may be deemed to be interested in the resolution.

The above may also be treated as an abstract as required under Section 302 of the Companies Act, 1956.

A draft of the Agreement proposed to be entered into by the Company with Shri S. C. Mehta is open for inspection by the members at the Registered Office between 10.30 a.m. and 1.00 p.m. on all working days of the Company up to and including the day of the Meeting.

Item No. 9 :

The members had approved pursuant to a resolution passed at the 23rd Annual General Meeting held on 21st July, 2003, payment of remuneration by way of commission to Non-Wholetime Directors of the Company, for a period of five years commencing with financial year 2003-04, not exceeding 1% of net profits of the Company as determined in accordance with the provisions of Section 198 read with Sections 349 and 350 of the Companies Act, 1956.

Considering the valuable services being rendered by the Non-Wholetime Directors, the Board of Directors has approved, subject to the approval of the members, payment of remuneration by way of commission for a further period of five years commencing with financial year 2008-09, not exceeding 1% of net profits of the Company as determined in accordance with the provisions of Section 198 read with Sections 349 and 350 of the Companies Act, 1956.

All Directors except Shri S. C. Mehta, Vice-Chairman & Managing Director of the Company are concerned or interested in the resolution.

Dated 30th May, 2008
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 R. A. Shah; **Age** : 76 Years; **Qualification** : B.A., LL.B, Solicitor; **Date of Appointment** : 26th December, 1979; **Expertise** : Solicitor having rich and vast experience in the field of Corporate Laws and Corporate Governance; **Directorships as on 31st March, 2008** : Pfizer Limited, Godfrey Phillips India Limited, Clariant Chemicals (India) Limited, Colgate-Palmolive India Limited, Abott India Limited, Asian Paints (India) Limited, ACC Limited, The Bombay Dyeing & Mfg. Company Limited, BASF India Limited, Deepak Fertilisers And Petrochemicals Corporation Limited, Lupin Limited, Wockhardt Limited, Nicholas Piramal India Limited, Procter & Gamble Hygiene and Healthcare Limited, Century Enka Limited, Roche Scientific Company (India) Private Limited, Jumbo World Holdings Limited, Alternate Directorships of Atul Limited, BASF Polyurethanes India Limited, Modicare Limited, RPG Life Sciences Limited, Schrader Duncan Limited, Uhde India Limited; **Chairman / Member of the Audit Committee as on 31st March, 2008** : Pfizer Limited - Chairman, Colgate - Palmolive India Limited - Chairman, The Bombay Dyeing & Mfg. Company Limited - Chairman, Nicholas Piramal India Limited - Chairman, Clariant Chemicals (India) Limited - Chairman, BASF India Limited - Member, Abbott India Limited- Member, Procter & Gamble Hygiene and Healthcare Limited - Member, Century Enka Limited - Member, Wockhardt Limited- Member; **Chairman / Member of the Shareholders' / Investors' Grievance Committee as on 31st March, 2008**: Nil; **Chairman / Member of the Remuneration Committee as on 31st March, 2008** : The Bombay Dyeing & Mfg. Company Limited - Member, Lupin Limited - Member, Deepak Fertilisers And Petrochemicals Corporation Limited - Member; **Shareholding in the Company** : 7,900 equity shares of Rs.10/- each.
2. **Name of Director** : Shri D. Basu; **Age** : 72 Years; **Qualification** : M.A.(Economics); **Date of Appointment** : 27th July, 2000; **Expertise** : Rich and vast experience in the banking and finance sectors; **Directorships as on 31st March, 2008** : Securities Trading Corporation of India Limited, Standard Chartered - STCI Capital Markets Limited, Peerless General Finance & Investment Company Limited, Peerless Securities Limited, RAIN CII Carbon (India) Limited, Chambal Fertilisers & Chemicals Limited, Asian Paints (India) Limited, Deepak Fertilisers And Petrochemicals Corporation Limited, Saregama India Limited, STCI Primary Dealer Limited, SBI Cards & Payment Services Private Limited, Origo Sino-India PLC; **Chairman/Member of the Audit Committee as on 31st March, 2008** : Securities Trading Corporation of India Limited - Chairman, Peerless Securities Limited - Chairman, Asian Paints (India) Limited - Member; **Chairman/Member of the Remuneration Committee as on 31st March, 2008** : Asian Paints (India) Limited - Chairman; **Chairman / Member of the Shareholders' / Investors' Grievance Committee as on 31st March, 2008** : Deepak Fertilisers And Petrochemicals Corporation Limited - Chairman; **Shareholding in the Company** : Nil.
3. **Name of Director** : Shri U. P. Jhaveri; **Age** : 62 Years; **Qualification** : B.E. (Chem.); **Date of Appointment** : 21st October, 2004; **Expertise** : Rich and vast experience in project management, plant operation, optimisation, reliability, productivity, improvement etc. in large fertiliser and chemical plants; **Directorships as on 31st March, 2008** : Deepak Fertilisers And Petrochemicals Corporation Limited, Promantec Consultants Private Limited; **Chairman/Member of the Audit Committee as on 31st March, 2008** : Nil; **Chairman / Member of the Remuneration Committee as on 31st March, 2008** : Nil; **Chairman / Member of the Shareholders' / Investors' Grievance Committee as on 31st March, 2008** : Nil; **Shareholding in the Company** : Nil.
4. **Name of Director** : Dr. S. Rama Iyer; **Age** : 68 Years; **Qualification** : B.Ch.E, M.Tech, Ph.D; **Date of Appointment** : 23rd October, 2007; **Expertise** : Rich and vast hands-on experience of four decades and knowledge in the areas of process technology, design engineering, project management and construction management of large projects both in India and abroad; **Directorships as on 31st March, 2008** : Indsil Electrosmelts Limited, Thirumalai Chemicals Limited, Deepak Fertilisers And Petrochemicals Corporation Limited, Gujarat Fluorochemicals Limited, Larsen & Toubro Infotech Limited, Equirus Capital (Private) Limited, Bio Energy B.V. Netherlands; **Chairman/Member of the Audit Committee as on 31st March, 2008** : Nil; **Chairman / Member of the Remuneration Committee as on 31st March, 2008** : Nil; **Chairman / Member of the Shareholders' / Investors' Grievance Committee as on 31st March, 2008** : Nil; **Shareholding in the Company** : Nil.
5. **Name of Director** : Shri S. C. Mehta; **Age** : 47 years; **Qualification** : B.Com, M.B.A (USA); **Date of Appointment** : 4th September, 1991; **Expertise** : Industrialist with rich business and management experience; **Directorships as on 31st March, 2008** : Deepak Fertilisers And Petrochemicals Corporation Limited, Smartchem Technologies Limited, Nova Synthetic Limited, Ishanya Realty Corporation Limited, The Fertiliser Association of India; **Chairman/ Member of the Audit Committee as on 31st March, 2008** : Nil; **Chairman / Member of the Remuneration Committee as on 31st March, 2008** : Nil; **Chairman / Member of the Shareholders' / Investors' Grievance Committee as on 31st March, 2008** : Deepak Fertilisers And Petrochemicals Corporation Limited - Member; **Shareholding in the Company** : 1,71,91,712 equity shares of Rs. 10/- each.