



Notice

NOTICE is hereby given that the Thirtieth Annual General Meeting of DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED will be held on Thursday, 22nd July, 2010 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, 2010 together with the Directors' Report and the Auditors' Report thereon.
2. To declare a dividend for the financial year ended 31st March, 2010.
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 modification(s), the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT Shri Pranay Vakil, 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 a SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Section 31 and 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 existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 190 with the following :

190. Every Deed or other instrument, to which the Seal of the Company is required to be affixed, shall be affixed in the presence of any one Director or the Manager or the Secretary or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence;

Provided that in respect of share certificates, the Seal shall be affixed in accordance with Article 19(a) thereof."

Dated 25th May, 2010
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, 8th July, 2010 to Thursday, 22nd July, 2010 (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 22nd July, 2010, 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 the 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.dfpci.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 re-appointed / 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

Shri Pranay Vakil 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 Pranay Vakil 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 Pranay Vakil as a candidate for the office of Director, liable to retire by rotation.

Shri Pranay Vakil is a qualified Chartered Accountant and a Lawyer. He was actively associated with Tata and Raychem Groups and is at present Chairman of Knight Frank (India) Private Limited, a global chain with multi locational operations rendering



real estate consultancy services. He is also heading various association committees in the Real Estate and Urban Development arena to deal with various State / Central Government authorities.

The Board of Directors is of the view that the services of Shri Pranay Vakil 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 Pranay Vakil is concerned or interested in the resolution.

Item No. 8

It may be noted by the members that at present Article 190 of the Articles of Association of the Company stipulate that in case of execution of documents by the Company to which the Common Seal is to be affixed, then such Seal shall be affixed in the presence of any two Directors of the Company or one Director and Secretary or some other person appointed by the Board for the purpose.

The members may further note that the Company would need to execute various agreements with Banks and Financial Institutions for availing credit facilities from them for part financing its capital expenditure proposals and for meeting its working capital requirements.

Such documentation and affixation of Common Seal would require the presence of one or two Directors as mentioned above. For operational convenience, it is proposed to amend the Articles of Association of the Company by substituting the existing Article 190 with the proposed one as specified in the resolution so that the Common Seal of the Company can be affixed to various documents and other deeds in the presence of any Director or the Manager or the Secretary or such other person as may be appointed by the Board or its Committee for the purpose.

Your Directors recommend the resolution for approval of the members as a Special Resolution.

None of the Directors of the Company is concerned or interested in the resolution.

A copy of the Memorandum and Articles of Association of the Company is available for inspection to 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.

Dated 25th May, 2010
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 re-appointment / appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

- 1. Name of Director:** Shri R. A. Shah; **Age:** 78 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, 2010 :** Clariant Chemicals (India) Limited; Godfrey Phillips India Limited; Pfizer Limited; Procter & Gamble Hygiene and Healthcare Limited; Roche Scientific Company (India) Private Limited; Colgate Palmolive India Limited; Abbott India Limited; Asian Paints Limited; ACC Limited; The Bombay Dyeing & Manufacturing Company Limited; BASF India Limited; Century Enka Limited; Deepak Fertilisers And Petrochemicals Corporation Limited; Lupin Limited; Piramal Healthcare Limited; Wockhardt Limited; Jumbo World Holdings Limited (Foreign Company); Alternate Directorships - Atul Limited; BASF Polyurethanes India Limited; Modicare Limited; RPG Life Sciences Limited; Schrader Duncan Limited; Uhde India Limited; **Chairman / Member of the Audit Committees as on 31st March, 2010 :** Colgate Palmolive India Limited - Chairman; Pfizer Limited - Chairman; Procter & Gamble Hygiene and Healthcare Limited - Chairman; Piramal Healthcare Limited - Chairman; Clariant Chemicals (India) Limited - Chairman; The Bombay Dyeing & Manufacturing Company Limited - Member; Abbott India Limited - Member; BASF India Limited - Member; Century Enka Limited - Member; Wockhardt Limited - Member; **Chairman / Member of the Shareholders' / Investors' Grievance Committees as on 31st March, 2010 :** Nil; **Chairman / Member of the Remuneration Committees as on 31st March, 2010 :** Deepak Fertilisers And Petrochemicals Corporation Limited - Chairman; The Bombay Dyeing & Manufacturing Company Limited - Member; Lupin Limited - Member; Piramal Healthcare Limited - Member; **Shareholding in the Company :** 7,900 equity shares of Rs. 10/- each.



- 2. Name of Director :** Shri D. Basu; **Age :** 74 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, 2010 :** Securities Trading Corporation of India Limited; Peerless General Finance & Investment Company Limited; Peerless Securities Limited; RAIN CII Carbon (India) Limited; STCI Primary Dealer Limited; Chambal Fertilisers & Chemicals Limited; Asian Paints Limited; Deepak Fertilisers And Petrochemicals Corporation Limited; Saregama India Limited; SBI Cards & Payment Services Private Limited; Origo Partners PLC (Foreign Company); **Chairman / Member of the Audit Committees as on 31st March, 2010 :** Securities Trading Corporation of India Limited - Chairman; Peerless Securities Limited - Chairman; Asian Paints Limited - Member; RAIN CII Carbon (India) Limited - Member; **Chairman / Member of the Shareholders' / Investors' Grievance Committees as on 31st March, 2010 :** Deepak Fertilisers And Petrochemicals Corporation Limited - Chairman; **Chairman / Member of the Remuneration Committees as on 31st March, 2010 :** Asian Paints Limited - Chairman; RAIN CII Carbon (India) Limited - Chairman; STCI Primary Dealer Limited - Member; **Shareholding in the Company :** Nil.
- 3. Name of Director :** Shri U. P. Jhaveri; **Age :** 64 Years; **Qualification :** B.E. (Chemical); **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, 2010 :** Deepak Fertilisers And Petrochemicals Corporation Limited; Promantec Consultants Private Limited; **Chairman / Member of the Audit Committees as on 31st March, 2010 :** Nil; **Chairman / Member of the Shareholders' / Investors' Grievance Committees as on 31st March, 2010 :** Nil; **Chairman / Member of the Remuneration Committees as on 31st March, 2010 :** Nil; **Shareholding in the Company :** Nil.
- 4. Name of Director :** Shri Pranay Vakil; **Age :** 63 Years; **Qualification :** B.Com., C.A., LL.B; **Date of Appointment :** 25th May, 2010; **Expertise :** Rich and vast experience in realty sector; **Directorships as on 25th May, 2010 :** Knight Frank (India) Private Limited; Praron Consultancy (India) Private Limited; Dignity Lifestyle Private Limited; Rutley Real Estate Investment Management (India) Private Limited; Godrej Properties Limited; Deepak Fertilisers And Petrochemicals Corporation Limited; **Chairman / Member of the Audit Committees as on 25th May, 2010 :** Godrej Properties Limited - Member; **Chairman / Member of the Shareholders' / Investors' Grievance Committees as on 25th May, 2010 :** Nil; **Chairman / Member of the Remuneration Committees as on 25th May, 2010 :** Godrej Properties Limited - Member; **Shareholding in the Company :** Nil.