

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 1: RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT, AND THE STATEMENT OF PROFIT AND LOSS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014 TOGETHER WITH THE DIRECTORS' REPORT AND THE AUDITORS' REPORT THEREON

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Public -	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,061,151	-	100.0000	-
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,467,768</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 2: DECLARE A DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Public -	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,061,151	-	100.0000	-
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,467,768</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979FLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 3: APPOINT A DIRECTOR IN PLACE OF SMT. PARUL S. MEHTA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/(2)]*100	% of Votes against on votes polled (7)=[5/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	983,740	12,321,789	7.3935	92.6065
Public-Others	32,520,186	4,061,151	12.4881	4,060,836	315	99.9922	0.0078
Total	88,204,943	57,467,768	65.1525	45,145,664	12,322,104	78.5582	21.4418

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979FLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 4: APPOINT STATUTORY AUDITORS FOR A PERIOD OF 3 (THREE) YEARS COMMENCING FROM CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THIRTY SEVENTH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[4/(2)]*100	% of Votes against on votes polled (7)=[5/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,055,529	250,000	98.1211	1.8789
Public-Others	32,520,186	4,061,151	12.4881	4,060,910	241	99.9941	0.0059
Total	88,204,943	57,467,768	65.1525	57,217,527	250,241	99.5646	0.4354



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 5: RATIFICATION AND CONFIRMATION FOR PAYMENT OF REMUNERATION TO SHRI Y. R. DOSHI, COST ACCOUNTANTS

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,060,835	316	99.9922	0.0078
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,467,452</b>	<b>316</b>	<b>99.9995</b>	<b>0.0005</b>

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 6: CONSENT TO CHANGE THE TERM OF RETIREMENT OF SHRI PARTHA BHATTACHARYA FROM 'NOT BE LIABLE TO RETIRE BY ROTATION' TO 'LIABLE TO RETIRE BY ROTATION'

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,060,986	165	99.9959	0.0041
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,467,603</b>	<b>165</b>	<b>99.9997</b>	<b>0.0003</b>



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979FLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 7: APPOINT SHRI N. C. SINGHAL AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17  
OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	12,040,855	1,264,674	90.4951	9.5049
Public-Others	32,520,186	4,061,151	12.4881	4,060,786	365	99.9910	0.0090
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>56,202,729</b>	<b>1,265,039</b>	<b>97.7987</b>	<b>2.2013</b>

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979FLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 8: APPOINT SHRI U. P. JHAVERI AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17  
OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,060,836	315	99.9922	0.0078
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,467,453</b>	<b>315</b>	<b>99.9995</b>	<b>0.0005</b>



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 9: APPOINT SHRI S. R. WADHWA AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17  
 OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,060,835	316	99.9922	0.0078
Total	88,204,943	57,467,768	65.1525	57,467,452	316	99.9995	0.0005

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 10: APPOINT SHRI R. A. SHAH AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17  
 OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	861,794	12,443,735	6.4770	93.5230
Public-Others	32,520,186	4,061,151	12.4881	4,060,785	366	99.9910	0.0090
Total	88,204,943	57,467,768	65.1525	45,023,667	12,444,101	78.3459	21.6541



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 11: APPOINT SHRI D. BASU AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17 OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,050,131	255,398	98.0805	1.9195
Public-Others	32,520,186	4,061,151	12.4881	4,060,761	390	99.9904	0.0096
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,211,980</b>	<b>255,788</b>	<b>99.5549</b>	<b>0.4451</b>

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 12: APPOINT DR. S. RAMA IYER AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17 OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,300,131	5,398	99.9594	0.0406
Public-Others	32,520,186	4,061,151	12.4881	4,060,935	216	99.9947	0.0053
<b>Total</b>	<b>88,204,943</b>	<b>57,467,768</b>	<b>65.1525</b>	<b>57,462,154</b>	<b>5,614</b>	<b>99.9902</b>	<b>0.0098</b>



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 13: APPOINT SHRI ANIL SACHDEV AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17 OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,059,336	1,815	99.9553	0.0447
Total	88,204,943	57,467,768	65.1525	57,465,953	1,815	99.9968	0.0032

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 14: APPOINT SHRI PRANAY VAKIL AS AN INDEPENDENT DIRECTOR UP TO ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2016-17 OR 30TH JULY, 2017 WHICHEVER IS EARLIER

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,060,836	315	99.9922	0.0078
Total	88,204,943	57,467,768	65.1525	57,467,453	315	99.9995	0.0005



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 15: CONSENT TO OFFER OR INVITE SUBSCRIPTIONS FOR UNSECURED / SECURED REDEEMABLE NON-CONVERTIBLE BONDS / DEBENTURES, AGGREGATING UPTO RS. 1,000 CRORE, ON PRIVATE PLACEMENT

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,059,834	1,317	99.9676	0.0324
Total	88,204,943	57,467,768	65.1525	57,466,451	1,317	99.9977	0.0023

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)

CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 16: CONSENT TO BORROW MONEYS UPTO RS. 1,000 CRORE (RUPEES ONE THOUSAND CRORE ONLY) OVER AND ABOVE THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVES

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,061,151	12.4881	4,057,710	3,441	99.9153	0.0847
Total	88,204,943	57,467,768	65.1525	57,464,327	3,441	99.9940	0.0060





DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (CIN: L24121MH1979PLC021360)  
 CLAUSE 35A (PHYSICAL & E-VOTING)

RESOLUTION NO. 17: CONSENT TO MORTGAGE/CHARGE/HYPOTHECATE/ENCUMBER ANY OF THE COMPANY'S MOVABLE AND/OR IMMOVABLE  
 PROPERTIES WHEREVER SITUATED BOTH PRESENT AND FUTURE OR TO LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE  
 OF THE UNDERTAKING(S) OF THE COMPANY

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	40,101,088	40,101,088	100.0000	40,101,088	-	100.0000	-
Public - Institutional holders	15,583,669	13,305,529	85.3812	13,305,529	-	100.0000	-
Public-Others	32,520,186	4,057,089	12.4756	4,054,322	2,767	99.9318	0.0682
<b>Total</b>	<b>88,204,943</b>	<b>57,463,706</b>	<b>65.1479</b>	<b>57,460,939</b>	<b>2,767</b>	<b>99.9952</b>	<b>0.0048</b>



S. V. Deulkar  
Practicing company secretary  
63, Ashoknagar, Pune -411007

### Scrutinizer(s) Report

[Pursuant to rule section 108 of the companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]


To,  
The Chairman  
34<sup>th</sup> Annual General Meeting of Deepak Fertilisers and Petrochemicals Corporation Limited to be held on 31<sup>st</sup> day of July, 2014 at 11:30 a.m. at Yashwantrao Chavan Academy of Development Administration, MDC Auditorium, YASHADA Campus, Raj Bhavan complex, Baner Road, Pune - 411 007.

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary, having office at 63, Ashoknagar, Pune 411007, have been appointed as scrutinizer of Deepak Fertilisers and Petrochemicals Corporation Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 34<sup>th</sup> Annual General Meeting of the Equity shareholders of Deepak Fertilisers and Petrochemicals Corporation Limited to be held on 31<sup>st</sup> day of July, 2014 at 11:30 a.m at Yashwantrao Chavan Academy of Development Administration, MDC Auditorium, YASHADA Campus, Raj Bhavan complex, Baner Road, Pune- 411 007. I submit my report as under:

1. The e-voting period remained open from 23<sup>rd</sup> July, 2014 (10.00 a.m) to 25<sup>th</sup> July, 2014 (6.00 p.m)
2. The shareholders holding shares as on the "cut off" date i.e. 20<sup>th</sup> June, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 17 as set out in the Notice of the 34<sup>th</sup> AGM of Deepak Fertilisers and Petrochemicals Corporation Limited.
3. The votes were unblocked on 26<sup>th</sup> July, 2014 around 6.00 p.m in the presence of two witnesses, Mr. Sridhar Mudaliar (22 -A Hanuman Nagar, Pune - 411016) and Mr. Abhijeet Modak, (Prakash developers, S. No. 34, Opp W. N. C, Vadgaon sheri, Pune - 411014) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name : Sridhar Mudaliar

  
Name : Abhijeet Modak



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evotingindia.co.in>)
5. The result of the e-voting is as under:

- a) Resolution 1 – Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	57024354	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- b) Resolution 2 – Declaration of dividend

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	57024354	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) Resolution 3 - Re-appointment of Smt. Parul S. Mehta who retires by rotation

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	44829557	78.61476

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	12194797	21.38524

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

d) Resolution 4 - Appointment of Statutory Auditors and fixing their remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	57024188	99.99971

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	166	0.00029



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- e) Resolution 5 - Payment of remuneration to Mr. Y. R Doshi, Cost Accountant for Financial Year ending 31<sup>st</sup> March, 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	57024038	99.99945

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	316	0.00055

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- f) Resolution 6 - Change of term of retirement of Shri Partha Bhattacharyya from not to be retire by rotation to retiring by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	57024189	99.99971

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	165	0.00029



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

g) Resolution 7 – To appoint Shri. N. C Singhal as Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	56009365	98.22008

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	1014989	1.77992

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

h) Resolution 8 – To appoint Shri. U. P Jhaveri as Independent Director.

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	57024039	99.99945

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	315	0.00055



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

h) Resolution 9 - To appoint Shri. S. R. Wadhwa as Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	57024038	99.99945

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	316	0.00055

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

i) Resolution 10 - To appoint Shri R. A. Shah as Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	44957610	78.83931

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
34	12066744	21.16069



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

j) Resolution 11 – To appoint Shri. D. Basu as Independent director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	57018641	99.98998

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5713	0.01002

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

k) Resolution 12 – To appoint Dr. S. Rama Iyer as Independent director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	57018790	99.99024

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5564	0.00976





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

l) Resolution 13 - To appoint Shri Anil Sachdev as Independent director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	57022539	99.99682

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1815	0.00318

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

m) Resolution 14 - To appoint Shri Pranay Vakil as Independent director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	57024039	99.99945

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	315	0.00055



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- n) Resolution 15 - To authorise Board to raise bonds/debentures upto Rs. 1,000 Crore on private placement.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	57023112	99.99782

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1242	0.00218

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- o) Resolution 16 - To increase borrowing limit up to Rs. 1,000/- Crore.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	57021588	99.99515

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	2766	0.00485



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

p) Resolution 17 – Creation of charge on the properties of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	57021587	99.99515

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	2767	0.00485

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,



S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965



Place: Pune

Date : 28<sup>th</sup> July, 2014

**S. V. Deulkar**  
Practicing company secretary  
63, Ashoknagar, Pune -411007

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**Scrutinizer's Report**

[Pursuant to rule section 109 of the companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman

34<sup>th</sup> Annual General Meeting of Deepak Fertilisers and Petrochemicals Corporation Limited held on 31<sup>st</sup> day of July, 2014 at 11:30 a.m at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan complex, Baner Road, Pune - 411 007.

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary having office at 63, Ashoknagar, Pune 411007 and Mr. Sridhar Mudaliar having client ID No. IN300513 10724567 having residential address 22/A, Hanuman Nagar, Model Colony, off S B Road, Pune- 411016 have been appointed as scrutinizer of Deepak Fertilisers and Petrochemicals Corporation Limited ("the company") for the purpose of the poll taken on below mentioned resolution(s), at the 34<sup>th</sup> Annual General Meeting of the Equity shareholders of Deepak Fertilisers and Petrochemicals Corporation Limited to be held on 31<sup>st</sup> day of July, 2014 at 11:30 a.m at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan complex, Baner Road, Pune - 411 007. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



a) Resolution 1 - Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

b) Resolution 2 - Declaration of dividend.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850



- c) Resolution 3 – Re-appointment of Smt. Parul S. Mehta who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59*	316107	71.29%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	127307	28.71%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

- d) Resolution 4 – Appointment of Statutory Auditors and fixing their remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61*	193339	43.60%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	250075	56.40%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

- e) Resolution 5 - Payment of remuneration to Mr. Y. R Doshi, Cost Accountant for Financial Year ending 31<sup>st</sup> March, 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

- f) Resolution 6 - Change of term of retirement of Shri Partha Bhattacharyya from not to be retire by rotation to retiring by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

g) Resolution 7 – To appoint Shri. N. C Singhal as Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61*	193364	43.61%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	250050	56.39%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

h) Resolution 8 – To appoint Shri. U. P Jhaveri as Independent Director.





(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

h) Resolution 9 – To appoint Shri. S. R. Wadhwa as Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

i) Resolution 10 – To appoint Shri R. A. Shah as Independent Director.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57*	66057	14.90%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	377357	85.10%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

j) Resolution 11 - To appoint Shri. D. Basu as Independent director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61*	193339	43.60%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	250075	56.40%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

k) Resolution 12 - To appoint Dr. S. Rama Iyer as Independent director.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
62*	443364	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

l) Resolution 13 - To appoint Shri Anil Sachdev as Independent director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

m) Resolution 14 - To appoint Shri Pranay Vakil as Independent director.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63*	443414	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

- n) Resolution 15 - To authorise Board to raise bonds/debentures upto Rs. 1,000 Crore on private placement.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
62*	443339	99.98%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	75	0.02%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850



o) Resolution 16 – To increase borrowing limit up to Rs. 1,000/- Crore.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60*	442739	99.85%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	675	0.15%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	65850

p) Resolution 17 – Creation of charge on the properties of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
62*	439352	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4*	69912

\*Only one shareholder has voted less than his actual shareholding.



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965



Mr. Sridhar Mudaliar  
22/A, Hanuman Nagar, Model Colony,  
off S B Road, Pune- 411016  
Client ID No. IN300513 10724567

Place: Pune  
Date : July 31<sup>st</sup>, 2014

S. V. Deulkar  
Practicing company secretary  
63, Ashoknagar, Pune -411007

Sr. No.	Resolution	e-voting		Voting by poll		Result
		Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	
1.	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014.	57024354	NIL	443414	NIL	Resolution passed unanimously
2.	Declaration of dividend.	57024354	NIL	443414	NIL	Resolution passed unanimously
3.	Re-appointment of Smt. Parul S. Mehta who retires by rotation.	44829557	12194797	316107	127307	Resolution passed with requisite majority
4.	Appointment of Statutory Auditors and fixing their remuneration.	57024188	166	193339	250075	Resolution passed with requisite majority
5.	Payment of remuneration to Mr. Y. R Doshi, Cost Accountant for Financial Year ending 31 <sup>st</sup> March, 2015.	57024038	316	443414	NIL	Resolution passed with requisite majority
6.	Change of term of retirement of Shri Partha Bhattacharyya from not to be retire by rotation to retiring by rotation.	57024189	165	443414	NIL	Resolution passed with requisite majority
7.	To appoint Shri. N. C Singhal as Independent Director.	56009365	1014989	193364	250050	Resolution passed with requisite majority
8.	To appoint Shri. U. P Jhaveri as Independent Director.	57024039	315	443414	NIL	Resolution passed with requisite majority



9.	To appoint Shri. S. R. Wadhwa as Independent Director.	57024038	316	443414	NIL	Resolution passed with requisite majority
10.	To appoint Shri R. A. Shah as Independent Director.	44957610	12066744	66057	377357	Resolution passed with requisite majority
11.	To appoint Shri. D. Basu as Independent Director.	57018641	5713	193339	250075	Resolution passed with requisite majority
12.	To appoint Dr. S. Rama Iyer as Independent Director.	57018790	5564	443364	50	Resolution passed with requisite majority
13.	To appoint Shri Anil Sachdev as Independent Director.	57022539	1815	443414	NIL	Resolution passed with requisite majority
14.	To appoint Shri Pranay Vakil as Independent Director.	57024039	315	443414	NIL	Resolution passed with requisite majority
15.	To authorise Board to raise bonds/debentures upto Rs. 1,000 Crore on private placement.	57023112	1242	443339	75	Resolution passed with requisite majority
16.	To increase borrowing limit up to Rs. 1,000/- Crore.	57021588	2766	442739	675	Resolution passed with requisite majority
17.	Creation of charge on the properties of the Company.	57021587	2767	439352	NIL	Resolution passed with requisite majority

Place: Pune  
Date: July 31<sup>st</sup>, 2014



  
S.V. Deulkar  
Practising Company Secretary  
CP No: 965