



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

Registered Office: Opp. Golf Course, Shastri Nagar, Yerawada, Pune - 411006.

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NOTICE is hereby given that the Thirty-Eighth Annual General Meeting of DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED will be held on Tuesday, 18th September, 2018 at 11:30 a.m. at Opus 1, The Cove, Level 1, Creativity, Opp. Golf Course, Off Airport Road, Yerawada, Pune - 411006 to transact the following business namely:

■ ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended 31st March, 2018 and in this regard, pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT a dividend at the rate of ₹ 6/- (Six Rupees only) per equity share of ₹ 10/- (Ten Rupees) each fully paid-up of the Company be and is hereby declared for the Financial year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the Financial year ended 31st March, 2018."

3. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the resolution of the Members at the 37th Annual General Meeting (AGM) held on 21st September 2017, appointment of B S R & Associates, LLP, Chartered Accountants (Firm Registration No.116231W/W- 100024) as Statutory Auditors of the Company, be ratified for remaining period of four years from the conclusion of this AGM till the conclusion of Forty Second AGM to be held in the year 2022 on such remuneration as may be determined by the Audit Committee of the Board of Directors".

■ SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri R. A. Shah, Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy caused on the Board of the Company be not filled up".

5. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, pursuant to the provisions of Section 148(3) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to M/s Y. R. Doshi & Company (Registration No. 000003) appointed as the Cost Auditors of the Company to conduct the Cost Audit of all applicable products for the Financial Year ending 31st March, 2019, amounting to ₹ 300,000/- (Rupees Three Lakhs only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses in connection with the said audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Shri S. C. Mehta as the Chairman & Managing Director of the Company for a further period of five years with effect from 1st August, 2018 on the terms and conditions including remuneration as set out in the Explanatory Statement to Item No. 6 of this Notice convening the Annual General Meeting and draft of the Agreement to be entered into between the Company and Shri S. C. Mehta.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised with liberty to alter or vary the terms and conditions of the said re-appointment including remuneration, so long as it does not exceed the overall limits of ten percent of the net profits of the Company computed in the manner set out in Section 198 read with Schedule V of the Companies Act, 2013 (including any statutory 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”.

7. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 197, 198 and all other applicable provisions of the Companies Act, 2013, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Articles of Association of the Company, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the Company be and is hereby authorised to pay to its Directors (other than the Chairman & Managing Director and Whole-time Directors of the Company) for a period of 5 years commencing from April 1, 2019, such commission as the Board of Directors may from time to time determine, subject to the limit specified under Section 197 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), in any fiscal year, computed in the manner provided in Section 198 of the Companies Act, 2013”.

8. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from ₹ 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lakhs) divided into 12,50,50,000 (Twelve Crore Fifty Lacs and Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten) each and 10,00,000 (Ten Lacs) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each to ₹ 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lakhs) divided into 13,50,50,000 (Thirteen Crore Fifty Lacs and Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby

altered by deleting the same and substituting in its place the following new Clause V:

- V. The Authorised Share Capital of the Company shall be ₹ 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lakhs) divided into 13,50,50,000 (Thirteen Crore Fifty Lacs and Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten) each with power to the Company to increase or decrease such capital, and to issue any part of its capital, original, increased with or without any preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preferential or otherwise, shall be subject to Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), {hereinafter referred to as the Act}, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules notified by the Central Government under the Act, the Foreign Exchange Management Act, 2000 (the “FEMA”), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended {hereinafter referred to as the Debt Listing Regulations}, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GoI), the Reserve Bank of India (RBI), and the Securities and Exchange Board of India (SEBI), the Stock Exchanges, Ministry of Corporate Affairs (MCA), the Registrar of Companies, Maharashtra at Pune and/or any other competent authorities, whether in India or abroad,



and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as the SEBI (ICDR) Regulations), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the stock exchanges on which the Company's shares are listed (the Listing Agreements) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, Gol or of concerned statutory and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (including Project and Funding Committee or any Committee hereinafter to be constituted by Board to exercise its power including the powers conferred by this resolution) (hereinafter referred to as the Board), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including but not limited to the employees of the Company as may be permitted), such number of equity shares of the Company of face value ₹ 10/- each ("Equity Shares"), Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), fully convertible debentures/partly convertible debentures and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security(ies) convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign market(s) and/or domestic market(s), by way of one or more public and/or private offerings, qualified institutions placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to Qualified Institutional Buyers ("QIBs") as defined under the SEBI (ICDR) Regulations in accordance with Chapter VIII of the SEBI (ICDR) Regulations, whether they be holders of Equity Shares of the Company or not (the "Investors") as may be decided by the Board in its discretion

and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 600,00,00,000/- (Rupees Six Hundred Crores Only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s), in foreign currency and/ or equivalent Indian Rupees as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate (the Issue).

RESOLVED FURTHER THAT in accordance with Chapter VIII of the SEBI (ICDR) Regulations:

- (a) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such other discount as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects;
- (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or Restructuring; and
- (d) the Equity Shares shall be allotted as fully paid-up.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI



(ICDR) Regulations, the allotment of such Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution, or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT any issue of Securities made by way of a QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT in the event Equity Shares are proposed to be issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such Equity Shares.

RESOLVED FURTHER THAT in the event convertible Securities are proposed to be issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing such convertible Securities shall be the date of the meeting in which the Board decides to open the proposed issue of such convertible Securities.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and the price as aforesaid shall be suitably adjusted; and

- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), merchant banker(s), underwriter(s), depository(ies), custodian(s), registrar(s), banker(s), lawyer(s), advisor(s) and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalisation and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalisation

of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilisation of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to constitute or form a Committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary /Chief Financial Officer or other persons authorised by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alteration(s) or modification(s) as they may deem fit and proper and give such direction(s) as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

10. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments statutory modification(s) or re-enactment thereof, for the time being in force), {hereinafter referred to as the Act}, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules notified by the Central Government under the Act, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GoI), the Reserve Bank of India (RBI), and the Securities and Exchange Board of India (SEBI), the Stock Exchanges, Ministry of Corporate Affairs (MCA), the Registrar of Companies, Maharashtra at Pune and/or any other competent authorities, and

including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended {hereinafter referred to as the SEBI (ICDR) Regulations}, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {hereinafter referred to as the SEBI (LODR) Regulations}, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the stock exchanges on which the Company’s shares are listed (the Listing Agreements) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or of concerned statutory and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (including its Committee thereof) {hereinafter referred to as the Board}, the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of warrants convertible into Equity Shares of the Company, at face value per warrant (Warrant Issue Price), {being not lower than the minimum price for equity share calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations, 2009}, of an aggregate amount not exceeding ₹ 200,00,00,000 (Rupees Two Hundred Crore Only) (inclusive of such premium as may be fixed on such Equity Shares), exercisable (convertible) in one or more tranches, anytime within period of eighteen months into equal number of equity shares of face value of ₹ 10/- each of the Company on a preferential basis to Promoters and Promoter Group of the Company for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the SEBI (ICDR) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI (ICDR) Regulations, the ‘relevant date’ for determination of the minimum price shall be the date thirty days prior to the date of the Annual General Meeting i.e. 17th August, 2018 in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a. One warrant convertible into equity share shall be exercisable /convertible into one equity share of face value of ₹ 10/- of the Company.
- b. An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) in one or more tranches on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- c. In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the minimum price shall be the date 30 days prior to date of the Annual General Meeting. Since the Annual General Meeting is scheduled on 18th September, 2018 the "Relevant Date" will be 17th August, 2018 (Where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date i.e. 17th August, 2018).
- d. The Warrant holders shall, subject to SEBI (ICDR) Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches any time within a period of eighteen months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹ 10/- each to the Warrant holders.
- e. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (LODR) Regulations 2015 and the Securities Contracts (Regulation) Rules, 1957.
- f. In the event, the Warrant holders do not exercise the Warrants within a period of eighteen months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.
- g. That the Warrants do not give any rights/entitlements to the Warrant holders as a shareholder of the Company.
- h. The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the SEBI (ICDR) Regulations and SEBI (LODR) Regulations.
- i. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- j. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter VII of the SEBI (ICDR) Regulations from time to time.
- k. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned warrants and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

RESOLVED FURTHER THAT the Equity Shares to be created, offered, issued and allotted to the Promoter and/ or Promoter Group shall rank pari passu in all respects with the existing Equity Shares of the Company (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares under Preferential Allotment shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or the Gol, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorised to constitute or form a Committee or delegate all or any of its powers to Committee of Directors / any Director(s) / Chief Financial Officer / Company Secretary or other persons authorised by the Board for obtaining

approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alteration(s) or modification(s) as they may deem fit and proper and give such direction(s) as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

11. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, Articles of Association of the Company and subject to necessary approvals, if required, the consent of the members of the Company be and is hereby accorded to the Board of Directors for: (i) giving loans to any person or other body corporate; (ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and / or (iii) for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, upto an amount, the aggregate outstanding of which should not, at any time, exceed ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) which shall be over and above the limits specified in Section 186 i.e. sixty percent of the Company’s paid-up share capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board of Directors is hereby authorised to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalise terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.”

12. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder {including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force}, and subject to all such approvals, permissions or sanctions as may be necessary

and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board in respect of the financial assistance extended / to be extended by the Banks / Financial Institutions / any other Lender(s) (including a Rupee Term Loan Facility availed or to be availed) such that in the event of default by the Company under the financing documents executed or to be executed in respect of the loans / financial assistance which has already been availed or which may be availed, whether existing or future, whether such loans / financial assistance are designated in foreign currency or in Indian Rupees or upon exercise of an option provided under the lending arrangements, Bank(s) / Financial Institution(s)/ any other Lender(s) at its option may be able to convert the outstanding facility or part thereof into fully paid-up ordinary Equity Shares in the Company upon such terms and conditions of such lending arrangements (whether disbursed on, after or prior to the date of this Resolution and whether then due or payable or not) and or as deemed appropriate by the Board and at a price to be determined in accordance with the applicable provisions of Companies Act, 2013 and SEBI Regulations at the time of conversion.

RESOLVED FURTHER THAT on receipt of the notice of conversion, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up ordinary Equity Shares in the Company to such Bank(s) / Financial Institution(s) / any other Lender(s).

RESOLVED FURTHER THAT the ordinary Equity Shares to be so allotted and issued to the lenders pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.”

Dated 9th August, 2018

By Order of the Board of Directors,

Registered Office:
Opp. Golf Course, Shastri Nagar,
Yerawada, Pune - 411 006

K. SUBHARAMAN
Executive 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 / HERSELF 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. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 11th September, 2018 to Tuesday, 18th September, 2018 (both days inclusive).

The dividend, if declared, will be paid to those Members whose names appear on the Register of Members of the Company as on 18th September, 2018, 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 Depository Participants for the purpose.

3. Members holding shares in physical form are requested to intimate immediately to M/s. Karvy Computershare Private Limited, UNIT: Deepak Fertilisers And Petrochemicals Corporation Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Email Id: einward.ris@karvy.com Phone: +91 40 6716 1571; Fax No: +91 40 2342 0814, quoting the Registered Folio Number: (a) details of Bank Account / change in Bank Account, if any, to enable the Company to print these details on the Dividend Warrants; and (b) change in address, if any, with the Pin Code Number.

Members holding shares in physical form or electronic form and who are not getting Annual Reports are requested to immediately update their address by writing to Karvy Computershare Private Limited at the above given address.

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

4. 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.

5. 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.

6. Members are requested to note that pursuant to the

provisions of Section 124 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof) and Rules made thereunder the dividend remaining unclaimed / unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" 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. Please visit Company's website: www.dfpc.com for details.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF Demat account.

7. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer E-Voting facility as an alternate mode of voting, for its Equity Shareholders, to enable them to cast their votes electronically. E-Voting is optional. For this purpose, necessary arrangements have been made with **Karvy Computershare Private Limited (Karvy)** to facilitate remote e-Voting. It may be noted that the facility for voting through ballot paper will also be made available at the meeting and the Equity Shareholders attending the meeting who have not cast their votes before the meeting by way of remote e-Voting shall be able and entitled to exercise their right at the meeting through ballot paper or by way of e-voting at the venue of the Meeting. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again. Members can opt for only one mode of voting, i.e. either through ballot papers or e-voting at Annual General Meeting or remote e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot papers at Annual General Meeting shall be treated as invalid.

The instructions for e-Voting are as under:

The e-Voting period begins at 9.00 a.m. on Friday, 14th September, 2018 and ends at 5:00 p.m. on Monday, 17th September, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 11th September, 2018, may cast their vote electronically through remote e-voting. The facility for voting through

electronic voting system shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the venue of the meeting.

The instructions for members for remote e-voting are as under:

- i. Launch an internet browser and open <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password). User ID and Password are provided at the bottom of the Attendance Slip in the following format.

User ID	Password
-	-

- iii. After entering the above details Click on 'Login'.
- iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After change of password, you need to login again with the new credentials.
- v. In case you are already registered with M/s. Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free No. 1-800-3454-001 or email to evoting@karvy.com. In case of any other queries/grievances connected with voting by electronic means, you may also contact Shri S. V. Raju of Karvy Computershare Private Limited, at telephone no. 040-67161571
- vi. On successful login, the system will prompt you to select the E-Voting Event.
- vii. Select 'EVENT' of Deepak Fertilisers And Petrochemicals Corporation Limited – AGM and click on 'Submit'.

- viii. Now you are ready for e-voting as 'Ballot Form' page opens.
- ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have confirmed your vote on the resolution, you cannot modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at deulkarcs@gmail.com. They may also upload the same in the e-voting module in their login.

The scanned image of the above-mentioned documents should be in the naming format "Deepak Fertilisers And Petrochemicals Corporation Limited - AGM".

- xiii. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of the e-voting website of M/s. Karvy Computershare Private Limited <https://evoting.karvy.com>.
- xiv. The voting rights shall be as per the number of equity shares held by the Member(s) as on relevant date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- xv. Members who have acquired shares after the dispatch of the Notice of Annual General Meeting and before the relevant date may obtain the User ID and Password by sending a request at evoting@karvy.com or investorgrievance@dfpcl.com
- xvi. Shri Shridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, (Membership No. FCS 6156, CP No. 2664) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xvii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or e-voting at the venue of the Meeting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- xviii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xix. The Results declared along with the report of the Scrutinizer shall be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- xx. For members who wish to vote through Ballot Forms:
- The Ballot Form is provided for the benefit of shareholders, who do not have access to remote E-voting facility.
 - Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, members who do not have access to remote E-voting facility, may exercise their right to vote on business to be transacted at the Annual General Meeting of the Company by submitting the Ballot Form enclosed to this Annual Report.
 - Shareholders may fill in the Ballot Form enclosed with the Annual Report (no other form or photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. Shri Shridhar Mudaliar, Partner, SVD & Associates, Company Secretaries C/o Deepak Fertilisers And Petrochemicals Corporation Limited, Sai Hira, Survey No. 93, Mundhwa, Pune 411 036, so as to reach by 5.00 p.m. on Monday, 17th September, 2018. The Ballot Form received thereafter will be strictly treated as not received.
 - A shareholder can opt for only one mode of voting either through remote e-voting or by the Ballot or by Poll or e-voting at the venue. If a shareholder casts votes by all modes, then voting done through remote e-voting shall prevail and the Ballot Form shall be treated as invalid.
 - Shareholders who do not have access to E-voting and intend to cast their vote through the Ballot Form should follow instructions as mentioned in Ballot Form.
8. All relevant documents referred to in the accompanying notice and explanatory statement requiring the approval of Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours between 11.00 a.m. and 01.00 p.m. on all working days except, Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
9. Members are requested to note that pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, brief particulars including shareholding of the Directors proposed to be appointed / re-appointed is given at the end of the Notice and forms part of the Notice.
10. Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip, Proxy & Ballot Form by E-mail and to others, are being sent by post.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 3

Item No. 3:

At the thirty seventh Annual General Meeting (AGM) of the Company, the shareholders had approved appointment of B S R & Associates, LLP, Chartered Accountants, [Firm Registration No.: 116231W/W- 100024], as Statutory Auditors of the Company from the conclusion of thirty seventh AGM till the conclusion of forty second AGM, subject to ratification by the shareholders at every AGM.

The Companies (Amendment) Act, 2017 published in the Gazette of India on 3rd January, 2018, amended few sections of Companies Act, 2013 including omission of first proviso to Section 139(1) of Companies Act, 2013 which provided for ratification of appointment of Statutory Auditors by members at every AGM. The amendment to said section is already effective from 7th May, 2018.

In view of the same, and as per advice provided by the company's Secretarial Auditors, M/s. SVD and Associates, Company Secretaries the approval of the members is sought for the ratification of appointment of B S R & Associates, LLP, Chartered Accountants, [Firm Registration No.: 116231W/W- 100024], as Auditors of the Company, for the remaining term of four years i.e. from the Conclusion of this Annual General Meeting till the conclusion of the forty second Annual General Meeting to be held in the year 2022.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board recommends the ordinary resolution at Item No. 3 for approval of the Members of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

In accordance with the Articles of Association of the Company, Shri R. A. Shah, Director, retires by rotation at the ensuing Annual General Meeting. Shri R. A. Shah has indicated to the Company that he is not seeking re-appointment in line with the retirement policy for Directors adopted by the Company.

Shri R. A. Shah has been on the Board of the Company since 11th February, 2015. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Shri R. A. Shah during his tenure as Director on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled up.

None of the Directors other than Shri R. A. Shah may be deemed to be concerned or interested in the aforesaid resolution.

The Board recommends Ordinary Resolution set out at Item No. 4 for approval by the Members of the Company.

Item No. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors (Board) shall appoint an Individual who is Cost Accountant in practice, or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the Members.

On recommendation of Audit Committee, the Board at their meeting held on 30th May, 2018 has considered and approved appointment of M/s Y. R. Doshi & Company, Cost Accountants, for conducting Cost Audit of all applicable products at a remuneration of ₹ 300,000/- (Rupees Three lakhs only) plus taxes as applicable and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2019.

The Board of Directors recommends Ordinary Resolution set out at Item No. 5 for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution.

Item No. 6

The present term of Shri S. C. Mehta, Chairman & Managing Director of the Company, has expired on 31st July, 2018. The Board of Directors has approved, subject to approval of Members, re-appointment of Shri S. C. Mehta as the Chairman & Managing Director of the Company for a further period of 5 years with effect from 1st August, 2018 on the following terms and conditions:

- a) Salary
₹ 21,00,000/- (Rupees Twenty One Lakhs Only) per month in the grade of ₹ 21,00,000/ (Rupees Twenty One Lakhs Only) to ₹ 30,00,000/- (Rupees Thirty Lakhs Only) per month.
- b) Commission
Commission at such percentage of net profits of the Company computed provided that the salary, perquisites and commission [overall remuneration] does not exceed ten percent of the net profits of the Company in accordance with the provisions of Section 197 of the Companies Act 2013 and computed in the manner as laid down under Section 198 of the Companies Act, 2013 or such amount, as the Board of Directors may determine.
- c) Perquisites / Allowances
In addition to salary and commission as stated above, Shri S. C. Mehta shall be entitled to the following perquisites/allowances:
 - i. 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-imbursement of gas, electricity, water charges and furnishings.
 - iii. Re-imbursement 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.

Explanation: For the above purpose, perquisites / allowances shall be valued as per the Income Tax Rules, wherever applicable.
- 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 / allowances payable to Shri S. C. Mehta within the overall limits of ten percent of the net profits of the Company computed in the manner set out in Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

- e) In the absence of or inadequacy of profits, the salary mentioned in paragraph (a) and perquisites / allowances in (c) above shall be the minimum remuneration payable to Shri S. C. Mehta, subject to the applicable provisions of the Companies Act, 2013.
- f) Shri S. C. Mehta would occupy the position of both Chairman and Managing Director so long as it is permissible under the Companies Act 2013 [Act] and SEBI Regulations. As and when there are changes to the Act or SEBI Regulations, Shri S. C. Mehta would relinquish the position of Chairman and continue solely as Managing Director for the balance period of his tenure of appointment.

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.

None of the Directors is in any way concerned or interested in the above re-appointment except Shri S. C. Mehta and Smt. P. S. Mehta, being wife of Shri S. C. Mehta.

The above may also be treated as an abstract as required under Section 190 of the Companies Act, 2013.

A draft of the Agreement proposed to be entered into by the Company with Shri S. C. Mehta is open for inspection by members at the Registered Office between 11.00 a.m. and 01.00 p.m. on all working days of the Company except, Saturdays, Sundays and public holidays from the date hereof up to and including the day of the Meeting.

The Board of Directors recommends Ordinary Resolution set out at Item No. 6 for approval by the Members of the Company.

Item No. 7

The Non-Executive Directors and the Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance. The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts. The Members had approved at the AGM held on 8th August, 2013, payment of remuneration by way of commission on profits to the Non-Executive Directors and the Independent Directors of the Company for a period of 5 years commencing with Financial Year 2013-14, at a rate not exceeding 1 per cent

of the net profits of the Company in any fiscal year (computed in the manner provided in Sections 198, 349 and 350 and other applicable provisions, if any, of the Companies Act, 1956).

Considering the valuable services being rendered by Non-Executive Directors and the Independent Directors, the Board of Directors has approved, subject to the approval of members and subject to the limit specified under Section 197 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) payment of remuneration by way of commission for a further period of five years commencing with Financial Year 2019-20 and as determined in accordance with the provisions of Section 198 and all other applicable provisions of the Companies Act, 2013, provisions of Listing Regulations and the Articles of Association of the Company.

All the Non-Executive Directors and the Independent Directors of the Company are concerned or interested financially in the resolution because the resolution relates to payment of commission to themselves. Save and except these persons, no other Director or KMP of the Company or their relatives are, in any way, concerned with or interested in, financially or otherwise.

The Board of Directors recommends Ordinary Resolution set out at Item No. 7 for approval by the Members of the Company.

Item No. 8

In order to issue equity shares in the Item Nos. 9 and 10, it is proposed to reclassify the Authorised Share Capital of the Company from the existing ₹ 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lakhs) divided into 12,50,50,000 (Twelve Crore Fifty Lacs and Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten) each and 10,00,000 (Ten Lacs) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each to ₹ 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lakhs) divided into 13,50,50,000 (Thirteen Crore Fifty Lacs and Fifty Thousand) Equity shares of ₹ 10/- (Rupees Ten) each and also amend Clause V of Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the special resolution as set out in Item No. 8 for approval by the Members of the Company.

Item No. 9

The Company, in order to meet its growth objectives, to augment its long term resources and to strengthen its financial position, would require funds. While it is expected that the internal generation of funds would partially meet the funding requirement, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes, purposes set out in the succeeding paragraphs, as well as for such other corporate



purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets. Robust Marketing Services Private Limited, a promoter group company has also offered to subscribe additional equity by way of Warrants, of the Company, on preferential basis for an aggregate amount not exceeding ₹ 200,00,00,000 (Rupees Two Hundred Crore Only) as approved by the Board of Directors at their meeting held on 9th August, 2018, to part finance the financial requirements of the business.

The special resolution contained in the Notice under Item No. 9 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Partly Convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutional placement in accordance with Chapter VIII of the SEBI (ICDR) Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding ₹ 600,00,00,000 (Rupees Six Hundred Crore Only) or its equivalent in any foreign currency.

The Board of Directors of the Company has approved raising of funds by issue, offer and allotment of Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Partly Convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutional placement in accordance with Chapter VIII of the SEBI (ICDR) Regulations at its meeting held on 9th August, 2018.

The Board shall issue Securities pursuant to this special resolution and utilise the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) capital expenditure, (b) the cost of construction and development of ongoing and new projects, (c) investment in subsidiaries, joint ventures and affiliates, (d) repayment of debt, (e) meeting working capital requirement of the Company, and (f) permissible general corporate purposes. The material terms of raising such securities as well as the proposed time schedule will be as disclosed in the relevant offer document(s) issued in relation to the issue of Securities.

The special resolution also seeks to empower the Board to issue Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI (ICDR) Regulations. The pricing of the Securities that may be issued to QIBs pursuant to SEBI (ICDR) Regulations shall be freely determined subject to such price not being less

than the price calculated in accordance with Chapter VIII of the SEBI (ICDR) Regulations ("QIP Floor Price") and hence no valuation is being undertaken by any valuer. Further, the Board may also offer a discount of not more than such percentage as permitted on the QIP Price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations. The "Relevant Date" for this purpose will be the date as determined in accordance with the SEBI (ICDR) Regulations and as mentioned in the resolution.

The issue/allotment/conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Equity Shares including Equity Shares to be allotted on conversion of Securities to foreign/non-resident investors would be subject to the applicable foreign investment cap.

As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought, for passing the Special Resolution as set out in the said item of the Notice, pursuant to Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares/Securities that may be subscribed to by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

The Board accordingly recommends the special resolution as set out in Item No. 9 for approval by the Members of the Company.

Item No. 10

Issue of Warrants convertible into Equity Shares on Preferential Basis:

The Company proposes to make a preferential issue of Warrants convertible into Equity Shares to Robust Marketing Services Private Limited, a promoter group company, in addition to funding plan envisaged in item no. 9 above.

The Board of Directors of the Company has approved such preferential issue at its meeting held on 9th August, 2018.

Approval of the members by way of special resolution is required inter-alia pursuant to the provisions of Sections 23, 42, 62(1)(c) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI (ICDR) Regulations), as amended from time to time.

Accordingly, in terms of the Act and the SEBI (ICDR) Regulations, consent of the members is being sought for the issue and allotment of such number of warrants of the Company of an aggregate amount not exceeding ₹ 200,00,00,000 (Rupees Two Hundred Crore Only) on a preferential basis to the Proposed Allottee(s).

The Proposed Allottee(s) has / have represented that they have not sold any Equity Shares of the Company during the 6 months preceding the Relevant Date.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter VII of the SEBI (ICDR) Regulations and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, are set out below:

(i) Objects of the Issue

The Promoters and Promoter Group of the Company have confidence in the future sustainable growth plan of the Company and Robust Marketing Services Private Limited, a promoter group company has offered to subscribe additional equity by way of Warrants on preferential basis vide their letter dated 26th July, 2018 to part finance the financial requirements of the business including (a) capital expenditure, (b) the cost of construction and development of ongoing and new projects, (c) investment in subsidiaries, joint ventures and affiliates, (d) repayment of debt, (e) meeting working capital requirement of the Company, and (f) permissible general corporate purposes. This will strengthen the equity base of the Company. It will also boost investors' confidence in the Company's future growth plans.

(ii) Total number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to issue such number of warrants of the Company for an aggregate amount not exceeding ₹ 200,00,00,000 (Rupees Two Hundred Crore Only) on a preferential basis to the Proposed Allottee(s).

(iii) Issue price

Regulation 76 of the SEBI (ICDR) Regulations prescribes the minimum price at which a preferential issue may be made and hence no valuation is being undertaken by any valuer.

The Company will not issue and allot warrants of the Company at a price lower than the minimum price calculated as aforesaid.

The Statutory Auditors of the Company will also certify that the minimum price at which the proposed preferential issue may be made is in accordance with Regulation 76(1) of the SEBI (ICDR) Regulations. The Certificate of the Statutory Auditors shall be placed before the members of the Company at Annual General Meeting.

(iv) Relevant date

In accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the minimum price shall be the date 30 days prior to date of the Annual General Meeting. Since the Annual General Meeting is scheduled on 18th September, 2018 the "Relevant Date" will be 17th August, 2018 (Where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date, accordingly the "Relevant Date" will be 17th August, 2018).

(v) Intention of the promoters / promoter group / directors / key managerial personnel of the Company to subscribe to the offer

The Company has received a letter of intent from Robust Marketing Services Private Limited (a promoter group company) indicating its intention to subscribe to the proposed Preferential Allotment. None of the Directors or KMPs intends to subscribe to the offer.

(vi) Proposed time within which the allotment shall be completed

The issue and allotment of Warrants to the Proposed Allottee(s) will be completed not later than 15 days from the date of passing of this special resolution provided that where the allotment of Warrants is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.



(vii) The names of the Proposed Allottee(s), Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares (Warrants) proposed to be allotted and/or who ultimately controls the Proposed Allottee(s)

S. No.	Name of Proposed Allottee(s)	Category	Pre-issue % Holding	No. of Shares proposed to be allotted*	Post-issue % Holding	Name of Ultimate Beneficial Owner of the Proposed Allottees
1.	Robust Marketing Services Private Limited **	Equity Shares	-	6,479,819	6.84%	Shri S. C. Mehta, Smt. P. S. Mehta.

* For the limited purpose of disclosing the possible percentage of capital held post allotment of the Equity Shares, it is assumed that all the Warrants will be converted in the equal number equity shares and the price per share has been taken ₹ 308.65. The percentage of capital held post Preferential Allotment will be as per the above table assuming full subscription at floor price. However, if the subscription price is higher than the floor price or the shares subscribed at the floor price is lower than the full subscription, the number of Equity Shares that would be allotted under Preferential Allotment and the aggregate shareholding and the percentage of capital held post-Preferential Allotment would differ from the details provided above. Accordingly, the percentage of capital held post-Preferential Allotment disclosed in the table above is an indicative percentage and is subject to change. Further, in the event that the QIP is undertaken by the Company, the holding of existing members of the Company prior to the QIP including the Promoters and Promoter Group would be diluted to the extent of the Equity Shares issued by the Company pursuant to the QIP.

** The ultimate beneficial owners of Robust Marketing Services Private Limited are Shri S. C. Mehta and Smt. P. S. Mehta, being the shareholders and directors of Robust Marketing Services Private Limited.

(viii) Change in control, if any, in the Company that would occur consequent to the preferential issue

There will be no change in control or management of the Company as a consequence of the preferential issue.

(ix) The pre and post-issue shareholding pattern of the Company

S. No.	Category	Pre-Preferential Issue Shareholding*		Post-Preferential Issue Shareholding (Proposed)**	
		Total number of shares	%	Total number of shares	%
(A)	Promoters' Shareholding				
1	Chimanlal Khimchand Mehta	764,273	0.87	764,273	0.81
2	Sailesh Chimanlal Mehta	1,506	0.00	1,506	0.00
3	Parul Sailesh Mehta	1,226	0.00	1,226	0.00
4	Nova Synthetic Limited	42,706,848	48.42	42,706,848	45.10
5	Sofotel Infra Private Limited	1,688,301	1.91	1,688,301	1.78
6.	Robust Marketing Services Private Limited ***	-	-	6,479,831	6.84
	Total Promoters' Shareholding (A)	45,162,154	51.20	51,641,985	54.54
(B)	Public Shareholding				
1	Institutions				
(a)	Mutual Funds	2,333,020	2.64	2,333,020	2.46
(b)	Insurance Companies	973,184	1.10	973,184	1.03
(c)	Financial Institutions/ Banks	600,002	0.68	600,002	0.63
(d)	Venture Capital Funds	-	-	-	-
(e)	Alternate Investment Fund	-	-	-	-
(f)	Foreign Portfolio Investors	5,510,319	6.25	5,510,319	5.82
	Sub-Total (B)(1)	9,416,525	10.67	9,416,525	9.95

S. No.	Category	Pre-Preferential Issue Shareholding*		Post-Preferential Issue Shareholding (Proposed)**	
		Total number of shares	%	Total number of shares	%
2	Non-Institutions				
(a)	Bodies Corporate	8,652,264	9.81	8,652,264	9.14
(b)	Public (Individual Shareholders)	21,269,008	24.11	21,269,008	22.46
(c)	Foreign Corporate Bodies	184,750	0.21	184,750	0.20
(d)	Non Resident Indians	2,160,774	2.45	2,160,774	2.28
(e)	Clearing Members	133,247	0.15	133,247	0.14
(f)	Others	1,226,221	1.39	1,226,221	1.30
	Sub-Total (B)(2)	33,626,264	38.12	33,626,264	35.51
	Total Public Shareholding(B)= (B)(1)+(B)(2)	43,042,789	48.8	43,042,789	45.46
	TOTAL (A)+(B)	88,204,943	100.00	94,684,774	100.00

* As on 30th June, 2018.

** For the purpose of the calculation, it is assumed that all the warrants will be converted in the equal number equity shares and the price per share has been taken ₹ 308.65.

*** The ultimate beneficial owners of Robust Marketing Services Private Limited are Shri S. C. Mehta and Smt. Parul S. Mehta, being the shareholders and directors of Robust Marketing Services Private Limited.

(x) Lock-in period

The Warrants allotted on preferential basis and the Equity Shares allotted pursuant to exercise of options attached to warrants, shall be subject to a lock-in period in accordance with the applicable provisions of SEBI (ICDR) Regulations.

The entire pre-issue shareholding of the Warrant Holders, if any, shall also be locked-in as per the applicable provisions of the SEBI (ICDR) Regulations.

(xi) The Company undertakes that:

- It would re-compute the price of the Equity Shares specified above in terms of the provisions of the SEBI (ICDR) Regulations if it is required to do so;
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee.
- It is hereby confirmed that neither the Company nor its Directors or its Promoters are willful defaulter.

(xii) Auditor's Certificate

The certificate from M/s B S R & Associates LLP, Chartered Accountants, the statutory auditors of the Company, certifying that the preferential issue is being made in

accordance with the requirements of the SEBI (ICDR) Regulations shall be placed before the Annual General Meeting of the shareholders.

Other than Shri S. C. Mehta, Smt. Parul S. Mehta, being wife of Shri S. C. Mehta and their relatives (being associated with the Promoter / Promoter Group Companies), none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 10 for approval by the Members of the Company.

Item No. 11

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in securities up to an amount of 60% of its paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

Performance Chemiserve Private Limited (PCPL), which

is subsidiary of wholly owned subsidiary of the Company, Smartchem Technologies Limited (STL), is setting up facilities for manufacture of Ammonia in Taloja. PCPL has commenced the work in full swing relating to setting up Ammonia Project at Taloja and therefore, it requires funding by way of Term Loan of ₹2,044 Crore for its Ammonia Project. PCPL has received sanction of ₹ 1,000 Crore from State Bank of India and in addition, it has received in principle sanction of ₹ 500 Crore from Exim Bank. Bank of Baroda is considering underwriting of the entire ₹ 2,044 Crore term loan and as per the sanction terms negotiated with them, while the bank has proposed a Comfort Letter from STL, they are not contemplating any credit support from the Company. However, given the sanctioning authorities of banks are currently being more risk averse towards corporate credit and are prone to stipulating stringent credit conditions, it is possible that sanctioning authority of BOB may stipulate credit support from the Company in form of Comfort letter/ Undertaking or Corporate Guarantee for a period up to the time of issuance of Environment Clearance / Project Completion/ PCPL attaining investment grade rating.

The estimated guarantees to be provided to the lenders of the Company's subsidiaries and other business purposes would exceed the limits provided u/s 186 of the Companies Act, 2013 and needs approval of the Shareholders of the Company by way of a special resolution.

Therefore, the Board accordingly recommends the special resolution as set out in Item No. 11 for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 12

Your Company has availed / would avail financial assistance by way of Rupee Term Loans, Non-convertible Debentures, Foreign Currency Loans, FCCB, Corporate Loans etc., from time to time from various lenders i.e. Bank(s) / Financial Institution(s) / any other Lender(s) upon such terms and conditions stipulated by them and approved by the Board, to meet funding requirements towards capital expenditures, operational expenditure and working capital of the Company, its Subsidiaries and Associate Companies and for general corporate purposes.

One of the terms of sanction stipulated by all Banks provides that in the event of default by the Company under the lending

arrangements or upon exercise of an option provided under the lending arrangements the Bank(s) / Financial Institution(s) / any other Lender(s) may be entitled to exercise the option to convert whole or part of their outstanding facility into fully paid up ordinary Equity Shares of the Company at a price to be determined in accordance with the applicable provisions of Companies Act, 2013 and SEBI Regulations at the time of such conversion. In normal course, in case of loan default, banks have security over and recourse to the fixed assets/current assets/other security like assignment of various contractual rights etc. Further, the bank provides opportunity to the borrower to cure these events of defaults through infusion of additional equity and go through a process of rescheduling / restructuring the loans before resorting to more drastic measures of conversion of loans into equity.

The proposed resolution is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank(s) / Financial Institution(s) / any other Lender(s) insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements.

Allotment of Equity Shares as above requires prior approval of the Members by way of Special Resolution. Therefore, the Board proposes this enabling resolution.

Therefore, the Board accordingly recommends the special resolution as set out in Item No. 12 for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Dated 9th August, 2018

By Order of the Board of Directors,

Registered Office:
Opp. Golf Course, Shastri Nagar,
Yerawada, Pune - 411 006

K. SUBHARAMAN
Executive Vice President
(Legal) & Company Secretary



Details of the Directors seeking appointment / reappointment at the 38th Annual General Meeting:

{Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.}

Name of Director : Shri S. C. Mehta; **Age:** 57 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, 2018:** Public Companies : Smartchem Technologies Limited, Nova Synthetic Limited, Ishanya Realty Corporation Limited, Ishanya Brand Services Limited, SCM Fertichem Limited, Private Companies: Deepak Mining Services Private Limited, RungePincockMinarco India Private Limited, The Lakaki Works Private Limited, High Tide Investments Private Limited, Mahadhan Farm Technologies Private Limited, Robust Marketing Services Private Limited, Performance Chemiserve Private Limited, Section 8 Company: The Fertiliser Association of India; Bodies Corporate (Foreign Companies): Deepak Nitrochem Pty Limited, Deepak Fertichem Company Limited, Platinum Blasting Services Pty Limited, Other Association of Individuals: Swami Vivekanand Vidyabharati Trust, Ishanya Foundation, Deepak Foundation, **Chairmanship / Membership of the Audit Committees as on 31st March, 2018:** Member of Audit Committee of Nova Synthetic Limited, **Chairmanship / Membership of the Stakeholder's Relationship Committees as on 31st March, 2018:** Nil **Chairmanship / Membership of Nomination & Remuneration Committee as on 31st March 2018:** Nil, **Shareholding in the Company:** 1,506 Equity Shares of ₹ 10/- each.

IMPORTANT COMMUNICATION TO MEMBERS

In terms of provisions of the Companies Act, 2013 and rules made thereunder, service of notice / documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the shareholders from the Company's website i.e. www.dfpcl.com. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses on the website of the Company i.e. www.dfpcl.com or by sending e-mail to einward.ris@karvy.com with subject as 'E-mail for Green Initiative' mentioning their Folio No. / Client ID. Members holding shares in electronic form may register / update their e-mail addresses with the Depository through their concerned Depository Participant(s).



**DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED**

Registered Office : Opp. Golf Course, Shastri Nagar, Yerawada, Pune - 411 006.
Corporate Office : Sai Hira, Survey No. 93, Mundhwa, Pune - 411 036.
CIN: L24121MH1979PLC021360

BALLOT FORM

Thirty Eighth Annual General Meeting, 18th September, 2018

(For members who do not have access to e-voting facility)

Sr. No.	Particulars	Details
1.	Name of the Member(s):	
2.	Postal address	
3.	Registered Folio No./ * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	No. of shares	

I / We hereby exercise my / our vote(s) in respect of the Resolutions to be passed for the business set out in the Notice of the Annual General Meeting of the Company to be held on Tuesday, 18th September, 2018 by sending my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution(s)	No. of Equity shares	(For)	(Against)
			I / We assent to the resolution	I / We dissent to the resolution
ORDINARY BUSINESS				
1	Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31 st March, 2018 and the Reports of the Directors and Auditors thereon.			
2	Declare a dividend on equity shares for the financial year ended 31 st March, 2018.			
3	To Consider the ratification of appointment of M/s. B S R & Associates, LLP, Chartered Accountants as Statutory Auditors of the Company for remaining period of four years.			
SPECIAL BUSINESS				
4	Not to fill up the vacancy caused by the retirement by rotation of Shri R.A. Shah, Director of the Company			
5	Ratification and confirmation for payment of remuneration to Shri Y. R. Doshi, Cost Accountants			
6	Re-appointment of Shri Sailesh C. Mehta as the Managing Director of the Company			
7	Payment of Commission to Non-Executive Directors.			
8	Reclassification of the Authorised Share Capital of the Company:			
9	Raising of funds aggregating to ₹ 600 crores (Rupees Six hundred crores) through one or more of various options of securities such as Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds or Partly Convertible Debentures or by way of qualified institutions placement to QIB (Qualified Institutional Buyers) in terms of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 SEBI [ICDR] Regulations, 2009,			
10	Consider and approve issue of convertible equity warrants on preferential basis to the Promoters of the Company not exceeding ₹ 200 crore.			
11	Consider and approve increase of limits to provide loans guarantees / investments beyond the threshold provided under Section 186 of the Companies Act, 2013.			
12	Consider taking approval of the Shareholders of the Company pursuant to the provisions of Section 62(3) of the Companies Act, 2013 enabling Board of Directors for conversion of financial assistance extended / to be extended by the Banks / Financial Institutions / any other Lender(s) into Equity Shares of the Company in case of default:			

Place:

Date:

Signature of Member

(Cut here)

Note : This Ballot Form is provided for the benefit of Members, who do not have access to e-voting facility.

INSTRUCTIONS

1. Members may fill up this Ballot Form (no other form or photocopy of the form will be accepted) and send the same in a sealed envelope addressed to the Scrutinizer, viz. Shri Shridhar Mudaliar, Partner, SVD & Associates, Company Secretaries C/o Deepak Fertilisers And Petrochemicals Corporation Limited), Sai Hira, Survey No. 93, Mundhwa, Pune 411036, **so as to reach by 5.00 p.m. on 17th September 2018.** The Ballot Form received thereafter will be strictly treated as not received.
2. The Ballot Form should be signed by the Member(s) as per the specimen signature registered with the Company / the Depositories. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. The right of voting by Ballot Form shall not be exercised by a Proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. **A Member can opt for only one mode of voting i.e. either through electronic voting or by the Ballot at the Meeting. If a Member casts vote by both modes, then voting done through electronic voting shall prevail and the Ballot Form shall be treated as invalid.**
5. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th September, 2018.
6. Unsigned, incomplete, improperly or incorrectly ✓(tick) marked Ballot Forms shall be rejected. The decision of the Scrutinizer on the validity of the Ballot Form will be final.
7. The Company will not be responsible, if the envelope containing the Ballot Form is lost in transit.



**DEEPAK FERTILISERS
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CIN: L24121MH1979PLC021360

FORM OF PROXY

Thirty Eighth Annual General Meeting, 18th September, 2018

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail ID _____

Folio No./ Client ID* _____

DP ID* _____

I/ We being the Member(s) of the Company holding _____ shares, hereby appoint;

1. Name : _____	E-mail ID : _____
Address : _____	Signature : _____

or failing him / her

2. Name : _____	E-mail ID : _____
Address : _____	Signature : _____

or failing him / her

3. Name : _____	E-mail ID : _____
Address : _____	Signature : _____

as my/ our proxy to attend and vote (on a poll) on my/our behalf at the **Thirty Eighth Annual General Meeting** of the Company, to be held on Tuesday, 18th September, 2018 at 11.30 a.m. at Opus 1, The Cove, Level 1, Creativity, Opp. Golf Course, Off Airport Road, Yerawada, Pune - 411 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote (Optional see Note 2)	
		For	Against
ORDINARY BUSINESS			
1	Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31 st March, 2018 and the Reports of the Directors and Auditors thereon.		
2	Declare a dividend on equity shares for the financial year ended 31 st March, 2018.		
3	To Consider the ratification of appointment of M/s. B S R & Associates, LLP, Chartered Accountants as Statutory Auditors of the Company for remaining period of four years.		
SPECIAL BUSINESS			
4	Not to fill up the vacancy caused by the retirement by rotation of Shri R. A. Shah, Director of the Company		
5	Ratification and confirmation for payment of remuneration to Shri Y. R. Doshi, Cost Accountants		
6	Re-appointment of Shri Sailesh C. Mehta as the Managing Director of the Company		
7	Payment of Commission to Non-Executive Directors.		
8	Reclassification of the Authorised Share Capital of the Company:		
9	Raising of funds aggregating to ₹ 600 crores (Rupees Six hundred cores) through one or more of various options of securities such as Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds or Partly Convertible Debentures or by way of qualified institutions placement to QIB (Qualified Institutional Buyers) in terms of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 SEBI [ICDR] Regulations, 2009,		
10	Consider and approve issue of convertible equity warrants on preferential basis to the Promoters of the Company not exceeding ₹ 200 crore.		
11	Consider and approve increase of limits to provide loans guarantees / investments beyond the threshold provided under Section 186 of the Companies Act, 2013.		
12	Consider taking approval of the Shareholders of the Company pursuant to the provisions of Section 62(3) of the Companies Act, 2013 enabling Board of Directors for conversion of financial assistance extended / to be extended by the Banks / Financial Institutions / any other Lender(s) into Equity Shares of the Company in case of default:		

Signed this _____ day of _____ 2018.

Signature _____

Please affix
Revenue
Stamp

* Applicable to Members holding shares in electronic form.

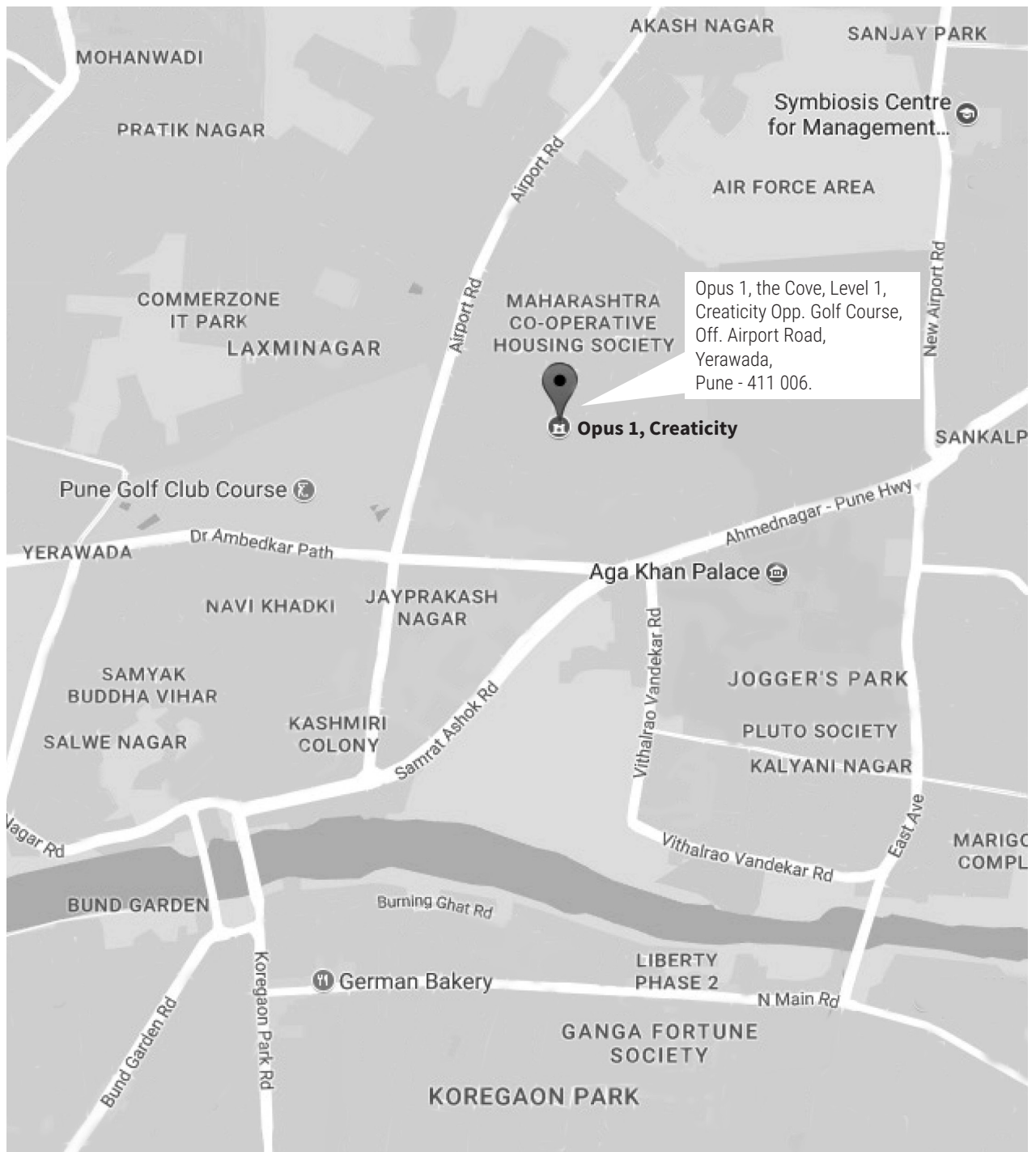
NOTES:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
- It is optional to indicate your preference. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

(Cut here)



ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



AGM Venue: Opus 1, the Cove, Level 1, Creaticity Opp. Golf Course, Off. Airport Road, Yerawada, Pune - 411 006.

