



**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

Telephone: 020-66458000 **Fax:** 020-26683723

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NOTICE OF POSTAL BALLOT AND E-VOTING

To,
The Shareholders

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

Notice is hereby given that the following draft Resolution is circulated for approval of shareholders of the Company, to be accorded by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules, Circulars and Notifications thereunder.

To consider and, if thought fit, to give assent / dissent to the following draft Resolution with requisite majority as a special resolution:

APPROVAL TO OFFER OR INVITE SUBSCRIPTIONS FOR SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES, AGGREGATING TO RUPEES 250 CRORE WITH AN OPTION TO RAISE ADDITIONAL AMOUNT UPTO RUPEES 250 CRORE AS A GREEN SHOE OPTION ON PRIVATE PLACEMENT BASIS.

“RESOLVED THAT pursuant to the provisions of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015, the Rules, Regulations, Guidelines and Circulars thereunder, as issued and amended from time to time and the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) to issue offer(s) or invitation(s) to subscribe to Secured Redeemable Non-Convertible Debentures (“NCDs”) for a long term and for a sum not exceeding Rupees 2,50,00,00,000/- (Rupees Two Hundred Fifty crores only) with a green shoe option to raise additional amount upto Rupees 2,50,00,00,000/- (Rupees Two Hundred Fifty crores only) on a private placement basis to the eligible investors as may be decided by the Board or Committee thereof from time to time in one or more tranches during a period of one year from the date of passing of this resolution and within the overall borrowing limits of the Company, as approved by the Members from time to time.

RESOLVED FURTHER that the Board or any Committee thereof be and is hereby authorised to determine issue price, tenor, interest rate, number of NCDs to be issued / offered in each tranche and the class of investors, listings and other terms & conditions of the NCDs, as may be deemed necessary or expedient in the best interest of the Company, without requiring any further recourse to and/or approval of the Members, including but not limited to appoint Debenture Trustee(s), and other intermediaries if required and to settle any question or difficulties and to do all acts, deeds and things in connection therewith and incidental thereto to give effect to this resolution.”

By Order of the Board
For **Deepak Fertilisers And Petrochemicals Corporation Limited**

Mumbai
02nd November 2017

K. Subharaman
Executive Vice President – Legal & Company Secretary
(Membership No. FCS 4361)

NOTES:

1. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 for the above items of business is annexed hereto.
2. Shri S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, (Membership No. FCS.1321, CP No. 965) have been appointed as a Scrutiniser to receive and scrutinize the postal ballot forms received from the members and for conducting the postal ballot process including e-voting process in a fair and transparent manner.
3. The voting rights of the members (through postal ballot or e-voting) shall be reckoned on the equity shares held by them as on Friday, 10th November, 2017 (End of Day), being the 'cut-off date' fixed for this purpose.
4. In compliance with the provisions of section 110 of the Companies Act, 2013 read with 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 providing facility to the members holding shares as on the cut-off date, i.e Friday, 10th November, 2017 (End of Day), to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by Karvy Computershare Private Limited ('Karvy').
5. The instructions for remote e-voting/voting through postal ballot are as under:

A. For members who receive Notice of postal ballot through email:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Deepak Fertilisers And Petrochemicals Corporation Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by the member as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST'; but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG Format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at deulkarcs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENT No.'
- xii. Members can cast their vote online from Monday, 20th November, 2017 (9.00 a.m.) till Tuesday, 19th December, 2017 (5.00 p.m.) after which the remote e-voting facility shall be blocked.

- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call Karvy on 1800 345 4001 (toll free).
- xiv. Members may alternatively cast their votes using the postal ballot form available on the Company's website www.dfpl.com and also on the website of Karvy <https://evoting.karvy.com>. Please refer instructions provided in the postal ballot form.

B. For members who receive the Notice of postal ballot in physical form:

- i. Members holding shares either in dematerialised or physical form who are in receipt of Notice in physical form, may cast their votes using the postal ballot form enclosed to this Notice. Please read carefully instructions provided in the postal ballot form and return the same, duly completed alongwith assent ('FOR') or dissent ('AGAINST'), in the enclosed pre-paid self-addressed business reply envelope to the Scrutinizer, Unit: Deepak Fertilisers And Petrochemicals Corporation Limited, C/o Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, so as to reach by Tuesday, 19th December, 2017. Postal ballot forms received from the members after Tuesday, 19th December 2017 will be strictly treated as if no reply has been received from the member(s). Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected and the Scrutinizer's decision on the validity of a postal ballot form and the votes cast will be final and binding.
- ii. Members may alternatively opt for remote e-voting, for which the User ID & initial password is provided at the bottom of the postal ballot form.
- iii. Please follow steps from Sl. No.(i) to (xiii) under heading A above to vote through remote e-voting platform.

C. General instructions:

- i. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- ii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change the vote subsequently. A member cannot vote both by postal ballot and remote e-voting and if he votes both by postal ballot and remote e-voting, his vote by postal ballot shall be treated as invalid.

The Scrutiniser shall, after conclusion of the voting period, unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's consolidated report of the votes cast in favour or against, if any, (through remote e-voting and postal ballot) and submit the same to the Chairman of the Company. Results of the voting will be announced on Friday, 22nd December 2017 at the registered office of the Company at Opp. Golf Course, Shastri Nagar, Yerawada, Pune - 411006 by placing the same along with the Scrutinizer's report on the Company's website www.dfpl.com. The same shall also be placed on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The results will be published in the newspapers for the information of the members. Subject to receipt of requisite number of votes, the resolutions in the Notice shall be deemed to be passed on Tuesday, 19th December, 2017 i.e. last day of the voting period.

- 6. A copy of each of the documents referred to in the accompanying Statement, is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of declaration of the results of Postal Ballots.
- 7. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 02ND NOVEMBER, 2017 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The Company had privately placed Non-Convertible Debentures (NCDs) aggregating to Rs. 350 Crore in 2013 and out of this issue the last tranche of Rs. 250 Crore is falling due and payable in January, 2018. With a view to augment the financial resources of the Company and considering the requirements of business and ongoing projects it is proposed to issue fresh NCDs for a long term aggregating to a sum of Rs. 250 Crore with a green shoe option to raise additional amount upto Rs. 250 Crore. The fresh issue of NCD would, inter-alia, take care of repayment of NCDs falling due for repayment on 18th January, 2018 as well as meeting certain long term utilization of funds for projects.

In order to meet the requirements of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules, for making private placement of secured redeemable non-convertible debentures as aforesaid within one year from the date of passing of this resolution in one or more tranches, to such person(s), who may or may not be the debenture holders of the Company, approval of the Members of the Company by way of Special Resolution is required.

It is also proposed to authorise the Board of Directors or Committee of the Board to determine issue price, tenor, interest rate, number of NCDs to be issued / offered in each tranche and the class of investors, listings and other terms and conditions of the NCDs, as may be deemed necessary or expedient in the best interest of the Company, without requiring any further recourse to and/or approval of the Members, including but not limited to appoint Debenture Trustee(s), and other intermediaries and to settle any question or difficulties and to take all necessary steps for giving effect to this resolution

The Board of Directors of the Company in its Meeting held on 02nd November, 2017 has approved the above proposal and recommended the passing of the proposed Special Resolution as contained in the Notice of postal ballot, by 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, except to the extent of their shareholding in the Company.

By Order of the Board
For **Deepak Fertilisers And Petrochemicals Corporation Limited**

K. Subharaman

Executive Vice President – Legal & Company Secretary
(Membership No. FCS 4361)

Mumbai
02nd November 2017