



29th August, 2017

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Listing Department
National Stock Exchange of India Ltd.
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Subject: Submission of Notice of Annual General Meeting of the Company scheduled on 21st September, 2017

Dear Sir/Madam,

Pursuant to Regulation 30(2), read with Schedule III to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of the Notice of Annual General Meeting of the Company scheduled on Thursday, 21st September, 2017.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Deepak Fertilisers
And Petrochemicals Corporation Limited

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

NOTICE

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting of DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED will be held on Thursday, 21st September, 2017 at 12.00 noon at Opus Banquets, 6, Ishanya Mall, Off. Airport Road, Shastrinagar, Yerawada, Pune- 411006 to transact the following business:

■ 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, 2017 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Shri Partha Sarathi Bhattacharyya (DIN: 00329479), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), 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 recommendation of the Audit Committee and the Board of Directors, B S R & Associates LLP (Chartered Accountants) (Firm Registration number: 116231W/W-100024) be and are hereby appointed as Statutory Auditors of the Company in place of B. K. Khare & Co. (Firm Registration No. 105102W) who shall hold office for a period of five years, from the conclusion of this Annual General Meeting until the conclusion of the Forty Second Annual General Meeting of the Company, subject to ratification by shareholders at every Annual General Meeting to be held hereafter, on such remuneration plus taxes thereon and reimbursement of travelling and out-of-pocket expenses for the year 2017-18, as the Board may fix, as per the recommendation of the Audit Committee.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

■ SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 148 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), approval of the Board of Directors of the Company for payment of remuneration of ₹ 300,000/- (Rupees Three lacs only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2018, to M/s Y. R. Doshi & Company, Cost Accountants, for conducting Cost Audit of all applicable products and group of products, 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, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the alteration of the existing Articles of Association of the Company by substitution of the draft Articles of Association as submitted to this meeting, be and is hereby approved and adopted as the Articles of Association of the Company with effect from the date of this meeting.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do all acts, deeds, things and take all such steps including seeking necessary approvals as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. To appoint Shri Madhumilan P. Shinde as a Non-Executive and Non-Independent Director to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Shri Madhumilan P. Shinde (DIN: 06533004), who was appointed as an Additional Director of the Company w.e.f 10th February, 2017 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (the Act) but who is

eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company liable to retire by rotation.”

8. To appoint Shri U. P. Jhaveri as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT Shri. U. P. Jhaveri (DIN: 00273898), Independent Director whose term of office ceases on 30th July, 2017 and whose appointment as an Additional Director with effect from 31st July, 2017 has been approved by the Board at its meeting held on 30th June, 2017 pursuant to the recommendation of the Nomination and Remuneration Committee and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of the Director of the Company, be and is hereby appointed as a Non Executive, Independent Director of the Company.

RESOLVED FURTHER THAT that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. U. P. Jhaveri (DIN 00273898), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term commencing with effect from 31st July, 2017 upto 30th July, 2018 or upto the conclusion of Annual General Meeting for the Financial Year 2017-18, whichever is later and whose office shall not be liable to retire by rotation.

9. To appoint Shri S. R. Wadhwa as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT Shri. S. R. Wadhwa (DIN: 00228201), Independent Director whose term of office ceases on

30th July, 2017 and whose appointment as an Additional Director with effect from 31st July, 2017 has been approved by the Board at its meeting held on 30th June, 2017 pursuant to the recommendation of the Nomination and Remuneration Committee and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of the Director of the Company, be and is hereby appointed as a Non Executive, Independent Director of the Company.

RESOLVED FURTHER THAT that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. S. R. Wadhwa (DIN: 00228201), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term commencing with effect from 31st July, 2017 upto 30th July, 2018 or upto the conclusion of Annual General Meeting for the Financial Year 2017-18, whichever is later and whose office shall not be liable to retire by rotation.

10. To appoint Shri Anil Sachdev as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT Shri. Anil Sachdev (DIN: 00301007), Independent Director whose term of office ceases on 30th July, 2017 and whose appointment as an Additional Director with effect from 31st July, 2017 has been approved by the Board at its meeting held on 30th June, 2017 pursuant to the recommendation of the Nomination and Remuneration Committee and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT that pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Anil Sachdev (DIN: 00301007), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term commencing with effect from 31st July, 2017 upto 30th July, 2018 or upto the conclusion of Annual General Meeting for the Financial Year 2017-18, whichever is later and whose office shall not be liable to retire by rotation.

11. To appoint Shri Pranay Vakil as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT Shri. Pranay Vakil (DIN: 00433379), Independent Director whose term of office ceases on 30th July, 2017 and whose appointment as an Additional Director with effect from 31st July, 2017 has been approved by the Board at its meeting held on 30th June, 2017 pursuant to the recommendation of the Nomination and Remuneration Committee and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose his candidature for the office of the Director of the Company, be and is hereby appointed as a Non Executive, Independent Director of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Pranay Vakil (DIN: 00433379), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for

re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term commencing with effect from 31st July, 2017 upto 30th July, 2020 or upto the conclusion of Annual General Meeting for the Financial Year 2019-20, whichever is later and whose office shall not be liable to retire by rotation.

12. To appoint Shri Anil Singhvi as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Anil Singhvi (DIN: 00239589), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 consecutive years commencing from 07th July 2017 and ending on 06th July 2022 or upto the conclusion of Annual General Meeting for the Financial Year 2021-22 whichever date is earlier.”

13. To appoint Shri Mahesh Chhabria as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mahesh Chhabria (DIN: 00166049), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from

a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 consecutive years commencing from 07th July 2017 and ending on 06th July 2022 or upto the conclusion of Annual General Meeting for the Financial Year 2021-22 whichever date is earlier.”

14. To appoint Shri Ashok Kumar Purwaha as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Ashok Kumar Purwaha (DIN: 00165092), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 consecutive years commencing from 07th July 2017 and ending on 06th July 2022 or upto the conclusion of Annual General Meeting for the Financial Year 2021-22 whichever date is earlier.”

15. To appoint Shri Berjis Minoo Desai as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Berjis Minoo Desai (DIN: 00153675), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 consecutive years commencing from

07th July 2017 and ending on 06th July 2022 or upto the conclusion of Annual General Meeting for the Financial Year 2021-22 whichever date is earlier.”

Dated 30th June, 2017

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 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 Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (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 21st September 2017, 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 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.dfpl.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 provide 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 electronic 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 Monday, 18th September, 2017 and ends at 5:00 p.m. on Wednesday, 20th September, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 14th September, 2017, 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. 1800-3454-001 or email to evoting@karvy.com. In case of any other queries/grievances connected with voting by electronic means, you may 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. S. V. Deulkar, Partner SVD & Associates, Company Secretaries, (Membership No. FCS 1321, CP No. 965) 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 electronic voting system 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 alongwith 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:
 - (a) The Ballot Form is provided for the benefit of shareholders, who do not have access to remote E-voting facility.
 - (b) Pursuant to Regulation 44 of the SEBI (Listing Obligation 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.
 - (c) 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. S.V. Deulkar, 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 Wednesday, 20th September, 2017. The Ballot Form received thereafter will be strictly treated as not received.
 - (d) 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.
 - (e) 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 1.00 p.m. on all working days except, Saturdays, Sundays and public holidays, from the date hereof upto the date of the Annual General Meeting.
- (9) Members are requested to note that pursuant to Regulation 36(3) of the SEBI (Listing Obligation 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 others are being sent by post.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

Item No. 4

The current auditors, viz M/s. B. K. Khare & Co. (Firm Registration No.105102W) were last re-appointed by the members at their annual general meeting held on 31st July 2014 to hold the office of auditor from the conclusion of the Thirty Fourth annual general meeting till the conclusion of Thirty Seventh annual general meeting. Accordingly, the term of the current auditors expires at the conclusion of the ensuing annual general meeting.

The Board of Directors at its meeting held on 30th June, 2017, based on the recommendation of the Audit Committee has recommended the appointment of B S R & Associates LLP (Chartered Accountants) (Firm Registration number: 116231W/W-100024, as the statutory auditors of the Company for approval by the members.

B S R & Associates LLP (Chartered Accountants), Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3) (d) of the Act and that they are not disqualified to be appointed as statutory auditors, in terms of section 141(3) (g) of the Act.

B S R & Associates LLP (Chartered Accountants), Chartered Accountants will be appointed as the statutory auditors of the Company from the conclusion of this annual general meeting till the conclusion of the Forty Second annual general meeting, subject to ratification of their appointment by the members at every intervening annual general meeting on a remuneration, out-of-pocket expenses etc., incurred in connection with the Audit as may be decided by the Board in consultation with the auditors from year to year.

Brief profile of the Auditors is as under:

B S R & Associates LLP, Chartered Accountants, has offices across 12 cities in India and has a large client base spanning Indian businesses, multi-nationals and listed companies in India across sectors. The Firm has rich experience in Indian GAAP, IND-AS, IFRS and US GAAP and is a leader in International Reporting.

None of the directors or key managerial personnel or their relatives are concerned or interested in the said resolution.

The Board recommends the resolution for approval.

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 June, 2017 has considered and approved appointment of M/s Y. R. Doshi & Company, Cost Accountants, for conducting Cost Audit of all applicable products and group of products at a remuneration of ₹ 300,000/- (Rupees Three lacs only) plus taxes as applicable and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31st March, 2018.

The Board of Directors recommends the ordinary resolution set out at Item No. 5 of the Notice for approval of 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 existing Articles of Association (AOA) of the Company were framed at the time of formation of the Company in the year 1979 pursuant to the provisions of the erstwhile Companies Act, 1956. The Articles have been amended from time to time depending upon the need for changes in line with the regulatory/administrative requirements.

With the enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and some new provisions have been added. In view of the same the existing Articles of Association of the Company need to be re-aligned as per the provisions of the Companies Act, 2013 and it is expedient to replace the existing Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of the existing Articles of Association by substitution of new set of Articles of Association of the Company.

The draft Articles of Association are available for inspection by the Members at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11 a.m. and 1 p.m. upto the date of this Annual General Meeting and the same is also available on the Company's website www.dfocl.com.

The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the Notice for approval by the Members.

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

Item No. 7

The Board of Directors of the Company has, on the recommendation of Nomination and Remuneration Committee), appointed Shri Madhumilan P. Shinde as an Additional Director with effect from 10th February, 2017.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his intention to propose the appointment of Shri Madhumilan P. Shinde as a Non Executive Non-Independent Director who shall be liable to retire by rotation.

The Board of Directors is of the view that the services of Shri Madhumilan P. Shinde will indeed add value to the Company and therefore recommends the Resolution at Item No.7 of this Notice for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

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 Shri Madhumilan P. Shinde.

Item Nos. 8 to 15

Section 149 of the Companies Act, 2013 provides that Independent Directors shall hold office for a term upto 5 (Five) consecutive years.

The Board of Directors at its meeting held on 30th June, 2017 has recommended to re-appoint Shri U. P. Jhaveri, Shri S. R. Wadhwa, Shri Anil Sachdev for a second term commencing with effect from 31st July, 2017 upto 30th July, 2018 or upto the conclusion of Annual General Meeting for the Financial Year 2017-18, whichever is later, subject to the approval of shareholders by way of special resolution.

The Board of Directors at its meeting held on 30th June, 2017 has recommended to re-appoint Shri Pranay Vakil for a second term commencing with effect from 31st July, 2017 upto 30th July, 2020 or upto the conclusion of Annual General Meeting for the Financial Year 2019-20,

whichever is later, subject to the approval of shareholders by way of special resolution.

The Board of Directors at its meeting held on 30th June, 2017 has recommended to appoint Shri Anil Singhvi, Shri Mahesh Chhabria, Shri Ashok Kumar Purwaha and Shri Berjis Minoo Desai for a first term of 5 consecutive years commencing from 07th July 2017 and ending on 06th July 2022 or upto the conclusion of Annual General Meeting for the Financial Year 2021-22 whichever date is earlier. Pursuant to provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation, subject to the approval of shareholders by way of ordinary resolution.

Copies of the draft letters for respective appointments of Directors as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days of the Company upto and including the day of the meeting.

The Board and the Nomination and Remuneration Committee are of the opinion that the directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors.

Further, in the opinion of the Board, the proposed appointment of Independent Directors, fulfills the conditions specified in the Act and rules made thereunder and the proposed appointment / re-appointment of Independent Directors is independent of the management.

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

Dated 30th June, 2017

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 Directors seeking appointment / re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015]

Name of the Director	Shri Partha Sarathi Bhattacharyya	Shri Madhumilan P. Shinde
Age	66 Years	62 Years
Qualification	M.Sc., (Physics), FCMA, Programme on Investment Appraisal and Management, Advanced Management Programme	M.Sc., Diploma In Industrial Safety, Diploma in Ecology & Environment
Date of Appointment	31 st October, 2012	10 th February, 2017
Major Directorships	<ul style="list-style-type: none"> Karam Chand Thapar & Bros (Coal Sales) Limited Mcnally Bharat Engg Co Ltd. Ramkrishna Forgings Ltd. Haldia Petrochemicals Ltd. Usha Martin Limited. 	<ul style="list-style-type: none"> Smartchem Technologies Limited
Chairman / Member of the Audit Committee	Karam Chand Thapar & Bros (Coal Sales) Limited - Chairman	Nil
Chairman / Member of the Stakeholders' Relationship Committee	Nil	Nil
Chairman / Member of the Nomination and Remuneration Committee	Karam Chand Thapar & Bros (Coal Sales) Limited - Member	Nil
Shareholding in the Company	Nil	350
Relationship between the directors inter-se	Nil	Nil

Name of the Director	Shri U. P. Jhaveri	Shri S. R. Wadhwa
Age	71 Years	81 Years
Qualification	B.E. (Chemical)	M.A., L.L.M., CAIIB, Masters Diploma in Public Administration
Date of Appointment	21 st October, 2004	18 th October, 2005
Major Directorships	<ul style="list-style-type: none"> Smartchem Technologies Limited Promantec Consultants Private Limited Dezigma Solar Private Limited 	<ul style="list-style-type: none"> Smartchem Technologies Limited Goblin Finance Private Limited
Chairman / Member of the Audit Committee	Smartchem Technologies Limited - Member	Smartchem Technologies Limited – Chairman Deepak Fertilisers And Petrochemicals Corporation Limited - Chairman
Chairman / Member of the Stakeholders' Relationship Committee	Nil	Deepak Fertilisers And Petrochemicals Corporation Limited - Member
Chairman / Member of the Nomination and Remuneration Committee	Smartchem Technologies Limited - Member	Smartchem Technologies Limited - Chairman
Shareholding in the Company	900	1000
Relationship between the directors inter-se	Nil	Nil

Name of the Director	Shri Anil Sachdev	Shri Pranay Vakil
Age	62 Years	70 Years
Qualification	B.Sc., MBA	B.Com, C.A., L.L.B., FRICS
Date of Appointment	23 rd October, 2008	25 th May, 2010
Major Directorships	<ul style="list-style-type: none"> Grow Talent Company Limited Soil Education India Private Limited Great Retail Brands Private Limited 	<ul style="list-style-type: none"> Godrej Properties Limited Onward Technologies Limited Usha Breco Ltd, Praron Consultancy (India) Private Limited
Chairman / Member of the Audit Committee	Nil	Godrej Properties Limited -Member, Onward Technologies Limited- Member Deepak Fertilisers And Petrochemicals Corporation Limited - Member
Chairman / Member of the Stakeholders' Relationship Committee	Nil	Nil
Chairman / Member of the Nomination and Remuneration Committee	Deepak Fertilisers And Petrochemicals Corporation Limited - Member	Godrej Properties Limited- Member Deepak Fertilisers And Petrochemicals Corporation Limited - Member
Shareholding in the Company	Nil	4,475
Relationship between the directors inter-se	Nil	Nil

Name of the Director	Shri Anil Singhvi	Shri Mahesh Chhabria
Age	58 Years	53 Years
Qualification	Chartered Accountant	Chartered Accountant
Date of Appointment	7 th July, 2017	7 th July, 2017
Major Directorships	<ul style="list-style-type: none"> Hindustan Construction Company Limited Greatship (India) Limited Institutional Investor Advisory Services India Limited 	<ul style="list-style-type: none"> Kirloskar Industries Limited Kirloskar Oil Engines Limited
Chairman / Member of the Audit Committee	Hindustan Construction Company Limited- Member, Subex Limited - Chairman, HCC Infrastructure Company Ltd - Chairman	-
Chairman / Member of the Stakeholders' Relationship Committee	Subex Limited – Member	-
Chairman / Member of the Nomination and Remuneration Committee	Hindustan Construction Company Limited- Chairman, HCC Infrastructure Company Ltd - Member, Subex Limited – Member	-
Shareholding in the Company	35,000	Nil
Relationship between the directors inter-se	Nil	Nil

Name of the Director	Shri Ashok Kumar Purwaha	Shri Berjis Minoo Desai
Age	62 Years	62 Years
Qualification	B.Sc., Engineer (Electrical)	B.A. (Hons.), First Class Honors in LLB, Solicitor (First Class First) and Master's Degree in Law from University of Cambridge.
Date of Appointment	7 th July, 2017	7 th July, 2017
Major Directorships	Nil	<ul style="list-style-type: none"> Jubilant Food Works Ltd Praj Industries Ltd Emcure Pharmaceuticals Ltd The Great Eastern Shipping Company Ltd Greatship (India) Ltd. Edelweiss Financial Services Ltd Man Infraconstruction Ltd Adani Enterprises Ltd Nuvoco Vistas Corporation Ltd
Chairman / Member of the Audit Committee	Nil	Praj Industries Ltd - Chairman, The Great Eastern Shipping Company Ltd - Member, Edelweiss Financial Services Ltd - Member, Greatship (India) Ltd - Member, Emcure Pharmaceuticals Ltd - Member
Chairman / Member of the Stakeholders' Relationship Committee	Nil	Man Infraconstruction Ltd- Chairman, Edelweiss Financial Services Ltd - Member
Chairman / Member of the Nomination and Remuneration Committee	Nil	Praj Industries Ltd - Chairman, The Great Eastern Shipping Company Ltd - Member, Edelweiss Financial Services Ltd - Member, Greatship (India) Ltd - Member, Emcure Pharmaceuticals Ltd - Member, Man Infraconstruction Ltd - Member
Shareholding in the Company	Nil	Nil
Relationship between the directors inter-se	Nil	Nil

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.dfpccl.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.dfpccl.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).