



DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED

Ref : DFPCL/SE/32-AGM/12

20th August, 2012

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051

Dear Sirs,

Sub : Proceedings of the Company's 32nd Annual General Meeting.

Pursuant to Clause 31(d) of the Listing Agreement, please find enclosed a copy of the proceedings of 32nd Annual General Meeting of the Company held on 26th July, 2012.

Kindly take the above on your record.

Thanking you,

Yours faithfully,
For Deepak Fertilisers
And Petrochemicals Corporation Limited

R. Sriraman
Sr. Vice-President (Legal) & Company Secretary

Encl:- as above

HELD AT _____ ON _____ TIME _____

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

MINUTES OF 32nd ANNUAL GENERAL MEETING OF MEMBERS OF DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED HELD AT 11.30 A.M. ON THURSDAY, 26TH JULY, 2012 AT MDC AUDITORIUM, YASHWANTRAO CHAVAN ACADEMY OF DEVELOPMENT ADMINISTRATION (YASHADA) CAMPUS, RAJ BHAVAN COMPLEX, BANER ROAD, PUNE - 411 007

PRESENT :

Directors : Shri C. K. Mehta – Chairman
Shri S. C. Mehta – Vice-Chairman & Managing Director
Shri D. Basu
Shri N. C. Singhal
Shri U. P. Jhaveri
Shri S. R. Wadhwa
Dr. S. Rama Iyer
Smt. Parul S. Mehta
Shri Anil Sachdev
Shri Pranay Vakil

Members : In person – 58
Through proxy - 37

Shri C. K. Mehta occupied the Chair. After calling the meeting to order, he mentioned that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 was available for inspection by the members during the meeting. With the consent of the members, the Notice convening the Annual General Meeting was taken as read.

The Company Secretary read out the Auditors' Report to the members. Thereafter, the Chairman addressed the members.

The Chairman then took up the following items of business of the meeting :

1. Adoption of Accounts together with Directors' Report and Auditors' Report:

The Chairman proposed the following as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit & Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon, be and are hereby received, approved and adopted".

The Resolution was seconded by Shri Sunil Borole.

Before putting up the Resolution to vote, the Chairman requested members to offer their comments and / or observations on the Annual Accounts and other related matters. A few members raised queries and made observations on the matters arising out of the Annual Accounts and the Directors' Report. Shri C. K. Mehta, Chairman and Shri S. C. Mehta, Vice-Chairman & Managing Director replied to the queries of the members.

CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

{ 2 }

The Chairman then put the above Resolution to vote and declared it as carried unanimously.

2. Declaration of dividend:

Shri S. C. Mehta proposed the following as an Ordinary Resolution which was seconded by Shri Deepak Desai :

“RESOLVED THAT dividend @ 55% be and is hereby declared on Equity Shares of the Company for financial year ended 31st March, 2012.”

The Chairman then put the above Resolution to vote and declared it as carried unanimously.

3. Re-appointment of Shri Pranay Vakil as a Director:

Shri Chandrakant Kesarkar proposed the following as an Ordinary Resolution which was seconded by Shri. Mahesh Chitalia :

“RESOLVED THAT Shri Pranay Vakil be and is hereby re-appointed as a Director of the Company.”

The Chairman then put the above Resolution to vote and declared it as carried unanimously.

4. Re-appointment of Shri Anil Sachdev as a Director:

Shri Yogesh Kapadia proposed the following as an Ordinary Resolution which was seconded by Shri Suresh Argade :

“RESOLVED THAT Shri Anil Sachdev be and is hereby re-appointed as a Director of the Company.”

The Chairman then put the above Resolution to vote and declared it as carried unanimously.

5. Re-appointment of Smt Parul S Mehta as a Director:

Shri Jayesh Manek proposed the following as an Ordinary Resolution which was seconded by Shri M. T. Vora :

“RESOLVED THAT Smt Parul S Mehta be and is hereby re-appointed as a Director of the Company.”

The Chairman then put the above Resolution to vote and declared it as carried unanimously.

HELD AT _____

ON _____

TIME _____

{ 3 }

6. Appointment of Auditors and to fix their remuneration:

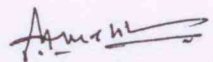
Shri Pandurang Landge proposed the following as an Ordinary Resolution, which was seconded by Shri Digant Mehta :

“RESOLVED THAT M/s. B. K. Khare & Co., Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be decided by the Board of Directors of the Company.”

The Chairman then put the above Resolution to vote and declared it as carried unanimously.

The Chairman, thereafter, declared the meeting as closed.

Date: 13th August, 2012
Place: Pune


CHAIRMAN
