

HELD AT _____ ON _____ TIME _____

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

MINUTES OF 31ST ANNUAL GENERAL MEETING OF MEMBERS OF DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED HELD ON MONDAY, 8TH AUGUST AT 11.00 A.M. 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 R. A. Shah
 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 – 68

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. The Chairman informed that the Company had received 54 proxies for 3,28,57,837 shares. 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, 2011 and the 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 Jayesh Manek.

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 replied to the queries of the members.

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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 Mahesh Chitalia :

“RESOLVED THAT dividend @ 50% be and is hereby declared on Equity Shares of the Company for financial year ended 31st March, 2011.”

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

3. Re-appointment of Dr. S. Rama Iyer as a Director:

Shri Kodi Gopal proposed the following as an Ordinary Resolution which was seconded by Shri. Deepak A Desai :

“RESOLVED THAT Dr. S. Rama Iyer 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 N. C. Singhal as a Director:

Shri Yogesh Kapadia proposed the following as an Ordinary Resolution which was seconded by Shri Digant Mehta :

“RESOLVED THAT Shri D. Basu 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 Shri S. R. Wadhwa as a Director:

Shri Sanjay Gundi proposed the following as an Ordinary Resolution which was seconded by Shri Srikant Paltanwala :

“RESOLVED THAT Shri S. R. Wadhwa 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.

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6. Appointment of Auditors and to fix their remuneration:

Shri J. H. Lakhani proposed the following as an Ordinary Resolution, which was seconded by Shri Suresh Argade :

“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.

2/ Date: _____
Place: Pune


CHAIRMAN

CHAIRMAN'S INITIALS