



26th October, 2016

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

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

Dear Sir / Madam,

Sub: Dispatch of Postal Ballot Notice

We wish to inform you that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has completed the physical and electronic dispatch of the Postal Ballot Notice dated 17th October, 2016 alongwith Postal Ballot Form to all the members whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on Friday 14th October, 2016 i.e. cut-off date. The Postal Ballot Notice, Postal Ballot Form has been uploaded on Company's website www.dfpccl.com and is also available on the website of Karvy <https://evoting.karvy.com>.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose the Postal Ballot Notice and the Form being sent to the Shareholders of the Company.

The copy of the newspaper advertisements for completion of dispatch of Postal ballot as published today in the Financial Express (English Newspaper) and Loksatta (Marathi Newspaper) are enclosed.

Kindly take the above mentioned on records.

Thanking you,

Yours faithfully,

For Deepak Fertilisers
And Petrochemicals Corporation Limited

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



**DEEPAK FERTILISERS
AND PETROCHEMICALS CORPORATION LIMITED**

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

Corporate Office: Sai Hira, Survey No.93, Mundhwa, Pune – 411 036

CIN: L24121MH1979PLC021360

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

Website: www.dfpl.com **E-mail:** investorgrievance@dfpl.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Notice pursuant to Circular No.CIR/CFD/DIL/5/2013 dated February 04, 2013 read with Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by Securities & Exchange Board of India and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules, Circulars and Notifications thereunder, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for approval of the Public Shareholders of Deepak Fertilisers And Petrochemicals Corporation Limited ('DFPCL' or 'the Company') through Postal Ballot and e-voting for the resolution set out hereinafter.

To,

The Public Shareholders

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

Notice is hereby given that the following Resolution is circulated for approval of public shareholders of the Company, to be accorded by Postal Ballot and/or e-voting 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Resolution with requisite majority as per Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India (SEBI):

APPROVAL OF THE SCHEME OF AMALGAMATION BETWEEN THE COMPANY AND SCM SOILFERT LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

"RESOLVED THAT pursuant to Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India, the No Objection/Approval letters issued by each of the National Stock Exchange of India Limited and the BSE Limited, dated March 3, 2016 and March 4, 2016 respectively, applicable provisions of the Companies Act, 1956 including Section 391-394 of the Companies Act, 1956 and other applicable enactments, rules, regulations and guidelines, and subject to the sanction by Hon'ble High Court of Bombay the Scheme of Amalgamation of SCM Soilfert Limited with the Company, a copy whereof is enclosed with this Postal Ballot Notice, be and is hereby approved and agreed to, with or without modifications and / or conditions, if any, which may be required and / or imposed by the Hon'ble High Court of Bombay while sanctioning the Scheme, or by any other authorities under applicable law, on terms and conditions and other details mentioned in the said Scheme of Amalgamation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as are considered requisite or necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Managing Director or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution."

By Order of the Board

For **Deepak Fertilisers And Petrochemicals Corporation Limited**

K. Subharaman

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

Pune

17th October, 2016

NOTES:

1. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013 for the above item of business is annexed hereto.
2. Shri S V Deulkar, Partner, SVD & Associates, Company Secretaries (FCS No. 1321 and C. P. No.965) has 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 14th October, 2016 (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. 14th October, 2016 (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 Wednesday, 26th October, 2016 (9.00 a.m.) till Friday, 25th November, 2016 (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.dfpci.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 25th November, 2016. Postal ballot forms received from the members after 25th November, 2016 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 Monday, 28th November, 2016 at the registered office of the Company at Opp. Golf Course, Shastri Nagar, Yerawada, Pune - 411006 by placing the same alongwith the Scrutinizer's report on the Company's website www.dfpci.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 25th November, 2016 i.e. last day of the voting period.

- 6. A copy each of the documents referred to in the accompanying Statement, including Company Application seeking sanction to the Scheme by Hon'ble High Court of Bombay, is open for inspection at the Registered Office/Corporate 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 Ballot.
- 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 17TH OCTOBER, 2016 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

The Board of Directors of the Company in their meeting held on November 5, 2015 had approved the amalgamation of its wholly owned subsidiary, SCM Soilfert Limited (SSL), with the Company through a Scheme of Amalgamation (Scheme) under Section 391 / 394 of the Companies Act, 1956, subject to the obtaining of requisite approvals and subject to the sanction of the Hon'ble High Court of Judicature at Bombay and subject to the approvals of the shareholders and / or creditors and such other approvals / permissions, as may be required under the applicable laws. The Board of Directors of SSL had also approved the proposed Scheme subject to the obtaining of requisite approvals and subject to the sanction of the Hon'ble High Court of Judicature at Bombay and subject to the approvals of the shareholders and / or creditors and such other approvals /

permissions, as may be required under the applicable laws., in its meeting held on November 5, 2015.

As per SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, listed companies are required to ensure that the Scheme submitted with the Hon'ble High Court for sanction, provides for voting by Public Shareholders through postal ballot and e-voting, after disclosure of all material facts in the Explanatory Statement sent to the shareholders in relation to such resolution, in the following cases:

- i. Where additional shares have been allotted to Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed company, or
- ii. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter/Promoter Group, Related Parties of Promoter/ Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group.
- iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

Clause (i) and (ii), referred above, are not applicable to the proposed Scheme of Amalgamation. As regards Clause (iii), the Company had on 1st July, 2013 acquired 50,000 Equity Shares of SCM Soilfert Limited (SSL) from the Promoter Group. Therefore, the Company is approaching its Public Shareholders for approving the Scheme through voting by postal ballot and e-voting as required under SEBI Circular.

These 50,000 Equity Shares constitute 100% of the Equity Share Capital of SSL. SSL was incorporated by the Promoters of the Company and the shares of SSL were subsequently acquired by the Company.

The SEBI Circulars also require that the Scheme should provide that it shall be effective only if the votes cast by the Public Shareholders (other than the Promoters/Promoters Group Shareholders) in favour of the proposal are more than the number of votes cast by the Public Shareholders against it. Necessary provision to that effect was duly made in clause 17(d) of the Scheme and accordingly the approval of Public Shareholders is being sought through this Postal Ballot and/or e-voting. As per para 17 for the Scheme to be effective, all necessary steps/approvals mentioned therein are required to be taken.

The Company has received, in terms of erstwhile Clause 24(f) of the Listing Agreement, Observations letters, from NSE (National Stock Exchange of India Limited) and BSE (BSE Limited), dated March 3, 2016 and March 4, 2016 respectively i.e. the Stock Exchanges where the equity shares of the Company are listed, to the draft Scheme of Amalgamation conveying their 'No Objection' for filing the Scheme with the Hon'ble High Court.

In addition to above, all statutory records which are required to be kept open for inspection at the general meetings of shareholders under law will be available for inspection at the Registered Office/Corporate Office of the Company during the period of voting.

In terms of the SEBI Circulars read with the Observation Letters of the Stock Exchanges, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour are more than the number of votes cast by the Public Shareholders against it.

SSL is a wholly owned subsidiary of the Company and none of the Directors and key managerial personnel and their relation of the Company is interested in the proposed resolution. The scheme involves amalgamation of SSL, a wholly owned subsidiary of the Company into the Company and therefore no shares will be issued by the Company pursuant to the Scheme.

Accordingly, the Board commends the resolution for approval by Public Shareholders only. The shareholders who constitute Promoter/Promoter Group cannot participate in this postal ballot/e-voting process.

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

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

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

1. SCM Soilfert Limited ('SSL' or the 'Amalgamating Company') is a wholly owned subsidiary of Deepak Fertilisers And Petrochemicals Corporation Limited ('DFPCL' or the 'Amalgamated Company' or the 'Company'). With a view to maintain a simple corporate structure and eliminate duplicate corporate procedures, it is desirable to merge and amalgamate SSL into DFPCL. The proposed Scheme of Amalgamation ('Scheme') has been approved by the respective Board of Directors of SSL and DFPCL at their meetings duly convened and held on November 5, 2015.
2. The Company has received, in terms of erstwhile Clause 24(f) of the Listing Agreement, Observations letters, from NSE (National Stock Exchange of India Limited) and BSE (BSE Limited), dated March 3, 2016 and March 4, 2016 respectively to the draft Scheme of Amalgamation conveying their No Objection for filing the Scheme with the Hon'ble High Court. The Scheme is now pending for approval of the High Court of Bombay. Copy of the application for Amalgamation is kept open for inspection.
3. Regarding AMALGAMATED COMPANY: DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (DFPCL)
 - a. DFPCL is a public limited company incorporated on May 31, 1979 under the name and style of "Deepak Fertilisers And Petrochemicals Corporation, Private Limited" under the provisions of Companies Act, 1956, with the Registrar of Companies, Maharashtra. The Company's name was thereafter changed to "Deepak Fertilisers And Petrochemicals Corporation Limited" on conversion from a private company to a public company and a fresh Certificate of Incorporation was issued to that effect on June 14, 1979.
 - b. The registered office DFFCL is situated at Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India
 - c. The authorized, issued, subscribed and paid-up share capital of the Company as on March 31, 2016 as per the audited financial statements is as follows:

PARTICULARS	AMOUNT (INR)
AUTHORISED SHARE CAPITAL	
125,000,000 Equity Shares of face value ₹10/- each	1,250,000,000
10,00,000 Cumulative Redeemable Preference Shares of ₹ 100/- each	100,000,000
TOTAL	1,350,000,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
8,82,04,943 Equity Shares of ₹ 10/- each	882,049,430
TOTAL	882,049,430

Subsequent to the above Balance Sheet date, there has been no change in the share capital of DFPCL.

- d. The objects of the Amalgamated Company are set out in the Object clause of the Memorandum of Association. The Company is currently engaged in business of fertilisers, agri services, bulk chemicals, mining chemical and value added real estate.
4. Regarding AMALGAMATING COMPANY: SCM SOILFERT LIMITED (SSL)
 - a. SSL is a public limited company incorporated on October 10, 2012 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Pune.
 - b. The registered office of SSL is situated at Deepak Complex, Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India
 - c. The authorized, issued, subscribed and paid-up share capital of SSL as on March 31, 2016 as per the audited financial statements is as follows:

PARTICULARS	AMOUNT (INR)
AUTHORISED SHARE CAPITAL	
50,000 equity shares of ₹ 10/- each	500,000
TOTAL	500,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
50,000 equity shares of ₹ 10/- each	500,000
TOTAL	500,000

Subsequent to the above Balance Sheet date, there has been no change in the share capital of SSL. Whole of the share capital of SSL is held by DFPCL (including shares held by nominees).

5. The salient features of the proposed Scheme, *inter-alia*, are as under –
 - i. The draft Scheme provides for the amalgamation of SCM Soilfert Limited (defined as ‘Amalgamating Company’ in the Scheme) into its holding company i.e. Deepak Fertilisers And Petrochemicals Corporation Limited (defined as ‘Amalgamated Company’ in the Scheme).
 - ii. The Appointed date of the draft Scheme is fixed as April 1, 2015.
 - iii. All properties, assets and rights etc (as defined in the Scheme) of the Amalgamating Company shall become the properties, assets and rights etc. of the Amalgamated Company.
 - iv. All liabilities (as defined in the Scheme) of the Amalgamating Company shall become the liabilities of the Amalgamated Company.
 - v. The transfer of the Amalgamating Company will be on a going concern basis.
 - vi. Since all the shares of the Amalgamating Company are held by the Amalgamated Company, upon the Scheme being sanctioned by the High Court and on transfer and vesting of undertaking of the Amalgamating Company in the Amalgamated Company, there will be no payment of consideration / issue of shares by the Amalgamated Company to any person and the equity shares held by the Amalgamated Company in the Amalgamating Company shall stand cancelled in accordance with the Scheme.
 - vii. Upon the Scheme of Amalgamation coming into effect, the Amalgamating Company shall be dissolved without being wound up.
 - viii. The Scheme of Amalgamation is conditional upon and subject to, *inter-alia*, approval of public shareholders of Amalgamated Company through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, and such resolution shall be acted upon only if the votes cast by public shareholders in favour of the scheme are more than the number of votes cast by public shareholders against it.
6. The circumstances which have necessitated the proposed Scheme and the objects sought to be achieved are explained below –

With a view to maintain a simple corporate structure and eliminate duplicate corporate procedures, it is desirable to merge and amalgamate SSL into DFPCL. The amalgamation of SSL into DFPCL will facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations. Further, the amalgamation would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.
7. The proposed Scheme will not prejudicially affect the interest of any class of creditors including debenture/bond holders. The assets of the Amalgamated Company after implementation of the Scheme will be sufficient to meet its liabilities.
8. The Scheme does not contemplate any reduction of capital.
9. In the present case no valuation report of an independent Chartered Accountant is required since a wholly-owned subsidiary company [SSL] is proposed to be merged in the parent company [DFPCL] and no shares will be issued and allotted by DFPCL and no change in shareholding pattern of DFPCL will take place pursuant to the Scheme.

A certificate from an Independent Chartered Accountant confirming the non-applicability of requirement of obtaining a valuation report, issued by M/s HMA & Associates, Chartered Accountants dated October 29, 2015 has been obtained. The said certificate and Fairness report issued by HEM Securities Limited, Category I Merchant Banker registered with SEBI, dated November 2, 2015 are available for inspection. Fairness Report is also attached to this Notice.

10. M/s B. K. Khare & Co, Chartered Accountants, being the Statutory Auditors of the Amalgamated Company, have certified that the accounting treatment contained in the Scheme is in compliance with erstwhile Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards as notified by the Central Government under section 133 of the Companies Act, 2013.
11. The shares of the Amalgamated Company are listed on BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE). The shares of the Amalgamating Company are not listed on any stock exchange and its entire share capital is held by the Amalgamated Company.
12. In compliance with the requirements of erstwhile Clause 24(f) of the Listing Agreements with the Stock Exchanges and the SEBI Circulars, the Amalgamated Company submitted copies of the proposed Scheme of Amalgamation to the Stock Exchanges on which shares of the Amalgamated Company are listed, before moving the Company Application. The two Stock Exchanges have given their no objection/approval to the proposed Scheme. Copies of no objection/approval letters, received from the BSE and NSE dated March 4, 2016 and March 3, 2016 respectively, are open for inspection.
13. Immediately after filing applications for approval of Stock Exchanges, the proposed Scheme along with related documents were hosted on the website of the Amalgamated Company and kept open for a period of 21 days. The approval letters issued by Stock Exchanges, referred to above, have also been hosted on the above website within 24 hours of receiving the same and the same are being kept open.
14. The names of directors of the companies and their current shareholdings in the companies (other than shares held as nominees) are as under :

Sr No	Name of Director	Number of shares held in SSL	Number of shares held in DFPCL
A	Directors of DFPCL		
1.	Naresh Chand Singhal	Nil	Nil
2.	Dipankar Basu	Nil	Nil
3.	Rajendra Ambalal Shah	Nil	37,800
4.	Rama Sankaranarayana Iyer	Nil	15,000
5.	Sailesh Chimanlal Mehta	Nil	2,12,84,506
6.	Parul Sailesh Mehta	Nil	40,45,226
7.	Sewak Ram Wadhwa	Nil	1,000
8.	Urmilkumar Purushottamdas Jhaveri	Nil	500
9.	Anil Sachdev	Nil	Nil
10.	Partha Sarathi Bhattacharyya	Nil	Nil
11.	Pranay Dhansukhlal Vakil	Nil	4,475
B	Directors of SSL		
1.	Raghuraman Sriraman	Nil	Nil
2.	Guy Roland Goves	Nil	Nil
3.	Somnath Annasaheb Patil	Nil	Nil

15. As on March 31, 2016, the pre-merger shareholding pattern of the Amalgamated Company has been as under:

Sr No	PARTICULARS	No of shares	Percentage
A)	Promoter and Promoter Group	4,50,49,377	51.07
B)	Public Shareholding		
	1) Institutions	1,57,75,876	17.89
	2) Non-Institutions	2,73,79,690	31.04
	Total	8,82,04,943	100.00

16. The post-merger shareholding pattern of the Amalgamated Company shall remain unchanged since the Scheme does not contemplate any issue and allotment of shares in consideration of merger of the Amalgamating Company with the Amalgamated Company.

17. The pre and post amalgamation shareholding pattern of the Amalgamating Company is as under:

Sr No	Name of the Shareholders	Pre Amalgamation		Post Amalgamation	
		No. of Shares	% to Total Capital	No. of Shares	% to Total Capital
1)	Deepak Fertilisers And Petrochemicals Corporation Limited (DFPCL)	49,993	99.99	Not Applicable	
2)	Individuals – 6 Nos. (as nominees of DFPCL)	7	0.01		
	Total	50,000	100.00		

18. None of the directors [including managing and other whole time directors] and key managerial personnel of the companies and their respective relatives have any material interest, direct or indirect, in the proposed Scheme except as shareholders in general.
19. No investigation proceedings under Sections 235 to 251 and the like of the Companies Act, 1956 or under the corresponding provisions contained in Sections 210 to 229 of the Companies Act, 2013, are pending against any of the companies.
20. The following documents will be available for inspection between 11.00 A.M. to 1.00 P.M at the Registered Office/ Corporate Office of the Company on all working days except holidays upto the date of declaration of the results of Postal Ballot.
- Complete set of the application for amalgamation filed with the High Court of Bombay.
 - Scheme of Amalgamation
 - Copy of resolutions dated November 5, 2015 passed by the Board of Directors of SSL and DFPCL approving the Scheme of Amalgamation and other matters incidental thereto.
 - Memorandum and Articles of Association of SSL and DFPCL.
 - Audited Accounts of SSL and DFPCL for the financial year ended on March 31, 2016.
 - Provisional Accounts for the period April 1, 2016 to June 30, 2016 of the Amalgamated Company.
 - Certificate from an Independent Chartered Accountant confirming the non-applicability of requirement of obtaining a valuation report, issued by M/s HMA & Associates, Chartered Accountants dated October 29, 2015
 - Fairness report issued by HEM Securities Limited, Category I Merchant Banker registered with SEBI, dated November 2, 2015
 - Copy of Certificate issued by M/s B.K. Khare & Co., Chartered Accountants, being the Statutory Auditors of the Amalgamated Company, about compliance with Accounting Standards.
 - Approval/No objection letters received from BSE and NSE dated March 4, 2016 and March 3, 2016 respectively.
 - Copy of Complaints Report showing details of complaints/ comments on draft scheme received from various sources prior to obtaining observation letter from Stock Exchanges (NIL Report).
 - Details of important pending legal cases by or against SSL and DFPCL.
 - Lists of shareholders of SSL and DFPCL.
 - Lists of Creditors of SSL and DFPCL.

In addition to above, all statutory records which are required to be kept open for inspection at the general meetings of shareholders under law, will be available for inspection.

SCHEME OF AMALGAMATION BETWEEN SCM SOILFERT LIMITED (AMALGAMATING COMPANY) AND DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED (AMALGAMATED COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS (UNDER SECTION 391 TO 394 OF THE COMPANIES ACT, 1956)

PREAMBLE

(A) Purpose and Rationale of the Scheme

This Scheme of Amalgamation between SCM Soilfert Limited (hereinafter referred to as 'SSL' or 'Amalgamating Company') and Deepak Fertilisers And Petrochemicals Corporation Limited (hereinafter referred to as 'DFPCL' or 'Amalgamated Company') and their respective Shareholders (hereinafter referred to as "the Scheme" or "this Scheme") is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("the Act"), including the corresponding provisions of the Companies Act, 2013 as and when applicable.

With a view to maintain a simple corporate structure and eliminate duplicate corporate procedures, it is desirable to merge and amalgamate SSL into DFPCL. The amalgamation of SSL into DFPCL will facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations. Further, the amalgamation would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.

(B) Description of Companies

- I. SSL is a public limited company incorporated on October 10, 2012 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Pune. SSL is engaged in the business of manufacturing and trading of fertilisers, petroleum and their byproducts. SSL is a wholly owned subsidiary of DFPCL.
- II. DFPCL is a public limited company incorporated on May 31, 1979 under the name and style of "Deepak Fertilisers And Petrochemicals Corporation Private Limited" under the provisions of Companies Act, 1956, with the Registrar of Companies, Maharashtra. The Company's name was thereafter changed to "Deepak Fertilisers And Petrochemicals Corporation Limited" on conversion from a private company to a public company and a fresh Certificate of Incorporation was issued to that effect on June 14, 1979. DFPCL is currently engaged in business of fertilisers, agri services, bulk chemicals, mining chemical and value added real estate. Equity shares of DFPCL are listed on BSE Limited and National Stock Exchange of India Limited.

(C) Brief Description of the Scheme

The present Scheme involves the following:

- Amalgamation of SSL into DFPCL with effect from April 1, 2015; and
- Cancellation of investment in equity share capital of SSL held by DFPCL and its nominees, in compliance with the applicable laws in India.

(D) Parts of the Scheme

The Scheme is divided into the following sections:

- Section A:** General
- Section B:** Amalgamation of SSL into DFPCL
- Section C:** General terms and conditions of Amalgamation
- Section D:** Cancellation of equity shares and accounting treatment
- Section E:** Miscellaneous provisions

SECTION A – GENERAL

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- a) **'Act'** the Companies Act, 1956, or the Companies Act, 2013 as in force from time to time. As on the date of approval of this Scheme by the respective Board of Directors of the Transferor Company and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. References in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956 unless stated otherwise. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall unless a different intention appears be construed as references to the provisions so re-enacted.
- b) **'Appointed Date'** means, for the purpose of this Scheme and the Income-tax Act, 1961, 1st day of April, 2015.
- c) **'DFPCL' or 'Amalgamated Company'** means Deepak Fertilisers And Petrochemicals Corporation Limited, a company incorporated under the Act and having its registered office at Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.
- d) **'Effective Date'** means the last of the dates on which all the conditions and matters referred to in Clause 17 hereof have been fulfilled. References in this Scheme to the date of 'coming into effect of this Scheme' or 'effectiveness of this Scheme' shall mean the Effective Date.
- e) **'High Court' or 'Court'**, means the Hon'ble High Court of Judicature at Bombay and shall include the National Company Law Tribunal, if applicable, or such other tribunal or authority having jurisdiction to sanction the Scheme.
- f) **'Scheme of Amalgamation' or 'this Scheme' or 'the Scheme'** means this Scheme of Amalgamation in accordance with Section 2(1B) of the Income Tax Act, 1961, in its present form as submitted to the High Court or with any modification(s) made under Clause 20 of this Scheme or with such other modifications/ amendments as the High Court may direct.
- g) **'SSL' or 'Amalgamating Company'** means, SCM Soilfert Limited a company incorporated under the Act and having its registered office at Deepak Complex, Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.

The expressions which are used in this Scheme and not defined in this Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory modification or re-enactment thereof from time to time. In particular, wherever reference is made to High Court in the Scheme, the reference would include, if appropriate, reference to the National Company Law Tribunal or such other forum or authority as may be vested with the powers of the High Court under the Act.

2. DATE OF COMING INTO EFFECT

The Scheme set out herein in its present form or with such modifications or amendments as directed by the High Court or other appropriate authority shall be effective from the Appointed Date herein, although it shall be operative from the Effective Date.

3. SHARE CAPITAL

- (a) The authorized, issued, subscribed and paid-up share capital of SSL as on March 31, 2015 as per the audited financial statements is as follows:

PARTICULARS	AMOUNT (INR)
AUTHORISED SHARE CAPITAL	
50,000 equity shares of ₹ 10/- each	500,000
TOTAL	500,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
50,000 equity shares of ₹ 10/- each	500,000
TOTAL	500,000

Subsequent to the above Balance Sheet date, there has been no change in the share capital of SSL. Whole of the share capital of SSL is held by DFPCL (including shares held by nominees).

- (b) The authorized, issued, subscribed and paid-up share capital of DFPCL as on March 31, 2015 as per the audited financial statements is as follows:

PARTICULARS	AMOUNT (INR)
AUTHORISED SHARE CAPITAL	
125,000,000 Equity Shares of face value ₹ 10/- each	1,250,000,000
10,00,000 Cumulative Redeemable Preference Shares of ₹ 100/- each	100,000,000
TOTAL	1,350,000,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
8,82,04,943 Equity Shares of ₹ 10/- each	882,049,430
TOTAL	882,049,430

Subsequent to the above Balance Sheet date, there has been no change in the share capital of DFPCL.

4. COMPLIANCE WITH TAX LAWS

This Scheme, has been drawn up to comply with the conditions relating to 'Amalgamation' as specified under the tax laws, specifically section 2(1B) of the Income Tax Act, 1961, which include the following:

- all the property of the amalgamating company immediately before the amalgamation becomes the property of the amalgamated company by virtue of the amalgamation;
- all the liabilities of the amalgamating company immediately before the amalgamation become the liabilities of the amalgamated company by virtue of the amalgamation;
- shareholders holding not less than three-fourths in value of the shares in the amalgamating company (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the amalgamated company or its subsidiary) become shareholders of the amalgamated company by virtue of the amalgamation, otherwise than as a result of the acquisition of the property of one company by the other company pursuant to the purchase of such property by the other company or as a result of the distribution of such property to the other company after the winding up of the first mentioned company.

If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. Notwithstanding the other provisions of this Scheme, the power to

make such amendments as may become necessary shall vest with the Board of Directors of DFPCL, which power shall be exercised reasonably in the best interests of the companies and their stakeholders, and which power can be exercised at any time, whether before or after the Effective Date.

SECTION B – AMALGAMATION OF SSL INTO DFPCL

5. AMALGAMATION OF AMALGAMATING COMPANY WITH THE AMALGAMATED COMPANY

- 5.1. Subject to the provisions of this Scheme as specified herein including in relation to the mode of transfer or vesting, with effect from the Appointed Date, the entire business and undertaking of the Amalgamating Company shall, under the provisions of Sections 391 and 394 of the Act and pursuant to the orders of the High Court sanctioning this Scheme and without any further act or deed, be transferred and/or deemed to be transferred to and vested in the Amalgamated Company so as to become the undertaking, estates, assets, properties, liabilities, obligations, rights, title and interest of the Amalgamated Company in the following manner:
- a) The entire business and undertakings of the Amalgamating Company including all the debts, liabilities, duties and obligations of the Amalgamating Company of every description and also including, without limitation, all movable and immovable properties and assets of the Amalgamating Company comprising amongst others all vehicles, furniture and fixtures, computers/data processing, office equipment, electrical installations, telephones, telex, facsimile and other communication facilities and business licenses, permits, trademarks, patents, registrations, authorizations, if any, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, without further act or deed, but subject to the charges affecting the same, be transferred and/or deemed to be transferred to and vested in the Amalgamated Company so as to become the properties of the Amalgamated Company.
 - b) All the movable assets including cash in hand, of the Amalgamating Company capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Amalgamated Company.
 - c) In respect of movables other than those specified in sub clause (b) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and /or be deemed to be transferred to and stand vested in the Amalgamated Company under the provisions of Sections 391 to 394 of the Act.
 - d) In respect of immovable properties, if any, of the Amalgamating Company, and any documents of title/ rights and easements in relation thereto shall be vested in and transferred to and/or be deemed to have been vested in and stand transferred to and shall belong to the Amalgamated Company. From the Appointed Date, the Amalgamated Company shall in relation to the properties transferred to it under this Scheme, be liable for ground rent, municipal taxes and any other applicable cess, duties, levies, taxes and the like. The mutation of the title to the said immovable properties shall be made and duly recorded by the appropriate authorities pursuant to the Scheme, in accordance with the terms hereof without any further act or deed whatsoever, in favour of the Amalgamated Company.
 - e) In relation to the assets belonging to the Amalgamating Company, which require separate documents of transfer, if any, the Amalgamating Company and the Amalgamated Company will execute the necessary documents, as and when required.
 - f) All debts, liabilities, duties and obligations of every kind, nature, description whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet of the Amalgamating Company shall also, under the provisions of Section 391 read with Section 394 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Amalgamated Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of the Amalgamated Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.

However, the Amalgamated Company, may, at any time, after the coming into effect of this Scheme in accordance hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Amalgamating Company or in favour of any other party to the contract or arrangement to which the Amalgamating Company is a party or any writing, as may be necessary, in order to give formal effect to the above provisions. The Amalgamated Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company as well as to implement and carry out all such formalities and compliances referred to above.

- g) The transfer and vesting of the undertakings including the entire businesses of the Amalgamating Company as aforesaid shall be subject to the existing securities, charges, if any, subsisting, over or in respect of the assets or any part thereof of the Amalgamating Company.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Amalgamating Company which shall vest in the Amalgamated Company by virtue of the amalgamation of the Amalgamating Company with the Amalgamated Company and the Amalgamated Company shall not be obliged to create any further or additional security therefore after the amalgamation has become operative.

- h) In so far as the various incentives, tax holidays, tax credits, subsidies, special status and other benefits or privileges enjoyed (including minimum alternate tax under the Income-tax Act, 1961, service tax and other incentives), granted by any Government body, local authority or by any other person and availed of by the Amalgamating Company are concerned, the same shall vest with and be available to the Amalgamated Company on the same terms and conditions.
- i) Loans or other obligations, if any, due between or amongst the Amalgamating Company and the Amalgamated Company shall stand discharged and there shall be no liability in that behalf with effect from the Appointed Date.
- j) Upon the Scheme becoming effective, Amalgamated Company is also expressly permitted to revise its income tax, wealth tax, service tax, VAT, Sales tax, Excise, Cenvat/MODVAT and other statutory returns filed under the tax laws. Amalgamated Company is expressly permitted to amend TDS/TCS and other statutory certificates and shall have the right to claim refunds, advance tax credits, minimum alternate tax credits set offs and adjustments relating to the respective incomes / transactions from the Appointed Date. It is specifically declared that all the taxes/duties paid by the Amalgamating Company shall be deemed to be the taxes/ duties paid by the Amalgamated Company and the Amalgamated Company shall be entitled to claim credit for such taxes deducted / paid against its tax/ duty liabilities notwithstanding that the certificates/ challans or other documents for payment of such taxes/duties are in the name of the Amalgamating Company.

- 5.2. The Amalgamated Company shall, under the provisions of the Scheme, be deemed to be authorized to execute any such writings on behalf of the Amalgamating Company, to implement and carry out all formalities and compliances, if required, referred to above.

SECTION C – GENERAL TERMS AND CONDITIONS OF AMALGAMATION

6. BUSINESS AND PROPERTY IN TRUST FOR AMALGAMATED COMPANY

- 6.1. With effect from the Appointed Date upto and including the Effective Date:

- (a) The Amalgamating Company shall carry on and be deemed to have carried on the business and activities and shall stand possessed of all the assets and properties, in trust for the Amalgamated Company and shall account for the same to the Amalgamated Company.
- (b) Any income or profit accruing or arising to the Amalgamating Company and all costs, charges, expenses and losses or taxes (including but not limited to advance tax, tax deducted at source, taxes withheld/ paid in foreign country, etc.), arising or incurred by the Amalgamating Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Amalgamated Company and shall be available to the Amalgamated Company for being disposed of in any manner as it thinks fit.

- 6.2. With effect from the Appointed Date, all debts, liabilities, duties and obligations of the Amalgamating Company as on the close of business on the date preceding the Appointed Date, whether or not provided in the books of the Amalgamating Company, and all liabilities debts, duties, obligations which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Amalgamated Company.

7. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

- 7.1. With effect from Appointed Date and up to the Effective Date:
- (a) The Amalgamating Company shall carry on its business with reasonable diligence and in the same manner as it had been doing hitherto fore, and the Amalgamating Company shall not alter or substantially expand its business except with the written concurrence of the Amalgamated Company.
- (b) The Amalgamating Company shall not, without the written concurrence of the Amalgamated Company, alienate, charge or encumber its undertaking/ part of its undertaking, except in the ordinary course of business or pursuant to any preexisting obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Amalgamating Company.
- 7.2. With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the businesses carried on by the Amalgamating Company.
- 7.3. The Amalgamated Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Amalgamated Company may require to own and carry on the business of the Amalgamating Company.

8. LEGAL PROCEEDINGS

- 8.1. All suits, actions or legal proceedings of whatsoever nature by or against the Amalgamating Company pending and/ or arising at the Appointed Date shall be continued and/or enforced until the Effective Date as desired by and as per instructions of the Amalgamated Company. As and from the Effective Date, the legal proceedings shall be continued and enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Amalgamating Company.

Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company with the Amalgamated Company or anything contained in the Scheme.

- 8.2. On and from the Effective Date, the Amalgamated Company shall and may, if required, initiate any legal proceedings in relation to the Amalgamating Company in the same manner and to the same extent as would or might have been initiated by the Amalgamating Company.

9. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- 9.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, lease agreements, leave and license agreements, incentives, licenses, engagements, certificates, permissions, consents, approvals, concessions, remedies, guarantees and other instruments, if any, of whatsoever nature to which the Amalgamating Company are a party and which have not lapsed and are subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Amalgamated Company, as the case may be, and may be enforced by or against the Amalgamated Company as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party thereto. The Amalgamated Company may enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Amalgamating Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Amalgamated Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Amalgamating Company and to implement or carry out all formalities required on the part of the Amalgamating Company to give effect to the provisions of this Scheme.
- 9.2. Since each and every and all of the statutory permissions, approvals, consents, sanctions, remissions, special reservations, incentives, no-objection certificates, permits, quotas, entitlements, concessions, licenses, registrations, certificates, and other authorizations, howsoever described and in whatever form, of the Amalgamating Company shall stand transferred

by the order of the High Court to the Amalgamated Company, the Amalgamated Company shall file the relevant intimations, if required, for the record of all of the statutory and regulatory authorities, who shall take them on file, pursuant to the vesting orders of the sanctioning High Court.

10. STAFF AND EMPLOYEES

- 10.1. On the Scheme coming into effect, all staff and employees, of the Amalgamating Company in service on the Effective Date shall be deemed to have become staff and employees of the Amalgamated Company without any break in their service and the terms and conditions of their employment with the Amalgamated Company shall not be less favorable than those applicable to them with reference to the Amalgamating Company on the Effective Date.
- 10.2. It is expressly provided that, in so far as the Gratuity Fund, Provident Fund, Superannuation Fund, or any other Special Scheme(s)/Fund(s) created or existing for the benefit of the staff and employees of the Amalgamating Company are concerned, upon the Scheme coming into effect, the Amalgamated Company shall stand substituted for the Amalgamating Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Amalgamating Company in relation to such fund or funds shall become those of the Amalgamated Company and all the rights, duties and benefits of the employees of the Amalgamating Company under such Funds and Trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff and employees of the Amalgamating Company will be treated as having been continuous for the purpose of the said Fund or Funds.

In so far as the Provident Fund, Gratuity Fund, Superannuation Fund or other Special Scheme(s)/ Fund(s) created or existing for the benefit of the Employees of the Amalgamating Company are concerned, upon the coming into effect of this Scheme, the balances lying in the accounts of the employees of the Amalgamating Company in the said funds as on the Effective Date shall stand transferred from the respective trusts/ funds of the Amalgamating Company to the corresponding trusts/ funds set up by the Amalgamated Company.

11. TREATMENT OF TAXES

- 11.1. Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Maharashtra Value Added Tax Act, 2002, Central Sales Tax Act, 1956, any other State Sales Tax / Value Added Tax laws, Service Tax, stamp laws or other applicable laws/ regulations [hereinafter in this Clause referred to as "Tax Laws"] dealing with taxes/ duties/ levies allocable or related to the business of the Amalgamating Company to the extent not provided for or covered by tax provision in the financial statements made as on the date immediately preceding the Appointed Date shall be transferred to Amalgamated Company.
- 11.2. All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.) paid or payable by the Amalgamating Company in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Amalgamated Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Amalgamating Company in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Amalgamated Company, and, shall, in all proceedings, be dealt with accordingly.
- 11.3. Any refund under the Tax Laws received by / due to Amalgamating Company consequent to the assessments made on Amalgamating Company subsequent to the Appointed Date and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Amalgamated Company.
- 11.4. Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Amalgamating Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Amalgamated Company.

SECTION D – CANCELLATION OF SHARES AND ACCOUNTING TREATMENT

12. CANCELLATION OF SHARE CAPITAL OF THE AMALGAMATING COMPANY

- 12.1. The entire issued, subscribed and paid-up share capital of the Amalgamating Company is held by the Amalgamated Company and its nominees. The Amalgamating Company is a direct wholly owned subsidiary of the Amalgamated

Company. Hence, upon the Scheme becoming effective, no shares of the Amalgamated Company shall be allotted in lieu or exchange of its holding in the Amalgamating Company and the share capital of the Amalgamating Company shall stand cancelled.

13. ACCOUNTING TREATMENT

Upon the Scheme becoming effective, DFPCL shall account for the amalgamation of SSL in its books of account with effect from the Appointed Date as per the "Pooling of Interests Method" prescribed under the "Accounting Standard 14" issued by the Institute of Chartered Accountants of India. Accordingly;

- 13.1. All assets, liabilities and reserves in the books of the Amalgamating Company shall stand transferred to and vested in the Amalgamated Company, pursuant to the Scheme and shall be recorded by the Amalgamated Company, at their respective carrying values as on the Appointed Date.
- 13.2. The investment in the equity share capital of the Amalgamating Company as appearing in the books of accounts of the Amalgamated Company, shall stand cancelled.
- 13.3. The excess or deficit, if any, in the value of net assets and reserves to be vested in the Amalgamated Company, after making adjustment as mentioned in 13.2 above, would be credited or debited to the "Capital Reserve Account".
- 13.4. In case of any differences in accounting policy between the Amalgamating Company and Amalgamated Company, the impact of the same till the Appointed Date will be quantified and directly adjusted in the profit and loss account of the Amalgamated Company, to ensure that upon the coming into effect of this Scheme, the financial statements of the Amalgamated Company reflect the financial position on the basis of a consistent accounting policy.
- 13.5. To the extent that there are inter-corporate loans or balances, including debentures, between the Amalgamating Company and the Amalgamated Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Amalgamated Company for the reduction of any assets or liabilities, as the case may be.
- 13.6. For the removal of doubts, it is hereby clarified that there would be no accrual of interest or other charges in respect of any inter-company loans or balances between the Amalgamating Company and the Amalgamated Company, during the period between the Appointed Date and Effective Date. It is also clarified that there would be no accrual of income or expense on account of any other transactions, including *inter-alia* any transactions in the nature of sale or transfer of any goods or services between the Amalgamating Company and the Amalgamated Company, during the period between the Appointed Date and the Effective Date.
- 13.7. Notwithstanding the above, the Board of Directors of the Amalgamated Company, in consultation with its Statutory Auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Accounting Standards issued by The Institute of Chartered Accountants of India and generally accepted accounting principles.

14. MERGER OF AUTHORIZED SHARE CAPITAL

- 14.1. Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of SSL shall stand transferred to and combined with the authorized share capital of DFPCL.
- 14.2. Upon the Scheme coming into effect and with effect from the Appointed Date, (and consequent to transfer of the existing authorized share capital of SSL in accordance with Clause 14.1 above), the authorized share capital of DFPCL of ₹ 135,00,00,000/- (Rupees One Hundred Thirty Five Crores) divided into 12,50,00,000 (Twelve Crore Fifty Lacs) Equity shares of ₹10/- (Rupees Ten) each and 10,00,000 (Ten Lacs) Cumulative Redeemable Preference Shares of ₹100/- (Rupees One Hundred) shall stand enhanced by an aggregate amount of ₹ 5,00,000/- and the entire authorized share capital of SSL so transferred shall all be classified as equity share capital of DFPCL. Accordingly, Clause V of the Memorandum of Association of DFPCL shall, without any further act, instrument or deed, stand modified and reclassified as necessary and be substituted by the following:

'The Authorised Share Capital of the Company shall be ₹ 135,05,00,000/-(Rupees One Hundred Thirty Five Crores and Five Lacs) 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 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 herein contained'

Further, Clause 3(a) of the Articles of Association of DFPCL shall, without any further act, instrument or deed, stand modified and reclassified as necessary and be substituted by the following:

'The Authorised Share Capital of the Company shall be ₹ 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lacs) 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 with such rights, privileges and conditions attaching thereto as may for the time being be provided by the Articles of the Company and/or as may be directed by the general meeting creating the same and if no such directions be given as the Directors shall determine and in particular the Company shall have power to increase or reduce the capital to issue shares with special rights or privileges as to voting, dividend, repayment of capital or otherwise or to subject the shares to any restrictions, limitations, conditions or vary or abrogate any such rights, restrictions or conditions'

- 14.3. The filing fees and stamp duty already paid by SSL on its Authorized Share Capital, which is being transferred to DFPCL in terms of this clause, shall be deemed to have been so paid by DFPCL on the combined Authorized Share Capital and accordingly, DFPCL shall not be required to pay any fee/stamp duty on the Authorized Share Capital so increased. However, DFPCL shall file the amended copy of its Memorandum and the Articles of Association with the Registrar of Companies within 30 days from the Effective Date and the Registrar of Companies shall take the same on record.

It is hereby clarified that no further resolution under sections 13, 14, 61 and 64 or any other applicable provisions of the Act, would be required to be separately passed, nor any additional registration fee, stamp duty, etc, be payable by DFPCL.

SECTION E – MISCELLANEOUS PROVISIONS

15. SAVING OF CONCLUDED TRANSACTIONS

Amalgamation of Amalgamating Company with the Amalgamated Company under Clause 5 and the continuance of proceedings by or against the Amalgamated Company under Clause 8 and the effectiveness of contracts and deeds under Clause 9 shall not affect any transaction or proceedings already concluded by the Amalgamating Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company in respect thereto as done and executed on behalf of itself.

16. APPLICATIONS TO HIGH COURT/ OTHER AUTHORITY

- 16.1. The Amalgamating Company and the Amalgamated Company, if required, shall, with all reasonable dispatch, make applications and petitions to the High Court under section 391 to 394 of the Act for sanction of this Scheme under the provisions of law, including an application for seeking orders for dispensing with or convening, holding and conducting of the meetings of the equity shareholders of the Amalgamating Company and Amalgamated Company, if required, as may be directed by the High Court.
- 16.2. On the Scheme being agreed to by the requisite majorities of equity shareholders and/or creditors of the Amalgamating Company and Amalgamated Company, if required, as directed by the High Court, the Amalgamating Company and the Amalgamated Company shall, with all reasonable dispatch, apply to the High Court for sanctioning the Scheme under sections 391 to 394 of the Act, and for such other order or orders, as the said High Court may deem fit for carrying this Scheme into effect and for dissolution of the Amalgamating Company without winding-up.

17. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

- (a) the Scheme being approved by requisite majorities in number and value of such classes of persons including the Members and / or Creditors of the Amalgamating Company and Amalgamated Company as may be directed by the High Court or any other competent authority, as may be applicable.
- (b) the Scheme being approved by the High Court;

- (c) Authenticated certified copies of above orders of the Hon'ble High Court being filed with the jurisdictional Registrar of Companies by the Companies.
- (d) the approval of public shareholders of Amalgamated Company through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, and such resolution shall be acted upon only if the votes cast by public shareholders in favour of the scheme are more than the number of votes cast by public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulations) Rules, 1957.

18. DISSOLUTION OF THE AMALGAMATING COMPANY

On the Scheme coming into effect, SSL shall, without any further act or deed, stand dissolved without winding up.

19. EFFECT OF NON-APPROVALS

- 19.1. In the event any of the said sanctions and approvals referred to in Clause 17 above not being obtained and/ or the Scheme not being sanctioned by the High Court as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect and null and void save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may otherwise arise in law and in such event each party shall bear their respective costs, charges and expenses in connection with the Scheme.
- 19.2. If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors of SSL and DFPCL, affect the adoption or validity or interpretation of the other parts and/ or provisions of this Scheme. It is hereby clarified that the Board of Directors of SSL and DFPCL, as the case may be, may in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred *inter-se* by the parties or their shareholders or creditors or employees or any other person. In such case, SSL and DFPCL shall bear its own cost or bear costs as may be mutually agreed. Such decisions shall not have an effect on the company that is not a part of such decision.

20. MODIFICATION OR AMENDMENT

Subject to approval of the High Court, the Board of Directors of SSL and DFPCL may assent to any modification(s) or amendment(s) in this Scheme which the Court and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme and the Board of Directors of SSL and DFPCL and after the dissolution of SSL, the Board of Directors of DFPCL be and are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the Court or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

21. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) of SSL and DFPCL arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by DFPCL and shall be deemed to be expenditure incurred wholly and exclusively for the purposes of amalgamation.

22. REPEALS AND SAVINGS

Any matter filed with the Registrar of Companies, Regional Director, Income-Tax Authority or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions of the Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar of Companies, Regional Director, Income-Tax Authority or the Central Government, as the case may be, in terms of the Companies Act, 1956. Any direction or order given by the Hon'ble High Court under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of the Companies Act, 2013.

Ref: NSE/LIST/63940

March 03, 2016

The Asst. Company Secretary
Deepak Fertilisers and Petrochemicals Corporation Limited
Opp. Golf Course,
Shastri Nagar, Yerawada,
Pune - 411006

Kind Attn.: Mr. Mandar Velankar

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation between SCM Soilfert Limited (Amalgamating Company) and Deepak Fertilisers and Petrochemicals Corporation Limited (Amalgamated Company) and their respective shareholders (under sections 391 to 394 of the companies act, 1956)

This has reference to draft Scheme of Amalgamation between SCM Soilfert Limited (Amalgamating Company) and Deepak Fertilisers and Petrochemicals Corporation Limited (Amalgamated Company) and their respective shareholders (under sections 391 to 394 of the companies act, 1956) submitted to NSE vide your letter dated November 13, 2015.

Based on our letter reference no Ref: NSE/LIST/59593 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide letter dated March 01, 2016, has commented that "The Company shall duly comply with various provisions of the Circulars".

We hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing/delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon'ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 03, 2016, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.

1.



Continuation Sheet

- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure III of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Samir Naringrekar
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

2.



Signer : Samir Naringrekar
Date: Thu, Mar 3, 2016 20:17:41 GMT+05:30
Location: NSE

DCS/AMAL/MN/IP/319/2015-16
March 04, 2016

The Company Secretary
Deepak Fertilisers & Petrochemicals Corporation Ltd.
Opp Golf Course,
Shastri Nagar, Yerawada ,
Pune ,Maharashtra ,411006.



Sub: Observation letter regarding the Draft Scheme of amalgamation of SCM Soilfert Limited with Deepak Fertilisers And Petrochemicals Corporation Limited.

We are in receipt of the Draft Scheme of amalgamation of SCM Soilfert Limited with Deepak Fertilisers And Petrochemicals Corporation Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter dated March 1, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***"Company shall duly comply with various provisions of the Circulars."***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

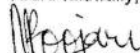
Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- Copy of the High Court approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager

S&P 3SE
SENSEX



Complaints Report as on December 18, 2015

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Nil
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NOT APPLICABLE		

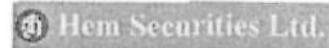
**FOR DEEPAK FERTILISERS AND
PETROCHEMICALS CORPORATION LIMITED**

Mandar Velankar
Assistant Company Secretary

FAIRNESS OPINION
ON
SCHEME OF AMALGAMATION
OF
SCM SOILFERT LIMITED
(AMALGAMATING COMPANY)
INTO
DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED
(AMALGAMATED COMPANY)

PREPARED BY
HEM SECURITIES LTD.





This Fairness Opinion Scheme of Amalgamation between SCM Soilfert Limited ('Amalgamating Company' / 'SSL') and Deepak Fertilisers and Petrochemicals Corporation Limited ('Amalgamated Company' / 'DFPCL') and their respective Shareholders is being undertaken by Hem Securities Ltd at the request of DFPCL. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality and not in parts.

This report has been based on certificate of Hma & Associates, Chartered Accountants and other information provided by DFPCL and also from other sources believed to be reliable.

While the information provided by the company and the information contained herein is believed to be accurate, no representation or warranty, expressed or implied, is or will be made and no responsibility or liability will be accepted by Hem Securities Ltd as to, or in relation to the accuracy or adequacy of information contained in this report. The opinion in this report is provided in good faith.

DFPCL accepts full responsibility for all the data and information pertaining to DFPCL & SSL and confirms that no material information that is vital for arriving at a decision on Scheme of Amalgamation has been suppressed or misstated while providing data /information to Hem Securities Ltd

This report has been prepared for DFPCL with a limited purpose / scope, as identified / stated in the report and will be confidential and for use only to whom it is issued. It must not be copied, disclosed or circulated in any correspondence of discussions with any person, except to whom it is issued and to those who are involved in this transaction and for various approvals for this transaction and any statutory or regulatory authority.



Date 02/11/2015

The Board of Directors,
Deepak Fertilisers and Petrochemicals Corporation Limited,
Opp Golf Course, Shastri Nagar,
Yerawada, Pune - 411006,
Maharashtra, India

1. Background of Engagement

We understand that the Scheme of Amalgamation between SCM Soilfert Limited ('Amalgamating Company' / 'SSL'), a wholly owned subsidiary company and Deepak Fertilisers and Petrochemicals Corporation Limited ('Amalgamated Company' / 'DFPCL') and their respective Shareholders under section 391 to 394 of the Companies Act, 1956 is proposed to be placed before the Board ("Proposed Scheme").

The management of DFPCL envisages that the Scheme of Amalgamation between SSL, a wholly owned subsidiary company into DFPCL, will facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations. Further, it would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.

In accordance with Clause 24(h) of the Listing agreement and SEBI circular no CIR/CFD/DIL/5/2013 dated February 04, 2013 as modified by its subsequent circular no.CIR/CFD/DIL/8/2013 dated May 21, 2013 as applicable to the listed companies, the listed company as well as the unlisted company require to obtain a fairness opinion on the valuation of assets / equity shares by the valuers for the company from an Independent Merchant banker.

Clause 24(h) of the Listing agreement

"The company agrees that in the explanatory statement forwarded by it to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern, and the "fairness opinion" obtained from an independent merchant bankers on valuation of assets / shares done by the valuer for the company and unlisted company"

Clause 4.2 of SEBI circular no CIR/CFD/DIL/8/2013 dated May 21, 2013



"However "Valuation Report from an Independent Chartered Accountant" need not be required in cases where there is no change in the shareholding pattern of the listed company / resultant company."

Hma and Associates, Chartered Accountants vide its certificate dated 29th October, 2015 certified that Valuation report mentioned in paragraph 5.2 of Circular no CIR/CFD/DIL/5/2013 dated February 04, 2013 (as modified by paragraphs 4.2 to 4.4 of SEBI circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013) is not applicable to the proposed scheme for the reason in terms of the proposed Scheme

- a) There will not be issuance of shares or payment of other consideration by DFPCL
- b) The shares of SSL held by DFPCL will stand cancelled, and
- c) Consequently, there will not be any change in the shareholding pattern of DFPCL

In connection with aforesaid, the management of DFPCL requested Hem Securities Ltd. to submit a Fairness Opinion report as of the date hereof.

2. Sources of information

- a) Annual report of DFPCL for FY 2014-15
- b) Scheme of Amalgamation
- c) Certificate of Hma and Associates , Chartered Accountants
- d) Document available as on date on MCA portal for DFPCL and SSL
- e) Website of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")

3. Background of companies

DFPCL is a public limited company incorporated on May 31, 1979 under the name and style of "Deepak Fertilisers and Petrochemicals Corporation Private Limited" under the provisions of Companies Act, 1956, with the Registrar of Companies, Maharashtra. The Company's name was thereafter changed to "Deepak Fertilisers and Petrochemicals Corporation Limited" on conversion from a private company to a public company and a fresh Certificate of Incorporation was issued to that effect on June 14, 1979. The registered office of DFPCL is located at Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.

SSL is a public limited company incorporated on October 10, 2012 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Pune. The registered office of SSL is located at Deepak Complex, Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.



4. Synopsis of Scheme of Amalgamation

With a view to maintain a simple corporate structure and eliminate duplicate corporate procedures, it is desirable to merge and amalgamate SSL into DFPCL. The amalgamation of SSL into DFPCL will facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations. Further, the amalgamation would create economies in administrative and managerial costs by consolidating operations and would substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.

We have been informed that existing equity shares of the Amalgamated Company are listed on NSE and BSE. The equity shares of the Amalgamating Company are not listed on any Stock Exchange. The Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company. The entire Share Capital of the Amalgamating Company is owned by Amalgamated Company.

Since the Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company, on amalgamation, neither any consideration will be paid nor any shares shall be issued by the Amalgamated Company to any person in consideration of or consequent upon the amalgamation and the shares of the Amalgamating Company held by the Amalgamated Company shall stand extinguished upon the Scheme becoming effective.

5. Exclusions and Limitations

Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the accuracy of any financial information or analytical information that was used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used, and therefore, do not express any opinion with regard to the same. In addition, we do not take responsibility for any changes in the information used for any reason, which may occur subsequent to the date of our report.

Our Fairness Opinion will not be offered to any section of the public to subscribe for or purchase any securities in or assets or liabilities of any company or business valued by us.

We assume no responsibility for revising or updating our opinion based on circumstances or events occurring after date hereof. Our opinion is specific and is being issued as per requirement of clause 24(f) of the listing agreement in force as on the date.

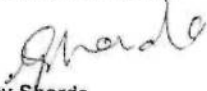


6. Conclusion

With reference to the above and based on information and explanation given to us by the management of Deepak Fertilisers and Petrochemicals Corporation Limited and the perusal of the Scheme of amalgamation we understand that since SCM Soilfert Limited are wholly owned subsidiaries of Deepak Fertilisers and Petrochemicals Corporation Limited, no shares are to be issued as consideration of the proposed amalgamation and therefore there is no change in the shareholding pattern of Deepak Fertilisers and Petrochemicals Corporation Limited post the proposed amalgamation. Hence the valuation of the companies has not been undertaken by Deepak Fertilisers and Petrochemicals Corporation Limited from an Independent valuer as per SEBI Circular no. CIR\CFD\DL\5\2013 dated 4th, February 2013 and Circular no. CIR\CFD\DL\8\2013 dated 21st May 2013.

Based on the above information we are of the opinion that the proposed amalgamation of both Deepak Fertilisers and Petrochemicals Corporation Limited and SCM Soilfert Limited as per the scheme of amalgamation is fair and reasonable to the equity shareholders.

For, Hem Securities Ltd


Gaurav Sharda

Merchant Banking Division
14/15, Khatau Building, 1st Floor,
40, Bank Street, Fort,
Mumbai-400001





DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

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

Corporate Office: Sai Hira, Survey No.93, Mundhwa, Pune – 411 036

CIN: L24121MH1979PLC021360

POSTAL BALLOT FORM

Serial No.:

1. Name(s) & Address of Member(s) :

2. Name(s) of the Joint-Holder(s),
if any :

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 following Ordinary Resolution to be passed through postal ballot for the Special Business stated in the Notice dated 17th October, 2016 of Deepak Fertilisers And Petrochemicals Corporation Limited ("the Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark in the appropriate by sending my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate column below:

Item No.	Description of Resolution	No. of equity shares	(For)	(Against)
			I / We assent to the resolution	I / We dissent to the resolution
	To consider a proposal for approval of the Scheme of Amalgamation between the Company and SCM Soilfert Limited and their respective shareholders.			

Place:

Date:

Signature of Member
Must be as per specimen signature
registered with the Company/
Depository Participant

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	USER ID	PASSWORD

Notes:

- Please read the instructions overleaf and in the notice of the postal ballot carefully before exercising your vote.
- Last date for receipt of Postal Ballot Form by the Scrutinizer : Friday, 25th November, 2016 (5.00 PM IST).

INSTRUCTIONS

1. A member entitled to vote and desiring to exercise his/her/its vote by postal ballot may duly complete the postal ballot form along with assent ('For') or dissent ('Against') and return the same, in the enclosed pre-paid self-addressed business reply envelope to Shri S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, who is appointed by the Board of Directors as Scrutiniser for the postal ballot process.
2. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier at the expense of the member, will also be accepted.
3. Postal ballot form should be completed and signed by the member, as per specimen signature registered with the Company's share transfer agent i.e. Karvy Computershare Private Limited ('Karvy') / Depository Participants and in case of joint-holding, the form should be completed and signed by the first named member failing whom, by the next named member.
4. In case of shares held by the companies, trusts, societies, etc., duly completed postal ballot form should be accompanied by a certified true copy of the board/committee resolution giving requisite authority to the person, whose specimen signature is already registered with Karvy / Depository Participants, to vote on the postal ballot form.
5. There will be only one postal ballot form for every Folio No./ DP ID/ Client ID irrespective of the number of joint members.
6. The right of voting by postal ballot shall not be exercised by a proxy.
7. Incomplete, unsigned, defaced or mutilated postal ballot form will be rejected.
8. Postal ballot form other than the one issued by the Company will be treated as invalid.
9. Duly completed postal ballot form should reach the Scrutiniser not later than Friday, 25th November, 2016. Postal ballot form received after this date will be treated as if the reply from the members has not been received.
10. Votes of the members from whom no postal ballot form is received or is received after the aforesaid stipulated date will not be accepted and counted for the purpose of passing of the ordinary resolution.
11. The voting rights of the members shall be reckoned on the equity shares held by them as on Friday, 14th October, 2016 (End of Day).
12. Members are requested not to send any other paper along with the postal ballot form in the pre-paid self-addressed business reply envelope. Any extraneous paper found in such envelope shall be destroyed by the Scrutiniser.
13. A member need not cast all his/her/its votes in the same manner.
14. The Scrutiniser's decision on the validity of a postal ballot form and the votes cast will be final and binding.
15. A member may request for duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutiniser not later than the last date of receipt of postal ballot form i.e. Friday, 25th November, 2016.
16. The result of the postal ballot will be posted on the website of the Company www.dfpl.com and on the website of Karvy <https://evoting.karvy.com> and shall also be communicated to the stock exchanges and will be published in the newspapers for information of the members.
17. The Company is pleased to offer remote e-voting facility as an alternate, to all the eligible members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure is enumerated in the notes to the postal ballot notice.

OIL INDIA LIMITED (OIL) invites Bids through its E-Procurement Portal "https://etender.srm.oilindia.in/irj/portal" against IFB No. CDI2780P17 for "Hiring of services for Comprehensive maintenance of rig Air-conditioners for a period of 03 (Three) years". The details of IFBs and procedures for applying & participation can be viewed using "Guest Login" provided in the E-Procurement portal and also in OIL's website www.oil-india.com. The link to OIL's E-Procurement portal has also been provided through OIL's website. All corrigenda, addenda, amendments, time extension, clarifications etc. to the tender will be hosted on the website and in the e-tender portal only and no separate notification shall be issued in the press. Prospective bidders are requested to regularly visit the website and e-portal to keep themselves updated.



**DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED**

Regd. Office: Opp. Golf Course, Shastri Nagar, Yerawada, Pune - 411 006.
Corp. Office: Sai Hira, Survey No. 93, Mundhwa, Pune - 411 036.
Tel.: +91 20 6645 8000 | Fax: + 91 20 2668 3723
CIN: L24121MH1979PLC021360

**NOTICE OF POSTAL BALLOT
AND E-VOTING INFORMATION**

Notice is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is seeking the approval of shareholders, by way of Postal Ballot which also includes voting by electronic means (e-voting), in respect of the resolution set out in the Postal Ballot Notice dated 17th October, 2016 (Postal Ballot Notice).

In this regard, the members are hereby notified that:

1. A person whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on Friday 14th October, 2016 (cut-off date) shall be entitled to vote on the resolution proposed to be passed by Postal Ballot / e-voting.
2. The Postal Ballot Notice along with the Postal Ballot Form and self addressed postage prepaid Business Reply Envelope has been dispatched by permitted mode to the Members at their registered address or to their email addresses registered with the Company / Depository Participant / the Registrar & Transfer Agent, as the case may be.
3. The Company has completed the dispatch of the Postal Ballot Notice on 25th October, 2016.
4. For the business as set out in the Postal Ballot Notice, the Company is providing facility to exercise their right to vote by electronic means through (remote e-voting) facilities provided by Karvy Computershare Private Limited (Karvy).
5. The remote e-voting period commences on Wednesday, 26th October, 2016 at 9.00 a.m. and ends on Friday, 25th November, 2016 at 5.00 p.m. Remote e-voting shall not be allowed beyond Friday, 25th November, 2016 at 5.00 p.m.
6. Members who have not received the Postal Ballot Form or who have received the same by email and wish to vote by Physical Postal Ballot can use the postal ballot form available on the Company's website www.dfpl.com and also on the website of Karvy <https://evoting.karvy.com>
7. In case of any queries / grievances, Member 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).
8. The results of the Postal Ballot will be announced by the Company on Monday, 28th November, 2016. The results alongwith the Scrutiniser's Report will be posted on the website of the Company at www.dfpl.com and Karvy website <https://evoting.karvy.com>

By Order of the Board of Directors

For Deepak Fertilisers
And Petrochemicals Corporation Ltd.

Sd/-

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

Place: Pune
Date : 25th October, 2016



DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED

नोंदणीकृत कार्यालय: गोल्फ कोर्स समोर, शास्त्रीनगर, येरवडा, पुणे - ४११ ००६.
कॉर्पोरेट कार्यालय: साई हिरा, सर्वे नं. ९३, मुंदवा, पुणे - ४११ ०३६.
फोन: + ९१ २० ६६४५८००० फॅक्स: + ९१ २० २६६८३७२३
CIN: L24121MH1979PLC021360

पोस्टाने मतदान/(पोस्टल वॉट) सूचना आणि ई-मतदान संबंधी माहिती

असे सूचित करण्यात येते की, कंपनी कायदा २०१३ च्या कलम १०८ आणि ११० आणि कंपनीच्या (व्यवस्थापन आणि प्रशासन) नियम, २०१४ मधील नियम २० आणि २२ च्या तरतूदीनुसार तसेच सेबी (लिस्टिंग ऑब्लिगेशन आणि डिस्कलोजर रिक्वायरमेंट्स) रेग्युलेशन, २०१५ मधील रेग्युलेशन ४४ च्या अन्वये कंपनी पोस्टाने मतदान करावयाच्या दिनांक १७ ऑक्टोबर, २०१६ च्या सूचनापत्रिकेत सांगितलेल्या ठरावांसंबंधी सभासदांकडून पोस्टाने करावयाच्या मतदानाचे ज्यामध्ये इलेक्ट्रॉनिक पद्धतीने मतदान (ई-मतदान) सुध्दा समाविष्ट होते त्याद्वारे मान्यता मागत आहे.

या संदर्भात सभासदांना असे सूचित करण्यात येते की:

१. ज्या सभासदांची नावे शुक्रवार, दिनांक १४ ऑक्टोबर, २०१६ या कट ऑफ तारखेरोजी सभासद नोंदणी पुस्तकात किंवा लाभधारक पुस्तकात ज्यांची नोंद झालेली आहे ते सभासद पोस्टाने मतदान किंवा ई-मतदानाद्वारे मान्य करावयाच्या प्रस्तावित ठरावांवर मत देण्यास पात्र राहतील.
२. पोस्टाने मतदान करावयाची सूचना, पोस्टाने मतदान करावयाच्या प्रपत्र (फॉर्म) आणि स्वतःच्या पत्ता असलेल्या व आगाऊ पोस्टाचे पैसे भरलेल्या विज्ञापन रिफ्टाय पाकिटासोबत मान्यताकृत मार्गाद्वारे सभासदांना कंपनीकडे/डिपॉझिटरी पार्टीसिपंटकडे किंवा रजिस्ट्रार आणि ट्रान्सफर एजंटकडे नोंदणी केलेल्या पत्त्यावर किंवा ई-मेल आयडी वर पाठविण्यात आली आहेत.
३. कंपनीने पोस्टाने मतदान करावयाची सूचना पाठविण्याची प्रक्रिया दिनांक २५ ऑक्टोबर, २०१६ रोजी पूर्ण केली आहे.
४. पोस्टाने मतदानाच्या सूचनेत दिलेल्या कामकाजासाठी कंपनी इलेक्ट्रॉनिक पद्धतीने (दूरस्थ ई-मतदान) मत देण्याची सुविधा कार्वी कंप्युटरशेअर प्रायवेट लिमिटेड (कार्वी) द्वारे उपलब्ध करून देत आहे.
५. दूरस्थ ई-मतदान कालावधी बुधवार दिनांक २६ ऑक्टोबर, २०१६ रोजी सकाळी ९.०० वाजता सुरू होऊन शुक्रवार दिनांक २५ नोव्हेंबर २०१६ रोजी संध्याकाळी ५.०० वाजता संपत आहे. शुक्रवार दिनांक २५ नोव्हेंबर, २०१६ रोजी संध्याकाळी ५.०० वाजल्यानंतर दूरस्थ ई-मतदानातून मतदान करण्यास अनुमती दिली जाणार नाही.
६. ज्या सभासदांना पोस्टाने मतदान करावयाचे प्रपत्र फॉर्म मिळाले नाही किंवा ज्यांना तो त्यांच्या ई-मेल वर मिळाला आहे आणि जे पोस्टाने मतदान करू इच्छितात ते प्रपत्र फॉर्म कंपनीच्या www.dfpl.com संकेतस्थळावरून डाऊनलोड (उतरवू) शकतात किंवा कार्वीच्या संकेतस्थळावरून <https://evoting.karvy.com> डाऊनलोड (उतरवू) करू शकतात.
७. या संदर्भात काही चौकशी करावयाची असल्यास सभासदांनी वारंवार विचारले जाणारे प्रश्न पहावेत आणि <https://evoting.karvy.com> या संकेतस्थळावर उपलब्ध असलेले सभासदांनासाठीचे ई-मतदानासंबंधीचे माहितीपत्रक पहावे जे डाऊनलोड सेक्शन अंतर्गत दिलेले आहे किंवा कार्वी यांच्याशी त्यांच्या (टोल फ्री) नंबर १८००३४५४००१ वर संपर्क करू शकतात.
८. पोस्टाने मतदान करावयाचा निकाल कंपनी सोमवार, दिनांक २८ नोव्हेंबर, २०१६ रोजी जाहीर करेल. तपासनीसाठी अहवाल (स्क्रीनियझरचा रिपोर्ट) पोस्टाने केलेल्या मतदानाच्या निकालासोबत कंपनीच्या www.dfpl.com आणि कार्वीच्या <https://evoting.karvy.com> संकेतस्थळावर उपलब्ध असेल.

संचालक मंडळाच्या आदेशानुसार

दीपक फर्टिलायझर्स अँड
पेट्रोकेमिकल्स कॉर्पोरेशन लिमिटेड करिता
सही
के सुभरामन

टिकाण: पुणे
दिनांक: २५ ऑक्टोबर, २०१६

एविझक्युटिव्ह वार्डस प्रेसीडेंट(लिगल)
आणि कंपनी सचीव