



December 24, 2024

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

BSE Code: 500645

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza,

Bandra - Kurla Complex, Bandra (E)

Mumbai – 400 051

NSE Code: DEEPAKFERT

Dear Sir/ Madam,

Sub: Intimation of Postal Ballot Notice

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement thereto, seeking approval of the shareholders of the Company for Re-appointment of Mr. Jayesh Hirji Shah (DIN: 05011160) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 20th December, 2024 by means of electronic voting (remote e-voting) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities & Exchange Board of India.

This intimation along with the Postal Ballot Notice is also being uploaded on the Company's website at www.dfpccl.com and on KFin Technologies Limited (Registrar & Transfer Agent) website at <https://evoting.kfintech.com/>. In accordance with the aforesaid circulars and applicable laws, the Postal Ballot Notice is being sent to all the shareholders whose name appear in the Register of Members / Record of Depositories as on **Friday, December 20, 2024 (cut-off date)** and whose email addresses are registered with the Company/RTA/ Depositories on the said date.



The Company has engaged KFin Technologies Limited for facilitating remote e- voting to enable the shareholders to cast their votes electronically. The e-voting on the resolution set out in the Postal Ballot Notice shall commence from **Thursday, December 26, 2024 at 9:00 a.m. (IST)** and shall end at **5:00 p.m. (IST) on Friday, January 24, 2025**. Members who have not yet registered/ updated their email addresses so far, may do so by following the procedure set out in the notes to the Notice.

The results of the Postal Ballot will be announced by the Chairman or any other person authorised by him within two working days from the conclusion of remote e-voting and the same, along with the Scrutiniser's Report, will be intimated to the Stock Exchanges where the Company's shares are listed, placed on the website of the Company www.dfpcl.com/ and KFin Technologies Limited website at <https://evoting.kfintech.com>.

Thanking you,

Yours faithfully,

**For Deepak Fertilisers
And Petrochemicals Corporation Limited**

Gaurav Munoli
Company Secretary and Compliance Officer
M. No. ACS 24931



DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

Registered Office: Sai Hira, Survey No. 93, Mundhwa, Pune - 411 036

CIN: L24121MH1979PLC021360 | **Website:** www.dfpc.com

E-mail Id : investorgrievance@dfpc.com | **Tel.:** +91 20 6645 8000

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Shareholders

Deepak Fertilisers And Petrochemicals Corporation Limited

Notice is hereby given pursuant to the provisions of Section 108 and 110 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated 8th April 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No.20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022, General Circular No. 11/ 2022 dated 28th December, 2022, General Circular No. 9/2023 dated 25th September, 2023 and General Circular No.9/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (the "MCA Circulars") and Securities and Exchange Board of India (SEBI) Circular No. SEBI/

HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (the "SEBI Circular") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolution appended below is proposed to be passed by the Shareholders of Deepak Fertilisers And Petrochemicals Corporation Limited (the "Company") through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/KFin Technologies Limited (RTA)/Depositories. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system.

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the Resolution mentioned in this Postal Ballot Notice is appended to this Notice.

The Board of Directors of your Company have appointed Mr. Ashish Garg (Membership No. FCS 5181, CP No. 4423) Practicing Company Secretary as the Scrutiniser to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and

Transfer Agent”) as the agency to provide e-voting facility.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 26th December, 2024 and ends at 5.00 p.m. (IST) on Friday, 24th January, 2025.

The Scrutiniser will submit his report to the Chairman of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot through remote e-voting will be announced within two working days from the conclusion of remote e-voting by the Chairman or any other person authorised by him at the Registered Office of the Company and also by placing the same on the Company’s website: www.dfpccl.com and on the website of KFin Technologies Limited: **KFintech eVoting System -Login:** and the results will simultaneously be communicated to the Stock Exchanges.

■ SPECIAL BUSINESS

Re-appointment of Mr. Jayesh Hirji Shah (DIN: 05011160) as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 {including any statutory modification(s) or re-enactment thereof for the time being in force} and applicable provisions of the Securities and Exchange Board of India [SEBI] (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Jayesh Hirji Shah (DIN: 05011160)**, Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for re-appointment for the office of Director and based on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 consecutive years commencing from 20th December, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Jayesh Hirji Shah be paid such fees and remuneration and / or profit- related commission as the Board may approve from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT any one of the Director or Chief Financial Officer or Company Secretary of the Company be and is hereby authorised to do all necessary acts and deeds to give effect to the resolution.”

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

Sd/-
Gaurav Munoli
Company Secretary and Compliance Officer
(Membership No. ACS 24931)

Place: Pune

Date: 18.12.2024

Registered Office:

Sai Hira, Survey No.93, Mundhwa,
Pune – 411036

Website: www.dfpccl.com | Tel.: +91 20 6645 8000

Email: investorgrievance@dfpccl.com

CIN: L24121MH1979PLC021360

■ NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose names appear in the Register of Members/ Record of Depositories as on **20th December, 2024 ("cut-off date")** and whose email addresses are registered with the Company/ RTA/Depositories on the said date.
3. The Notice and Explanatory Statement with requisite enclosures, if any, have also been made available on the website of the Company i.e. www.dfpccl.com, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited (hereinafter referred to as 'KFin' or KFinTech) at [KFintech eVoting System - Login](#). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purpose only.
4. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically and has engaged the services of KFin for this purpose.
6. The voting rights will be reckoned on the paid-up value of shares registered in the name of the Shareholders on **20th December, 2024 ("Cut-off date")**. Only those Shareholders whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes through e-voting. A person who is not a shareholder as on the cut-off date should treat this notice for information purposes only.

A shareholder cannot exercise his/ her vote through proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives and are requested to provide a proof of authorisation (board resolution/ authority letter/ power attorney, etc.) in favour of their authorised representatives to the Scrutiniser by an email to ashishgargcs@gmail.com with a copy to investorgrievance@dfpccl.com. They may also upload the same in the e-voting module in their login.
7. The remote e-voting period commences on **Thursday, 26th December, 2024 at 9:00 a.m. (IST)** and ends at **5:00 p.m. (IST) on Friday, 24th January, 2025**. During this period, shareholders of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, **20th December, 2024** may cast their vote electronically. The e-voting module shall be disabled by KFin thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
8. The Resolution if approved by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, that is, 24th January, 2025.
9. Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Type of Holder	Process to be followed
Physical Holding	Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to KFinTech at: einward.ris@kfintech.com or to the Company at: investorgrievance@dfpcl.com along with the copy of the signed request letter mentioning the name, folio no and address of the Member, Form ISR 1 (available on the Website of the Company), self-attested copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) as proof of address of the Member.
Demat Holding	Contact respective Depository Participant.

The Members may download all the Forms from website of the Company or RTA i.e. <https://www.dfpcl.com/forms> or <https://evoting.kfintech.com>.

10. The advertisement confirming dispatch of this Notice, by electronic mode, is also being published in the newspapers. Requisite related filings made with the Stock Exchange(s), are available on the website of the Company and can be accessed by the Shareholders on the website of the Company at www.dfpcl.com.
11. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the shareholders from the date of dispatch of this notice upto 24th January, 2025. Shareholders willing to inspect such documents can send an e-mail to investorgrievance@dfpcl.com.
12. A shareholder need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
13. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
14. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
15. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

I. Individual Shareholders holding securities in Demat Form:

- **Login through Depositories:**

As per the SEBI Master Circular, all individual members holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users already registered for Easi / Easiest facility of CDSL may follow the following procedure: i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. Enter your User ID and Password for accessing Easi / Easiest.

Type of shareholders	Login Method
	iii. You will see Company Name: “Deepak Fertilisers And Petrochemicals Corporation Limited” on the next screen. Click on the e-Voting link available against Deepak Fertilisers And Petrochemicals Corporation Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 2) Users not registered for Easi / Easiest facility of CDSL may follow the following procedure: i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration. ii. Proceed to complete registration using your DP ID- Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 3) Users may directly access the e-Voting module of CDSL as per the following procedure: i. Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin. ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against “Deepak Fertilisers And Petrochemicals Corporation Limited” or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure: i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com. ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.

Type of shareholders	Login Method
	v. You will be able to see Company Name: "Deepak Fertilisers And Petrochemicals Corporation Limited" on the next screen. Click on the e-Voting link available against Deepak Fertilisers And Petrochemicals Corporation Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 2) User not registered for IDeAS e-Services facility: i. To register, visit URL: https://eservices.nsdl.com. ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Proceed with completing the required fields. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 3) Users may directly access the e - Voting module of NSDL as per the following procedure: i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ ii. Click on the button "Login" available under "Shareholder/Member" section. iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. You will be able to see Company Name: "Deepak Fertilisers And Petrochemicals Corporation Limited" on the next screen. Click on the e-Voting link available against Deepak Fertilisers And Petrochemicals Corporation Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. ii) After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available at abovementioned website.

Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL are as below :

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 210 9911 .
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 .

II. Non-Individual shareholders and shareholders holding securities in Physical Form:

- a. Initial Password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. 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 KFinTech for e-voting, you can use your existing User ID and Password for casting your vote.
- d. After entering the details appropriately, click on LOGIN.
- e. 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.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Deepak Fertilisers And Petrochemicals Corporation Limited.

- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, 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.
- i. 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.
- j. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

GENERAL INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTION

- i. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority Letter etc. authorising its representative to vote through e-voting. The said Resolution / Authority Letter etc. shall be sent to the Scrutinizer by an e-mail at ashishgargcs@gmail.com and mark copy to

investorgrievance@dfpcl.com. It should reach the Scrutinizer on / before Friday, 24th January, 2025 at 5.00 p.m. They may also upload the same in the e-voting module in their login.

- ii. The voting rights shall be as per the number of equity shares held by the Member(s) as on cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on cut-off date.
- iii. Members are requested to note that pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 (SS-2), brief particulars including shareholding of the Director proposed to be re-appointed is given

at the end of the Notice and forms part of the Notice.

- iv. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com/> or contact Mr. S V Raju (Unit: Deepak Fertilisers And Petrochemicals Corporation Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com or call KFinTech's toll free No. 1800 309 4001 for any further clarifications.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Re-appointment of Mr. Jayesh Hirji Shah (DIN: 05011160) as an Independent Director of the Company

The Members of the Company at their 42nd Annual General Meeting held on 2nd September, 2022 approved the appointment of **Mr. Jayesh Hirji Shah (DIN: 05011160)** as an Independent Director of the Company for a first term of 3 consecutive years commencing from 20th December, 2021. The Current term of Mr. Jayesh Hirji Shah will end on 19th December, 2024.

During his first tenure as an Independent Director of the Company Mr. Shah has contributed immensely in the Board and Committee deliberations.

Pursuant to the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Performance Evaluation of Mr. Shah was undertaken in November 2024. On the basis of performance report, the Board vide circular resolution dated 18th December, 2024, based on the recommendation of Nomination and Remuneration Committee and considering his skills, experience and knowledge has approved the re-appointment of Mr. Shah as an Independent Director of the Company for a Second term of 5 consecutive years commencing from 20th December, 2024, subject to the approval of the shareholders.

Mr. Shah has submitted a declaration of independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in Section 149(6) and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Shah has also informed that he is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Further, he has also given a declaration that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In the opinion of the Board, Mr. Shah fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. Shah is independent of the management.

The Board is also of the opinion that Mr. Shah possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest

of the Company to have his continued association as an Independent Director.

Mr. Shah is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In respect of the appointment of Mr. Shah, a notice as required by Section 160 of the Companies Act, 2013, has been received by the Company, regarding his candidature for the office of the director.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of re-appointment whichever is earlier. Therefore, this resolution is being proposed to be passed by way of Postal Ballot.

In accordance with the provisions of Regulation 25 (2A) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, re-appointment of an Independent Director requires approval of members by way of a special resolution.

The terms and conditions of appointment of independent director shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.dfpcl.com.

Brief Profile of the appointee:

Mr. Jayesh Hirji Shah is widely recognized as one of Asia's leading lawyers. A well-known name in India's

legal industry, Mr. Jayesh Hirji Shah is an expert in the field of Banking & Financial Services and a leading practitioner in the areas of Corporate Laws, Dispute Resolution, M&A, Private Equity and Insolvency & Restructuring. He has handled complex financing and M&A transactions and advisory mandates and made Juris Corp, the law firm in India for Structured Finance and Restructuring. He is an emerging thought leader in the field of arbitration. Mr. Jayesh Hirji Shah co-founded Juris Corp in 2000.

Considering the illustrious background and enormous professional experience and expertise in Banking & Financial Services, Corporate Laws and Dispute Resolution, the Board of Directors recommends Special Resolution set out in the Notice for approval by the shareholders of the Company.

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

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

Sd/-
Gaurav Munoli
Company Secretary and Compliance Officer
(Membership No. ACS 24931)

Place: Pune

Date: 18.12.2024

Details of Director seeking re-appointment through Postal Ballot

[In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 (SS-2)]

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Jayesh Hirji Shah
2	DIN	05011160
3	Date of Birth	7th August, 1968
4	Age	56 years
5	Qualification	LLB, Solicitor, Diploma in Business Finance, Chartered Financial Analyst.
6	Brief Resume of the Director	Refer to Explanatory Statement.
7	Expertise	Expert in the field of Banking & Financial Services and a leading practitioner in the areas of Corporate Laws, Dispute Resolution, M&A, Private Equity and Insolvency & Restructuring.
8	Shareholding in the Company	Nil
9	Date of Appointment on the Board	20th December, 2021
10	Remuneration proposed to be paid	Mr. Shah will be eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
11	Remuneration last drawn (For FY 2023-24).	Sitting Fees: ₹ 5.40 lakhs Commission: ₹ 30 lakhs
12	Directorships in other Companies	None
13	Listed Entities from Which the proposed director has resigned in the past three years.	None
14	Inter-se relationship with other Directors and Key Managerial Personnel of the Company.	None
15	Membership/ Chairpersonship of Committees in other companies.	None
16	Number of Meetings of the Board attended during FY 2024-25 (upto the date of this Notice).	Out of the three Board Meetings held during the period, Mr. Shah has attended two Board Meetings.
17	Terms and Conditions of Appointment/ Re-appointment.	As mentioned in the Explanatory statement.

Sr. No.	Particulars	Details
18	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As mentioned in the Explanatory statement.
19	In case of appointment of Independent Directors, the justification for choosing the appointees for appointment as Independent Directors.	Not applicable in the case of re-appointment.
20	In case of re-appointment of Independent Directors, performance evaluation report.	Provided in the explanatory statement.
