

Board's Report



To the Members,

The Board of Directors have pleasure in presenting the Thirty Eighth Annual Report together with Audited Accounts of the Company for the Financial Year ended 31st March, 2018.

■ FINANCIAL RESULTS

The summarized financial results for the year are as under:

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Total Revenue (including Other Operating Revenues)	3,21,421	2,15,693	6,06,155	4,37,812
Profit Before Tax (PBT)	13,093	13,701	23,288	23,276
Less: a) Current Tax (Net)	2,221	3,823	2,348	3,889
b) Deferred Tax	(417)	848	4,291	3,694
Net Profit for the year after share in (loss) of associates	11,289	9,030	16,410	15,462
Minority Interest	NA	NA	139	30
Net Profit / (Loss) for the period	11,289	9,030	16,267	15,431
Total Comprehensive Income	11,362	8,864	16,119	15,219
Add: Surplus brought forward	1,13,051	1,05,271	1,56,256	1,50,122
Amount available for Appropriations	1,24,340	1,14,301	1,72,520	1,65,555
Appropriations:				
a) Transferred to Debenture Redemption Reserve	6,250	(1,250)	6,250	(1,250)
b) Transferred to General Reserve	-	-	(55)	-
c) Dividend on Equity Shares (Net)	(5,292)	-	(5,292)	(25)
d) Tax on Proposed Dividend (Net)	(1,054)	-	(2,000)	-
Deferred Tax Adjustment	-	-	(5,560)	(8,074)
Surplus carried to Balance Sheet	1,24,244	1,13,051	1,65,863	1,56,256

■ STATE OF AFFAIRS OF THE COMPANY

Your Company has achieved the top line of ₹ 3,214 Crore (including ₹ 2,027 Crore from trading operations) during the year under review as against previous year's level of ₹ 2,157 Crore (including ₹ 1,139 Crore from trading operations). Profit before Tax (PBT) for the year under review was ₹ 131 Crore as against ₹ 137 Crore in the previous year. Net Profit for the current year was recorded at ₹ 113 Crore as against ₹ 90 Crore in the previous year. A Management Discussion and Analysis (MDA), which forms part of this Report, inter-alia, deals adequately with the operations and also current and future outlook of the Company.

■ DIVIDEND

Considering the performance of the Company, the Board of Directors of the Company recommends a dividend @ 60% i.e. ₹ 6 per Equity Share (Previous year ₹ 6 per Equity Share) of ₹ 10 each of the Company for the year ended 31st March, 2018.

The proposed dividend (including tax on proposed dividend) will absorb ₹ 64 Crore and the same is in line with the 'Dividend Distribution Policy' adopted by the Board at its meeting held on 30th June, 2017.

■ CHANGES IN THE BOARD OF DIRECTORS

The current term of Shri U. P. Jhaveri, Shri S. R. Wadhwa, Shri Anil Sachdev, Independent Directors is coming to an end after the conclusion of Annual General Meeting to be held for the financial year 2017-2018. i.e. on 18th September 2018.

Shri R. A Shah retires by rotation at the ensuing Annual General Meeting pursuant to provisions of Section 152 of the Companies Act, 2013 and he is not seeking reappointment in the ensuing annual general meeting in line with the retirement policy of the Company for Directors.

■ NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the year under review, eight meetings of the Board of Directors were held on 6th April, 2017, 8th May, 2017, 30th June, 2017, 10th August, 2017, 21st September, 2017, 2nd November, 2017, 8th February, 2018 and 28th March, 2018.

■ CHANGES IN KEY MANAGERIAL PERSONNEL (KMP)

Shri Vipin Agarwal stepped down as 'Chief Financial Officer', a Key Managerial Personnel of the Company with effect from 2nd November 2017 and Shri Amitabh Bhargava has been appointed as 'Chief Financial Officer', a Key Managerial Personnel on the same date.

■ SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / STATUTORY AUTHORITIES:

1. As disclosed in the last year's report, effective 15th May, 2014, domestic gas supply to the Company was arbitrarily stopped by the Ministry of Petroleum and Natural Gas. The Company successfully challenged the same before the Hon'ble Delhi High Court, which by its Orders dated 07th July, 2015 and 19th October, 2015 directed the Government of India (GoI) to restore the supply of gas. Review petition filed by the GoI, challenging the said Orders was rejected by the said Court. Further the GoI also filed the Special Leave Petition (SLP) before the Hon'ble Supreme Court of India against the Order of Hon'ble Delhi High Court, which was disposed of last year without granting any relief to the GoI. The GoI has filed an affidavit before the Hon'ble Delhi High Court stating that Inter Ministerial Committee (IMC) has decided to recommend supply of pooled gas to the Company, subject to approval of the Competent Authority. GoI has further filed an application in the Hon'ble Delhi High Court seeking dismissal of the matter. The Company is contesting the said application since the Competent Authority has not decided based on the recommendation of the said IMC and the application so filed is pre-mature.
2. The Department of Fertilisers (DoF), Ministry of Chemicals and Fertilisers, had withheld subsidy due to the Company in accordance with applicable Nutrient Based Subsidy (NBS) Scheme of the Government of India (GoI), alleging undue gain arising to the Company on account of supply of cheap domestic gas. The Company had filed a Writ Petition in the Hon'ble High Court of Judicature at Bombay, challenging the withholding of subsidy. Based on the directive of the High Court, the GoI released the subsidy amounting to ₹ 463 Crore and subsidy amounting to ₹ 310 Crore was withheld pending final decision. On the request of the Company, the DoF has released subsidy amounting to ₹ 310 Crore against a Bank Guarantee pending final decision.

■ INDIAN ACCOUNTING STANDARDS, 2015

The annexed financial statements for the Financial Year 2017-18 and corresponding figures of 2016-17 comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

■ CONSOLIDATED FINANCIAL STATEMENTS

The Board presents the audited consolidated financial statements incorporating the duly audited financial statements of the subsidiaries, and as prepared in compliance with the Companies Act, 2013, applicable Accounting Standards and Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A separate statement containing the salient features of its subsidiaries in the prescribed form AOC-1 is annexed separately.

■ DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of sub-section (5) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- i) in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the accounting policies had been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year on 31st March, 2018 and of the profit and loss of the Company for that period;
- iii) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts had been prepared on a going concern basis;
- v) internal financial controls, to be followed by the Company are duly laid down and these controls are adequate and were operating effectively; and
- vi) systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

■ STATUTORY AUDITORS AND THEIR REPORT

The Shareholders of the Company in their Thirty Seventh Annual General Meeting held on 21st September, 2017 had accorded their approval pursuant to the provisions of Sections 139, 141 and other applicable provisions of Companies Act, 2013 and Rules made thereunder to appoint, M/s. B S R & Associates LLP (Chartered Accountants) (Firm Registration number: 11623IW/W-100024), as the Statutory Auditors of the Company for the period of five years commencing from the conclusion of Thirty Seventh Annual General Meeting until the conclusion of Forty Second Annual General Meeting.

The Auditors' Report to the Shareholders for the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

■ SECRETARIAL AUDITORS

The Secretarial Auditors, M/s. SVD & Associates, Company Secretaries, has issued Secretarial Audit Report for the Financial Year 2017-18 pursuant to Section 204 of the Companies Act, 2013, which is annexed to this Board's Report. **(Refer Annexure-1)**

The observations of the secretarial auditors in their report are self-explanatory and therefore, the Board of Directors do not have any further comments to offer on the same.

■ COST AUDITORS

Your Board had appointed M/s Y. R. Doshi & Company, Cost Accountants, as the Cost Auditors for the Financial Year 2017-18. M/s Y. R. Doshi & Company, Cost Accountants will submit the cost audit report along with annexure to the Central Government (Ministry of Corporate Affairs) in the prescribed form within specified time and at the same time forward a copy of such report to your Company.

The Cost Audit Report for the Financial Year ended 31st March, 2017 was duly filed with the Central Government (Ministry of Corporate Affairs).

Pursuant to the provisions of Section 148 of Companies Act, 2013, the Board of Directors of the Company has appointed M/s Y. R. Doshi & Company, Cost Accountants, for conducting Cost Audit of the Company for the Financial Year ending 31st March, 2019 at a remuneration, of ₹ 3,00,000/- (Rupees Three Lacs only) plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses, which shall be subject to the approval of the shareholders at the ensuing Annual General Meeting.

■ PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES

Details of investments made and loans advanced and guarantees given by the Company have been given in notes to the Financial Statement.

■ RELATED PARTY TRANSACTIONS

The Company has entered into contract / arrangements with the related parties in the ordinary course of business and at an arm's length basis. Thus provisions of Section 188(1) of the Companies Act, 2013 are not applicable.

■ CORPORATE GOVERNANCE

Pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate section titled 'Corporate Governance' is attached to this Annual Report.

■ SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Report on the performance and financial position of subsidiaries, associates and joint venture companies in specified format is annexed to Board's Report. **(Refer Annexure-2).**

■ AWARDS AND ACCOLADES

Please refer to section "Awards and Accolades" in this Annual Report for details of the awards received by the Company during the year under review.

■ NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company has constituted Nomination and Remuneration Committee and also has approved the Nomination and Remuneration (NRC) Policy which inter alia contains appointment criteria, qualifications, positive attributes and independence of Directors, removal, retirement and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the Company.

Nomination and Remuneration Policy is available on the website of the Company on the following weblink : <http://www.dfpl.com/DFPCL/company-policies.asp>. There is no change in the Nomination and Remuneration Policy during the year under review. The Nomination and Remuneration Policy is provided in **Annexure - 3** of the Board's Report.

■ RISK MANAGEMENT COMMITTEE

The Board of Directors of the company has constituted a Risk Management Committee to assess risks in the operations of business units of the Company, to mitigate and minimize risks assessed in the operations of business units, periodic monitoring of risks in the operations of business units and other matters delegated to the Committee by Board of Directors of the Company from time to time.

Information on the development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk which in the opinion of the Board may threaten the existence of the Company is given in the Corporate Governance Report.

■ CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors of the Company has constituted Corporate Social Responsibility (CSR) Committee having following members as on 31st March, 2018;

- | | | |
|----|-------------------|----------|
| 1. | Shri Pranay Vakil | Chairman |
| 2. | Smt. Parul Mehta | Member |
| 4. | Shri S R Wadhwa | Member |

Your Company is engaged in concerted CSR initiatives through Ishanya Foundation and with the introduction of statutory requirements for CSR initiatives as per the Companies Act, 2013, the CSR initiatives of your Company have been reaffirmed and the entire approach has become more structured. The Board of Directors of the Company has approved a comprehensive CSR Policy which is available on the website of the Company at www.dfpl.com

The details of the initiatives taken by the Company on CSR during the year as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in Annexure forming part of this Board's Report. **(Refer Annexure-4)**

■ ANNUAL RETURN

The extract of Annual Return is annexed to Board's Report. **(Refer Annexure-5).**

■ PERFORMANCE EVALUATION OF CHAIRMAN, DIRECTORS, BOARD AND COMMITTEES

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

■ INDEPENDENCE OF DIRECTORS

Independent Directors have given declaration that they meet the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013.

■ FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

■ WHISTLE BLOWER POLICY

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical conduct. The Company has a Whistle Blower Policy under which the employees are free to report violations of the applicable laws and regulations and the Code of Conduct.

Whistle Blower Policy is available on the website of the Company at the following weblink :

<http://www.dfpl.com/DFPCL/company-policies.asp>

■ ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's internal financial control systems are commensurate with the nature, size, and complexity of the businesses and operations. These are periodically tested and

certified by Statutory as well as Internal Auditors. Significant audit observations and the follow up actions are reported to the Audit Committee.

■ MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

■ PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Pursuant to the provisions of Section 136(1) of the Act and as advised, the statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be available for inspection at the Registered Office of the Company during working hours. Members interested in obtaining a copy of the same may write to the Company Secretary and the same will be furnished on request. Hence, the Annual Report is being sent to all the Members of the Company excluding the aforesaid information.

■ FIXED DEPOSITS

Your Company has not accepted any deposits, covered under Chapter V of the Companies Act, 2013 and hence no details pursuant to Rules 8 (v) and 8 (vi) of the Companies (Accounts) Rules, 2014 are reported.

■ DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal committee constituted under the said act has confirmed that no complaint/case has been filed/ pending with the Company during the year.

■ CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As required by the Companies (Accounts) Rules, 2014 the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are annexed to Board's Report. **(Refer Annexure-6).**

■ SECRETARIAL STANDARDS

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

■ BUSINESS RESPONSIBILITY REPORT

The business responsibility report is attached as **(Annexure-7)** to this report.

■ ACKNOWLEDGEMENT

Your Board of Directors wish to place on record their sincere appreciation to the Company's bankers, customers, vendors, investors and all other stakeholders for their continued support during the year. Your Board of Directors are also pleased to record their appreciation for the dedicated and committed contribution made by employees at all levels who through their competence and hard work have enabled your Company to achieve good performance amidst challenging times and look forward to their support in the future as well.

For and on behalf of the Board,

Mumbai

Dated :30th May, 2018

S. C. MEHTA

Chairman & Managing Director

ANNEXURE-1

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Deepak Fertilisers And Petrochemicals Corporation Limited
CIN: L24121MH1979PLC021360

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Deepak Fertilisers And Petrochemicals Corporation Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013, the Companies Amendment Act, 2017 (the Act) and the rules made thereunder (in so far as they are made applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(not applicable to the Company during the Audit Period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during the Audit Period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during the Audit Period);**
- (vi) The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on their sector/industry are:
 - a) Petroleum Act, 1944 and Rules, 2002;

- b) Foreign Trade Development & Regulation Act, 1992;
- c) The Competition Act, 2002;
- d) Explosive Substance Act, 1908;
- e) Inflammable Substance Act, 1952;
- f) The Manufacturing, Storage and Import of Hazardous Chemicals Rules, 1989;
- g) Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008;
- h) Ammonium Nitrate Rules, 2012;
- i) Fertilizer Control Order, 1985;
- j) Petroleum and Minerals Pipelines (Acquisition of Right Users in Land) Act, 1962

We have also examined compliance with the applicable clauses and regulations of the following:

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- (ii) The Listing Agreement entered into by the Company with Stock Exchanges pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

The Audited Financial statements and Financial Results for the year ended on 31st March, 2017 were submitted to the Stock Exchanges beyond the time period prescribed under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequently the Stock Exchanges have levied fine which was paid by the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:-

- a) The Mumbai Bench of the National Company Law Tribunal (NCLT), vide its Order dated 30th March, 2017 (a certified copy has been received on 13th April, 2017) has approved the Scheme of Arrangement amongst the Company, SCM Fertichem Limited (SCM Fertichem) and Smartchem Technologies Limited (Smartchem) and their respective shareholders and creditors. A certified copy of the Order passed by the NCLT was filed with the Registrar of Companies, Pune, Maharashtra on 1st May, 2017. Thus, the Scheme of Arrangement has become effective from 1st May, 2017 in terms of the provision of the said Scheme of Arrangement.
- b) The National Company Law Tribunal, vide its Order dated 22nd June, 2017, has approved the "Scheme of Amalgamation" providing for amalgamation of SCM Soilfert Limited, a Wholly Owned Subsidiary of the Company, with the Company. The Appointed Date for the said Scheme is 1st April, 2015. A certified copy of the Order passed by the NCLT was filed with the Registrar of Companies, Pune, Maharashtra on 24th July, 2017. Thus, the Scheme of Arrangement has become effective from 24th July, 2017 in terms of the provision of the said Scheme of Arrangement.
- c) The Listed 2500, 9.71% Secured Redeemable Non-convertible Debentures of ₹ 10 Lakhs each of the Company were redeemed on the due date, i.e. 18th January, 2018.

- d) The Company had during the year repaid the final installment on 30th June, 2017 of External Commercial Borrowings (ECB) of US \$ three million taken from Bank of Baroda.
- e) The Approval of the Shareholders was sought to offer or invite subscriptions for secured redeemable non-convertible debentures aggregating to ₹ 250 crores with an option to raise additional amount upto ₹ 250 crores as Green Shoe Option on private Placement basis vide Postal Ballot which was passed/declared on 22nd December, 2017.
- f) In the Annual General Meeting of the Company held on 21st September, 2017, Special Resolutions were passed for below event:
- 1 Adoption of new set of Articles of Association
 - 2 Re-appointment of Independent Directors for II Term
- g) Domestic gas supply to the Company was stopped by the Ministry of Petroleum and Natural Gas w.e.f 15th May, 2014. The Company has challenged the same before the Hon'ble Delhi High Court, which by its Orders dated 7th July, 2015 and 19th October, 2015 directed the Government of India (GoI) to restore the supply of gas. Review petition filed by the GoI, challenging the said Orders was rejected by the Court. Further the GoI also filed the Special Leave Petition (SLP) before the Hon'ble Supreme Court of India against the Order of Hon'ble Delhi High Court, which was disposed of last year without granting any relief to the GoI. The GoI has filed an affidavit before the Hon'ble Delhi High Court stating that Inter Ministerial Committee (IMC) has decided to recommend supply of pooled gas to the Company, subject to approval of the Competent Authority. GoI has further filed an application in the Hon'ble Delhi High Court seeking dismissal of the matter. The Company is contesting the said application since the Competent Authority has not decided based on the recommendation of the said IMC and the application so filed is pre- mature.
- h) The Department of Fertilisers (DoF), Ministry of Chemicals and Fertilisers, had withheld subsidy due to the Company in accordance with applicable Nutrient Based Subsidy (NBS) Scheme of the Government of India (GoI), alleging undue gain arising to the Company on account of supply of cheap domestic gas. The Company had filed a Writ Petition in the Hon'ble High Court of Judicature at Bombay, challenging the withholding of subsidy. Based on the directive of the High Court, the GoI released the subsidy amounting to ₹ 463 Crore and subsidy amounting to ₹ 310 Crore was withheld pending final decision. On the request of the Company, the DoF has released subsidy amounting to ₹ 310 Crore during January 2018 against a Bank Guarantee of equal amount.
- i) GAIL has claimed a sum of ₹ 357 Crores in respect of supply of domestic natural gas for the period July 2006 to May 2014, alleging usage for manufacture of products other than Urea. As per two contracts entered into 2006 and 2010 between Company and GAIL, the purchase of gas was clearly intended, supplied and utilised for industrial applications. It has been in the full knowledge of the Department of Fertilisers, Government of India that the Company; as per the Industrial License, since its inception was never engaged in the manufacture of Urea and the dispute was referred to Arbitration Accepting Company's stand, the Arbitration Tribunal has rejected the claim of GAIL. However, GAIL has preferred an appeal before Hon'ble Delhi High Court.

For **SVD & ASSOCIATES**
Company Secretaries

SRIDHAR MUDALIAR
Partner

Place: Pune
Date: 30th May, 2018

FCS No: 6156
C P No: 2664

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE A

To,
The Members,
Deepak Fertilisers And Petrochemicals Corporation Ltd.

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SVD & ASSOCIATES**
Company Secretaries

SRIDHAR MUDALIAR
Partner
FCS No: 6156
C P No: 2664

Place: Pune
Date: 30th May, 2018

ANNEXURE-2

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rules 5 of the Companies (Accounts) Rules, 2014]
Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Part-“A”: Subsidiaries

(₹ in Lacs)

Sl. No.	Name of Subsidiary	Details of Subsidiaries								
		Smartchem Technologies Limited [†]	Platinum Blasting Services Pty. Limited ^{‡§1}	Australian Mining Explosives Pty. Limited ^{‡§2}	Performance Chemiserve Private Limited ^{§1}	SCM Fertichem Limited [†]	Deepak Mining Services Private Limited [†]	Deepak Nitrochem Pty Limited [†]	Runge Pincock Minarco India Private Limited ^{†§3}	Yerrowda Investments Limited [†]
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018	01/04/2017 to 31/03/2018
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupees	AUD 1 AUD = 50.03	AUD 1 AUD = 50.03	Indian Rupees	Indian Rupees	Indian Rupees	AUD 1 AUD = 50.03	Indian Rupees	Indian Rupees
3	Share Capital	1,705.00	4,721.66	-	4.47	5.00	1.00	81.14	28.72	24.00
4	Reserves & Surplus	258,638.61	-855.50	319.01	13,397.10	-22.40	-25.25	-55.36	0.96	3,857.04
5	Total Assets	502,457.52	9,789.20	1,904.35	67,997.76	1.35	16.81	25.78	31.23	3,973.78
6	Total Liabilities	242,113.92	5,923.04	1,585.34	54,596.18	18.75	41.06	0.00	1.55	92.74
7	Investments	14,735.91	-	-	9,335.57	-	14.64	-	-	1.00
8	Turnover*	307,070.45	7,390.95	905.59	285.08	-	-	-	-	-
9	Profit / (Loss) before taxation	8,129.12	75.67	139.81	714.35	-19.63	-2.00	-2.54	-0.79	-62.05
10	Provision for taxation	2,669.80	2.09	29.64	162.85	-	-	-	-	-
11	Profit / (Loss) after taxation	5,459.33	73.58	110.17	551.51	-19.63	-2.00	-2.54	-0.79	-62.05
12	Proposed Dividend and Corporate Dividend Tax	5,463.69	-	-	-	-	-	-	-	-
13	% of shareholding	100.00%	71.50%	71.50%	76.02%	100.00%	100.00%	100.00%	100.00%	85.00%

[†] Standalone Figures

^{§1} Subsidiary of Smartchem Technologies Limited

^{§2} Subsidiary of Platinum Blasting Services Pty. Limited

^{§3} Subsidiary of Deepak Mining Services Private Limited

* Turnover excludes other income of ₹ 781 Lacs of Smartchem Technologies Limited, 113.98 Lacs of Yerrowda Investments Ltd.

† Share capital of Australian Mining Explosives Pty. Limited consists of 1 ordinary share of \$1 which is held by Platinum Blasting Services Pty. Limited.

1. Smartchem Technologies Limited (STL)

The Company, is a wholly owned subsidiary of your Company, is in the business of manufacturing Technical Grade Ammonium Nitrate and manufacturer and trading of fertilisers. The Company achieved a turnover of ₹ 3070.70 crores (excluding other income) and profit before tax of ₹ 81.29 crores.

2. Platinum Blasting Services Pty. Limited, Australia

Platinum Blasting Services Pty. Limited is a joint venture (JV) between your Company's wholly owned subsidiary Smartchem Technologies Ltd. (STL) with local Australian partners having vast experience in providing value-added blasting services and operational expertise to mining and explosives industries in Australia. This is part of your Company's forward integration initiative. Your Company has supplied Technical Ammonium Nitrate to the JV. The JV is now evaluating setting up emulsion facilities, which will significantly improve margins in future.

3. Australian Mining Explosives Pty. Limited

Australian Mining Explosives Pty. Limited (AME), an Australian company, is a wholly owned subsidiary of Platinum Blasting Services Pty. Ltd. (a subsidiary of Smartchem Technologies Limited, which is a wholly owned subsidiary of the Company) and is engaged in the business of storage and handling of Technical Ammonium Nitrate. Controlling interest in AME by Platinum Blasting Services Pty. Ltd. was acquired during the financial year 15-16 at ₹ 18.5 Crores (AUD 3.7 mn).

4. Performance Chemiserve Private Limited (PCPL)

Performance Chemiserve Private Limited is a subsidiary Company of Smartchem Technologies Limited (STL). STL is holding 76.02% of the Equity share capital of PCPL.

5. Deepak Mining Services Pvt Limited

Deepak Mining Services Pvt Limited is a wholly owned subsidiary of your Company and in the business of providing consultancy to mining companies in India. It provides consultancy in the entire value chain of the mining business. With the private coal mining segment opening up, it has great potential to mature into a high growth profitable business. The current year was challenging in view of the lull in the sector emanating out of the re-auctioning of the coal blocks.

6. Runge Pincock Minarco India Co. Ltd. (RPM)

Runge Pincock Minarco India Co. Ltd. is a joint venture between Deepak Mining Services Pvt Ltd and Runge Pincock Minarco (RPM) Co. Ltd., Australia, a global leader in mine consultancy and provider of advanced mining software. The JV will help in bringing global best practices to the Indian mining industries and has good potential to capture the emerging opportunity in mining business. The current year was challenging in view of the lull in the sector emanating out of the re-auctioning of the coal blocks.

7. Yerrowda Investments Limited

Yerrowda Investments Limited(YIL), a subsidiary of your Company, is operating in real estate sector and owns immovable property in Pune. YIL has legal title for the land and buildings located at Deepak Complex, Pune owned by your Company. YIL is jointly controlled entity according to the Provisions of Indian Accounting Standards.

8. To capture any emerging business opportunity, the Company has following subsidiary Companies focussed at respective sectors:

- SCM Fertichem Limited – Agri sector
- Deepak Nitrochem Pty Limited – TAN, Australia

FORM AOC-1

[Pursuant to first proviso to sub-section (3) of section 129 read with rules 5 of the Companies (Accounts) Rules, 2014]
Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Part-"B": Associates and Joint Ventures

(₹ in Lacs)

S. No.	Particulars	Details of Associates & Joint Venture			
		Ishanya Brand Services Limited#	Ishanya Realty Corporation Limited#	Desai Fruits and Vegetables Private Limited#	Mumbai Modern Terminal Market Complex Private Limited#
2	Latest audited balance Sheet Date	01/04/2017 to 31/3/2018	01/04/2017 to 31/3/2018	01/04/2017 to 31/3/2018	01/04/2017 to 31/3/2018
3	No. Shares of Associate / Joint Ventures held by the Company on the year end	49,994.00	49,994.00	5,081,363.00	4,000.00
	- Amount of Investment in Associate/ Joint Venture	5.00	5.00	2,356.09	0.40
	- Extend of Holding %	49.99%	49.99%	31.90%	40.00%
4	Description of how there is significant influence	DFPCL is holding more than threshold limit of 20%	DFPCL is holding more than threshold limit of 20%	DFPCL is holding more than threshold limit of 20%	DFPCL is holding more than threshold limit of 20%
5	Reason why the associate/ joint venture is not consolidated	There is no transaction during the year and on basis of materiality and capital base the amount is negligible.	There is no transaction during the year and on basis of materiality and capital base the amount is negligible.	N/A (it is consolidated)	There is no transaction during the year and on basis of materiality and capital base the amount is negligible.
6	Net-worth attributable to Shareholding as per latest audited Balance Sheet	4.28	1.29	259.67	0.19
7	Profit/ (Loss) for the year	0.28	-0.27	-699.98	-0.10
8	Considered in Consolidation	-	-	-238.55	-
9	Not Considered in Consolidation	0.28	-0.27	-461.43	-0.10

Standalone Figures

1. Desai Fruits and Vegetables Private Limited

This is a associate company, which is focussed on growing banana plantation and supplies to domestic as well as international market. During the financial year, the JV achieved a turnover of ₹ 4,300.22 Lacs and its loss is ₹ 699.98Lacs (turnover excludes other income of ₹ 1.48 Lacs). Investment is also net of impairment.

2. To capture any emerging business opportunity, the Company has following Associate Companies focussed at respective sectors:

- Ishanya Brand Services Limited – Realty sector
- Ishanya Realty Corporation Limited– Realty sector
- Mumbai Modern Terminal Market Complex Private Limited

ANNEXURE-3

Nomination and Remuneration Policy

1. Introduction

In terms of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors vide circular resolution dated 29th December, 2014. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel & Senior Management.

2. Objective

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and applicable regulations under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Key Objectives of the Committee would be:

- a) To recommend to the Board appointment and removal of Directors, Key Managerial Personnel and Senior Management in accordance with criteria laid down.
- b) To recommend to the Board a policy including following:
 - (i) determining qualifications, positive attributes and independence of a director;
 - (ii) Remuneration for the Directors, Key Managerial Personnel and Senior Management;
 - (iii) Remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (iv) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - (v) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
 - (vi) Performance evaluation of Independent Directors and the Board; and
 - (vii) Board diversity.

3. Definitions

"Act" means Companies Act, 2013 and rules thereunder.

"Board" means Board of Directors of the Company

"Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

"Company" means Deepak Fertilisers And Petrochemicals Corporation Limited (DFPCL).

"Independent Director" means a Director of the Company, not being in whole time employment and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

"Key Managerial Personnel" means Key managerial personnel as defined under the Companies Act, 2013 and includes:

- i. Managing Director or Executive Director or Chief Executive Officer or Manager;
- ii. Whole-time Director;
- iii. Company Secretary;
- iv. Chief Financial Officer; and
- v. such other officer as may be prescribed.

"Policy" means Nomination and Remuneration Policy.

"Senior Management" means personnel of the Company who are members of its core management team (Internal Board) excluding the Board of Directors.

4. Functions of Committee:

The Nomination and Remuneration Committee shall, inter-alia, perform the following functions:

- a) Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- b) To recommend to the Board a policy for following:
 - (i) Determining qualifications, positive attributes and independence of a director;
 - (ii) Remuneration for the Directors, Key Managerial Personnel and Senior Management;
 - (iii) Remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (iv) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - (v) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 - (vi) Performance evaluation of Independent Directors and the Board; and
 - (vii) Board diversity.

The Chairperson of the Nomination and Remuneration Committee or, in his absence, any other member of the committee authorised by the Chairperson in this behalf shall attend the general meetings of the Company.

Provided that Nomination and Remuneration Committee shall set up mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and / or officers of the Company, as deemed necessary for proper and expeditious execution.

5. Membership

- i. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- ii. The quorum shall be either two members or one third of the members of the Committee whichever is higher.
- iii. Membership of the Committee shall be disclosed in the Annual Report.
- iv. Term of the Committee shall be continued unless terminated by the Board of Directors.

6. Chairperson

- i. Chairperson of the Committee shall be an Independent Director.
- ii. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- iii. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

7. Frequency of Meeting

The meeting of the Committee shall be held at such regular intervals as may be required.

8. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee.

9. Minutes of Committee Meeting

Proceedings of all meetings shall be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

10. Policy for appointment and removal of Director, KMP and Senior Management

(A) Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

(B) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(C) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

11. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

(A) General

- a) The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the provisions of the Act.
- c) Term / Tenure of the Directors shall be as per Company's policy and subject to the provisions of the Act.

(B) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel

a) Fixed pay

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(C) Remuneration to Non-Executive / Independent Director

a) Remuneration / Commission

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall be decided by the Board and subject to the limit as provided in the Act.

c) Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

12. Amendments

This Policy may be amended by the Board at any time and is subject to (i) amendments to the Companies Act, 2013 (the Act 2013) and (ii) further guidelines and enactments by the SEBI, including SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

ANNEXURE-4

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken as per CSR Policy and projects or programs.

For over three decades as a socially responsible Company, Deepak Fertilisers And Petrochemicals Corporation Limited (DFPCL), has engaged in community work through Ishanya Foundation at Taloja and Pune in Maharashtra and Deepak Foundation in Vadodara in Gujarat. The Ishanya Foundation has been conducting several outreach programmes, in and around Pune and also in villages around Taloja in Panvel Taluka in Raigad District. These programmes are in the areas of:

- Women empowerment through vocational training (skill development) and livelihood programmes
- Health and
- Education

The underlying objectives are aimed at making people self-reliant through economic and social empowerment, providing employable skills and social entrepreneurship opportunities to youth, women and marginal farmers to ensure livelihood for economic betterment and social development of themselves and their families instilling pride and confidence (in the target population) to take on future challenges.

Health initiatives, farmer support programs, culture and heritage support programs have also formed DFPCL's ancillary focus areas. Improving the quality and infrastructure in the educational institutions has also been the Company's priorities.

2. The Composition of the CSR Committee

Sr. No.	Name of Director	Chairman / Member
1.	Shri Pranay Vakil	Chairman
2.	Smt. Parul Mehta	Member
3.	Shri S R Wadhwa	Member

3. Average net profit of the Company for last three financial years: ₹ 17,271 Lacs**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 345 Lacs****5. Details of CSR spent during the financial year:**

- Minimum total amount to be spent for the financial year: ₹ 345 Lacs
- Amount unspent, if any: ₹ 170.86 Lacs
- Manner in which the amount spent during the financial year is detailed below:

(₹ In Lacs)

Sr. No.	CSR project or Activity Identified	Sector in which the Project is covered	Project or programs		Amount outlay (budget) project or program wise	Amount spent on the projects or programs for the FY 2017-18		Cumulative expenditure for upto the reporting period starting from April, 2014	Amount spent: Direct or through implementing Agency
			Local Area or other	State or District where Project or Programs was undertaken		Direct Expenditure on project	Overheads		
1	Dairy Development	Livelihood enhancement through Entrepreneurship	Taloja	Maharashtra	22.24	17.64	0.66	101.47	Implementing Agency- Ishanya Foundation
2	Establishment of Private Industrial Training Institute / Contribution for promotion of education	Employment enhancing vocational skills	Taloja	Maharashtra	769.37	118.03	1.08	184.63	Implementing Agency- Ishanya Foundation
3	Horticulture Development / Contribution for environmental protection	Ensuring Environmental sustainability, ecological balance, protection of flora and fauna	Taloja	Maharashtra	47.40	35.71	1.13	134.86	Implementing Agency- Ishanya Foundation

Sr. No.	CSR project or Activity Identified	Sector in which the Project is covered	Project or programs		Amount outlay (budget) project or program wise	Amount spent on the projects or programs for the FY 2017-18		Cumulative expenditure for upto the reporting period starting from April, 2014	Amount spent: Direct or through implementing Agency
			Local Area or other	State or District where Project or Programs was undertaken		Direct Expenditure on project	Overheads		
4	Job Oriented, Vocational Training and Health	Vocational Training Courses for women General Health check up	Pune / Taloja	Maharashtra	65.96	52.39	1.79	183.23	Implementing Agency- Ishanya Foundation
5	Promotion of Art and Culture	Promotion and development of Traditional Arts and Handicrafts	Pune	Maharashtra	22.05	00.96	0.24	24.51	Implementing Agency- Ishanya Foundation
6	Livelihood Generation Activity/ Yellow Ribbon NGO Fair/ Development of Web Based Compendium	Livelihood enhancement through Entrepreneurship	Pune	Maharashtra	22.55	20.13	1.03	72.71	Implementing Agency- Ishanya Foundation
7.	Community Development				29.29	32.77	00.51	33.28	Implementing Agency- Ishanya Foundation
8.	Promotion of Road Safety	Promoting vocational And educational skills	Taloja	Maharashtra	-	-	-	00.20	Implementing Agency- Ishanya foundation
9.	Contribution for Medical assistance and drought relief	Eradication of hunger, Poverty, & malnutrition Promoting healthcare	Other	Maharashtra	20.00	25.26	-	31.36	Direct by the Company
Total					978.88	277.65	06.45	766.25	

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

During the year under review, the Company has identified projects for its CSR initiatives, which included the ongoing project to put up an ITI near its factory at Taloja for imparting vocational skills and training to deserving youths.

Accordingly, the Company contributed ₹ 1.53 crore to Ishanya Foundation, the implementing agency for such projects including the said ITI.

In the light of uncertainties created by delay in announcing revised Government Policy for recognition of ITI as also declaration of authority for the implementation, the said ITI project has been delayed, being one of the major reasons for shortfall in funds spent during the year. However, such unspent amount is intended to be spent in future on suitable projects identified within the Company's CSR Policy.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objective and Policy of the Company.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

PRANAY VAKIL
(Chairman - CSR Committee)

PARUL S. MEHTA
(Director)

ANNEXURE-5**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****for the financial year ended on 31st March, 2018**

Pursuant to section 92 of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014.

I. Registration Details

1.	CIN	L24121MH1979PLC021360
2.	Registration Date	31 st May, 1979
3.	Name of the Company	Deepak Fertilisers And Petrochemicals Corporation Ltd
4.	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non- Government Company
5.	Address of the Registered office and contact details	Opp Golf Course, Shastri Nagar, Yerawada, Pune – 411006 Phone : (020) 6645 8000, 26688117 Fax : (020) 26683727 Email : investorgrievance@dfpcl.com Website : www.dfpcl.com
6.	Whether listed company Yes / No	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Phone : (040) 6716 2222/67161571 Fax : (040) 2342 0814 Contact Person : Mr. S. V. Raju Designation : Dy. General Manager Email id : einward.ris@karvy.com

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Iso Propyl Alcohol	20119	16.18%
2.	Nitric Acid	20123	12.10%
3.	Wholesale of Industrial Chemicals	46691	63.01%

III. Particulars of Holding, Subsidiary And Associate Companies

Sr. No	Name and Address of the Company	NIC Code of the Product/ service	CIN/GLN	Holding/ Subsidiary/ Associate	% of Share held	Applicable section
1.	Smartchem Technologies Limited	20123	U67120PN1987PLC166034	Subsidiary	100	2 (87)
2.	SCM Fertichem Limited	-	U24211PN2012PLC145023	Subsidiary	100	2 (87)
3.	Deepak Mining Services Private Limited	09900	U14100PN2008PTC132562	Subsidiary	100	2 (87)
4.	RungePincocKMinarco India Private Limited [#]	09900	U14200PN2012PTC145300	Subsidiary	51.00	2 (87)
5.	Yerowda Investments Limited	-	U65990MH1954PLC009228	Subsidiary	85.00	2 (87)
6.	Ishanya Brand Services Limited	-	U74900PN2008PLC131967	Associate	49.99	2(6)
7.	Ishanya Realty Corporation Limited	-	U70101PN2008PLC131330	Associate	49.99	2(6)
8.	Mumbai Modern Terminal Complex Private Limited	-	U45201MH2014PTC257412	Associate	40.00	2(6)
9.	Desai Fruits and Vegetables Limited	-	U63020GJ1999PTC035377	Associate	31.90	2(6)
10.	Performance Chemiserve Private Limited ^{##}	21009	U24239PN2006PTC022101	Subsidiary	76.02	2(87)
11.	Deepak Nitrochem Pty. Limited	-	-	Subsidiary	100	2 (87)
12.	Platinum Blasting Services Pty Limited ^{##}	-	-	Subsidiary	71.50	2 (87)
13.	Australian Mining Explosives Pty Limited ^{###}	-	-	Subsidiary	71.50	2 (87)

[@] Amalgamated w.e.f. 24th July, 2017 pursuant to Order of NCLT[#] Subsidiary of Deepak Mining Services Private Limited^{##} Subsidiaries of Smartchem Technologies Limited^{###} Subsidiary of Platinum Blasting Services Pty Limited

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	10,67,005	-	10,67,005	1.21	7,67,005	-	7,67,005	0.87	0.34
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4,39,82,372	-	4,39,82,372	49.86	4,42,82,372	-	4,42,82,372	50.20	0.34
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	4,50,49,377	-	4,50,49,377	51.07	4,50,49,377	-	4,50,49,377	51.07	0.00
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	4,50,49,377	-	4,50,49,377	51.07	4,50,49,377	-	4,50,49,377	51.07	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	15,31,795	-	15,31,795	1.74	23,77,964	0.00	23,77,964	2.70	0.96
b) Banks / FI	32,346	17,075	49,421	0.06	6,97,101	15,250	7,12,351	0.81	0.75
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
Other	1,266	-	1,266	0.00	-	-	-	-	-
Insurance Companies	11,22,584	750	11,23,334	1.27	9,72,584	600	9,73,184	1.10	0.17
Foreign Institutional Investor	1,17,15,278	-	1,17,15,278	13.28	59,24,818	-	59,24,818	6.72	6.56
Foreign Portfolio- Corp	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	1,44,03,269	17,825	1,44,21,094	16.35	99,72,467	15,850	99,88,317	11.32	5.02
2. Non-Institutions									
a) Bodies Corp.	69,75,104	32,706	70,07,810	7.94	86,53,069	25,181	86,78,250	9.84	1.89
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,06,56,420	48,28,509	1,54,84,929	17.56	1,23,91,495	4,214,395	1,66,05,890	18.83	1.26
i) Individual shareholders holding nominal share capital more than Rs. 1 lakh	32,37,810	66,950	33,04,760	3.75	41,40,579	66,950	4,20,75,29	4.77	1.02
c) Others (Specify)									
Clearing Members	1,12,260	-	1,12,260	0.13	1,26,700	-	1,26,700	0.14	0.01
HUF	5,20,039	-	5,20,039	0.59	7,19,481	-	7,19,481	0.82	0.23
IEPF	-	-	-	-	4,73,490	-	4,73,490	0.54	0.54
Non Resident Indian	6,60,281	14,50,125	21,10,406	2.39	5,28,508	14,06,625	19,35,133	2.19	0.20
NRI Non-Repatriation	-	-	-	-	2,11,970	0	2,11,970	0.24	0.00
Non Domestic Companies	-	1,84,750	1,84,750	0.21	-	1,84,750	1,84,750	0.21	0.00
Trust	9,518	-	9,518	0.01	24,056	-	24,056	0.03	0.02
Sub-total (B)(2):-	2,21,71,432	65,63,040	2,87,34,472	32.58	2,72,69,348	58,97,901	3,31,67,240	37.60	5.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3,65,74,701	65,80,865	4,31,55,566	48.93	3,72,41,815	59,13,751	4,31,55,566	48.93	0.00
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	8,16,24,078	65,80,865	8,82,04,943	100	8,22,91,192	59,13,751	8,82,04,943	100	-

ii. Share Holding of Promoter

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year			No. of Shares held at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Sailesh C Mehta	1,506	0.00	-	1,506	0.00	-	0.00
2.	Nova Synthetic Ltd	4,25,94,071	48.29	-	4,25,94,071	48.29	-	0.00
3.	Chimanlal Khimchand Mehta	10,64,273	1.21	-	7,64,273	0.87	-	0.34
4.	Parul Sailesh Mehta	1,226	0.00	-	1,226	0.00	-	0.00
5.	Sofotel Infra Pvt Ltd	13,88,301	1.57	-	16,88,301	1.91	-	0.34

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Sailesh C Mehta				
	At the beginning of the year	1,506	0.00	1,506	0.00
	At the end of the year	-	-	1,506	0.00
2.	Nova Synthetic Ltd				
	At the beginning of the year	4,25,94,071	48.29	4,25,94,071	48.29
	At the end of the year	-	-	4,25,94,071	48.29
3.	Chimanlal Khimchand Mehta				
	At the beginning of the year	10,64,273	1.21	10,64,273	1.21
	Sale of Shares on 28.04.2017	3,00,000	0.34	3,00,000	0.34
	At the end of the year	-	-	7,64,273	0.87
4.	Parul Sailesh Mehta				
	At the beginning of the year	1,226	0.00	1,226	0.00
	At the end of the year	-	-	1,226	0.00
5.	Sofotel Infra Pvt Ltd				
	At the beginning of the year	13,88,301	1.57	13,88,301	1.57
	Purchase of Shares on 05.05.2017	3,00,000	0.34	3,00,000	0.34
	At the end of the year	-	-	16,88,301	1.91

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1. Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund				
At the beginning of the year	72,00,000	8.16	72,00,000	8.16
Sale of Shares on 07.04.2017	98,753	0.11	71,01,247	8.05
Sale of Shares on 14.04.2017	1,96,180	0.22	69,05,067	7.83
Sale of Shares on 21.04.2017	2,03,490	0.23	67,01,577	7.60
Sale of Shares on 28.04.2017	1,16,150	0.13	65,85,427	7.47
Sale of Shares on 05.05.2017	1,38,607	0.16	6,446,820	7.31
Sale of Shares on 12.05.2017	1,14,865	0.13	63,31,955	7.18
Sale of Shares on 19.05.2017	2,01,332	0.23	61,30,623	6.95
Sale of Shares on 26.05.2017	22,434	0.03	61,08,189	6.92
Sale of Shares on 02.06.2017	38,355	0.04	60,69,834	6.88
Sale of Shares on 09.06.2017	51,517	0.06	60,183,17	6.82
Sale of Shares on 16.06.2017	18,317	0.02	60,00,000	6.80
Sale of Shares on 18.08.2017	5,00,000	0.56	55,00,000	6.24
Sale of Shares on 25.08.2017	2,00,000	0.23	53,00,000	6.01
Sale of Shares on 01.09.2017	2,09,784	0.24	50,90,216	5.77
Sale of Shares on 08.09.2017	1,96,415	0.22	48,93,801	5.55
Sale of Shares on 15.09.2017	2,42,889	0.28	46,50,912	5.27
Sale of Shares on 22.09.2017	1,50,912	0.17	45,00,000	5.10
Sale of Shares on 10.11.2017	27,946	0.03	44,72,054	5.07
Sale of Shares on 17.11.2017	72,054	0.08	44,00,000	4.99
Sale of Shares on 08.12.2017	62,671	0.07	43,37,329	4.92
Sale of Shares on 15.12.2017	2,12,261	0.24	41,25,068	4.68
Sale of Shares on 22.12.2017	1,25,068	0.14	40,00,000	4.53
Sale of Shares on 12.01.2018	63,673	0.07	39,36,327	4.46
Sale of Shares on 19.01.2018	95,162	0.11	38,41,165	4.35
Sale of Shares on 26.01.2018	2,43,227	0.28	35,97,938	4.08
Sale of Shares on 02.02.2018	1,81,359	0.21	34,16,579	3.87
Sale of Shares on 09.02.2018	4,16,579	0.47	30,00,000	3.40
Sale of Shares on 16.02.2018	28,940	0.03	29,71,060	3.37
Sale of Shares on 23.02.2018	48,646	0.06	29,22,414	3.31
Sale of Shares on 02.03.2018	1,01,204	0.11	28,21,210	3.20
Sale of Shares on 09.03.2018	2,24,231	0.25	25,96,979	2.94
Sale of Shares on 16.03.2018	1,32,669	0.15	24,64,310	2.79
Sale of Shares on 23.03.2018	52,894	0.06	24,11,416	2.73
Sale of Shares on 30.03.2018	26,513	0.03	23,84,903	2.70
At the end of the year (or on the date of separation, if separated during the year)	-	-	23,84,903	2.70
2 ICICI Lombard General Insurance Company Ltd				
At the beginning of the year	20,80,211	2.36	20,80,211	2.36
Sale of Shares on 28.04.2017	1,83,227	0.21	18,96,984	2.15
Sale of Shares on 05.05.2017	3,70,976	0.42	15,26,008	1.73
Sale of Shares on 12.05.2017	3,50,790	0.40	11,75,218	1.33
Sale of Shares on 19.05.2017	1,12,863	0.13	10,62,355	1.20
Sale of Shares on 26.05.2017	93,024	0.11	9,69,331	1.10
Sale of Shares on 07.07.2017	2,71,300	0.31	6,98,031	0.79
Sale of Shares on 14.07.2017	89,500	0.10	6,08,531	0.69
Sale of Shares on 21.07.2017	3,92,100	0.45	2,16,431	0.25
Sale of Shares on 28.07.2017	2,16,431	0.25	0	0.00
At the end of the year (or on the date of separation, if separated during the year)	-	-	0	0.00

Sr. No	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
3. ICICI Prudential Life Insurance Company Ltd				
At the beginning of the year	15,65,033	1.77	15,65,033	1.77
Purchase of Shares on 07.04.2017	245	0.00	15,65,278	1.77
Purchase of Shares on 14.04.2017	598	0.00	15,65,876	1.78
Purchase of Shares on 21.04.2017	133	0.00	15,66,009	1.78
Purchase of Shares on 28.04.2017	45	0.00	15,66,054	1.78
Purchase of Shares on 12.05.2017	249	0.00	15,66,303	1.78
Purchase of Shares on 19.05.2017	142	0.00	15,66,445	1.78
Purchase of Shares on 26.05.2017	123	0.00	15,66,568	1.78
Purchase of Shares on 02.06.2017	363	0.00	15,66,931	1.78
Sale of Shares on 09.06.2017	524	0.00	15,66,407	1.78
Purchase of Shares on 16.06.2017	15,701	0.01	15,82,108	1.79
Purchase of Shares on 23.06.2017	11,328	0.01	15,93,436	1.81
Purchase of Shares on 30.06.2017	9,920	0.01	16,03,356	1.82
Purchase of Shares on 07.07.2017	13,961	0.02	16,17,317	1.83
Purchase of Shares on 14.07.2017	4,226	0.00	16,21,543	1.84
Purchase of Shares on 21.07.2017	6,451	0.01	16,27,994	1.85
Purchase of Shares on 28.07.2017	2,44,810	0.28	18,72,804	2.12
Purchase of Shares on 04.08.2017	35,219	0.04	19,08,023	2.16
Purchase of Shares on 11.08.2017	6,960	0.01	19,14,983	2.17
Purchase of Shares on 18.08.2017	2,49,365	0.28	21,64,348	2.45
Purchase of Shares on 25.08.2017	10,70,575	1.21	32,34,923	3.67
Purchase of Shares on 01.09.2017	19,107	0.02	32,54,030	3.69
Purchase of Shares on 08.09.2017	1,05,021	0.12	33,59,051	3.81
Purchase of Shares on 15.09.2017	50,394	0.06	34,09,445	3.87
Purchase of Shares on 22.09.2017	72,074	0.08	34,81,519	3.95
Purchase of Shares on 29.09.2017	25,173	0.03	35,06,692	3.98
Sale of Shares on 06.10.2017	3,36,781	0.38	31,69,911	3.59
Purchase of Shares on 13.10.2017	3,86,380	0.44	35,56,291	4.03
Purchase of Shares on 20.10.2017	1,343	0.00	35,57,634	4.03
Purchase of Shares on 27.10.2017	3,754	0.00	35,61,388	4.04
Purchase of Shares on 31.10.2017	2,522	0.00	35,63,910	4.04
Purchase of Shares on 03.11.2017	2,889	0.00	35,66,799	4.04
Purchase of Shares on 10.11.2017	5,107	0.00	35,71,906	4.05
Purchase of Shares on 01.12.2017	5,145	0.00	35,77,051	4.06
Purchase of Shares on 08.12.2017	8,485	0.01	35,85,536	4.07
Purchase of Shares on 15.12.2017	6,580	0.01	35,92,116	4.07
Purchase of Shares on 22.12.2017	11,639	0.01	36,03,755	4.09
Purchase of Shares on 29.12.2017	3,990	0.00	36,07,745	4.09
Purchase of Shares on 05.01.2018	9,420	0.01	36,17,165	4.10
Purchase of Shares on 12.01.2018	1,462	0.00	36,18,627	4.10
Purchase of Shares on 19.01.2018	95,521	0.11	37,14,148	4.21
Purchase of Shares on 26.01.2018	2,503	0.00	37,16,651	4.21
Purchase of Shares on 02.02.2018	5,674	0.01	37,22,325	4.22
Purchase of Shares on 09.02.2018	1,00,026	0.11	38,22,351	4.33
Purchase of Shares on 16.02.2018	1,910	0.00	38,24,261	4.34
Purchase of Shares on 23.02.2018	3,945	0.00	38,28,206	4.34
Purchase of Shares on 09.03.2018	9,371	0.01	38,37,577	4.35
Purchase of Shares on 16.03.2018	620	0.00	38,38,197	4.35
At the end of the year (or on the date of separation, if separated during the year)	-	-	38,38,197	4.35
4. Fidelity Northstar Fund				
At the beginning of the year	11,00,000	1.25	11,00,000	1.25

Sr. No	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
	Sale of Shares on 19.05.2017	14,068	0.01	10,85,932	1.23
	Sale of Shares on 26.05.2017	3,778	0.00	10,82,154	1.23
	Sale of Shares on 02.06.2017	6,918	0.01	10,75,236	1.22
	Sale of Shares on 09.06.2017	10,772	0.01	10,64,464	1.21
	Sale of Shares on 16.06.2017	64,464	0.07	10,00,000	1.13
	Sale of Shares on 01.09.2017	21,725	0.02	9,78,275	1.11
	Sale of Shares on 08.09.2017	37,749	0.04	9,40,526	1.07
	Sale of Shares on 15.09.2017	64,110	0.07	8,76,416	0.99
	Sale of Shares on 22.09.2017	76,416	0.09	8,00,000	0.91
	Sale of Shares on 10.01.2017	98,933	0.11	7,01,067	0.79
	Sale of Shares on 17.11.2017	30,397	0.03	6,70,670	0.76
	Sale of Shares on 24.11.2017	1,64,546	0.19	5,06,124	0.57
	Sale of Shares on 01.12.2017	56,909	0.06	4,49,215	0.51
	Sale of Shares on 08.12.2017	52,907	0.06	3,96,308	0.45
	Sale of Shares on 15.12.2017	20,002	0.02	3,76,306	0.43
	Sale of Shares on 22.12.2017	1,15,916	0.13	2,60,390	0.30
	Sale of Shares on 29.12.2017	2,60,390	0.30	0	0.00
	At the end of the year (or on the date of separation, if separated during the year)			0	0.00
5.	Dimensional Emerging Markets Value Fund				
	At the beginning of the year	6,37,792	0.72	6,37,792	0.72
	Sale of Shares on 07.04.2017	6,728	0.01	6,31,064	0.72
	Sale of Shares on 28.04.2017	14,142	0.02	6,16,922	0.70
	Sale of Shares on 05.05.2017	10,940	0.01	6,05,982	0.69
	Sale of Shares on 12.05.2017	15,741	0.02	5,90,241	0.67
	Sale of Shares on 19.05.2017	20,126	0.02	5,70,115	0.65
	Sale of Shares on 26.05.2017	20,748	0.02	5,49,367	0.62
	Sale of Shares on 30.06.2017	7,033	0.01	5,42,334	0.61
	Sale of Shares on 07.07.2017	4,163	0.00	5,38,171	0.61
	Sale of Shares on 14.07.2017	4,308	0.00	5,33,863	0.61
	Sale of Shares on 21.07.2017	9,439	0.01	5,24,424	0.59
	Sale of Shares on 29.09.2017	4,437	0.01	5,19,987	0.59
	Sale of Shares on 06.10.2017	10,178	0.01	5,09,809	0.58
	Sale of Shares on 09.02.2018	8,737	0.01	5,01,072	0.57
	Sale of Shares on 16.02.2018	2,831	0.00	4,98,241	0.56
	Sale of Shares on 02.03.2018	11,320	0.01	4,86,921	0.55
	Sale of Shares on 30.03.2018	3,545	0.00	4,83,376	0.55
	At the end of the year (or on the date of separation, if separated during the year)	-	-	4,83,376	0.55
6.	Runner Marketing Pvt. Ltd.				
	At the beginning of the year	3,00,000	0.34	3,00,000	0.34
	Purchase of Shares on 19.05.2017	3,00,000	0.34	6,00,000	0.68
	At the end of the year (or on the date of separation, if separated during the year)	-	-	6,00,000	0.68
7.	BNP Paribas MID CAP FUND				
	At the beginning of the year	5,70,136	0.65	5,70,136	0.65
	Purchase of Shares on 21.04.2017	23,700	0.03	5,93,836	0.67
	Sale of Shares on 28.04.2017	28,000	0.03	5,65,836	0.64
	Purchase of Shares on 12.05.2017	28,500	0.03	5,94,336	0.67
	Purchase of Shares on 19.05.2017	25,000	0.03	6,19,336	0.70
	Purchase of Shares on 26.05.2017	9,400	0.01	6,28,736	0.71
	Purchase of Shares on 14.07.2017	35,000	0.04	6,63,736	0.75
	Purchase of Shares on 21.07.2017	10,000	0.01	6,73,736	0.76

Sr. No	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	15,000	0.02	6,58,736	0.75
	10,000	0.01	6,68,736	0.76
	10,000	0.01	6,58,736	0.75
	24,000	0.03	6,34,736	0.72
	33,500	0.04	6,01,236	0.68
	21,375	0.02	6,22,611	0.71
	17,500	0.02	6,40,111	0.73
	20,000	0.02	6,60,111	0.75
	10,000	0.01	6,70,111	0.76
	11,240	0.01	6,81,351	0.77
	At the end of the year (or on the date of separation, if separated during the year)		6,81,351	0.77
8. UNION BANK OF INDIA				
	0.00	0.0	0.00	0.0
	31,209	0.04	31,209	0.04
	1,03,215	0.12	1,34,424	0.15
	51,822	0.06	1,86,246	0.21
	72,385	0.08	2,58,631	0.29
	28,621	0.03	2,87,252	0.33
	85,377	0.10	3,72,629	0.42
	6,893	0.01	3,79,522	0.43
	30,252	0.03	4,09,774	0.46
	30,000	0.03	3,79,774	0.43
	20,000	0.02	3,99,774	0.45
	46,497	0.05	4,46,271	0.51
	1,00,156	0.11	5,46,427	0.62
	32,000	0.04	5,78,427	0.66
	73,642	0.08	5,04,785	0.57
	77,132	0.09	4,27,653	0.48
	29,140	0.03	3,98,513	0.45
	64,847	0.07	3,33,666	0.38
	14,053	0.02	3,19,613	0.36
	30,462	0.03	3,50,075	0.40
	51,328	0.06	4,01,403	0.46
	1,65,885	0.19	5,67,288	0.64
	At the end of the year (or on the date of separation, if separated during the year)		5,67,288	0.64
9. General Insurance Corporation of India				
	5,00,151	0.57	5,00,151	0.57
	-	-	5,00,151	0.57
	At the end of the year (or on the date of separation, if separated during the year)			
10. Vibgyor Investors And Developers Pvt. Ltd.				
	3,00,000	0.34	3,00,000	0.34
	1,00,000	0.01	4,00,000	0.45
	1,00,000	0.01	5,00,000	0.57
	-	-	5,00,000	0.57
	At the end of the year (or on the date of separation, if separated during the year)			

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Sailesh C Mehta				
	At the beginning of the year	1,506	0.00	1,506	0.00
	At the end of the year	-	-	1,506	0.00
2.	Partha Bhattacharyya				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
3.	R A Shah				
	At the beginning of the year	37,800	0.04	37,800	0.04
	At the end of the year	-	-	37,800	0.04
4.	D Basu				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
5.	N C Singhal				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
6.	U P Jhaveri				
	At the beginning of the year	900	0.00	900	0.00
	At the end of the year	-	-	900	0.00
7.	S R Wadhwa				
	At the beginning of the year	1,000	0.001	1,000	0.001
	At the end of the year	-	-	1,000	0.001
8.	Dr. S. Rama Iyer				
	At the beginning of the year	15,000	0.02	15,000	0.02
	Sold during the year	15,000	0.02	0	0.00
	At the end of the year	-	-	0	0.00
9.	Parul Sailesh Mehta				
	At the beginning of the year	1,226	0.00	1,226	0.00
	At the end of the year	-	-	1,226	0.00
10.	Anil Sachdev				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
11.	Pranay Vakil				
	At the beginning of the year	4,475	0.005	4,475	0.005
	At the end of the year	-	-	4,475	0.005
12.	Madhumilan P. Shinde				
	At the beginning of the year	350	0.00	350	0.00
	Purchase of Shares on 08.12.2017	150	0.00	500	0.00
	At the end of the year	-	-	500	0.00
13.	Anil Singhvi				
	At the beginning of the year	0	0.00	0	0.00
	Purchase on 26.05.2017	35,000	0.04	35,000	0.04
	At the end of the year	-	-	35,000	0.04
14.	Mahesh Chhabria				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
15.	A K Purwaha				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
16.	Berjis Minoo Desai				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
17.	Vipin Agarwal				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
18. Amitabh Bhargava					
	At the beginning of the year	-	-	-	-
	Purchase of Shares on 26.07.2017	2,950	0.00	2,950	0.00
	At the end of the year	-	-	2,950	0.00
19. K Subharaman					
	At the beginning of the year	100	0.00	100	0.00
	Purchase of shares on 30.03.2018	400	0.00	400	0.00
	At the end of the year	-	-	500	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lacs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	68,416.11	64,478.09	-	132,894.20
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	540.03	-	-	540.03
Total (i+ii+iii)	68,956.14	64,478.09	-	133,434.23
Change in Indebtedness during the financial year				
• Addition	34,710.97	8,021.91	-	42,732.88
• Reduction	-39,138.99	-	-	-39,138.99
Net Change	-4,428.02	8,021.91	-	3,593.89
Indebtedness at the end of the financial year				
i) Principal Amount	64,323.49	72,500.00	-	136,823.49
ii) Interest due but not paid	0	0	-	0.00
iii) Interest accrued but not due	204.63	0	-	204.63
Total (i+ii+iii)	64,528.12	72,500.00	-	137,028.12

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Directors and/ or Manager

Sr No	Particulars of Remuneration	Name of Chairman & Managing Director	Total Amount
		Shri S.C. Mehta	
1	Gross Salary		
	(a) Salary as per provisions contained section 17(1) of the Income Tax Act, 1961		2,54,87,769
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		62,66,891
	(c) Profits in lieu of salary under section 17 (3) of income Tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission*		8,72,90,000
	-as % of profit		
	-Others, specify		
5	Others, Please specify (PF and Superannuation)		26,70,000
	Total (A)		12,17,14,660
	Ceiling as per the Act		6,56,45,000

* Commission calculated on profit of Financial Year 2016-17 but paid in Financial Year 2017-18.

Remuneration paid to Managing Director is within the limits as provided under Section 197 of the Companies Act, 2013

B. Remuneration to other Directors

Sr No	Particulars of Remuneration	Name of Directors				Total Amount
		Shri D Basu	Shri U P Jhaveri	Dr S Rama Iyer	Shri Pranay Vakil	
1.	Independent Director					
	Sitting Fees	50,000	6,20,000	90,000	8,90,000	16,50,000
	Commission*	25,00,000	9,50,000	13,00,000	10,00,000	57,50,000
	Total (1)	25,50,000	15,70,000	13,90,000	18,90,000	74,00,000
	Independent Director	Shri N C Singhal	Shri S R Wadhwa	Shri Anil Sachdev	Shri Ashok Kumar Purwaha	Total Amount
	Sitting Fees	90,000	8,70,000	4,20,000	2,80,000	16,60,000
	Commission*	13,00,000	12,50,000	10,00,000		35,50,000
	Total (1)	13,90,000	21,20,000	14,20,000	2,80,000	52,10,000
	Independent Director	Shri Anil Singhvi	Shri Mahesh R Chhabaria			Total Amount
	Sitting Fees	2,00,000	4,90,000			6,90,000
	Commission*					0
	Total (1)	2,00,000	4,90,000			6,90,000
2.	Other Non-Executive Director	Smt. Parul Mehta	Shri Partha Sarthi Bhattacharyya	Shri R A Shah	Shri Barjis Desai	Total Amount
	Sitting Fees	3,80,000	3,40,000	4,40,000	2,00,000	13,60,000
	Commission*	5,75,000	9,50,000	7,25,000		22,50,000
	Total (2)	9,55,000	12,90,000	11,65,000	2,00,000	36,10,000
	Other Non-Executive Director	Shri Madhumilan P Shinde				Total Amount
	Sitting Fees	4,30,000				4,30,000
	Commission*	2,50,000				2,50,000
	Total (2)	6,80,000				6,80,000
	Total (B)=(1+2)					1,75,90,000
	Total Managerial Reuneration (A+B)[§]					13,93,04,660
	Overall Ceiling as per the Act #					7,87,74,000

* Commission relates to Financial Year 2016-17 but paid in Financial Year 2017-18

[§] Total remuneration to Chairman and Managing Director and other Directors (being the total of A and B)

Remuneration paid to Managing Director and other Directors are within the limits as provided under Section 197 of the Companies Act, 2013

C Remuneration to Key Managerial Personneel other than MD/ Manager/ WTD

Sr No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Financial Officer	Chief Financial Officer	Company Secretary	
		Vipin Agarwal (KMP upto 1st November, 2017)	Amitabh Bhargava (KMP w.e.f. 2nd November, 2017)	K. Subharaman	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	91,31,308	72,07,462	65,75,554	2,29,14,324
	(b) Value of Perquisite	1,00,633	38,490	64,940	2,04,063
	(c) Profits in lieu of salary under section 17 (3) of income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission	-	-	-	
	-as % of profit				
	-Others, specify				
5	Others, Please specify (PF and Superannuation)	4,72,314	3,68,088	1,68,575	10,08,977
	Total	97,04,256	76,14,039	68,09,069	2,41,27,364

* Resigned as Chief Financial Officer w.e.f. 2nd November, 2017

#Appointed as Chief Financial Officer w.e.f. 2nd November, 2017

VII. Penalties / Punishment/ Compounding of Offences: NIL

ANNEXURE-6

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO SECTION 134(3) (m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014**(A) CONSERVATION OF ENERGY****(i) The steps taken or impact on conservation of energy:**

1. For increasing concentration of WNA 3 plant, it is proposed to bypass extra 2 MT/hr saturated steam from Steam drum to CNA plant, which result in maintaining steam drum pressure as per PFD value. This modification will improve compressor RPM and concentration of WNA 3 plant. Proposed modification is expected to give ₹ 33 lakhs per annum saving for 0.2% increase in concentration of WNA & increase in production of 2 MT/day.
2. Above ground fire water piping of around 1.5 KM is under progress for methanol and IPA plant. This will help to minimize existing underground fire water line water leakages. This will reduce the water wastage and less power involved in maintaining the fire water system. Total saving is expected to be ₹ 44 lakhs per annum (₹ 34 lacs for water savings + ₹ 8 lacs for jockey pump power saving + ₹ 2 lacs for repair cost).
3. Changing drive of one fire water pump from diesel engine to electric motor to minimize diesel engine maintenance cost is under progress. Maintenance cost saving of ₹ 0.625 lacs also reliability improvement & legal requirement of Tariff Advisory Committee.
4. In IPA plant column installed & commissioned for the recovery of organic from effluent stream. This has helped to reduce the organic effluent load on ETP & also recover the organics.
5. In CNA 1 plant, Column ceramic packing replaced, which improved nitric acid concentration, acidity in waste water stream and steam consumption. It increased 30 MT/day of CNA production which is about 3.96 Cr per annum.

(ii) The steps taken by the Company for utilizing alternate sources of energy

No major investment planned.

(iii) The capital investment on energy conservation equipment

K-1 complex-DCS systems of various plants to be Integrated at one common location and integrating with SAP system for getting production Dashboards, Advance soft modules for process analytics and Energy management system.

(B) TECHNOLOGY ABSORPTION**(i) The efforts made towards technology absorption:**

All the plants technologies have been fully absorbed and are being operated efficiently in K1 – complex.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

The qualities of products are globally accepted.

(iii) The expenditure incurred on Research and Development

Sr. No	Description	Expenditure (in ₹)
1.	EGNA (Electronic grade Nitric acid)	~ 60.0 lacs
2.	DIPE (Di-Isopropyl Ether)	~150.0 lacs
3.	Pharma Intermediate product	~ 10.0 lacs

Details of the products on which expenditure is incurred;

1. DIPE (Value addition to IPA plant)– Established purification process for Di-Isopropyl ether (DIPE) with required yield & purity at R&D scale. After requisite results from R & D Trial, the Special project team at K1 aims to set up commercial purification plant. A design firm is involved for establishing Pilot batches for scale up and sizing of equipment and being leading supplier for glass lined equipment and having owned Sulfuric acid purification Technology. Project schedule for Commercial Plant is last quarter of FY 2019-20. Commercial Grade DIPE throughput from the proposed plant will be ~1200 TPA. The current Market Potential is ~3000-4000 TPA based on prevailing Imports mainly from China, Taiwan etc.

Though the commercial plant is expected in last quarter of FY 2019-20, The team is also working on outsource facility whereby Commercial grade DIPE will be brought to market in FY 18-19. With positive contribution expected to the tune of ₹ 9.0 Crore, a detailed techno-commercial study is being carried out.

2. EGNA (Electronic Grade Nitric Acid, Value addition to Nitric Acid Basket)- Process & Quality established in lab scale suitable for Electronic grade industry applications. Pilot plant setup is ready and first commercial Batch is expected at plant level by 1st Week of July 2018 and a sample consignment is expected by End of July 2018.
3. Intermediate product for Pharmaceutical Industry as a Import Substitute established in R&D at Kg Basis (Pilot Plant). Product approved by customer. Plant scale detailing and Business case proposal is in progress.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Details with respect to foreign exchange earnings and outgo are as under:

EARNING IN FOREIGN CURRENCY		₹ in Lacs	
	31 st March, 2018	31 st March, 2017	
Export of goods (on FOB basis)	3,830.55	11,688.62	
Other Income	595.17	1,124.59	
Total	4,425.72	12,813.21	

EXPENDITURE IN FOREIGN CURRENCY		₹ in Lacs	
	31 st March, 2018	31 st March, 2017	
Interest and repayment of Loans	482.59	705.32	
Technical fees to Foreign Vendors	11.15	1,612.23	
Foreign Travels	57.02	35.21	
Others (Net of Reimbursements)	4,128.47	4,236.00	
Total	4,679.24	6,588.76	

For and on behalf of the Board of Directors,

Mumbai
Dated 30th May, 2018

S. C. MEHTA
Chairman & Managing Director

ANNEXURE-7**BUSINESS RESPONSIBILITY REPORT****Section A: General Information about the Company**

1. Corporate Identity Number (CIN) of the Company:L24121MH1979PLC021360
2. Name of the Company: Deepak Fertilisers And Petrochemicals Corporation Limited
3. Registered Address:
Opp. Golf Course, Shastri nagar,
Yerawada, Pune- 411006
4. Website:www.dfpc.com
5. E-mail:investorsgrievance@dfpc.com
6. Financial Year Period: 2017 -2018
7. Sector(s) that company is engaged in (industrial activity code-wise):
Industrial Chemicals
8. List three key products/services that the Company manufactures/ provides (as in balance sheet):
 - (i) Iso Propyl Alcohol (IPA)
 - (ii) Nitric Acid
 - (iii) Methenol
9. Total number of locations where business activity is undertaken by the Company:
 - a) Number of locations: 5
 1. Registered Office: Opposite Golf course, Shastrinagar, Yerawada, Pune- 411006
 2. Corporate Office: Sai Hira, Survey No. 93, Mundhwa, Pune- 411036
 3. MIDC Industrial Area, Taloja, Maharashtra
Plants of Subsidiary:
 4. Village Ponnada, Etchelra Mandalam, Srikakulam, Andra Pradesh - 532408
 5. Plot No. 47, HSIIDC, Industrial Estate, Refinery Road, Panipat, Haryana - 132 140
10. Markets served by the Company (Local / State / National / International): **National and International**

Section B: Financial Details of the Company

1. Paid up Capital: ₹ **88.20 Crore**
2. Total Turnover: ₹ **3280.89 Crore** (including other non-operating income)
3. Total Profit after Taxes : ₹ **112.89 Crore**
4. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):

Please refer to the CSR Report

5. List of activities in which expenditure in 4 above has been incurred:

Please refer to the CSR Report

Section C: Other Details

1. **Does the Company have any Subsidiary Company / Companies?**

Yes.

2. Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).

Yes, the Subsidiary Company viz. Smartchem Technologies Limited has commenced participating in Business Responsibility activities of the Company.

3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]

Business responsibility related activities are limited to its own business of the Company.

Section D: Business Responsibility Information

1. (a) Details of Director / Directors responsible for the implementation of Business Responsibility Policy :

DIN	00128204
Name	S.C.Mehta
Designation	Chairman and Managing Director

(b) Details of Business Responsibility Head:

DIN	Not Applicable
Name	Amitabh Bhargava
Designation	Chief Financial Officer
Phone	020- 66458000
Email Id	amitabh.bhargava@dfpcl.com

2. Principle wise BR policies: Included in this report

3. Governance related to BR: Included in this report

Section E:

Principle wise Performance : Included in this report :

Preface:

As per the Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and circulars issued by SEBI, annual report of top 500 listed entities based on market capitalization calculated as on March 31 of every year shall contain, Business Responsibility Report (BRR) describing the initiatives taken by them from an environmental, social and governance perspective.

The business responsibility reporting requirement is in line with "National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business" notified by Ministry of Corporate Affairs, Government of India, in July 2011.

Principle wise BR Policies

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

DFPCL is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has in place the Code of Conduct ("Code") for its Directors and Senior Management Personnel and their confirmations to the Code is obtained by the Company on periodical basis. No Complaints linked to the Code of Conduct adherence were received in the reporting year.

This Policy is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. The objective is to encourage the highest standards of ethical conduct, transparency and accountability while dealing with the stakeholders.

DFPCL has put in place a Whistle Blower Policy, which lays down the process to report any unethical behaviour or violation of the Code of Conduct. Employees can report to the Management any instances of unethical behaviour, or suspected fraud or violation of the Code of Conduct or ethics policy. Adequate measures are in place to ensure safeguards against victimisation for employees who report any unethical behaviour.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

DFPCL believes that aligning business actions with sustainability goals ensures a long term growth for the Company. DFPCL is committed to make use of environment friendly and cost effective technology/process to reduce energy intensity, toxicity and waste. It also always strives to make the products which are safe for use. Energy consumption is constantly monitored at the plants with a view to achieve overall reduction in its use. The processes are also reviewed and modified so as to reduce the requirement of water from time to time.

Principle 3: Businesses should promote the well-being of all employees

DFPCL is committed to professional development and growth of employees through selecting the right candidate for right job, monitoring performance for optimum utilization of their potential, providing growth opportunities and inculcating the culture of mutual faith and accountability. DFPCL is also committed to the holistic growth of employees by motivating them to perform at the peak of their potential by imparting necessary guidance and training at all levels and providing them with opportunities for enhancing their knowledge and honing their skills.

The policies and procedures in the Company are aligned to meet employees' well-being, diversity, non-discrimination, safety and health so as to have a healthy, cordial and harmonious relationships and value enhancement at all levels.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

DFPCL remain deeply concerned about the healthy engagement with its various stakeholders like employees, suppliers, stockists, dealers, customers, shareholders / investors, communities surrounding the operations and government / regulatory authorities. The Company continues its engagement with them through various mechanisms such as supplier/vendor meets, customer/employee satisfaction surveys, investor forums, consultations with local communities etc. The Company endeavours to encourage there is no discrimination against socially disadvantaged sections in the work place. The Company makes best efforts to balance between needs of multiple stakeholders in the best possible manner.

Principle 5: Businesses should respect and promote human rights

DFPCL believes that human rights are fundamental, inherent, universal, indivisible and interdependent in nature and hence, continuously strive to balance the employees' basic human rights as a part of its holistic concern for all its stakeholders.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

DFPCL is committed to safety and preservation of environment and also believes in conservation of natural resources and minimizing hazardous impact on the ecological environment. The Company always believes in using natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste. The Company shall continuously seek to improve their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

DFPCL believes that to protect overall interest of its business and the diverse stakeholders, the Company has to express its fair views, opinions, representations, concerns etc on the policies framed by the competent authorities. The Company, may either itself or through various association/forums/chambers make such representations etc. before the competent authorities. The Company's engagement with the relevant association/forums/chambers etc. is guided by the values of commitment, integrity, transparency and the need to balance interests of diverse stakeholders.

Principle 8: Businesses should support inclusive growth and equitable development

DFPCL's philosophy for delineating its responsibility as a corporate citizen is covered through its CSR policy which encompasses guidelines and mechanism for undertaking socially relevant programs for welfare and sustainable development of the community at large.

The Company has in place a Corporate Social Responsibility Policy framed as per the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 and is carrying out various CSR Activities in accordance with the Schedule VII of the Companies Act, 2013.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Customers are one of the most important stakeholders. The foundation of the Company is based on the trust, satisfaction and loyalty of our consumers across the world. The Company continuously strives to make available its products that are safe and competitively priced for the benefits of its customers / end users. The Company actively interacts with its customers through a variety of platforms such as dealers meet.