Deepak Fertilisers and Petrochemicals Corporation Limited

Scheme of Amalgamation between SCM Soilfert Limited and Deepak Fertilisers And Petrochemicals Corporation Limited and their respective shareholders

Application under Clause 24(f) of the Listing Agreement

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FOR DEEPAK FERTILISERS AND

PETROCHEMICALS CORPORATION LIMITED

Mandar Velankar

Asst. Company Secretary

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

13 November 2015

The General Manager
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001
Dear Sir,

Re: Approval to Scheme of Amalgamation ('Scheme') of Deepak Fertilisers and Petrochemicals Corporation Limited ('the Company') under clause 24(f) of the Listing Agreement

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This is further to our letter dated 5th November 2015 informing the BSE Limited ('BSE') that Board of Directors of the Company at their meeting held on 5th November 2015 approved the Scheme of Amalgamation of Deepak Fertilisers and Petrochemicals Corporation Limited and SCM Soilfert Limited and their respective shareholders ('Scheme') to facilitate the restructuring of the Group.

In this regard please find attached the following for your kind approval under Clause 24(f) of the Listing Agreement

1. ***Certified true copy of the resolution passed by the Board of Directors approving the Scheme***

   The certified true copy of the board resolution passed by the Board of Directors of Deepak Fertilisers and Petrochemicals Corporation Limited and SCM Soilfert Limited at their meetings held on 5th November 2015, approving the Scheme is attached as **Annexure 1A and 1B** respectively.

2. ***Certified true copy of the Scheme***

   The certified true copy of the Scheme is attached as **Annexure 2**.

3. ***Rationale of the proposed Scheme***

a. Streamline operations by maintaining a simple corporate structure and eliminate duplicate corporate procedures.

b. Facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations.

c. To create economies in administrative and managerial costs by consolidating operations in order to substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.

4. ***Valuation report from Independent Chartered Accountant***

The certificate from an Independent Chartered Accountant confirming the non-applicability of requirement of obtaining a valuation report, issued by M/s HMA & Associates, Chartered Accountants dated 29th October 2015 is attached as **Annexure 3.**

5. ***Report of the Audit Committee recommending the Scheme***

The report of the Audit Committee dated 4th November 2015 recommending the Scheme is attached as **Annexure 4**.

6. ***Fairness Report issued by Category I Merchant Banker registered with SEBI***

The Fairness report issued by HEM Securities Ltd., Category I Merchant Banker registered with SEBI, dated 2nd November 2015is attached as **Annexure 5**.

7. ***Shareholding pattern of the company pre and post Scheme as per Clause 35 of the Listing Agreement of both the Amalgamating Company and Amalgamated Company***

The shareholding pattern pre and post Scheme of the Amalgamating Company (based on the shareholding as at 30th October 2015 and the Amalgamated Company (based on shareholding as at 30th October 2015) in accordance with Clause 35 of the Listing Agreement is attached as **Annexure 6** and **Annexure 7**.

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8. ***Audited Financials of the Amalgamating and the Amalgamated Company***

The Audited financials of the Amalgamating and the Amalgamated Company as per the format provided is attached as **Annexure 8** and **Annexure 9** respectively.

9. ***Compliance with Clause 49 of the Listing Agreement***

The statement of compliance with clause 49 of the Listing Agreement as per the prescribed format is attached as **Annexure 10**.

10. ***Complaint report to be submitted***

As per the guidelines provided by the stock exchange, the Complaint report in prescribed format shall be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme.

11. ***Compliance report with the requirements specified in Part A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013***

The Compliance report with requirements specified in Part A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 for the Amalgamating Company is attached as **Annexure 11**.

12. ***Brief details of the Amalgamated and the Amalgamating Company***

The details of the Amalgamated and the Amalgamating Company as per the prescribed format is attached as **Annexure 12**.

13. ***Net-worth Certificate (excluding Revaluation Reserve) together with related workings of the Amalgamated Company pre and post scheme.***

The pre and post Scheme 'Net-worth' certificate of the Amalgamated Company is attached as **Annexure 13**.

14. ***Capital evolution details of the Amalgamating Company and the Amalgamated Company***

The capital evolution details of the Amalgamating and Amalgamated Company is attached as **Annexure 14** and **Annexure 15**.

15. ***Confirmation by the Company Secretary***

The undertaking from the Company Secretary of the Amalgamated Company in the prescribed format is attached as **Annexure 16.**

16. ***Statutory Auditor's Certificate confirming the compliance of the accounting treatment***

The certificate from the Statutory Auditor confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement is attached as **Annexure 17.**

17. ***Annual Report of the Amalgamating Company and the Amalgamated Company for last financial year***

The Annual Report of the Amalgamating Company and Amalgamated Company for last financial year is attached as **Annexure 18** and **Annexure 19**.

18. ***Details of payment of processing fee***

Cheque No 158766 dated 10th November, 2015 of Rs 1,04,000 (Rs 100,000 + Service tax Rs 14,000 - TDS Rs 10,000) favoring BSE Limited is attached as **Annexure 20.**

19. ***Details of the Compliance Officer***

Name	: Mandar Velankar
Designation	: Assistant Company Secretary

Contact details

Mobile	: +918805913678
Landline	: +912066458091
Email	: mandar.velankar@dfpcl.com

We trust the above addresses your requirements. In case you may require any additional information, we would be pleased to provide you with the same. Basis the above, we request you to please convey your "approval/ no objection" to the Scheme at the earliest.

Yours faithfully,

For Deepak Fertilisers and Petrochemicals Corporation Limited

Mandar Velankar
Assistant Company Secretary

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Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

13 November 2015

The General Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

Re: Approval to Scheme of Amalgamation ('Scheme') of Deepak Fertilisers and Petrochemicals Corporation Limited ('the Company') under clause 24(f) of the Listing Agreement

---

This is further to our letter dated 5th November 2015 informing the National Stock Exchange of India Limited ("NSE") that Board of Directors of the Company at their meeting held on 5th November 2015 approved the Scheme of Amalgamation of Deepak Fertilisers and Petrochemicals Corporation Limited and SCM Soilfert Limited and their respective shareholders ('Scheme') to facilitate the restructuring of the Group.

In this regard please find attached the following for your kind approval under Clause 24(f) of the Listing Agreement

1. ***Certified true copy of the resolution passed by the Board of Directors approving the Scheme***

   The certified true copy of the board resolution passed by the Board of Directors of Deepak Fertilisers and Petrochemicals Corporation Limited and SCM Soilfert Limited at their meeting held on 5th November 2015, approving the Scheme is attached as **Annexure 1A and 1B** respectively.

2. ***Certified true copy of the Scheme***

   The certified true copy of the Scheme is attached as **Annexure 2**.

3. ***Rationale of the proposed Scheme***

a. Streamline operations by maintaining a simple corporate structure and eliminate duplicate corporate procedures.

b. Facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations.

c. To create economies in administrative and managerial costs by consolidating operations in order to substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.

4. ***Valuation report from Independent Chartered Accountant***

The certificate from an Independent Chartered Accountant confirming the non-applicability of requirement of obtaining a valuation report, issued by M/s HMA & Associates, Chartered Accountants dated 29th October 2015 is attached as **Annexure 3.**

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The shareholding pattern pre and post Scheme of the Amalgamating Company (based on the shareholding as at 30th October 2015) and the Amalgamated Company (based on shareholding as at 30th October 2015) in accordance with Clause 35 of the Listing Agreement is attached as **Annexure 6** and **Annexure 7**.

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
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8. ***Audited Financials of the Amalgamating and the Amalgamated Company***

The Audited financials of the Amalgamating and the Amalgamated Company as per the format provided is attached as **Annexure 8** and **Annexure 9** respectively.

9. ***Compliance with Clause 49 of the Listing Agreement***

The statement of compliance with clause 49 of the Listing Agreement as per the prescribed format is attached as **Annexure 10**.

10. ***Complaint report to be submitted***

As per the guidelines provided by the stock exchange, the Complaint report in prescribed format shall be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme.

11. ***Compliance report with the requirements specified in Part A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013***

The Compliance report with requirements specified in Part A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 for the Amalgamating Company is attached as **Annexure 11**.

12. ***Brief details of the Amalgamated and the Amalgamating Company***

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15. Confirmation by the Company Secretary

The undertaking from the Company Secretary of the Amalgamated Company in the prescribed format is attached as **Annexure 16.**

16. Statutory Auditor's Certificate confirming the compliance of the accounting treatment

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17. Annual Report of the Amalgamating Company and the Amalgamated Company for last financial year

The Annual Report of the Amalgamating Company and Amalgamated Company for last financial year is attached as **Annexure 18** and **Annexure 19**.

18. Details of payment of processing fee

Cheque No 158765 dated 10th November, 2015 of Rs 1,04,000 (Rs 100,000 + Service tax Rs 14,000 - TDS Rs 10,000) favoring National Stock Exchange of India Limited is attached as **Annexure 20.**

19. Details of the Company Secretary

Name	: Mandar Velankar
Designation	: Assistant Company Secretary

Contact details

Mobile	: +918805913678
Landline	: +912066458091
Email	: mandar.velankar@dfpcl.com

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED

We trust the above addresses your requirements. In case you may require any additional information, we would be pleased to provide you with the same. Basis the above, we request you to please convey your "approval/ no objection" to the Scheme at the earliest.

Yours faithfully,
For Deepak Fertilisers and Petrochemicals Corporation Limited

Mandar Velankar
Assistant Company Secretary

Annexure - 1A

COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THE MEETING HELD ON 5TH NOVEMBER, 2015

"**RESOLVED THAT** pursuant to the provisions of sections 391 to 394 and other applicable provisions, if any, of the Companies Act 1956 and the relevant provisions of the Companies Act, 2013, and sub-clause 20 of Clause III(B) of the Memorandum of Association of the Company, and subject to the obtaining of requisite approvals and subject to the sanction by the Hon'ble High Court of Judicature at Bombay ('**High Court**'), and subject to the approvals of the shareholders and / or creditors of the Company; and such other approvals / permissions, as may be required under the applicable laws, the consent of the Board be and is hereby accorded to the Scheme of Amalgamation between SCM Soilfert Limited (hereinafter referred to as '**SSL**' or '**Amalgamating Company**') and Deepak Fertilisers And Petrochemicals Corporation Limited (hereinafter referred to as '**DFPCL**' or '**Amalgamated Company**') and their respective shareholders ('**Scheme**'), with effect from 1st day of April, 2015 ('**Appointed Date**')."

"**RESOLVED FURTHER THAT** since the entire issued, subscribed and paid-up share capital of SSL is held by DFPCL and its nominees, SSL is a direct wholly owned subsidiary of DFPCL and hence, upon the Scheme becoming effective, no shares of DFPCL shall be allotted in lieu or exchange of its holding in SSL and the share capital of SSL shall stand cancelled."

"**RESOLVED FURTHER THAT** the Fairness Report dated 2nd November, 2015 of HEM Securities Ltd., an independent Merchant Banker, as placed before the Board, be and is hereby approved and adopted for the purpose of the Scheme."

"**RESOLVED FURTHER THAT** BSE Limited will be designated stock exchange for the purpose of coordinating with SEBI, if and wherever required"

"**RESOLVED FURTHER THAT** Shri S. C. Mehta, Chairman and Managing Director or Shri Debasish Banerjee, Executive Vice President (Finance & Accounts), Shri A. P. Shah, Executive Vice President (Finance & Accounts) be and are hereby severally authorized to make any alterations or changes to the Scheme or to withdraw the Scheme as they may severally deem expedient or necessary, at their discretion, or which may be necessary for satisfying the requirements or conditions, if any, imposed by the High Court or any other competent authority or otherwise.

"**RESOLVED FURTHER THAT** Shri S. C. Mehta, Chairman and Managing Director, Shri Debasish Banerjee, Executive Vice President (Finance & Accounts), Shri A. P. Shah, Executive Vice President (Finance & Accounts) and Shri Mandar Velankar, Assistant Company Secretary be and are hereby severally authorised to sign and file the necessary application with the Stock Exchanges and Securities and Exchange Board of India (SEBI) in terms of the applicable Regulations."

CERTIFIED TRUE COPY

FOR DEEPAK FERTILISERS AND
PETROCHEMICALS CORPORATION LIMITED

MANDAR VELANKAR
ASST. COMPANY SECRETARY

SCM Soilfert Limited

Regd. Office: Deepak Complex, Opp. Golf Course, Shastri Nagar, Yerawada,
Pune - 411 006.
Tel : +91-20-6645 8000 Fax : +91-20-2668 3723
CIN: U24120PN2012PLC145024

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SCM SOILFERT LIMITED HELD ON THURSDAY, 5TH NOVEMBER, 2015 AT 9.00 A.M. AT 10-B, BAKHTAWAR, NARIMAN POINT, MUMBAI- 400 021

"**RESOLVED THAT** pursuant to the provisions of sections 391 to 394 and other applicable provisions, if any, of the Companies Act 1956 and the relevant provisions of the Companies Act, 2013, and sub-clause 20 of Clause III(B) of the Memorandum of Association of the Company, and subject to the obtaining of requisite approvals and subject to the sanction by the Hon'ble High Court of Judicature at Bombay ('**High Court**'), and subject to the approvals of the shareholders and / or creditors of the Company; and such other approvals / permissions, as may be required under the applicable laws, the consent of the Board be and is hereby accorded to the Scheme of Amalgamation between SCM Soilfert Limited (hereinafter referred to as '**SSL**' or '**Amalgamating Company**') and Deepak Fertilisers And Petrochemicals Corporation Limited (hereinafter referred to as '**DFPCL**' or '**Amalgamated Company**') and their respective shareholders ('**Scheme**'), with effect from 1st day of April, 2015 ('**Appointed Date**').

"**RESOLVED FURTHER THAT** since the entire issued, subscribed and paid-up share capital of SSL is held by DFPCL and its nominees, SSL is a direct wholly owned subsidiary of DFPCL and hence, upon the Scheme becoming effective, no shares of DFPCL shall be allotted in lieu or exchange of its holding in SSL and the share capital of SSL shall stand cancelled."

"**RESOLVED FURTHER THAT** the Fairness Report dated 2nd November, 2015 of HEM Securities Ltd., an independent Merchant Banker, as placed before the Board, be and is hereby approved and adopted for the purpose of the Scheme."

"**RESOLVED FURTHER THAT** any Director be and is hereby severally authorized to make any alterations or changes to the Scheme or to withdraw the Scheme as they may severally deem expedient or necessary, at their discretion, or which may be necessary for satisfying the requirements or conditions, if any, imposed by the High Court or any other competent authority or otherwise."

For SCM Soilfert Limited

R. Sriraman

Director

(DIN: 00228061)

Address: Flat A-1/503, Bramha Suncity,
S.No.7/8/38, Wadgaonsheri, Pune, 411014

SCHEME OF AMALGAMATION

BETWEEN

SCM SOILFERT LIMITED
(AMALGAMATING COMPANY)

AND

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED
(AMALGAMATED COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS

(UNDER SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956)

For DEEPAK FERTILISERS AND
PETROCHEMICALS CORPN. LTD.

AUTHORISED SIGNATORY

For DEEPAK FERTILISERS AND
PETROCHEMICALS CORPN. LTD.

AUTHORISED SIGNATORY

CERTIFIED TRUE COPY

For Deepak Fertilisers And Petrochemicals
Corporation Limited

Asst. Company Secretary

PREAMBLE

(A) Purpose and Rationale of the Scheme

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

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

(B) Description of Companies

I. SSL is a public limited company incorporated on October 10, 2012 under the Companies Act, 1956 with the Registrar of Companies, Maharashtra, Pune. SSL is engaged in the business of manufacturing and trading of fertilisers, petroleum and their byproducts. SSL is a wholly owned subsidiary of DFPCL.

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

(C) Brief Description of the Scheme

The present Scheme involves the following:

DEEPAK FERT. AND PETROCHEMS. CORP. LTD. PUNE

- Amalgamation of SSL into DFPCL with effect from April 1, 2015; and

- Cancellation of investment in equity share capital of SSL held by DFPCL and its nominees, in compliance with the applicable laws in India.

(D) <u>Parts of the Scheme</u>

The Scheme is divided into the following sections:

Section A: General

Section B: Amalgamation of SSL into DFPCL

Section C: General terms and conditions of amalgamation

Section D: Cancellation of equity shares and accounting treatment

Section E: Miscellaneous provisions

SECTION A – GENERAL

1. DEFINITIONS

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

a) **'Act'** the Companies Act, 1956, or the Companies Act, 2013 as in force from time to time. As on the date of approval of this Scheme by the respective Board of Directors of the Transferor Company and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. References in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956 unless stated otherwise. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall unless a different intention appears be construed as references to the provisions so re-enacted.

b) **'Appointed Date'** means, for the purpose of this Scheme and the Income-tax Act, 1961, 1st day of April, 2015.

c) **'DFPCL'** or **'Amalgamated Company'** means Deepak Fertilisers and Petrochemicals Corporation Limited, a company incorporated under the Act and having its registered office at Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.

d) **'Effective Date'** means the last of the dates on which all the conditions and matters referred to in Clause 17 hereof have been fulfilled. References in this Scheme to the date of 'coming into effect of this Scheme' or 'effectiveness of this Scheme' shall mean the Effective Date.

e) **'High Court'** or **'Court'**, means the Hon'ble High Court of Judicature at Bombay and shall include the National Company Law Tribunal, if applicable, or such other tribunal or authority having jurisdiction to sanction the Scheme.

DEEPAK FERT. AND PETROCHEMS. CORP. LTD. ★ PUNE

f) **'Scheme of Amalgamation'** or **'this Scheme'** or **'the Scheme'** means this Scheme of Amalgamation in accordance with Section 2(1B) of the Income Tax Act, 1961, in its present form as submitted to the High Court or with any modification(s) made under Clause 20 of this Scheme or with such other modifications/amendments as the High Court may direct.

g) **'SSL'** or **'Amalgamating Company'** means, SCM Soilfert Limited a company incorporated under the Act and having its registered office at Deepak Complex, Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.

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

2. DATE OF COMING INTO EFFECT

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

3. SHARE CAPITAL

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

PARTICULARS	AMOUNT (INR)
AUTHORISED SHARE CAPITAL	
50,000 equity shares of Rs 10/- each	500,000

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

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

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

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

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

4. COMPLIANCE WITH TAX LAWS

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

- all the property of the amalgamating company immediately before the amalgamation becomes the property of the amalgamated company by virtue of the amalgamation;

DEEPAK FERT. AND PETROCHEMS. CORP. LTD. PUNE

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

If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. This Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments as may become necessary shall vest with the Board of Directors of DFPCL, which power shall be exercised reasonably in the best interests of the companies and their stakeholders, and which power can be exercised at any time, whether before or after the Effective Date.

DEEPAK FERT. AND PETROCHEMS. CORP. LTD. ★ PUNE

SECTION B – AMALGAMATION OF SSL INTO DFPCL

5. AMALGAMATION OF AMALGAMATING COMPANY WITH THE AMALGAMATED COMPANY

5.1. Subject to the provisions of this Scheme as specified herein including in relation to the mode of transfer or vesting, with effect from the Appointed Date, the entire business and undertaking of the Amalgamating Company shall, under the provisions of Sections 391 and 394 of the Act and pursuant to the orders of the High Court sanctioning this Scheme and without any further act or deed, be transferred and / or deemed to be transferred to and vested in the Amalgamated Company so as to become the undertaking, estates, assets, properties, liabilities, obligations, rights, title and interest of the Amalgamated Company in the following manner:

a) The entire business and undertakings of the Amalgamating Company including all the debts, liabilities, duties and obligations of the Amalgamating Company of every description and also including, without limitation, all movable and immovable properties and assets of the Amalgamating Company comprising amongst others all vehicles, furniture and fixtures, computers / data processing, office equipment, electrical installations, telephones, telex, facsimile and other communication facilities and business licenses, permits, trademarks, patents, registrations, authorizations, if any, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, without further act or deed, but subject to the charges affecting the same, be transferred and / or deemed to be transferred to and vested in the Amalgamated Company so as to become the properties of the Amalgamated Company.

b) All the movable assets including cash in hand, of the Amalgamating Company capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Amalgamated Company.

c) In respect of movables other than those specified in sub clause (b) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and / or be deemed to be transferred to and stand vested in the Amalgamated Company under the provisions of Sections 391 to 394 of the Act.

d) In respect of immovable properties, if any, of the Amalgamating Company, and any documents of title / rights and easements in relation thereto shall be vested in and transferred to and / or be deemed to have been vested in and stand transferred to and shall belong to the Amalgamated Company. From the Appointed Date, the Amalgamated Company shall in relation to the properties transferred to it under this Scheme, be liable for ground rent, municipal taxes and any other applicable cess, duties, levies, taxes and the like. The mutation of the title to the said immovable properties shall be made and duly recorded by the appropriate authorities pursuant to the Scheme, in accordance with the terms hereof without any further act or deed whatsoever, in favour of the Amalgamated Company.

e) In relation to the assets belonging to the Amalgamating Company, which require separate documents of transfer, if any, the Amalgamating Company and the Amalgamated Company will execute the necessary documents, as and when required.

f) All debts, liabilities, duties and obligations of every kind, nature, description whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet of the Amalgamating Company shall also, under the provisions of Section 391 read with Section 394 of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Amalgamated Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of the Amalgamated Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.

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

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

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

h) In so far as the various incentives, tax holidays, tax credits, subsidies, special status and other benefits or privileges enjoyed (including minimum alternate tax under the Income-tax Act, 1961, service tax and other incentives), granted by any Government body, local authority or by any other person and availed of by the Amalgamating Company are concerned, the same shall vest with and be available to the Amalgamated Company on the same terms and conditions.

i) Loans or other obligations, if any, due between or amongst the Amalgamating Company and the Amalgamated Company shall stand discharged and there shall be no liability in that behalf with effect from the Appointed Date.

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j) Upon the Scheme becoming effective, Amalgamated Company is also expressly permitted to revise its income tax, wealth tax, service tax, VAT, Sales tax, Excise, Cenvat/MODVAT and other statutory returns filed under the tax laws. Amalgamated Company is expressly permitted to amend TDS/TCS and other statutory certificates and shall have the right to claim refunds, advance tax credits, minimum alternate tax credits set offs and adjustments relating to the respective incomes / transactions from the Appointed Date. It is specifically declared that all the taxes/duties paid by the Amalgamating Company shall be deemed to be the taxes/ duties paid by the Amalgamated Company and the Amalgamated Company shall be entitled to claim credit for such taxes deducted / paid against its tax/ duty liabilities notwithstanding that the certificates/ challans or other documents for payment of such taxes/duties are in the name of the Amalgamating Company.

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

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SECTION C – GENERAL TERMS AND CONDITIONS OF AMALGAMATION

6. BUSINESS AND PROPERTY IN TRUST FOR AMALGAMATED COMPANY

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

(a) The Amalgamating Company shall carry on and be deemed to have carried on the business and activities and shall stand possessed of all the assets and properties, in trust for the Amalgamated Company and shall account for the same to the Amalgamated Company.

(b) Any income or profit accruing or arising to the Amalgamating Company and all costs, charges, expenses and losses or taxes (including but not limited to advance tax, tax deducted at source, taxes withheld / paid in foreign country, etc.), arising or incurred by the Amalgamating Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Amalgamated Company and shall be available to the Amalgamated Company for being disposed off in any manner as it thinks fit.

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

7. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

7.1. With effect from Appointed Date and up to the Effective Date:

(a) The Amalgamating Company shall carry on its business with reasonable diligence and in the same manner as it had been doing hitherto fore, and the Amalgamating Company shall not alter or substantially expand its business except with the written concurrence of the Amalgamated Company.

(b) The Amalgamating Company shall not, without the written concurrence of the Amalgamated Company, alienate, charge or encumber its undertaking / part of its undertaking, except in the ordinary course of business or pursuant to any preexisting obligation undertaken prior to the date of acceptance of the Scheme by the Board of Directors of the Amalgamating Company.

7.2. With effect from the Effective Date, the Amalgamated Company shall commence and carry on and shall be authorized to carry on the businesses carried on by the Amalgamating Company.

7.3. The Amalgamated Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Amalgamated Company may require to own and carry on the business of the Amalgamating Company.

8. LEGAL PROCEEDINGS

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

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

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

9. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

9.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, lease agreements, leave and license agreements, incentives, licenses, engagements, certificates, permissions, consents, approvals, concessions, remedies, guarantees and other instruments, if any, of whatsoever nature to which the Amalgamating Company are a party and which have not lapsed and are subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Amalgamated Company, as the case may be, and may be enforced by or against the Amalgamated Company as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party thereto. The Amalgamated Company may enter into and / or issue and / or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Amalgamating Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Amalgamated Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Amalgamating Company and to implement or carry out all formalities required on the part of the Amalgamating Company to give effect to the provisions of this Scheme.

9.2. Since each and every and all of the statutory permissions, approvals, consents, sanctions, remissions, special reservations, incentives, no-objection certificates, permits, quotas, entitlements, concessions, licenses, registrations, certificates, and other authorizations, howsoever described and in whatever form, of the Amalgamating Company shall stand

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

10. STAFF AND EMPLOYEES

10.1. On the Scheme coming into effect, all staff and employees, of the Amalgamating Company in service on the Effective Date shall be deemed to have become staff and employees of the Amalgamated Company without any break in their service and the terms and conditions of their employment with the Amalgamated Company shall not be less favorable than those applicable to them with reference to the Amalgamating Company on the Effective Date.

10.2. It is expressly provided that, in so far as the Gratuity Fund, Provident Fund, Super Annuation Fund, or any other Special Scheme(s) / Fund(s) created or existing for the benefit of the staff and employees of the Amalgamating Company are concerned, upon the Scheme coming into effect, the Amalgamated Company shall stand substituted for the Amalgamating Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Amalgamating Company in relation to such fund or funds shall become those of the Amalgamated Company and all the rights, duties and benefits of the employees of the Amalgamating Company under such Funds and Trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff and employees of the Amalgamating Company will be treated as having been continuous for the purpose of the said Fund or Funds.

In so far as the Provident Fund, Gratuity Fund, Superannuation Fund or other Special Scheme(s) / Fund(s) created or existing for the benefit of the Employees of the Amalgamating Company are concerned, upon the coming into effect of this Scheme, the

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balances lying in the accounts of the employees of the Amalgamating Company in the said funds as on the Effective Date shall stand transferred from the respective trusts / funds of the Amalgamating Company to the corresponding trusts / funds set up by the Amalgamated Company.

11. TREATMENT OF TAXES

11.1. Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Maharashtra Value Added Tax Act, 2002, Central Sales Tax Act, 1956, any other State Sales Tax / Value Added Tax laws, Service Tax, stamp laws or other applicable laws / regulations [hereinafter in this Clause referred to as "Tax Laws"] dealing with taxes / duties / levies allocable or related to the business of the Amalgamating Company to the extent not provided for or covered by tax provision in the financial statements made as on the date immediately preceding the Appointed Date shall be transferred to Amalgamated Company.

11.2. All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.) paid or payable by the Amalgamating Company in respect of the operations and / or the profits of the business on and from the Appointed Date, shall be on account of the Amalgamated Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the Amalgamating Company in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Amalgamated Company, and, shall, in all proceedings, be dealt with accordingly.

11.3. Any refund under the Tax Laws received by / due to Amalgamating Company consequent to the assessments made on Amalgamating Company subsequent to the Appointed Date and

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for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Amalgamated Company.

11.4. Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Amalgamating Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Amalgamated Company.

SECTION D – CANCELLATION OF SHARES AND ACCOUNTING TREATMENT

12. CANCELLATION OF SHARE CAPITAL OF THE AMALGAMATING COMPANY

12.1. The entire issued, subscribed and paid-up share capital of the Amalgamating Company is held by the Amalgamated Company and its nominees. The Amalgamating Company is a direct wholly owned subsidiary of the Amalgamated Company. Hence, upon the Scheme becoming effective, no shares of the Amalgamated Company shall be allotted in lieu or exchange of its holding in the Amalgamating Company and the share capital of the Amalgamating Company shall stand cancelled.

13. ACCOUNTING TREATMENT

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

13.1. All assets, liabilities and reserves in the books of the Amalgamating Company shall stand transferred to and vested in the Amalgamated Company, pursuant to the Scheme and shall be recorded by the Amalgamated Company, at their respective carrying values as on the Appointed Date.

13.2. The investment in the equity share capital of the Amalgamating Company as appearing in the books of accounts of the Amalgamated Company, shall stand cancelled.

13.3. The excess or deficit, if any, in the value of net assets and reserves to be vested in the Amalgamated Company, after making adjustment as mentioned in 13.2 above, would be credited or debited to the "Capital Reserve Account".

13.4. In case of any differences in accounting policy between the Amalgamating Company and Amalgamated Company, the impact of the same till the Appointed Date will be quantified and

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directly adjusted in the profit and loss account of the Amalgamated Company, to ensure that upon the coming into effect of this Scheme, the financial statements of the Amalgamated Company reflect the financial position on the basis of a consistent accounting policy.

13.5. To the extent that there are inter-corporate loans or balances, including debentures, between the Amalgamating Company and the Amalgamated Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Amalgamated Company for the reduction of any assets or liabilities, as the case may be.

13.6. For the removal of doubts, it is hereby clarified that there would be no accrual of interest or other charges in respect of any inter-company loans or balances between the Amalgamating Company and the Amalgamated Company, during the period between the Appointed Date and Effective Date. It is also clarified that there would be no accrual of income or expense on account of any other transactions, including inter alia any transactions in the nature of sale or transfer of any goods or services between the Amalgamating Company and the Amalgamated Company, during the period between the Appointed Date and the Effective Date.

13.7. Notwithstanding the above, the Board of Directors of the Amalgamated Company, in consultation with its Statutory Auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit, in accordance with the prescribed Accounting Standards issued by The Institute of Chartered Accountants of India and generally accepted accounting principles.

14. MERGER OF AUTHORIZED SHARE CAPITAL

14.1. Upon the Scheme becoming effective and with effect from the Appointed Date, the authorized share capital of SSL shall stand transferred to and combined with the authorized share capital of DFPCL.

14.2. Upon the Scheme coming into effect and with effect from the Appointed Date, (and consequent to transfer of the existing authorized share capital of SSL in accordance with

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Clause 14.1 above), the authorized share capital of DFPCL of Rs 135,00,00,000/- (Rupees One Hundred Thirty Five Crores) divided into 12,50,00,000 (Twelve Crore Fifty Lacs) Equity shares of Rs.10/- (Rupees Ten) each and 10,00,000 (Ten Lacs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) shall stand enhanced by an aggregate amount of Rs 5,00,000/- and the entire authorized share capital of SSL so transferred shall all be classified as equity share capital of DFPCL. Accordingly, Clause V of the Memorandum of Association of DFPCL shall, without any further act, instrument or deed, stand modified and reclassified as necessary and be substituted by the following:

'The Authorised Share Capital of the Company shall be Rs. 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lacs) divided into 12,50,50,000 (Twelve Crore Fifty Lacs and Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten) each and 10,00,000 (Ten Lacs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each with power to the Company to increase or decrease such capital, and to issue any part of its capital, original, increased with or without any preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preferential or otherwise, shall be subject to Articles of Association herein contained'

.

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

'The Authorised Share Capital of the Company shall be Rs. 135,05,00,000/- (Rupees One Hundred Thirty Five Crores and Five Lacs) divided into 12,50,50,000 (Twelve Crore Fifty Lacs and Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten) each and 10,00,000 (Ten Lacs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each with such rights, privileges and conditions attaching thereto as may for the time being be provided by the Articles of the Company and/or as may be directed by the general meeting creating the same and if no such directions be given as the Directors shall determine and in particular the Company shall have power to increase or reduce the capital to issue shares with special rights or privileges as to voting, dividend, repayment of capital or otherwise or to

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subject the shares to any restrictions, limitations, conditions or vary or abrogate any such rights, restrictions or conditions'

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

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

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SECTION E – MISCELLANEOUS PROVISIONS

15. SAVING OF CONCLUDED TRANSACTIONS

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

16. APPLICATIONS TO HIGH COURT / OTHER AUTHORITY

16.1. The Amalgamating Company and the Amalgamated Company, if required, shall, with all reasonable dispatch, make applications and petitions to the High Court under section 391 to 394 of the Act for sanction of this Scheme under the provisions of law, including an application for seeking orders for dispensing with or convening, holding and conducting of the meetings of the equity shareholders of the Amalgamating Company and Amalgamated Company, if required, as may be directed by the High Court.

16.2. On the Scheme being agreed to by the requisite majorities of equity shareholders and/ or creditors of the Amalgamating Company and Amalgamated Company, if required. as directed by the High Court, the Amalgamating Company and the Amalgamated Company shall, with all reasonable dispatch, apply to the High Court for sanctioning the Scheme under sections 391 to 394 of the Act, and for such other order or orders, as the said High Court may deem fit for carrying this Scheme into effect and for dissolution of the Amalgamating Company without winding-up.

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17. CONDITIONALITY OF SCHEME

The Scheme is conditional upon and subject to:

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

(b) the Scheme being approved by the High Court;

(c) Authenticated certified copies of above orders of the Hon'ble High Court being filed with the jurisdictional Registrar of Companies by the Companies;

(d) the approval of public shareholders of Amalgamated Company through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, and such resolution shall be acted upon only if the votes cast by public shareholders in favour of the scheme are more than the number of votes cast by public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

18. DISSOLUTION OF THE AMALGAMATING COMPANY

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

19. EFFECT OF NON-APPROVALS

19.1. In the event any of the said sanctions and approvals referred to in Clause 17 above not being obtained and / or the Scheme not being sanctioned by the High Court as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect and null and void save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to

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any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as may otherwise arise in law and in such event each party shall bear their respective costs, charges and expenses in connection with the Scheme.

19.2. If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors of SSL and DFPCL, affect the adoption or validity or interpretation of the other parts and / or provisions of this Scheme. It is hereby clarified that the Board of Directors of SSL and DFPCL, as the case may be, may in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred *inter-se* by the parties or their shareholders or creditors or employees or any other person. In such case, SSL and DFPCL shall bear its own cost or bear costs as may be mutually agreed. Such decisions shall not have an effect on the company that is not a part of such decision.

20. MODIFICATION OR AMENDMENT

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

21. COSTS, CHARGES AND EXPENSES

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

22. REPEALS AND SAVINGS

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

For DEEPAK FERTILISERS AND PETROCHEMICALS CORPN. LTD.

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DEEPAK FERT. AND PETROCHEMS. CORP. LTD. PUNE

Certificate No.: 163/2015

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

1. We have examined the proposed Scheme of Amalgamation between SCM Soilfert Limited ('SSL'), a wholly owned subsidiary of Deepak Fertilisers and Petrochemicals Corporation Limited ('DFPCL' or the 'Company'), and DFPCL and their respective shareholders under section 391 to 394 and other applicable provisions of the Companies Act, 1956 (the 'Proposed Scheme') for merger of SSL with DFPCL (which has been proposed to be placed before the Board of Directors of the Company at its meeting to be held on 05/11/2015), for the purpose of certifying the non-applicability of paragraph 5.2 of SEBI Circular No CIR/CFD/DI L/5/2013 dated February 04, 2013 (As modified by paragraphs 4.2 to 4.4 of SEBI Circular No. CIR/CFD/ DI L/8/2013 dated May 21, 2013).

2. The Management of the Company is responsible for the maintenance of proper books of accounts and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Proposed Scheme and for ensuring compliance with the applicable regulations.

3. Our responsibility, for the purpose of this certificate, is limited to certifying whether a valuation report is required to be obtained by the Company in terms of the above stated provisions of SEBI circulars on the basis of the Proposed Scheme, audited books of account and other relevant records and documents maintained by the Company, and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our verification in accordance with the Guidance Note and Certificate for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India.

4. On the basis of our verification of the Proposed Scheme, audited books of account and other relevant records and documents as referred to in paragraph 3 above and according to the information and explanations provided to us by the Management of the Company, we certify that the requirement of obtaining a valuation report mentioned in paragraph 5.2 of Circular No. CIR/CFD/DI L/5/2013 dated February 04, 2013 (As modified by paragraphs 4.2 to 4.4 of SEBI Circular No. CIR/CFD/ DIL/8/2013 dated May 21, 2013) is not applicable to the Proposed Scheme for the reason in terms of the Proposed Scheme:

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PUNE
Chartered Accountants

a. there will not be issuance of shares or payment of other consideration by DFPCL,
b. the shares of SSL held by its parent company i.e. DFPCL will stand cancelled, and
c. Consequently, there will not be any change in the shareholding pattern of DFPCL.

5. This Certificate is issued at the request of Management of the Company for submission to the BSE Limited, National Stock Exchange of India Limited and the Securities and Exchange Board of India.

For HMA & Associates
Chartered Accountants

HMA & ASSOCIATES PUNE Chartered Accountants

Neeta Palsule
Partner
Membership No.:114882
FRN: 100537W

Date: 29th October, 2015
Place: Pune

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED

REPORT OF AUDIT COMMITTEE OF DEEPAK FERTILISERS AND PETROCHEMCIALS CORPORATION LIMITED

MEMBERS:

Shri N C Singhal	Chairman (Independent)
Shri S R Wadhwa	Member (Independent)
Dr. S. Rama Iyer	Member (Independent)

IN ATTENDANCE

Shri Mandar Velankar	Assistant Company Secretary and Compliance Officer

1. Background:

The Company has placed a Scheme of Amalgamation ("Scheme") for the amalgamation of SCM Soilfert Limited (SSL) with the Company, for recommendation of the said Scheme by the Audit Committee of Directors to the Board of Directors, as required vide Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 (Circular).

This report of the Audit Committee is made in order to comply with the requirements of the Circular after considering the draft scheme of amalgamation.

Since SSL is a wholly owned subsidiary of the Company and as a result of the amalgamation, the shares of SSL held by the Company will stand cancelled, with no issuance of shares or payment of other consideration by the Company, no valuation process is applicable.

2. Proposed Scheme of Amalgamation:

The salient features of the Scheme are as under:

a. The draft Scheme of Amalgamation provides for the amalgamation of SCM Soilfert Limited (defined as 'Amalgamating Company' in the Scheme) into its holding company i.e. Deepak Fertilisers and Petrochemicals Corporation Limited (defined as 'Amalgamated Company' in the Scheme).

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b. The Appointed date of the draft Scheme of Amalgamation is fixed as April 1, 2015.

c. All properties, assets and rights, etc. (as defined in the Scheme) of the Amalgamating Company shall become the properties, assets and rights etc. of the Amalgamated Company.

d. All liabilities (as defined in the Scheme) of the Amalgamating Company shall become the liabilities of the Amalgamated Company.

e. The transfer of the Amalgamating Company will be on a going concern basis.

f. Since all the shares of SCM Soilfert Limited are held by Deepak Fertilisers and Petrochemicals Corporation Limited, which is the holding company, upon the Scheme being sanctioned by the High Court and on transfer and vesting of undertaking of SCM Soilfert Limited in Deepak Fertilisers and Petrochemicals Corporation Limited, there will be no payment of consideration / issue of shares by Deepak Fertilisers and Petrochemicals Corporation Limited to any person and the equity shares held by Deepak Fertilisers and Petrochemicals Corporation Limited in SCM Soilfert Limited shall stand cancelled in accordance with the Scheme.

g. Upon the Scheme of Amalgamation coming into effect, the Amalgamating Company shall be dissolved without being wound up.

Further the Company wishes to bring to the notice of all shareholders that no amount is being or will be called-up for allotment of shares pursuant to the Scheme of Amalgamation.

3. Recommendation of the Audit Committee:

The Audit Committee recommends the Draft Scheme, *inter-alia* taking into consideration that no valuation is required, for favorable consideration by the Board of Directors, Stock Exchange(s) and SEBI.

Date: 4th November, 2015

Place: Mumbai

N C Singhal

Chairman, Audit Committee

FAIRNESS OPINION

ON

SCHEME OF AMALGAMATION

OF

SCM SOILFERT LIMITED
(AMALGAMATING COMPANY)

INTO

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED
(AMALGAMATED COMPANY)

PREPARED BY

HEM SECURITIES LTD.

HEM SECURITIES LTD.

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

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

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

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

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

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Hem Securities Ltd.

Date 02/11/2015

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

1. Background of Engagement

We understand that the Scheme of Amalgamation between SCM Soilfert Limited ('Amalgamating Company' / 'SSL'), a wholly owned subsidiary company and Deepak Fertilisers and Petrochemicals Corporation Limited('Amalgamated Company' / 'DFPCL') and their respective Shareholders under section 391 to394 of the Companies Act, 1956 is proposed to be placed before the Board ("Proposed Scheme").

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

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

Clause 24(h) of the Listing agreement

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

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

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

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

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

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

2. Sources of information

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

3. Background of companies

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

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

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4. Synopsis of Scheme of Amalgamation

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

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

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

5. Exclusions and Limitations

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

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

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

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6. **Conclusion**

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

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

For, Hem Securities Ltd

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

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SCM Soilfert Limited

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CIN: U24120PN2012PLC145024

Annexure 6

Shareholding pattern of SCM Soilfert Limited (Pre-merger)

Name of Shareholder	No. of shares held	Percentage	Nominal Value
Deepak Fertilisers and Petrochemicals Corporation Limited	49,993	99.986	10
Mr. Sailesh C. Mehta (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
Mrs. Parul S. Mehta (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
Mr. Somnath A Patil (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
Mr. Guy R. Goves (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
Mr. Vivek Y. Kelkar (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
Mr. Rajeev M. Chemburkar (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
Mr. R. Sriraman (as a nominee of Deepak Fertilisers and Petrochemicals Corporation Limited)	1	0.002	10
	50,000	**100.00**	

Note: Post-merger shareholding pattern of the company is not applicable as it will get dissolved without winding up pursuant to the scheme of amalgamation.

For **SCM Soilfert Limited**

R. Sriraman
Director
DIN: 00228061

Date: 9th November, 2015
Place: Pune

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

Annexure 7

DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

SHARE HOLDING PATTERN AS ON 30TH OCTOBER 2015

(PRE AND POST SCHEME OF AMALGAMATION)

(I) (a) Statement showing Shareholding Pattern

Name of the Company : Deepak Fertilisers And Petrochemicals Corporation Limited

Scrip Code :500645	Name of the Scrip:- DEEPAKFERT		Class of Security: Equity
30TH OCTOBER, 2015			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
Total	-	-	-
Oustanding convertible securities:-	No. of outstanding Securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible Securities
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
Total	-	-	-
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of Warrants
Held by promoter / promoter group	-	-	-
Held by public	-	-	-
Total	-	-	-
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities			**88,204,943**

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Category Code	Category of Shareholders	Number of Share holders	Total No. of Shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)1	As a percentage of (A+B+C)	Number of Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)* 100
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family	3	26319021	26319021	29.84	29.84		
(b)	Cental Government /State Government(s)	0	0	0	0.00	0.00		
(c)	Bodies Corporate	3	18655372	18655372	21.15	21.15		
(d)	Financial Institutions/Banks	0	0	0	0.00	0.00		
(e)	Any Other (specify)	0	0	0	0.00	0.00		
	Sub-Total (A)(1)	**6**	**44974393**	**44974393**	**50.99**	**50.99**	**0**	**0**
(2)	Foreign							
(a)	Individuals (Non- Resident Individuals / foreign Individuals)	0	0	0	0.00	0.00		
(b)	Bodies Corporate	0	0	0	0.00	0.00		
(c)	Institutions	0	0	0	0.00	0.00		
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(e)	Any Other (specify)	0	0	0	0.00	0.00		
	Sub-Total (A)(2)	**0**	**0**	**0**	**0.00**	**0.00**		
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**6**	**44974393**	**44974393**	**50.99**	**50.99**	**0**	**0**
(B)	Public Shareholding							
(1)	Institutions							
(a)	Mutual Fund/UTI	16	2028637	2018412	2.30	2.30		
(b)	Financial Institutions/Banks	28	23892	15087	0.03	0.03		
(c)	Central Government /State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	6	1955511	1954761	2.22	2.22		
(f)	Foreign Institutional Investors	39	12280944	12280944	13.92	13.92		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Foreign Portfolio - Corp.	5	451695	451695	0.51	0.51		
(j)	Any other (specify)	0	0	0	0.00	0.00		
	Sub-Total (B)(1)	**94**	**16740679**	**16720899**	**18.98**	**18.98**	**N.A.**	**N.A.**
(2)	Non Institutions							
(a)	Bodies Corporate	822	3787459	3756258	4.29	4.29		
(b)	Individuals							
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	101364	17251990	12223550	19.56	19.56		
	ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	109	3026855	2959905	3.43	3.43		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other(specify)							
	Non Resident Indian	2278	2218143	720368	2.51	2.51		
	Non Domestic Companies	3	184750	0	0.21	0.21		
	Trust	11	20674	20624	0.02	0.02		
	Sub-Total (B)(2)	**104587**	**26489871**	**19680705**	**30.03**	**30.03**	**N.A.**	**N.A.**
	Total Public shareholding (B)=(B)(1)+(B)(2)	104681	43230550	36401604	49.01	49.01		
	TOTAL (A)+(B)	**104687**	**88204943**	**81375997**	**100.00**	**100.00**	**N.A.**	**N.A.**
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0.00	0.00		
2	Public	0	0	0	0.00	0.00		
	GRAND TOTAL (A)+(B)+(C)	**104687**	**88204943**	**81375997**	**100.00**	**100.00**	**0**	**0**

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DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

(I) (b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.No.	Name of the shareholder	Details of Shares held		Encumbered Shares (*)			Details of Warrants		Details of Convertible Securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares held	As a % of grand total (A)+(B)+(C)	Number	As a percentage (VI) = (V) / (III) * 100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	No. of warrants held	As a % of a total number of warrants of the same class	No. of convertible securities held	As a % of a total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	SAILESH CHIMANLAL MEHTA	21,284,506	24.13	0	0	0	0	0	0	0	24.13
2	NOVA SYNTHETIC LIMITED	17,267,071	19.58	0	0	0	0	0	0	0	19.58
3	STOREWELL CREDITS & CAPITAL PRIVATE LIMITED	1,262,084	1.43	0	0	0	0	0	0	0	1.43
4	CHIMANLAL KHIMCHAND MEHTA	1,064,273	1.21	0	0	0	0	0	0	0	1.21
5	PARUL SAILESH MEHTA	3,970,242	4.50	0	0	0	0	0	0	0	4.50
6	SOFOTEL INFRA PRIVATE LIMITED	126,217	0.14	0	0	0	0	0	0	0	0.14
	TOTAL	**44,974,393**	**50.99**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**50.99**

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(I) (c)(i) Statement showing holding of securities (including shares, warrants, convertible, securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e. Grand total of (A)+(B)+(C) indicated in statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % of a total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED	7569000	8.58					8.58
2	FIDELITY NORTHSTAR FUND	1250500	1.42					1.42
3	ICICI PRUDENTIAL LIFE INSURANCE CO LTD	1080183	1.22					1.22
4	THE NEW INDIA ASSURANCE COMPANY LIMITED	1066101	1.21					1.21
		10,965,784	**12.43**					**12.43**

(I) (c)(ii) Statement showing holding of securities (including shares, warrants, convertible, securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares

Sr.No.	Name of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares {i.e. Grand total of (A)+(B)+(C) indicated in statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	FIDELITY PURITAN TRUST-FIDELITY LOW-PRICED	7,569,000	8.58					8.58

(I) (d) Statement showing details of locked-in shares

Sr.No.	Name of the Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e.Grand Total of (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	N.A.	N.A.	N.A.

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr.No.	Type of outstanding DR (ADRs, GDRs, SDRs,etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above
	N. A.	N. A.	N.A.	N.A.

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by `promoter / promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying oustanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above
	N. A.	N. A.	N. A.	N.A.

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(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer. (Give description of voting rights for each class of security.

Class X:
Class Y: NOT APPLICABLE
Class Z:

Category Code	Category of shareholder	Number of Voting Rights held in each class of securities			Total voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government /State Government(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions/Banks						
(e)	Any Other (specify)						
	Sub-Total (A)(1)	NA	NA	NA	NA	NA	NA
(2)	Foreign						
(a)	Individuals (Non Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	Sub-Total (A)(2)	NA	NA	NA	NA	NA	NA
	Total shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	NA	NA	NA	NA	NA	NA
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Fund/UTI						
(b)	Financial Institutions/Banks						
(c)	Central Government / State Government(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	Sub-Total (B)(1)						
(2)	Non Institutions						
(a)	Bodies Corporate						
(b)	Individuals						
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh						
	ii) Individual shareholders holding nominal share capital in in excess of Rs. 1 lakh.						
(c)	Any Other(specify)						
	Sub-Total (B)(2)						
	Total Public shareholding (B)=(B)(1)+(B)(2)	NA	NA	NA	NA	NA	NA
	TOTAL (A)+(B)	NA	NA	NA	NA	NA	NA
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)	NA	NA	NA	NA	NA	NA

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For Deepak Fertilisers And Petrochemicals
Corporation Limited

Asst. Company Secretary

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SCM Soilfert Limited

Regd. Office: Deepak Complex, Opp. Golf Course, Shastri Nagar, Yerawada,
Pune - 411 006.
Tel : +91-20-6645 8000 Fax : +91-20-2668 3723
CIN: U24120PN2012PLC145024

ANNEXURE 8

The financial details of the Company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: SCM Soilfert Limited

(Rs. in Cr)

	Unaudited Financials for 6 months period ended	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
	September 30, 2015	2014-15	2013-14	2012-13
Equity Paid up Capital	0.05	0.05	0.05	0.05
Reserves and surplus	24.73	1.98	2.24	(0.005)
Carry forward losses	--	--	--	--
Net Worth	24.78	2.03	2.29	0.05
Miscellaneous Expenditure	--	--	--	--
Secured Loans	--	--	--	--
Unsecured Loans	--	230.03	180.00	--
Fixed Assets	--	--	--	--
Income from Operations	--	0.95	3.59	--
Total Income	56.53	14.14	7.21	--
Total Expenditure*	0.52	5.67	4.90	0.005
Profit before Tax	56.01	8.47	2.30	(0.005)
Profit after Tax	56.01	8.23	2.25	(0.005)
Cash profit	56.01	8.23	2.25	(0.005)
EPS	11,202.35	1,646.58	449.79	(1.82)
Book value per share	4,957	405	459	9

***includes depreciation and amortization**

****all figures in crores except EPS and Book value per share**

For SCM Soilfert Limited

Somnath Patil
Director
(DIN: 02006553)

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

ANNEXURE -9

The financial details of the Company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Deepak Fertilisers and Petrochemicals Corporation Limited**

(Rs. in Cr)

	Six months period ended September 30, 2015 (Limited Review)	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 year prior to the last Audited Financial Year
		2014-15	2013-14	2012-13
Equity Paid up Capital	88.20	88.20	88.20	88.20
Reserves and surplus	1,508.40	1,436.66	1,402.91	1,226.05
Carry forward losses	--	--	--	--
Net Worth	1,596.60	1,524.86	1491.11	1314.25
Miscellaneous Expenditure	--	--	--	--
Secured Loans	1,198.45	1,038.03	961.61	1,123.90
Unsecured Loans	668.43	346.04	--	--
Fixed Assets	1,525.37	1,491.18	1,482.04	1,439.24
Income from Operations	2,120.65	3,711.77	3,816.28	2,606.45
Total Income	2,157.17	3,750.05	3,863.32	2,668.24
Total Expenditure*	2,056.97	3,641.47	3,515.58	2,467.66
Profit before Tax	100.20	108.22	336.39	200.58
Profit after Tax	71.74	78.35	243.88	146.91
Cash profit	130.62	195.66	346.52	244.36
EPS	8.13	8.88	27.65	16.65
Book value per share	181.01	172.88	169.05	149.00

* **includes depreciation and amortization and excludes exceptional and extraordinary items**

** **all figures in crores except EPS and Book Value per share**

**FOR DEEPAK FERTILISERS AND
PETROCHEMICALS CORPORATION LIMITED**

Mandar Velankar
Asst. Company Secretary

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Annexure 10

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

DEEPAK FERTILISERS
AND PETROCHEMICALS
CORPORATION LIMITED

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	:	Deepak Fertilisers And Petrochemicals Corporation Limited
Quarter Ended on	:	10th November, 2015

Particulars	Clause of Listing agreement	Compliance Status YES / NO	Remarks
Board of Directors	49 (II)		
Composition of Board	49 (IIA)	YES	
Independent Directors	49 (IIB)	YES	
Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
Other provisions as to Board and Committees	49 (IID)	YES	
Code of Conduct	49 (IIE)	YES	
Whistle Blower Policy	49 (IIF)	YES	
Audit Committee	49 (III)		
Qualified & Independent Audit Committee	49 (IIIA)	YES	
Meeting of Audit Committee	49 (IIIB)	YES	
Powers of Audit Committee	49 (IIIC)	YES	
Role of Audit Committee	49 (IIID)	YES	
Review of Information by Audit Committee	49 (IIIE)	YES	
Nomination and Remuneration Committee	49 (IV)	YES	
Subsidiary Companies	49 (V)	YES	
Risk Management	49 (VI)	YES	
Related Party Transactions	49 (VII)	YES	
Disclosures	49 (VIII)		
Related party transactions	49 (VIIIA)	YES	
Disclosure of Accounting Treatment	49 (VIIIB)	YES	
Remuneration of Directors	49 (VIIIC)	YES	
Management	49 (VIIID)	YES	
Shareholders	49 (VIIIE)	YES	
Proceeds from public issues, right issues, preferential issues etc.	49 (VIIIF)	Not Applicable	
CEO/CFO Certification	49 (IX)	YES	
Report on Corporate Governance	49 (X)	YES	
Compliance	49 (XI)	YES	

FOR DEEPAK FERTILISERS AND
PETROCHEMICALS CORPORATION LIMITED

MVelank

Mandar Velankar
Asst. Company Secretary

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

ANNEXURE 11

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation between SCM Soilfert Limited and Deepak Fertilisers and Petrochemicals Corporation Limited and their respective shareholders

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	**Complied** The management has chosen the BSE Limited as the designated stock exchange for the purpose of correspondence with SEBI
	Compliance as per Part A, Annexure I to the Circular	
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	**Complied** Copy of the Scheme of Amalgamation as approved by the Board of directors on 5th November 2015 is attached (Refer **Annexure 2**)
2.b	Valuation Report from Independent Chartered Accountant	**Not Applicable.** Certificate from an Independent Chartered Accountant stating the non-applicability of Valuation Report (since no shares are being issued under the scheme and consequently, there is no change in the shareholding pattern) is attached **(Refer Annexure 3)**
2.c	Report from the Audit Committee recommending the Draft Scheme	**Complied** **(Refer Annexure 4)**

Regd. Office: Opp. Golf Course, Shastri Nagar, Yerawada, Pune - 411 006, India.
CIN: L24121MH1979PLC021360 | www.dfpcl.com

2.d	Fairness opinion by merchant banker	**Complied** The Fairness opinion issued by HEM Securities Ltd. Category I, Merchant banker registered with SEBI is attached **(Refer Annexure 5)**
2.e	Pre and post amalgamation shareholding pattern of unlisted company	**Complied** **(Refer Annexure 6)**
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	**Complied** **(Refer Annexure 8)**
2.g	Compliance with Clause 49 of Listing Agreement	**Complied** **(Refer Annexure 10)**
2.h	Complaints Report	The management would submit the Complaints Report within 7 days of the expiry of 21 days from the date of submission of the Scheme of Amalgamation to the Stock Exchange
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	**Not Applicable**
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	**Not Applicable**
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	**Not Applicable** Please note that no shares are being issued under the Scheme

6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	**Not Applicable**
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	**Not Applicable**

For Deepak Fertilisers And Petrochemicals Corporation Limited

Name: Mandar Velankar
Designation : Assistant Company Secretary & Compliance Officer

ANNEXURE 12

Brief particulars of the transferee / resulting and transferor / demerged companies

Particulars	Transferee/ Amalgamated/ ~~Resulting~~ Company	Transferor/ Amalgamating/ ~~Demerged~~ Company
Name of the company	Deepak Fertilisers and Petrochemicals Corporation Limited	SCM Soilfert Limited
Date of Incorporation & details of name changes, if any	The company was incorporated on May 31, 1979 as "Deepak Fertilisers and Petrochemicals Corporation Private Limited" with the Registrar of Companies, Maharashtra at Mumbai. The Company's name was thereafter changed to "Deepak Fertilisers and Petrochemicals Corporation Limited" on conversion from a Private Company to a Public Company and a fresh Certificate of Incorporation was issued to that effect on June 14, 1979.	October 10, 2012
Registered Office	Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India.	Deepak Complex, Opp Golf Course, Shastri Nagar, Yerawada, Pune - 411006, Maharashtra, India
Brief particulars of the scheme	i. The draft Scheme of Amalgamation provides for the Amalgamation of SCM Soilfert Limited (defined as 'Amalgamating Company' in the Scheme) into its holding company i.e. Deepak Fertilisers and Petrochemicals Corporation Limited (defined as 'Amalgamated Company' in the Scheme). ii. The Appointed date of the draft Scheme of Amalgamation is fixed as April 1, 2015. iii. All properties, assets and rights etc (as defined in the Scheme) of the Amalgamating Company shall become the properties, assets and rights etc. of the Amalgamated Company. iv. All liabilities (as defined in the Scheme) of the Amalgamating Company shall become the liabilities of the Amalgamated Company. v. The transfer of the Amalgamating Company will be on a going concern basis. vi. Since all the shares of the Amalgamating Company are held by the Amalgamated Company, upon the Scheme being sanctioned by the High Court and on transfer and vesting of undertaking of the Amalgamating Company in the Amalgamated Company, there will be no payment of consideration / issue of shares by the Amalgamated Company to any person and the equity shares held by the Amalgamated Company in the Amalgamating Company shall stand cancelled in accordance with the Scheme. vii. Upon the Scheme of Amalgamation coming into effect, the Amalgamating Company shall be dissolved without being wound up.	

Rationale for the scheme	a. Streamline operations by maintaining a simple corporate structure and eliminate duplicate corporate procedures. b. Facilitate consolidation of all the undertakings in order to enable effective management and unified control of operations. c. Create economies in administrative and managerial costs by consolidating operations in order to substantially reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances	
Date of resolution passed by the Board of Director of the company approving the scheme	5th November 2015	5th November, 2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	4th November, 2015	Not applicable
Appointed Date	April 1, 2015	
Name of Exchanges where securities of the company are listed	Equity shares of the Company are listed on the following stock exchanges BSE – 500645 (Scrip Code) NSE – DEEPAKFERT (Symbol)	Not listed
Nature of Business	The company is engaged in of fertilisers, agri services, bulk chemicals, mining chemical and value added real estate.	The company is engaged in manufacturing and trading of fertilisers, petroleum and their byproducts.
Capital before the scheme	**Authorized Capital** Equity Share Capital – Rs 1,250,000,000 Cumulative Redeemable Preference Share Capital - 100,000,000 **Issued, subscribed and paid up capital** Equity Share Capital – Rs 882,049,430	**Authorized Capital** Equity Share Capital - Rs 5,00,000 **Issued, subscribed and paid up capital** Equity Share Capital – Rs 5,00,000
No. of shares to be issued	NIL	
Cancellation of shares on account of cross holding, if any	50,000 equity shares of Rs. 10 each (as the entire Equity share capital of SCM Soilfert Limited is held by Deepak Fertilisers and Petrochemicals Corporation Limited)	

Capital after the scheme	**Authorized Capital** Equity Share Capital – Rs 1,250,500,000 Cumulative Redeemable Preference Share Capital – Rs 100,000,000 **Issued, subscribed and paid up capital** Equity Share Capital – Rs 1,250,000,000	Not Applicable
Net Worth Pre Post	Net-worth as on April 1, 2015 Rs 15,248,622,000 Rs 15,268,394,893	Net-worth as on March 31, 2015 Rs 20,272,893 Not Applicable
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.		
Fair value per shares		
Exchange ratio		
Name of Merchant Banker giving fairness opinion	HEM Securities Ltd.	

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

Shareholding pattern of the Amalgamated Company	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	44,974,393	50.99%	44,974,393	50.99%
Public	43,230,550	49.01%	43,230,550	49.01%
Custodian	0	0%	0	0%
TOTAL	88,204,943	100%	88,204,943	100%
No of shareholders	104,691 (as on October 30, 2015)		104,691 (as on October 30, 2015)	
Names of the Promoters	1. Sailesh Chimanlal Mehta 2. Nova Synthetic Ltd 3. Storewell Credits & Capital Pvt Ltd 4. Chimanlal Khimchand Mehta 5. Parul Sailesh Mehta 6. Sofotel Infra Pvt Ltd		Deepak Fertilisers and Petrochemicals Corporation Limited	
Names of the Board of Directors	1. Parul Sailesh Mehta 2. Partha Sarathi Bhattacharyya 3. Sailesh Chimanlal Mehta 4. Dipankar Basu 5. Rama Sankaranarayana Iyer 6. Anil Sachdev 7. Pranay Dhansukhlal Vakil 8. Naresh Chand Singhal 9. Urmilkumar Purushottamdas Jhaveri 10. Sewak Ram Wadhwa 11. Rajendra Ambalal Shah		1. Raghuraman Sriraman 2. Guy Roland Goves 3. Somnath Annasaheb Patil	
Details regarding change in management control if any	There shall be no change in the management control post amalgamation			

For Deepak Fertilisers And Petrochemicals Corporation Limited

Mvelankar

Mandar Velankar
Assistant Company Secretary
Date : 13th November 2015
Place : Pune

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B. K. KHARE & CO.
CHARTERED ACCOUNTANTS

T + 91 022 22000607/7318/6360
+ 91 022 66315835/36
F + 91 022 2200 3476
E info@bkkhareco.com
706/708, Sharda Chambers New Marine Lines, Mumbai - 400 020, India

To,
Board of Directors
Deepak Fertilisers And Petrochemicals Corporation Limited
Sai Hira, Survey No. 93,
Mundhwa,
Pune 411 036

AUDITORS' CERTIFICATE

We, B. K. Khare & Company, Chartered Accountants (Firm Registration Number: 105102W), Chartered Accountants, have examined the Proposed Scheme of Amalgamation of SCM Soilfert Limited with Deepak Fertilisers and Petrochemicals Corporation Limited ('the Company'). We have also examined the annexed "Notional Computation of Net Worth of Deepak Fertilisers and Petrochemicals Corporation Limited as on March 31, 2015" duly signed by the Company.

The management of the Company is responsible for maintenance of proper books of account and such other relevant records as prescribed by the applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Statement.

Our responsibility, for the purpose of this certificate, is limited to certify the Statement based on the Proposed Scheme.

On the basis of our verification and examination of the Proposed Scheme (initialled by us for identification) and according to the information and explanations given to us by the Management of the Company, we state that we have examined the annexed "Notional Computation of Net Worth of Deepak Fertilisers and Petrochemicals Corporation Limited as on March 31, 2015" as prepared by the Company with:

- the audited financial statements of Deepak Fertilisers and Petrochemicals Corporation Limited for the financial year ended March 31, 2015;
- the audited financial statements of SCM Soilfert Limited for the financial year ended March 31, 2015;
- a copy of the Proposed Scheme to be approved by the Board of Directors of the Company at its meeting which is to be held on 5th November, 2015.

found it in accordance therewith.

This Certificate is issued solely as per the requirements of the Stock Exchange for filing along with the Proposed Scheme operative from 1st April, 2015 which is to be approved by the Board of Directors of Deepak Fertilisers and Petrochemicals Corporation Limited in the meeting proposed to be held on 5th November 2015 and is not to be considered for any other purpose.

For B. K. Khare & Co.
Chartered Accountants
Firm Registration No.: 105102W

Naresh Kataria

Naresh Kataria
Partner
Membership Number: 037825
Pune
Dated: November 3, 2015

ANNEXURE I

NOTIONAL COMPUTATION OF NETWORTH

The Net worth of Deepak Fertilisers and Petrochemicals Corporation Limited, pre and post Scheme, is as under:

(Rs in Lacs)

Particulars	**Pre Scheme (as on April 1, 2015)**	**Post Scheme (as on April 1, 2015)**
Share Capital	8820.49	8820.49
Share Premium Account	10,798.95	10,798.95
General Reserve	17,709.91	17,709.91
Balance in Profit and Loss Account	1,06,902.61	1,07,100.34
Capital Redemption Reserve	150	150
Debenture Redemption Reserve	8,104.13	8,104.13
Capital Reserve	0.13	0.13
Net-worth (Excluding Revaluation Reserves)	**1,52,486.22**	**1,52,683.95**

For B. K. Khare & Co.

Chartered Accountants
Firm Registration No. 105102W

Naresh Kataria
Partner
Membership No. 037825
Pune
Dated: November 3, 2015

For Deepak Fertilisers And

Petrochemicals Corporation Limited

Debasish Banerjee
Executive Vice President
Finance and Accounts

SCM Soilfert Limited

Regd. Office: Deepak Complex, Opp. Golf Course, Shastri Nagar, Yerawada,
Pune - 411 006.
Tel : +91-20-6645 8000 Fax : +91-20-2668 3723
CIN: U24120PN2012PLC145024

Annexure-14

Details of Capital evolution of SCM Soilfert Limited (Amalgamating Company):

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
09.10.2012	24,998	10	Subscribers to Memorandum and Articles of Association	24,998	Un-listed since Company is Un-listed Entity
09.10.2012	24,997	10	Subscribers to Memorandum and Articles of Association	49,995	Un-listed since Company is Un-listed Entity
09.10.2012	1	10	Subscribers to Memorandum and Articles of Association	49,996	Un-listed since Company is Un-listed Entity
09.10.2012	1	10	Subscribers to Memorandum and Articles of Association	49,997	Un-listed since Company is Un-listed Entity
09.10.2012	1	10	Subscribers to Memorandum and Articles of Association	49,998	Un-listed since Company is Un-listed Entity
09.10.2012	1	10	Subscribers to Memorandum and Articles of Association	49,999	Un-listed since Company is Un-listed Entity
09.10.2012	1	10	Subscribers to Memorandum and Articles of Association	50,000	Un-listed since Company is Un-listed Entity

For **SCM Soilfert Limited**

R. Sriraman
Director
DIN: 00228061

Date: 9th November, 2015
Place: Pune

Corp. Office: Sai Hira, Survey No. 93,
Mundhwa, Pune - 411 036, India.
Tel: +91 (20) 6645 8000

Annexure-15

Details of Capital evolution of Deepak Fertilisers And Petrochemicals Corporation Limited (Amalgamated Company):

Date of Issue/ Allotment	No. of shares issued/ Forfeited	Face Value (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
28.05.1979	2	10	Subscribers to Memorandum and Articles of Association	2	Listed
02.06.1979	8	10	Transfer and Issue	10	Listed
14.07.1982	1,14,99,990	10	Preferential Issue	1,15,00,000	Listed
20.08.1987	33,27,900	10	Conversion of Rupee Term Loan	1,48,27,900	Listed
01.01.1990	2,18,50,000	10	IPO	3,66,77,900	Listed
01.01.1991	2,18,50,000	10	IPO	5,85,27,900	Listed
31.05.1995	1,51,02,093	10	IPO	7,36,29,993	Listed
03.09.1996	1,50,00,000	10	Conversion of Warrants	8,86,29,993	Listed
29.05.1998	4,25,050	10	Shares Forfeited	8,82,04,943	Listed

FOR DEEPAK FERTILISERS AND
PETROCHEMICALS CORPORATION LIMITED

Mandar Velankar
Asst. Company Secretary

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ANNEXURE 16

To,

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

To,

The General Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation between Deepak Fertilisers and Petrochemicals Corporation Limited ('the company') and SCM Soilfert Limited ('Scheme')

In connection with the above application, we hereby confirm that:

a) The proposed scheme of amalgamation does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.

b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
   i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern;
   ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company;
   iii) The Complaint report and
   iv) The observation letter issued by the stock exchange(s)

c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per website link given hereunder:

   http://www.dfpcl.com/DFPCL/investors-other.asp

d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

DEEPAK FERT. AND PETROCHEMS. CORP. LTD. ★ PUNE

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e) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

f) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For Deepak Fertilisers And Petrochemicals Corporation Limited

DEEPAK FERT. AND PETROCHEMS. CORP. LTD. PUNE

Mandar Velankar
Compliance Officer (Assistant Company Secretary)

B. K. KHARE & CO.
CHARTERED ACCOUNTANTS

T + 91 022 22000607/7318/6360
+ 91 022 66315835/36
F + 91 022 2200 3476
E info@bkkhareco.com
706/708, Sharda Chambers New Marine Lines, Mumbai - 400 020, India

To,

The Board of Directors

Deepak Fertilisers And Petrochemicals Corporation Limited
Sai Hira, Survey No. 93,
Mundhwa,
Pune 411 036

Auditors' certificate

We, the statutory auditors of Deepak Fertilisers And Petrochemicals Corporation Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 13 of the Proposed Scheme of Amalgamation between Deepak Fertilisers and Petrochemicals Corporation Limited and SCM Soilfert Limited in terms of the provisions of sections 391 to 394 of the Companies Act, 1956 (including any statutory modification or re-enactment or amendment thereof) with reference to its compliance with the applicable Accounting Standards notified under section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the proposed accounting treatment contained in the aforesaid scheme is in compliance with Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards notified by the Central Government under section 133 of the Companies Act, 2013.

This Certificate is issued at the request of Deepak Fertilisers and Petrochemicals Corporation Limited pursuant to the requirements of Clause 24(i) of the Listing Agreement for onward submission to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). This Certificate should not be used for any other purpose without our prior written consent.

For B K Khare & Co.
Chartered Accountants
Firm Registration Number: 105102W

Naresh Kataria
Partner
Membership Number: 037825
Pune
Dated: November 3, 2015

Annexure 18

SCM SOILFERT LIMITED

ANNUAL REPORT

2014 - 2015

CERTIFIED TRUE COPY

For SCM Soilfert Limited

Director

REGISTERED OFFICE

Deepak Complex, Opp. Golf Course, Shastri Nagar,
Yerawada, Pune-411 006
Tel: 020-6645 8000 Fax: 020-2668 3723
CIN: U24120PN2012PLC145024

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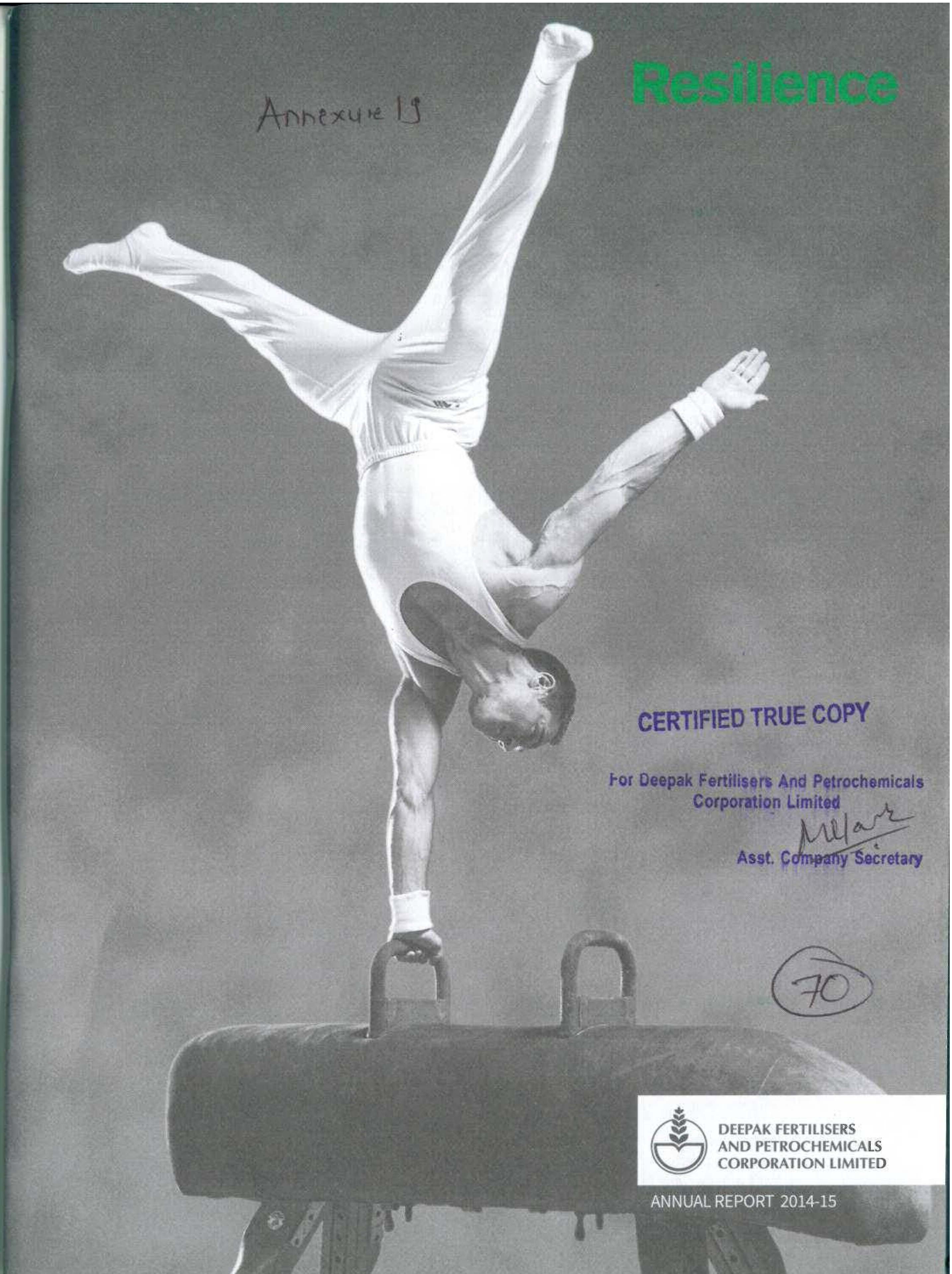
Annexure 19

Resilience



CERTIFIED TRUE COPY

For Deepak Fertilisers And Petrochemicals Corporation Limited

Asst. Company Secretary

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DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION LIMITED

ANNUAL REPORT 2014-15

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A/c Payee Only

VALID FOR THREE MONTHS ONLY

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BOMBAY STOCK EXCHANGE LIMITED.

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अदा करें ₹ 1,04,000.00

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A/C No. 007655100000222

For DEEPAK FERTILISERS
AND PETROCHEMICALS CORPORATION LTD

IFS Code - IBKL0000390

Payable at Par at all IDBI Bank Branches

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Please sign above

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