



18 March 2020

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Listing Department  
National Stock Exchange of India Ltd.  
“Exchange Plaza”,  
Bandra - Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Subject: Clarification on news item appearing in Economic Times Website -  
Disclosure under Regulation 30 of SEBI (Listing Obligations and  
Disclosure Requirement) Regulations, 2015**

Dear Sir / Madam,

This is with reference to an article appearing yesterday on Economic Times website i.e. [economictimes.indiatimes.com](http://economictimes.indiatimes.com), which inter alia, states that our Company i.e. Deepak Fertilisers And Petrochemicals Corporation Limited, is among the companies whose promoters have pledged more than 70% of shares and therefore carries the risk of losing control of the entity.

We would like to inform that the details in the said article were factually incorrect with respect to our Company.

In view of the above, we would like to clarify as under:

During October 2019, International Finance Corporation (IFC) subscribed to the first tranche of US\$ 30 million (i.e. approx. Rs.210 Crores), by way of Foreign Currency Convertible Bonds (FCCBs) and Compulsory Convertible Debentures (CCDs) into DFPCL and its wholly owned subsidiary Smartchem Technologies Limited (STL). Non-Disposal Undertaking (NDU) has been provided by Promoter of DFPCL to IFC for CCDs issued by Smartchem Technologies Ltd., which is usual in such transactions.



As per the undertaking the promoters agreed / undertook not to dispose of the shares and as such there is no pledge of shares. In fact, with the NDU it is ensured that the promoters continue to own the shares which is completely contrary to the theme of the news item that the promoters run the risk of losing control of the entities because of pledge. The fact of encumbrances being only “non-disposal undertaking” is duly communicated by the promoters of the Company to the Stock Exchanges. The Copy of the disclosure made by the promoter is attached herewith for your ready reference.

We would be happy if the above clarification is shared with the investing community in order to provide the factual position. We also request that ‘Non Disposal Undertaking’ be categorized differently in the exchange website instead of classifying such undertakings as encumbrance or pledge as these are misunderstood by general public and investors.

We request you to take the same on your record.

Thanking you,  
Yours faithfully,

For **Deepak Fertilisers**  
**And Petrochemicals Corporation Limited**

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

Encl: as above

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)

Deepak Fertilisers And Petrochemicals Corporation Limited

Names of the Stock Exchanges where the shares of the target company are listed

1. Bombay Stock Exchange Limited
2. National Stock Exchange of India Limited

Date of reporting

[.] 25/10/2019

Name of the promoter or PAC on whose shares encumbrance has been created/ released/ invoked

Nova Synthetic Limited

**Details of the creation of encumbrance: Non-Disposal Undertaking**

| Name of the promoter(s) or PACs with him (**) | Promoter holding in the target company (1) |                          |                                   | Promoter holding already encumbered (2) |                          | Details of events pertaining to encumbrance (3) |                                                     |                                                                      |               |                          |                                                     | Post event holding of encumbered shares [creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]] |                          |
|-----------------------------------------------|--------------------------------------------|--------------------------|-----------------------------------|-----------------------------------------|--------------------------|-------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------|---------------|--------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------|
|                                               | No. of shares                              | % of total share capital | % w.r.t diluted share capital (*) | No. of shares                           | % of total share capital | Type of event (creation / release / invocation) | Date of creation/ invocation release of encumbrance | Type of encumbrance (pledge/ lien/ non disposal undertaking/ others) | No. of shares | % of total share capital | Name of the entity in whose favor shares encumbered | No. of shares                                                                                           | % of total share capital |
| Nova Synthetic Limited                        | 4,27,06,848                                | 48.42                    | 45.10                             | -                                       | -                        | Creation                                        | 16 October 2019                                     | Non disposal undertaking                                             | 3,52,81,977   | 40                       | IFC                                                 | 3,52,81,977                                                                                             | 40                       |
| Chimanlal Khimchand Mehta                     | 7,64,273                                   | 0.87                     | 0.81                              | -                                       | -                        | -                                               | -                                                   | -                                                                    | -             | -                        | -                                                   | -                                                                                                       | -                        |

*[Signature]*

|                                                       |                       |      |      |   |   |   |   |   |   |   |   |   |   |
|-------------------------------------------------------|-----------------------|------|------|---|---|---|---|---|---|---|---|---|---|
| Sailesh<br>Chimanlal<br>Mehta                         | 1,506                 | 0.00 | 0.00 | - | - | - | - | - | - | - | - | - | - |
| Parul<br>Sailesh<br>Mehta                             | 1,226                 | 0.00 | 0.00 | - | - | - | - | - | - | - | - | - | - |
| Sofotel<br>Infra<br>Private<br>Limited                | 16,88,<br>301         | 1.91 | 1.78 | - | - | - | - | - | - | - | - | - | - |
| Robust<br>Marketing<br>Services<br>Private<br>Limited | 2,60,8<br>85<br>(***) | 0.30 | 7.12 | - | - | - | - | - | - | - | - | - | - |

**Additional Notes:**

(\*\*\*) The Target Company has allotted 64,76,893 warrants to Robust Marketing Service Private Limited, and the same upon conversion has been taken into consideration while calculating share capital of the Target Company on fully diluted basis.



Signature of the Authorized Signatory:



S.C. MEHTA  
DIRECTOR

Place:

Date:

(\*\*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(\*) Total share capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement. Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

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