

**Anneure I**

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) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011														
Name of the Target Company(IC)										Deepak Fertilisers And Petrochemicals Corporation Limited ("DFPCL")				
Names of the stock exchanges where the shares of the target company are listed										1. BSE Limited ("BSE") 2. National Stock Exchange of India Limited ("NSE")				
Date of reporting										25-03-2020				
Name of the promoter or PAC on whose shares encumbrance has been created/ released/ invoked										Robust Marketing Services Private Limited ("Robust")				
Details of the creation of encumbrance:														
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 [(1)-(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/ release/ invocation of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance **	No. of Shares	% of share capital	Name of the entity in whose favor shares encumbered ***	No. of Shares	% of total share capital
Robust Marketing Services Private Limited #	1,340,367	1.5012	1.3545	100% Equity Shares of Robust Marketing Services Private Limited i.e. 10,000 equity shares, held by Mr. Sailesh Mehta (5010 equity share) and Mrs. Parul Mehta (4990 equity shares), have been pledged in favour of Vistra ITCL (India) Limited, debenture trustee on 23-03-2020. As per regulation 28 of Takeover code the same is covered under <u>indirect pledge of shares</u> . Further note that as on date Robust is not pledging directly any shares held by it in DFPC.										
Nova Synthetic Limited	42,706,848	47.8324	43.1561	35,281,977	39.5164	-	-	-	-			-	35,281,977	39.5164
Chimanlal Mehta	764,273	0.8560	0.7723											
Sailesh Mehta	1,506	0.0017	0.0015											
Parul Sailesh Mehta	1,226	0.0014	0.0012											
Yeshil Sailesh Mehta	100,000	0.1120	0.1011											
Sofotel Limited	1,688,301	1.8909	1.7061											
<p>Thanking you, Yours faithfully, <b>For, Robust Marketing Services Private Limited</b></p> <p><small>SAILESH CHIMANLAL MEHTA</small></p> <p><b>Sailesh Chimanlal Mehta</b> Director DIN: 00128204 Date: 25-03-2020</p> <p><small>*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. ** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc. ***This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender. # The Target Company has allotted 64,76,893 warrants to Robust Marketing Services Private Limited and 30 Foreign Currency Convertible Bonds ("FCCB") to International Finance Corporation ("IFC") and the same upon conversion have been taken into consideration while calculating share capital of the Target Company on fully diluted basis.</small></p>														

## Annexure II

### Disclosure of reasons for encumbrance

Name of listed company	Deepak Fertilisers And Petrochemicals Corporation Limited (“DFPCL”)
Name of the recognised stock exchanges where the shares of the company are listed	1. BSE Ltd. (“BSE”) 2. National Stock Exchange of India Limited (“NSE”)
Name of the promoter(s) / PACs whose shares have been Encumbered	Robust Marketing Services Private Limited (“Robust”)
Total promoter shareholding in the listed company	<b><u>Total Promoter Shareholding in DFPCL:</u></b> No. of shares – 4,66,02,521 % of total share capital in DFPCL – 52.1956%  <b><u>Promoter Shareholding of Robust in DFPCL:</u></b> No. of shares – 13,40,367 % of total share capital in DFPCL – 1.5012%
Encumbered shares as a % of promoter shareholding	Please refer below mentioned note no. 1 and note no. 2.
Whether encumbered share is 50% or more of promoter shareholding	YES / <del>NO</del>
Whether encumbered share is 20% or more of total share capital	YES / <del>NO</del>

**Details of all the existing events/ agreements pertaining to encumbrance**

Particulars		<b>Encumbrance 1</b> (Date of creation of encumbrance: 16 October 2019)	<b>Encumbrance 2 (Indirect pledge of shares)</b> (Date of creation of encumbrance: 23 March, 2020)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Non-disposal undertaking	Indirect Pledge of share <i>Please refer below mentioned note no. 1.</i>
No. and % of shares encumbered		No. of shares: 35281977 shares % of total share capital: 40% <i>(as of date of this reporting)</i>	<i>Please refer below mentioned note no. 1.</i>
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	International Finance Corporation (IFC)	<b>Visra ITCL (India) Limited</b> , debenture trustee acting on behalf of and for the benefit of debenture holders.
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	<del>YES</del> / NO  IFC is a member of the World Bank Group, and is a Multilateral Financial Institution.	<del>YES</del> / NO  Nature of Business: Visra ITCL (India) Limited is a SEBI registered Trustee who provides fiduciary services like trustee services for debentures and bonds, private equity, alternate funds, and bank lending, as well as corporate formation and market entry, due diligence, enforcement, and monitoring services to banks, financial institutions, corporates, funds, governments, and insurance companies.
Names of all other entities in the agreement		Listed company and its group companies (if any): 1. Smartchem Technologies Limited 2. Performance Chemiserve Limited	<del>Listed company and its group companies</del> , promoter Company (if any): 1. Robust Marketing Services Private Limited
		Other entities (if any) – 1. International Finance Corporation	Other entities (if any) – 1. Visra ITCL (India) Limited

Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit Rating		YES	YES
<b>Name of the issuer</b>		Smartchem Technologies Limited	Robust Marketing Services Private Limited
<b>Details of the debt instrument</b>		Compulsorily Convertible Debentures	Non-Convertible Debentures (NCDs)
<b>Whether the debt instrument is listed on Stock Exchange</b>		No	NCD's will be listed on NSE.
<b>Credit Rating of the debt instrument</b>		Unsecured and Unrated	Provisional [ICRA] BB+ (Stable)
<b>ISIN of the instrument</b>		INE271G08011	To be allotted by NSDL
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 325,82,90,575	INR 323,045,274/- <i>Please refer below mentioned note no 3</i>
	Amount involved (against which shares have been encumbered) (B)	INR 210,00,00,000 (Approximately US\$ 30 Million)	INR 3,300,000,000 (Indian Rupees Three Thousand and Three Hundred Million)
	Ratio of A / B	1.55	0.10
<b>End use of money</b> <i>Borrowed amount to be utilized for what purpose –</i>			
a) Personal use by promoters and PACs		N/A	N/A
b) <b>For the benefit of <del>listed company</del>/Promoter Company i.e Robust</b>  <i>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</i>		<p>1. The wholly owned subsidiary of DFPCL, Smartchem Technologies Limited (“STL”), has issued and allotted first tranche of unsecured, unlisted and unrated Compulsorily Convertible Debentures (“CCD(s)”) of INR 105,00,00,000, out of the total CCDs of INR 210,00,00,000 to be issued and allotted in two tranches to International Finance Corporation (“IFC”).</p> <p>2. The subscription monies from the CCDs are intended to be used to raise funds for STL’s planned fertilizer related working capital and maintenance capital expenditure requirements at STL’s fertilizer manufacturing facilities at Taloja, Maharashtra and Panipat, Haryana, and for installation of N<sub>2</sub>O catalyst conversion</p>	<p><b>1. Total amount raised:</b> Rs. 3,300,000,000/-</p> <p><b>2. Purpose of raising money by Robust and utilisation thereof :</b></p> <p>The subscription monies from the NCDs are intended to be used for (i) payment of balance consideration for conversion of all the outstanding warrants, issued on preferential basis by DFPCL, subscribed by the Robust (ii) repayment of loan (iii) working capital or other general corporate purpose.</p>

	<p>devices at Taloja, Maharashtra, in accordance with the agreed business plan for STL.</p> <p>3. Conversion:</p> <ul style="list-style-type: none"> <li>• <i>Voluntarily Conversion:</i> IFC shall have the right to convert, at its option, (A) the first tranche of the CCDs, at any time after 4.25 years from first tranche subscription date, and (B) the second tranche of the CCDs, at any time after 5.75 years from second tranche subscription date.</li> <li>• <i>Compulsory Conversion:</i> The CCDs shall be compulsorily converted (A) at the end of 10 years from the relevant date of subscription, and (B) in case of a listing, immediately prior to filing of a red herring prospectus or such later date permitted by SEBI/ concerned authorities.</li> </ul> <p>The conversion will be done basis the conversion formula agreed <i>inter alia</i> between STL and IFC, which is <i>inter alia</i> based on Fair Market Value (FMV) as on the date of the conversion.</p> <p>4. Repayment: Not applicable.</p>	<p><b>3. Repayment Schedule:</b> 12.3636% of total issue will be redeem at end of 24 month from the deemed date of allotment and reaming 87.6364% of total issue will be redeem at the end of 36 months from their respective deemed date of allotment.</p>
c) <i>Any other reason (please specify)</i>	<b>N.A.</b>	<b>N.A.</b>

**Note No. 1:** Please note that 100% Equity Shares of Robust Marketing Services Private Limited (Robust) i.e. 10,000 equity shares held by Mr. Sailesh Mehta (5010 equity share) and Mrs. Parul Mehta (4990 equity shares), have been pledged in favour of Vistra ITCL (India) Limited, debenture trustee acting on behalf of and for the benefit of debenture holders, on 23-03-2020. As per regulation 28 of SEBI SAST Regulation, 2011 the same is covered under indirect pledge of shares. Further note that as on date Robust is not pledging directly any equity shares held by it in DFPCL.

**Note No. 2:** Further, 75.70 % of total promoter shareholding of DFPCL held by Nova is already encumbered as non disposal undertaking – NDU,

**Note No. 3:** Since this disclosure is related to pledge of Robust shares (indirect pledge of shares) so here we are considering 'Fair Market Value' of Robust shares and not the market value of DFPCL share.

### For Robust Marketing Services Private Limited

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CHIMANLAL  
MEHTA

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1708381e14c129f11224984802a, cn=SAILESH  
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**Sailesh Chimanlal Mehta**  
**Director**  
**DIN: 00128204**

Date: 25/03/2020