



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THE MEETING HELD ON 11th SEPTEMBER, 2020

APPROVAL OF THE LETTER OF OFFER

“RESOLVED THAT in furtherance of the resolution dated May 25, 2020 of the Board of Directors of the Company approving the proposed rights issue, the Letter of Offer for the proposed rights issue to Eligible Equity Shareholders, eligible renounees thereof and/or to such other persons in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), and other applicable regulations, circulars, and guidelines issued by the Securities and Exchange Board of India (**“SEBI”**) or the Reserve Bank of India (**“RBI”**), other applicable laws, regulations, policies or guidelines including the guidelines and clarifications issued by the Government of India (**“GOI”**) (**“Applicable Laws”**), on the record date (for this purpose, *i.e.*, September 17, 2020) (the **“Letter of Offer”**), a copy of which is placed before the Board and initialled by the chairman for the purpose of identification, be and is hereby approved by the Board and adopted for filing with SEBI, BSE Limited and National Stock Exchange of India Limited, as the case may be, in accordance with Applicable Laws.

RESOLVED FURTHER THAT Directors of the Company, the Chief Financial Officer and Company Secretary and Compliance Officer, be and are hereby severally authorized to sign the Letter of Offer for and on behalf of the Company, do all such acts, deeds, matters and things and to execute all such documents, instruments as deemed necessary in this regard, including filing the same with SEBI, BSE, NSE and with any other government authority or regulatory authority or person as required under Applicable Laws with respect to the Rights Issue and issuing the Letter of Offer along with the Application Form and the Entitlement Letter to the Eligible Equity Shareholders.

RESOLVED FURTHER THAT Shri Amitabh Bhargava, President & Chief Financial Officer; Shri Debasish Banerjee, President – Strategic Projects; Shri Gaurav Goel, Executive Vice President – Treasury and Fund Management; Shri Suparas Jain, Associate Vice President – Finance and Accounts; Shri K. Subharaman, Executive Vice President-Legal & Company Secretary; and Shri Pankaj Gupta, Authorised Signatory be and are hereby severally authorised to make due correspondences with Shri. Chimanlal Khimchand Mehta, Shri. Sailesh Chimanlal Mehta, Smt. Parul Sailesh Mehta, Nova Synthetic Limited, Robust Marketing Services Private Limited and Sofotel Infra Private Limited, as the promoters of the Company, in relation to their/its participation (including the extent of their/its participation) in the proposed rights issue of the Company and to



further sign, execute, deliver and complete all documentation on behalf of the Company, in relation to the aforesaid resolution.

RESOLVED FURTHER THAT the Rights Issue Committee, be and is hereby authorized to make the necessary changes, updates, alterations, revisions, modifications or amendments in the Letter of Offer, Application Form, Abridged Letter of Offer, Entitlement Letter, any international wrap and other documents, information, disclosures, confirmations, statements, certificates, including financial statements and auditors' report thereon, etc. as may be required to be included / mentioned, in compliance with all applicable provisions of SEBI ICDR Regulations, in the Letter of Offer, Application Form, Abridged Letter of Offer, any related corrigenda or addenda and such other documents in connection therewith to be filed with SEBI, stock exchanges where the Equity Shares are listed or any other authorities, to negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / intermediaries / persons and to give them such directions or instructions as it may deem fit from time to time.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or the Chief Financial Officer or the Company Secretary or Assistant Company Secretary of the Company, be forwarded to the concerned authorities for necessary action.”

CERTIFIED TRUE COPY

**For Deepak Fertilisers
And Petrochemicals Corporation Limited**

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