

ROBUST MARKETING SERVICES PRIVATE LIMITED

Registered Office : 502, Sterling Heritage, Sri Sankara Mattam Road, Matunga, Mumbai -400 019

Corporate Office : Sai Hira, Survey No. 93, Mundhwa, Pune - 411036.

Telephone: 020-66458230 || Email ID: robustmumbai@yahoo.com

CIN: U65990MH1994PTC082655 || Website: www.rmspl.co.in

19th February, 2021

To,
Corporate Relationship Department,
BSE Limited.
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001

To,
Listing Department,
National Stock Exchange of
India Limited.
'Exchange Plaza', C-1, Block G,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Sub: Disclosures under Regulation 31 (1) of the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 ("Takeover Code")

Dear Sir/Madam,

With reference to above subject, please find enclosed herewith disclosures under Regulation 31 (1) of Takeover code in Annexure I and II as prescribed by way of SEBI Circular No. CIR/CFD/POLICYCELL/3/2015 dated August 5, 2015 and SEBI Circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019 respectively.

Kindly take this information on record and acknowledge the same.

Thanking you,

Yours faithfully,

For, Robust Marketing Services Private Limited

**SAILESH
CHIMANL
AL MEHTA**

Digitally signed by SAILESH CHIMANLAL MEHTA
DN: c=IN, o=Personal, pseudonym=962001925585946cd19401ab184ee57909964873c1c4b31810d2bca294eb7d, postalCode=411001, st=MAHARASHTRA, serialNumber=41d71b1505ad543960a12cc0d647697d750786f6b16794c33291e122d6b8026, cn=SAILESH CHIMANLAL MEHTA
Date: 2021.02.19 20:04:01 +05'30'

Sailesh Chimanlal Mehta

Director

DIN: 00128204

Encl.: As above

CC.: Deepak Fertilisers and Petrochemicals Corporation Limited

Reg. Add.: Sai Hira, Survey No. 93, Mundhwa,
Pune MH 411036 IN

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 2. National Stock Exchange of India Limited
Date of reporting	19-02-2021
Name of the promoter or PAC on whose shares encumbrance has been created / released / invoked	Robust Marketing Services Private Limited ("Robust")

[illegible]

Note 1: For Robust's shareholding already encumbered, please refer disclosures dated 25th March, 2020 and 31st December, 2020 submitted by Robust to the exchanges.

Note 2: Please refer disclosure dated 25th October, 2019 in this regard submitted by Nooa Synthetic Limited to the exchanges.

Thanking you,
Yours faithfully,

For, Robust Marketing Services Private Limited

**SAILESH
CHIMANLAL
MEHTA**

Digitally signed by SAILESH CHIMANLAL MEHTA,
DN: cn=SAILESH CHIMANLAL MEHTA, o=Robust Marketing Services Private Limited, email=sales@robustmarketing.com, c=IN
Date: 2021.02.19 12:08:55Z, c=IN, email=sales@robustmarketing.com

Sailesh Chimanlal Mehta

Director

DIN: 00128204

Place: Pune

Date: 19-02-2021

**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.*

End use of money				
Borrowed amount to be utilized for what purpose –				
a) Personal use by promoters and PACs	N/A	N/A	N/A	N/A
b) For the benefit of listed company/Promoter Company i.e Robust	1. The wholly owned subsidiary of DFPCIL "Smardhen Technologies Limited ("STL")", has issued and allotted first tranche of unsecured, unlisted and unlisted Compulsorily Convertible Debentures ("CCDs") of INR 105,00,00,000, out of the total CCDs of INR 210,00,00,000 to be issued	1. Total amount raised: Rs. 280,00,00,000/-*	1. Total amount to be raised: Up to INR 25,00,00,000/-*	
Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	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 Talaja, Maharashtra and Punjab, Haryana, and for installation of N2O catalyst conversion devices at Talaja, Maharashtra, in accordance with the agreed business plan for STL.	2. Purpose of raising money by Robust and utilisation thereof 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 DFPCIL (ii) Repayment of loan (ii) Acquire equity shares of DFPCIL (iii) Substitution to Right Shares of DFPCIL (iv) working capital or other general corporate purpose.	2. Purpose of raising money by Robust and utilisation thereof The subscription monies from the NCDs are intended to be used for: (i) Acquisition of equity shares of Deepak Fertilizers and Petrochemicals Corporation Limited and other general corporate purpose.	
	3. Conversion: Voluntarily Conversion: 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. Compulsory Conversion: 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. The conversion will be done basis the conversion formula agreed inter alia between STL and IFC, which is inter alia based on Fair Market Value (FMV) as on the date of the conversion. 4. Repayment: Not applicable.	3. Repayment Schedule: 14.5714% of total issue will be redeemed at the end of 24 months from the date of allotment and remaining 85.4285% of total issue will be redeemed at the end of 36 months from their respective date of allotments. 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. Suresh Mehta (5010 equity share) and Mrs. Parul Mehta (4990 equity shares), have been pledged in favour of IFCPL (India) Limited, debenture trustee acting on behalf of Parul Mehta (4990 equity shares), 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 DFPCIL. Note No. 2: Further, 75.70 % of total promoter shareholding of DFPCIL 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 DFPCIL share.	3. Repayment Schedule: The maximum tenor of Facility will be 12 months from the date of allotment and remaining 85.4285% of total issue will be redeemed at the end of 36 months from their respective date of allotments.	
c) Any other reason (please specify)	N/A	N/A	N/A	N/A
<p>(*) In the original disclosure made on 25th March, 2020, the Company had mentioned amount was Rs. 330 Crore but later the company has taken only amount Rs. 280 crore through issuance of NCD. Further amount mentioned in column encumbrance 2 and encumbrance 3 is for the same NCD issue.</p> <p>(B) Value of shares is calculated on the basis of share price on the date of event.</p> <p>(C) Sanction loan amount is Rs. 25,00,00,000 and out of which the Company can draw amount based on 2.2x security cover i.e. pledge of DFPCIL shares and by pledge of above 20,20,169 equity shares. Robust can draw amount of Rs. 14,75,00,000/- approx. from the lender.</p>				
<p>For Robust Marketing Services Private Limited</p> <p>SAILESH CHIMANLAL MEHTA</p> <p><small>Mr. Suresh Mehta is a resident of India and is a citizen of India. He is a director of Robust Marketing Services Private Limited. He is also a director of IFCPL (India) Limited. He is also a director of Parul Mehta (4990 equity shares), have been pledged in favour of IFCPL (India) Limited, debenture trustee acting on behalf of Parul Mehta (4990 equity shares), 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 DFPCIL.</small></p> <p>Sailesh Chimanlal Mehta</p> <p>Director</p> <p>DIN: 00128204</p> <p>Place: Pune</p> <p>Date: 19-02-2021</p>				