



23rd April, 2025

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

BSE Code: 500645

Listing Department

National Stock Exchange of India Ltd.

Exchange Plaza,

Bandra - Kurla Complex, Bandra (E)

Mumbai – 400 051

NSE Code: DEEPAKFERT

Dear Sir/ Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of provisions of Regulation 30 (read with Part A of Schedule III) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that Deepak Mining Solutions Limited (“DMSL” or “Issuer”), a wholly owned material subsidiary of the Company is issuing Compulsorily Convertible Debentures (“CCD”) of Rs. 800 Crores to Tata Capital Limited (Investor 1 – Rs.500 Crores) and SCM Growth LLP (Investor 2 – Rs.300 Crores) (hereinafter jointly referred as “Investors”), on private placement basis.

DMSL will utilise the funds inter alia to augment its long-term resources, acquisition, capital expenditure, reimbursement of capex incurred, strengthen its balance sheet and for general corporate purposes.

In this regard, the Company has executed an Option Agreement entered between the Company, DMSL, Investors and Catalyst Trusteeship Limited (Debenture Trustee) to give Put and Call Option to the investors, which can be exercised under certain specified circumstances.



The details, as required pursuant to Para B of Part A of Schedule III read with SEBI Master Circular bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, are given below:

S. No.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered;	Option Agreement has been executed by and between the Company, Deepak Mining Solutions Limited (Issuer/DMSL) a wholly owned material subsidiary of the Company, Tata Capital Limited (Investor 1) and SCM Growth LLP (Investor 2) (hereinafter jointly referred as "Investors") and Catalyst Trusteeship Limited (Debenture Trustee).
2	Purpose of entering into the agreement	(i) To provide put option to the Investors by the Company which can be exercised under certain specified circumstances; and (ii) To avail call option from the Investors by the Company.
3	Size of agreement;	CCDs to be issued for face value of Rs. 1,00,000 (Rupees One Lakh only) aggregating up to Rs.800,00,00,000 (Rupees Eight Hundred Crores only)
4	Shareholding, if any, in the entity with whom the agreement is executed	100% shareholding in DMSL. No shareholding in the Investors and Debenture Trustee.
5	Significant terms of the agreement (in brief); special rights like right to appoint	As per the Option Agreement, the Company as an Option Provider



	<p>directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</p>	<p>shall have the unconditional & irrevocable right to purchase the CCDs from the Investors or the resultant Equity Shares from the Investor 1 on such terms and conditions as set out in the Option Agreement including the price at which the Call Option shall be exercised and the identified dates / events on which the Call Option can be exercised by the Company.</p> <p>As per the Option Agreement, Investors shall have the unconditional & irrevocable right to require the Option Provider (the Company) to purchase the CCDs or the resultant Equity Shares from the Investor 1 on such terms and conditions as set out in the Option Agreement including the price at which the Put Option shall be exercised and the identified dates / events on which the Put Option can be exercised by the Investors. This Put Option can be exercised only under certain specified circumstances</p>
6	<p>Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</p>	<p>SCM Growth LLP is owned and controlled by the Promoters of the Company.</p>
7	<p>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length</p>	<p>Yes, part of the transaction falls within related party transactions and the same is at arm’s length.</p>
8	<p>In case of issuance of shares to the parties, details of issue price, class of shares issued;</p>	<p>CCDs to be issued for face value of Rs. 1,00,000 (Rupees One Lakh only) aggregating up to</p>



		Rs.800,00,00,000 (Rupees Eight Hundred Crores only).
9	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;	Not applicable
10	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not Applicable
11	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

The Date and Time of occurrence of the event/information is around 3.30 p.m. on 23rd April, 2025, being the date of execution of option agreement.

The above information will also be made available on the website of the Company at www.dfpcl.com.



Kindly take the above on your record.

Thanking you,
Yours faithfully,

**For Deepak Fertilisers
And Petrochemicals Corporation Limited**

**Rabindra Purohit
VP – Legal, Compliance & Company Secretary**