



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 RIGHTS ENTITLEMENT RATIO

“RESOLVED THAT, subject to and in accordance with the provisions of the Companies Act, 2013 and the applicable rules prescribed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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**”) and all applicable statutory/regulatory requirements and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”), the Board of Directors hereby authorizes the offer of Equity Shares pursuant to the proposed Issue in the ratio of 3 [Three] Equity Shares for every 20 [Twenty] fully paid up equity shares of the Company held by such Eligible Equity Shareholder on the record date to be announced in connection with the issue of Equity Shares (“**Entitlement Ratio**”).

RESOLVED FURTHER THAT without prejudice to the foregoing, the Rights Issue Committee shall reserve the right to modify and/or revise the Entitlement Ratio in future, subject to applicable statutory and/or regulatory requirements.

RESOLVED FURTHER THAT, the following approach shall be followed for fractional entitlements: For Equity Shares being offered on a rights basis, if the shareholding of any Eligible Equity Shareholder is less than 20 Equity Shares or not in the multiple of 20 as on record date, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preference in the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their rights entitlement, if any.



RESOLVED FURTHER THAT the Eligible Equity Shareholders holding less than 7 (Seven) Equity Shares shall have 'zero' Rights Entitlement. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if such Eligible Equity Shareholders apply for any additional Equity Shares. However, they cannot renounce such additional Equity Shares in favour of third parties and the application form shall not be negotiable.

RESOLVED FURTHER THAT any one of the following Authorised Officers from Group A (Severally) or any two Authorised Officers i.e. one from Group A and one from Group B (jointly):

Group A

1. Shri S. C. Mehta, Chairman & Managing Director;
2. Shri Amitabh Bhargava, President & Chief Financial Officer;
3. Shri Debasish Banerjee, President – Strategic Projects;

Group B

4. Shri Gaurav Goel, Executive Vice President – Treasury and Fund Management;
5. Shri Suparas Jain, Associate Vice President – Finance and Accounts;
6. Shri K. Subharaman, Executive Vice President- Legal & Company Secretary; and
7. Shri Pankaj Gupta, Authorised Signatory

be and are hereby authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”

CERTIFIED TRUE COPY

For Deepak Fertilisers

And Petrochemicals Corporation Limited

K. Subharaman

Executive Vice President (Legal) & Company Secretary



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

FIXING OF ISSUE PRICE

“**RESOLVED THAT** the price of each Equity Share to be offered for subscription under the proposed rights issue of ₹10 each fully paid-up equity shares of face value of ₹10 each of the Company is hereby fixed at a price of ₹ 133 per Equity Share (including a premium of ₹ 123 per Equity Share), for an amount of up to ₹ 180 crores, on a rights basis to Eligible Equity Shareholders of the Company and/or renouncees, on the record date fixed for the purpose of the proposed Issue, in the Entitlement Ratio.

RESOLVED FURTHER THAT any one of the following Authorised Officers from Group A (Severally) or any two Authorised Officers i.e. one from Group A and one from Group B (jointly):

Group A

1. Shri S. C. Mehta, Chairman & Managing Director;
2. Shri Amitabh Bhargava, President & Chief Financial Officer;
3. Shri Debasish Banerjee, President – Strategic Projects;

Group B

4. Shri Gaurav Goel, Executive Vice President – Treasury and Fund Management;
5. Shri Suparas Jain, Associate Vice President – Finance and Accounts;
6. Shri K. Subharaman, Executive Vice President- Legal & Company Secretary; and
7. Shri Pankaj Gupta, Authorised Signatory



be and are hereby authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”

CERTIFIED TRUE COPY

**For Deepak Fertilisers
And Petrochemicals Corporation Limited**

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



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

FIXATION OF THE RECORD DATE

“**RESOLVED THAT** the record date for determining the eligible equity shareholders (i.e. whose name appear in the list of beneficial owners or register of members of the Company on such date) in the proposed issue of up to 1,33,92,663 equity shares of ₹10 each of the Company on a rights basis, at a price of ₹ 133 per Rights Equity Share, for an amount up to ₹ 180 crore, in the ratio of 3 Equity Shares of the Company for every 20 equity shares of the Company held by the Eligible Equity Shareholder on the record date be fixed as September 17, 2020 in consultation with the designated stock exchange and in accordance with applicable law.”

RESOLVED FURTHER THAT any one of the following Authorised Officers from Group A (Severally) or any two Authorised Officers i.e. one from Group A and one from Group B (jointly):

Group A

1. Shri S. C. Mehta, Chairman & Managing Director;
2. Shri Amitabh Bhargava, President & Chief Financial Officer;
3. Shri Debasish Banerjee, President – Strategic Projects;

Group B

4. Shri Gaurav Goel, Executive Vice President – Treasury and Fund Management;
5. Shri Suparas Jain, Associate Vice President – Finance and Accounts;
6. Shri K. Subharaman, Executive Vice President- Legal & Company Secretary; and
7. Shri Pankaj Gupta, Authorised Signatory

be and are hereby authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”



CERTIFIED TRUE COPY

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

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



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 ISSUE PERIOD

“**RESOLVED THAT** in relation to the proposed issue of 1,33,92,663 fully paid-up equity shares of ₹10 each of the Company (the “**Equity Shares**”) on a rights basis, at a price of ₹ 133 per Equity Share, up to ₹ 180 crore, in the ratio of 3 Equity Shares for every 20 equity shares of the Company held by the Eligible Equity Shareholder on the record date (the “**Rights Issue**”), the Board do hereby approves the following terms of the Rights Issue:

- (i) Issue opening date: Monday, September 28, 2020; and
- (ii) Issue closing date: Monday, October 12, 2020.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or 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