

FREQUENTLY ASKED QUESTIONS
RIGHTS ISSUE OF EQUITY SHARES BY DEEPAK FERTILISERS AND PETROCHEMICALS CORPORATION
LIMITED

Set out below are the frequently asked questions (“**FAQs**”) to guide investors in gaining familiarity with the application process for subscribing to the the rights issue of equity shares (“**Issue**” or “**Rights Issue**”) by Deepak Fertilisers and Petrochemicals Corporation Limited (“**Company**”) in terms of the letter of offer dated September 11, 2020 (“**Letter of Offer**”) filed with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“**Investors**”). Further, these FAQs should be read in conjunction with, and are qualified in their entirety by, more detailed information appearing in the Letter of Offer, including the sections “Notice to Investors”, “Risk Factors”, “Restriction on Purchases and Resales” and “Terms of the Issue” on pages 7, 16, 216 and 185, respectively, of the Letter of Offer. Readers are advised to refer to the Letter of Offer which is available on the website of the Registrar to the Issue at <https://rights.kfintech.com/deepak>. Unless otherwise defined herein, all capitalised terms shall have such meaning as ascribed to them in the Letter of Offer.

A. General FAQs:

1. What is the Rights Issue schedule?

LAST DATE FOR CREDIT OF RIGHTS ENTITLEMENTS[§]	Friday, September 25, 2020
ISSUE OPENING DATE	Monday, September 28, 2020
LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS*	Wednesday, October 7, 2020
ISSUE CLOSING DATE[^]	Monday, October 12, 2020
FINALISATION OF BASIS OF ALLOTMENT (ON OR ABOUT)	Wednesday, October 21, 2020
DATE OF ALLOTMENT (ON OR ABOUT)	Wednesday, October 21, 2020
DATE OF CREDIT (ON OR ABOUT)	Friday, October 23, 2020
DATE OF LISTING (ON OR ABOUT)	Monday, October 26,2020

* Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

[^] Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

[§] In accordance with the SEBI Relaxation Circulars for cases where the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, the last date of credit of Rights Entitlements shall be Friday, October 9, 2020.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to the Company or to the Registrar, they are required to provide their demat account details to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by October 7, 2020 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. i.e. October 12, 2020.

2. What is the amount to be paid at the time of submitting the Application Form?

Amount payable at the time of Application is ₹ 133 per Equity Share.

3. How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?

The Rights Entitlements will be credited before the Issue Opening Date in the dematerialised form using electronic credit under the depository system and the allotment advise shall be sent through e-mail, to the e-mail address provided to our Company or at the address recorded with the depository. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, <https://rights.kfintech.com/deepak>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (*i.e.*, www.dfpci.com)

4. How will the Basis of Allotment be decided?

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, Company's Board of Directors or duly authorized committee will proceed to Allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board or duly authorised committee in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a

preferential allotment.

- (d) Allotment to Renounees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares in the Issue, provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, that our Board or duly authorised Committee may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board or duly authorised Committee in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

5. When will the Equity Shares be credited to the demat account?

On or about Friday, October 23, 2020.

6. When will the Equity Shares get listed on the exchanges?

On or about Monday, October 26, 2020.

7. Will the Equity Shares trade along with the currently listed Equity Shares of the Company?

Yes.

8. Will Equity Shares trade freely post listing?

Yes.

9. How to withdraw an Application made through Application Supported by Blocked Amount (ASBA) or R-WAP platform?

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the Self Certified Syndicate Bank (SCSB) where application is submitted or sending the email withdrawal request to deepakfertilisers.rights@kfintech.com in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their Application post the Issue Closing Date.

10. What are the details of the Issue?

Equity Shares being offered by the Company	1,33,92,663 Equity Shares
Issue Size	Aggregating to Rs 17,812.24 lakhs, assuming full subscription
Rights Entitlements	In the ratio of 3 Equity Shares for every 20 fully paid up Equity Shares held on Record Date
Record Date	September 17, 2020
Issue Price	Rs 133 per Equity Share (including a premium of Rs 123 per Equity Share)

For details on Issue Schedule, please see response to A(1) above

11. What are the options available to an Eligible Equity Shareholder in rights Issue?

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- (v) renounce its Rights Entitlements in full.

12. Why the physical copies of the Letter of Offer, Abridged Letter of Offer, Application Form, Rights Entitlement Letter have been dispatched to the Indian Eligible Equity Shareholders and not been dispatched to the overseas Eligible Equity Shareholders?

In accordance with the SEBI ICDR Regulations, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 and the MCA Circular, our Company will send/ dispatch the Letter of Offer, the Abridged Letter of Offer, the Application Form, and other applicable Issue material (i) only to e-mail addresses of Eligible Equity Shareholders who have provided their e-mail addresses to the Company; (ii) only to the Indian addresses of the Eligible Equity Shareholders whose e-mail addresses are not available with the Company or the Eligible Equity Shareholders have not provided the valid e-mail address to the Company. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to e-mail this Letter of Offer, the Abridged Letter of Offer, the Application Form and other applicable Issue materials shall not be sent this Letter of Offer, the Abridged Letter of Offer, the Application Form and other applicable Issue materials. Further, this Letter of Offer will be provided, only through e-mail, by the Registrar on behalf of our Company or the Lead Manager to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

Investors can access the Letter of Offer, the Abridged Letter of Offer, the Application Form, statutory advertisement, corrigendum, if applicable (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) on the websites of:

- (i) Company at www.dfpl.com;
- (ii) the Registrar at <https://rights.kfintech.com/deepak>;
- (iii) the Lead Manager *i.e.*, (a) BOB Capital Markets Limited at www.bobcaps.in
- (iv) the Stock Exchanges at www.bseindia.com and www.nseindia.com; and
- (v) the R-WAP at <https://rights.kfintech.com/deepak>

Eligible Equity Shareholders located outside of India should refer to the Letter of Offer accessible from the websites of the Company, the Registrar, the Lead Manager.

The Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, <https://rights.kfintech.com/deepak>) by entering their DP ID and Client ID or Folio Number (in case of resident Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of the Company (*i.e.*, www.dfpl.com).

13. Can an application in the rights Issue be made using third party bank account?

Investors can make payment only using bank account held in their own name. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

14. Can a joint bank account be used to make applications on behalf of shareholders?

In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

15. Can an application be made by cash / cheque?

No.

16. Can an application be made by visiting the Company, Registrar, Lead Manager's office?

No.

17. Can the broker collect the application form and submit the application?

No.

18. Will R-WAP system provide a confirmation email / message that the application has been accepted?

Yes. Investors will be provided acknowledgment upon successful completion of Application.

19. How can an Investor understand that the application has been successfully made?

Investors will be provided acknowledgment / confirmation email upon successful completion of Application.

20. How can an Investor understand if the Equity Shares have been allocated?

The Company and/or the Registrar will email Allotment/Refund advice to the investors after finalization of basis of allotment.

21. What is the application process to be followed if Investor is unable to make application using ASBA?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, a separate web based application platform, *i.e.*, the R-WAP facility (accessible at <https://rights.kfintech.com/deepak>), has been instituted for making an Application in the Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. On R-WAP, the resident Investors can access and fill the Application Form in electronic mode and make online payment using the internet banking or UPI facility from their own bank account thereat. For details, see "*Terms of the Issue – Making of Application through the Registrar's Web-based Application Platform ("R-WAP") process*" on page 189 of the Letter of Offer.

22. What is the procedure for making plain paper application and where can the plain paper application be submitted?

An Eligible Equity Shareholder who are eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

23. Are fractional entitlements applicable in the Issue?

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 3 Equity Shares for every 20 Equity Shares held as on the Record Date. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 20 Equity Shares or is not in the multiple of 20 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements.

B. FAQs for Shareholders holding Equity Shares in a physical form:

1. What is the process to be followed by a shareholder holding shares in a physical form, for understanding their Rights Entitlements details?

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., <https://rights.kfintech.com/deepak>) by entering their Folio Number and PAN. The link for the same shall also be available on the website of the Company (i.e., www.dfpl.com).

2. What is the process to be followed, to make an application in Rights Issue, by a shareholder holding shares in a physical form?

In accordance with the SEBI Rights Issue Circulars, (a) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date; or (b) the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, desirous of subscribing to Equity Shares may also apply in the Issue during the Issue Period.

Application by such Eligible Equity Shareholders is subject to following conditions:

- (i) the Eligible Equity Shareholders apply only through R-WAP;
- (ii) the Eligible Equity Shareholders are residents;
- (iii) the Eligible Equity Shareholders are not making payment from non-resident account;
- (iv) the Eligible Equity Shareholders shall not be able to renounce their Rights Entitlements; and
- (v) the Eligible Equity Shareholders shall receive Equity Shares, in respect of their Application, only in demat mode.

Accordingly, such resident Eligible Equity Shareholders are required to, send a communication to our Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery, to enable process of credit of Equity Shares in such demat account.

Such resident Eligible Equity Shareholders must check the procedure for Application by and credit of Equity Shares in “*Terms of the Issue - Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form*” and “*Terms of the Issue - Credit and Transfer of Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Equity Shares for non-receipt of demat account details in a timely manner*” on pages 193 and 209, respectively, of the Letter of Offer.

3. What is the process of making an application through R-WAP platform by shareholders holding shares in physical form?

Set out below is the procedure followed using the R-WAP:

- (a) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.
- (b) Resident individual Investors should visit R-WAP (accessible at <https://rights.kfintech.com/deepak>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form
- (c) Non-resident Investors are not eligible to apply in the Issue through R-WAP.
- (d) The Investors should ensure that Application process is verified through the email / phone/mobile number or other means as applicable. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in this Issue by filling-up the online Application Form which, among others, will require details of total number of Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Equity Shares applied for.
- (e) The Investors who are Renounees should select the category of ‘Renounee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renounees shall also be required to provide the required Application details, such as total number of Equity Shares to be applied for. A Shareholder who has purchased Rights Entitlement from the Stock Exchanges or through off-market transaction, should select “Eligible Equity Shareholder” category.
- (f) Investors applying in the Issue through UPI facility should accept the debit/ payment request in

the relevant mobile application for which the UPI ID details were provided.

- (g) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.
- (h) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of our Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (i) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by the Company with the Escrow Collection Bank.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions, visit the online/ electronic dedicated investor helpdesk at <https://rights.kfintech.com/deepak> or call helpline numbers 18004258998 and/or 18003454001

4. What is the process of updating the email ID, phone number and Indian address?

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or the Company, Eligible Equity Shareholders should visit <https://rights.kfintech.com/deepak>. Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and the Company by submitting their respective copies of self-attested proof of address, passport, etc. at <https://rights.kfintech.com/deepak> or deepakfertilisers@kfintech.com.

5. Can shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

6. Will share certificates be provided to shareholder holding Equity Shares in a physical form if demat account is not provided?

No, share certificates will not be provided to shareholder holding Equity Shares in a physical form.

7. Why will physical share certificates not be issued to successful Allottees in Rights Issue?

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only.

8. What is the process for the shareholders who have been allotted shares in the rights Issue for getting the Equity Shares in demat account post allotment?

In case of Allotment to resident Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date, have paid the Application Money and have not provided the details of their demat

account to the Registrar or the Company at least two Working Days prior to the Issue Closing Date, the following procedure shall be adhered to:

- (a) the Registrar shall send Allotment advice and credit the Equity Shares to a demat suspense account to be opened by the Company;
- (b) such Eligible Equity Shareholders shall be required to send a communication to the Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery; and
- (c) Company (with the assistance of the Registrar) shall, after verification of the details of such demat account by the Registrar, transfer the Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders;

9. How much time will it take to get the Equity Shares credited in demat account for those investors who have not provided their demat account details during issue period?

The Company (with the assistance of the Registrar) shall, after verification of the details of demat account by the Registrar, within reasonable time initiate the process of transfer of the Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders.

10. What is the last date for providing the demat account details for getting the Equity Shares Allotted in the Issue in such demat account?

Within 6 (six) months from the Allotment Date, Eligible Equity Shareholders shall be required to send a communication to the Company or the Registrar containing the name(s), Indian address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, electronic mail or hand delivery for getting the Equity Shares Allotted in the Issue in demat account.

11. What will happen if an Allottee is not able to provide demat account details in the requested time period?

- a) In case of non-receipt of details of demat account as mentioned in question 10 above, Company shall conduct a sale of such Equity Shares lying in the demat suspense account on the floor of the Stock Exchanges at the prevailing market price and remit the proceeds of such sale (net of brokerage, applicable taxes and administrative and incidental charges) to the bank account mentioned by the resident Eligible Equity Shareholders in their respective Application Forms and from which the payment for Application Money was made. In case such bank accounts cannot be identified due to any reason or bounce back from such account, Company may use payment mechanisms such as cheques, demand drafts, etc. to such Eligible Equity Shareholders to remit such proceeds.
- b) Such Equity Shares may be sold over such period of time as may be required, depending on liquidity and other market conditions on the floor of the Stock Exchanges after the expiry of the period mentioned under question 10 above. Therefore, such proceeds (net of brokerage, applicable taxes and administrative and incidental charges) by way of sale of such Equity Shares may be higher or lower than the Application Money paid by such Eligible Equity Shareholders;

- c) Company shall send reminder notices seeking the requisite details of demat account prior to expiry of time period under (b) above, in due course, to such resident Eligible Equity Shareholders who have not provided the requisite details. After expiry of time period under question 10 above, Company or the Registrar shall not accept any requests by such Eligible Equity Shareholders for updation of details of demat account under any circumstances, including in case of failure to sell such Equity Shares;
- d) After the consummation of the sale of Equity Shares on the floor of the Stock Exchanges, Company shall send an intimation to the respective Eligible Equity Shareholders, giving details of such sale, including the sale price and break-up of net brokerage, taxes and administrative and incidental charges; and
- e) If at the time of transfer of sale proceeds for default cases, the bank account from which Application Money was received is closed or non-operational, such sale proceeds will be transferred to IEPF in accordance with practice on Equity Shares and as per applicable law.

In case the details of demat account provided by the Eligible Equity Shareholders are not of his/her own demat account, the Equity Shares shall be subject to sale process specified under (a) above.

For additional details, please see “ *Terms of the Issue - Credit and Transfer of Equity Shares in case of Shareholders holding Equity Shares in Physical Form and disposal of Equity Shares for non-receipt of demat account details in a timely manner*” on page 209 of Letter of Offer.

12. Will voting rights be available against Equity Shares to an Allottee who has not provided his demat account details?

Voting rights will not be available against the Equity Shares that are kept in the demat suspense account.

13. Will dividends be payable to an Allottee holding Equity Shares in physical form until his demat account details are provided?

The respective Eligible Equity Shareholders who are allotted Equity Shares will be eligible to receive dividends, if declared, in respect of such Equity Shares, as permitted under applicable laws.

14. Can non-resident shareholder holding Equity Shares in physical form use R-WAP platform to subscribe to the Equity Shares in the rights Issue?

No, non-resident shareholders, including non-resident shareholders holding shares in physical form cannot use R-WAP platform to subscribe to the rights Issue.

15. Can shareholders holding Equity Shares in physical form apply through ASBA?

No, shareholders holding Equity Shares in physical form, cannot apply through ASBA.

16. Can shareholders holding Equity Shares in physical form apply through plain paper application at R-WAP or through ASBA?

No, shareholders holding Equity Shares in physical form are required to submit their Applications only through the R-WAP platform.

C. FAQs by Shareholders holding Equity Shares in Demat form:

1. What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in the Issue, i.e., R-WAP. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see “*Terms of the Issue - Making of an Application through the ASBA process*” and “*Terms of the Issue - Making of an Application through the Registrar’s Web-based Application Platform (“RWAP”) process*” on pages 188 and 189 respectively of the Letter of Offer.

2. What is the process of making an application through R-WAP platform by resident shareholder holding Equity Shares in demat form?

Please find below the procedure for making an application through R-WAP:

- (a) Resident Investors should visit R-WAP (accessible at <https://rights.kfintech.com/deepak>) and fill the online Application Form available on R-WAP in electronic mode. Please ensure to provide correct DP ID, Client ID, Folio number (only for resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date), PAN details and all other details sought for while submitting the online Application Form.
- (b) Non-resident Investors are not eligible to apply in the Issue through R-WAP.
- (c) The Investors should ensure that Application process is verified through the email / phone/mobile number or other means as applicable. Post due verification, the Investors can obtain details of their respective Rights Entitlements and apply in the Issue by filling-up the online Application Form which, among others, will require details of total number of Equity Shares to be applied for. Please note that the Application Money will be determined based on number of Equity Shares applied for.
- (d) The Investors who are Renouncees should select the category of ‘Renouncee’ at the application page of R-WAP and provide DP ID, Client ID, PAN and other required demographic details for validation. The Renouncees shall also be required to provide the required Application details, such as total number of Equity Shares to be applied for.
- (e) Prior to making an Application, the Investors should enable the internet banking or UPI facility of their respective bank accounts and the Investors should ensure that the respective bank accounts have sufficient funds. If the funds available in the bank account are less than total amount payable on submission of online Application Form, such Application shall be rejected. Please note that R-WAP is a non-cash mode mechanism in accordance with the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020.
- (f) The Investors shall make online payment using internet banking or UPI facility from their own bank account only. Such Application Money will be adjusted for either Allotment or refund. Applications made using payment from third party bank accounts will be rejected.

- (g) Verification in respect of Application through Investors' own bank account, shall be done through the latest beneficial position data of the Company containing Investor's bank account details, beneficiary account details provided to the depository, penny drop, cancelled cheque for joint holder verification and such other industry accepted and tested methods for online payment.
- (h) The Application Money collected through Applications made on the R-WAP will be credited to the Escrow Account, opened by the Company with the Escrow Collection Bank.

3. What is the process of on market and off market renunciation?

(a) On Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of the Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE501A20019 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from Friday, September 25, 2020 to Wednesday, October 7, 2020 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE501A20019 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

(b) Off Market Renunciation

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date enable Renounees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE501A20019, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

D. FAQs by institutional Investors, Non-resident Investors:

1. What is the process to be followed by an Institutional / NRI Investor holding the Equity Shares in dematerialized mode to make an application in rights Issue?

Please see response to C(1) above. Please ensure that you are eligible to participate in the Issue. For details, see "*Restrictions on Purchases and Resales*" on page 216 of the Letter of Offer and "*Terms of the Issue - Offer to Non-Resident Eligible Equity Shareholders/Investors*" on page 207 of the Letter of Offer.

2. Can non-resident Investors use R-WAP platform to subscribe to the Equity Shares in the rights Issue?
Non-resident Investors cannot use R-WAP platform to subscribe in the rights Issue.

3. What is the process of on market and off market renunciation?

Please see response to C (3) above.

4. Can an Application for Equity Shares be submitted by a custodian of institutional investor?

Yes, application can be submitted by the custodian of the institutional investor following the applicable process prescribed under the Letter of Offer. Please ensure that you are eligible to participate in the Issue. For details, see "Restrictions on Purchases and Resales" on page 216 of the Letter of Offer.

5. Is there any restriction on total investment amount / Equity Shares

Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorized to acquire the Rights

Entitlements and the Equity Shares in accordance with the legal requirements applicable in such person's jurisdiction and India, without requirement for the Company or its affiliates or the Lead Managers or their respective affiliates to make any filing or registration (other than in India).

6. Which institutional / Non Resident Investor can participate in rights Issue?

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Shares and/ or Rights Entitlements are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and/ or Rights Entitlements is permitted under laws of such jurisdictions. The offering is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States or as a solicitation therein of an offer to buy or transfer any of the said securities. The Rights Equity Shares and/ or Rights Entitlements are not transferable except in accordance with the restrictions described in the section entitled "*Restrictions on Purchases and Resales*" on page number 216 in the Letter of Offer.

E. FAQs in relation to R-WAP

1. Who can apply through R-WAP?

Only resident Investors can apply through R-WAP. Non-resident Investors cannot use R-WAP for applying in the Issue.

2. Can shareholders holding Equity Shares in physical form apply through R-WAP?

Yes, subject to such Eligible Equity Shareholder being resident Indian and by following the procedure required to make an Application through the R-WAP as elucidated on page 189 of the Letter of Offer.

3. How will the payment of application money be made through R-WAP platform?

At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

4. When I will get refund, if any?

In case of non-Allotment or partial Allotment, surplus Application Money shall be refunded to the Investor after finalization of Basis of Allotment in consultation with Designated Stock Exchange.

5. Is R-WAP platform an alternative for ASBA mechanism?

Yes, it is and additional optional mechanism for application in the Issue along with the ASBA mechanism.

6. Is any interest payable to shareholders who are applying through R-WAP system?

No.

For further details, please review the Letter of Offer dated September 11, 2020.

DISCLAIMER

Deepak Fertilisers and Petrochemicals Corporation Limited is proposing, subject to market conditions and other considerations, a rights issue of its Equity Shares and has in this regard filed a Letter of Offer dated September 11, 2020 (LOF) with SEBI and the Stock Exchanges. The LOF is available on the website of SEBI at www.sebi.gov.in, the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the websites of the Lead Manager, BOB Capital Markets Limited at www.bobcaps.in; respectively. Investors should note that investment in equity shares involves a degree of risk and are requested to refer to the section titled “*Risk Factors*” on page 16 of the Letter of Offer for details of the same. Potential investors should not rely on the Letter of Offer for any investment decision.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States, except in a transaction exempt from the registration requirements of the U.S. Securities Act. The Rights Equity Shares and/ or Rights Entitlements are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and/ or Rights Entitlements is permitted under laws of such jurisdictions. The Rights Equity Shares and/ or Rights Entitlements are not transferable except in accordance with the restrictions described in the section entitled “*Restrictions on Purchases and Resales*” in the Letter of Offer.