

# DEEPAK NITRITE LIMITED

Registered Office : 9/10, Kunj Society, Alkapuri, Vadodara – 390 007, India.  
Tel : 91-0265-2351013, 2334481, Fax : 91-0265-2330994,  
Email : investor@deepaknitrite.com Website :www.deepaknitrite.com

## OFFER LETTER

Dear Warrant Holder(s),

### **SUBJECT : OFFER FOR EXERCISE OF RIGHT TO SUBSCRIBE TO EQUITY SHARES AGAINST CONVERSION OF WARRANTS ISSUED ALONGWITH RIGHTS SHARES.**

The Company vide its Letter of Offer dated March 2, 2006 ("Letter Of Offer") had offered 29,91,031 Equity Shares along with detachable warrants on rights basis. The Company had issued and allotted 29,81,171 equity shares along with 14,90,586 detachable Warrants on May 5, 2006. In accordance with the terms of issue of detachable warrants and as per the decision of the Board of Directors of the Company these warrants shall be converted into Equity Shares between December 28, 2009 and January 30, 2010 ("**Warrant Exercise Period**").

As per the terms of the Issue of Warrants and the subsequent amendments approved by the Warrant Holders at their Meeting held on September 21, 2007, the Warrant holders are entitled to apply for and get allotted one Equity Share of Rs 10/- each for every one Warrant held by them on the Record Date i.e. on November 4, 2009 at a Conversion Price of Rs 100/- (Rupees One Hundred only) per Equity Share payable on application [Rs 10/- (Rupees Ten only) towards face value of equity share and Rs 90/- (Rupees Ninety only) towards premium as determined by the Board of Directors at its meeting held on October 7, 2009]. As per the amended terms of the issue of detachable warrants, the warrant holders, while applying for the conversion of warrants held by them on Record Date, may apply for additional equity shares over and above their entitlement for conversion of warrants into equity shares. The additional equity shares applied for, in lieu of unexercised warrants, will be allotted to the warrant holders applying for additional shares on pro-rata basis of their holdings, in the event of over subscription (as per the Basis of Allotment to be approved by the Bombay Stock Exchange Limited).

#### **YOUR ENTITLEMENT TO EQUITY SHARES:**

THE NUMBER OF WARRANTS HELD, ENTITLEMENT OF EQUITY SHARES AND THE AMOUNT PAYABLE ON APPLICATION ARE INDICATED IN THE APPLICATION FORM. YOU CAN APPLY FOR THE NUMBER OF SHARES AS PER YOUR ENTITLEMENT TO EQUITY SHARES INDICATED IN THE APPLICATION FORM. THIS IS TO ENABLE CONVERSION OF EACH WARRANT UNDER THE TERMS OF OFFER (CONVERSION OF ONE WARRANT INTO ONE EQUITY SHARE OF RS 10/- EACH).

#### **APPLICATION FOR ADDITIONAL SHARES:**

You may apply for the additional equity shares mentioning the same in the column provided in the application form. The additional equity shares, in lieu of unexercised warrants, will be allotted to the warrant holders applying for additional shares while applying for conversion of the Warrants held by them on Record Date, on pro-rata basis of their holding, in the event of over subscription (as per the Basis of Allotment to be approved by the Bombay Stock Exchange Limited).

THIS OFFER IS MADE TO YOU AS WARRANT HOLDER(S) ON THE RECORD DATE AND IS TO BE EXERCISED BY YOU ONLY AND THIS OFFER IS NOT TRANSFERABLE AND THEREFORE CANNOT BE RENOUNCED AND/OR SOLD IN FAVOUR OF OTHER/S. THEREFORE, NO REQUESTS FOR SPLIT OF YOUR ENTITLEMENTS ON THE APPLICATION FORM WOULD BE ENTERTAINED.

#### **PROCEDURE FOR CONVERSION OF WARRANT INTO EQUITY SHARE**

Application should be made in the Application Form enclosed with this letter.

A separate Application Form must be submitted for every Folio No./ Client ID.

#### **Submission of Application Form:**

The Application Form together with Cheque/Demand Draft should be submitted to the Collecting Banker and not to the Company. Applicants residing at places where there is no branch of the Collecting Banker for collecting application money, will have to make payment by Demand Draft payable at Mumbai and send their application forms together with necessary documents/ papers to the Registrar to the issue by REGISTERED POST / SPEED POST ONLY so as to ensure that it reaches the Registrar on or before the closure of Warrant Exercise Period i.e. **January 30, 2010**. A separate cheque / draft must accompany each Application Form.

#### **Application on Plain Paper**

Warrant holder(s) who have neither received the original Application Form nor is/ are in a position to obtain duplicate Form may either download the same from Company's web site [www.deepaknitrite.com](http://www.deepaknitrite.com) or make an application to subscribe to the Equity Shares on plain paper, with an Account Payee Cheque/ demand draft payable at Mumbai to be drawn in favour of "**Deepak Nitrite Ltd. A/c Warrants Conversion**" and send the same by Registered Post / Speed Post directly to the Registrar to the Issue, M/s Sharepro Services (India) Pvt. Ltd, at the address given in the Application Form, so as to reach them on or before the closure of Warrant Exercise Period. The envelope should be super scribed "**Deepak Nitrite – Warrants Conversion Application Form**".

The application on plain paper, duly signed by the applicant including joint holders, in the same order as per the specimen signature recorded with the Company, should contain the following particulars :-

1. Name(s) of Warrant Holder(s).
2. Address.
3. Folio No. / DP ID & Client ID number.
4. No. of Warrants held on Record Date.
5. Entitlement to No. of Equity Shares (1:1)
6. No. of Equity Shares Applied.
7. No. of Additional Equity Shares Applied, if any.
8. Total No. of Equity Shares applied.
9. Total Amount payable @ Rs.100/- per equity share.

10. Net amount paid.
11. Cheque / Demand Draft payable at Mumbai mentioning cheque / DD No., date, name of the Bank & its Branch.
12. Permanent Account Number (PAN) of Sole / all joint holder(s).
13. Signature of Sole/all joint holders as per specimen signature registered with the Company's Registrar / DPs.
14. Savings/Current Account No., Name of Bank and Address of Branch of the Bank, where the sole/first applicant is having Bank Account to enable the Registrar to print such details on refund order, if any.

**OPENING AND CLOSING OF SUBSCRIPTION (WARRANT EXERCISE PERIOD)**

<b>SUBSCRIPTION OPENS ON DECEMBER 28, 2009</b>	<b>SUBSCRIPTION CLOSSES ON JANUARY 30, 2010</b>
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This Offer Letter, the Application Form and instructions printed on the Application Form, constitute an integral part of this Offer.

**Registrar to the Issue**



Sharepro Services (India) Private Limited  
(Unit : Deepak Nitrite Limited – Warrant Conversion)  
13 AB, Samhita Warehousing Complex, Second Floor,  
Sakinaka Telephone Exchange Lane,  
Off Andheri Kurla Road, Sakinaka,  
Andheri (E), Mumbai – 400 072  
Tel : +91 22 67720300 / 400; Fax : +91 22 28591568;  
Email : [anandm@shareproservices.com](mailto:anandm@shareproservices.com)  
Contact Person : Mr. Prakash Khare / Mr. Anand Moolya

**COLLECTING BANKER:**

Standard Chartered Bank / Axis Bank Ltd. (The details mentioned on the reverse of the enclosed Application Form).

**UNSUBSCRIBED WARRANTS / MINIMUM SUBSCRIPTION**

Under the Terms of the Warrants, Minimum Subscription Clause is not applicable and if the right for conversion of Warrants into Equity Shares is not exercised on or before the last date for submission of the applications i. e. **January 30, 2010**, such right shall stand automatically lapsed vis-à-vis the Warrant holders, whose rights there under will stand extinguished and the Warrants remaining unexercised shall be available for allotment of additional equity shares to the Warrant Holders applying for additional shares while applying for conversion of the Warrants held by them on Record Date. The additional shares applied by the Warrant Holders will be allotted on pro-rata basis of their holding, in the event of over subscription (as per the Basis of Allotment to be approved by the Bombay Stock Exchange Limited).

**RANKING OF EQUITY SHARES**

The Equity Shares allotted on conversion of Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company including in respect of dividend, if any, declared by the Company, after the date of Allotment.

**ALLOTMENT AND LISTING OF EQUITY SHARES**

The Equity Shares of the Company are traded only in Demat Form and the market lot of Equity Shares in Demat Mode is one.

Letters of Allotment / Equity Share Certificates or Letter of Regret will be dispatched to the registered address of the first named applicant or respective beneficiary accounts will be credited within six weeks from the date of closure of Warrant Exercise Period. In case of request for allotment in physical form, the Company will issue to the allottees one Certificate for the entire allotment, subject to compliance with applicable laws. In respect of such certificate, the Company will, upon receipt of request from any shareholder, split such Certificate into certificates of smaller denominations within 15 days of the receipt of such request, in conformity with the Articles of Association of the Company. No fee would be charged for splitting of the certificate. The Company will make application for listing of Equity Shares to be issued under this Offer at Bombay Stock Exchange Limited and Vadodara Stock Exchange Limited at which Exchanges the existing Equity Shares are already listed.

**KINDLY READ THE INSTRUCTIONS PRINTED ON THE ENCLOSED APPLICATION FORM CAREFULLY BEFORE FILLING THE APPLICATION FORM.**

For any clarification in the matter, you may write to

- i) **Secretarial Department at the Registered Office of the Company at Vadodara or may call on (0265) 2351013 / 2334482 or through e-mail: [investor@deepaknitrite.com](mailto:investor@deepaknitrite.com), [barodaro@deepaknitrite.com](mailto:barodaro@deepaknitrite.com) or**
- ii) **The Registrar to the Issue M/s Sharepro Services (I) Pvt Ltd at :**  
Sharepro Services (India) Private Limited  
(Unit : Deepak Nitrite Limited – Warrant Conversion)  
13 AB, Samhita Warehousing Complex, Second Floor,  
Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,  
Sakinaka, Andheri ( E ),Mumbai – 400 072  
Tel : +91 22 67720300 / 400; Fax : +91 22 28591568;  
Email : [anandm@shareproservices.com](mailto:anandm@shareproservices.com)  
Contact Person : Mr. Prakash Khare / Mr. Anand Moolya

For Deepak Nitrite Limited

Sanjay Upadhyay  
Vice President (Finance) &  
Company Secretary

Vadodara, November 9, 2009

Enclosure: Application Form