



# V. S. DEMPO HOLDINGS PRIVATE LIMITED

Regd. Office: DEMPO HOUSE, CAMPAL, PANAJI 403 001 GOA INDIA.

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February 13, 2023

DCS-CRD BSE Limited, First Floor, New Trade Wing, Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 023 Fax No.2272 3121/2037/2039  <b>Stock Code : 509567</b>	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C/1, 'G' Block Bandra-Kurla Complex, Bandra-East Mumbai 400 051 Fax No. 2659 8237/8238  <b>Stock Code : GOACARBON</b>
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Dear Sir/Madam,

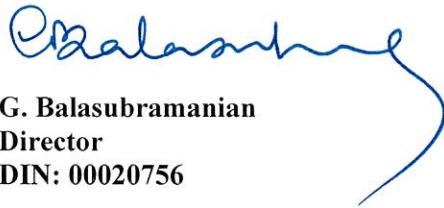
**Sub: Disclosure of reasons for encumbrance by Promoters of Listed Companies under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Pursuant to the SEBI Circular no. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019 and Regulations 31 (1) read with Regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we have enclosed herewith the disclosure of reasons for encumbrance of 50,69,040 shares of Goa Carbon Limited pledged by the Company.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully  
For V.S.Dempe Holdings Private Limited

  
**G. Balasubramanian**  
Director  
DIN: 00020756



Encl:  
1) Disclosure under SAST (Annexure I & Annexure II)

CC: The Company Secretary  
Goa Carbon Limited  
Dempe House  
Campal, Panaji  
Goa 403001

**Disclosures under Regulation 31(1)/31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**General Details**

1	Target Company (TC)	Goa Carbon Limited
2	Stock exchanges where the Target Company is listed	NSE      BSE Yes      Yes
3	Date of Reporting	13.02.2023
4	Name of the promoter or PAC on whose Shares encumbrances has been Created/ Released/ <del>invoked</del>	V S Dempo Holdings Private Limited

**Remarks (Optional)**

5	Additional Information (For Public dissemination)	<p>Pledge of 5069040 shares held by V S Dempo Holdings Private Limited in Goa Carbon Limited representing 55.39% of the paid-up capital of Goa Carbon Limited was created on 03.06.2022 to secure loan facility of Rs.75 Crores availed by Goa Carbon Limited from IIFL Wealth Prime Limited.</p> <p>The said pledge 5069040 shares held by V S Dempo Holdings Private Limited in Goa Carbon Limited representing 55.39% of the paid-up capital of Goa Carbon Limited is extended on 09.02.2023 to secure loan facility of Rs.125 Crores availed by Goa Carbon Limited from IIFL Wealth Prime Limited.</p>
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**Disclosures under Regulation 31(1)/31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Details of the creation/invocation/release of encumbrance :**

Sr No.	Name of the promoter(s) or PACs with them	Entity/Person belongs to		Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance(3)							Post event holding of encumbered shares		
		Promoter/ PAC	Promoter Group	No. of shares	% of total share capital	No. of shares	% of total share capital	Type of event	Date of Transaction	Type of encumbrance	Whether Shares being reported involves encumbrance in favour of multiple entities ? (Yes/No)	Reason for encumbrance	No. of shares	% of total share capital	Name of the entity in whose favour shares encumbered	No. of shares	% of total share capital
1	V.S.Dempo Holdings Pvt. Ltd.	Yes	No	5069040	55.39	Nil	Nil	Creation/ extension of pledge	09.02.2023	Pledge	No	To secure loan facility of INR 125 Crores to Goa Carbon Limited	5069040	55.39	IIFL Wealth Prime Limited	5069040	55.39
	<b>Total</b>			5069040	55.39	Nil	Nil						5069040	55.39		5069040	55.39

**I hereby declare that the disclosure being submitted is true and correct**

For V.S. Dempo Holdings Pvt. Ltd.

Name : G Balasubramanian

Director

DIN 00020756

Signature :



Place : Panaji, Goa

Date : 13.02.2023



**Annexure – II**

**Disclosure of reasons for encumbrance**

Name of listed company	GOA CARBON LIMITED (GCL)		
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange of India Ltd. (NSE)		
	BSE Limited (BSE)		
Name of the promoter(s) / PACs whose shares have been encumbered	V. S. Dempo Holdings Pvt. Ltd.		
Total promoter shareholding in the listed company	No. Of shares and % of total share capital-		
	Particulars	No. of shares	% of total share capital
	V.S.Dempo Holdings Pvt. Ltd.	50,69,040	55.39%
	Shrinivas V. Dempo	3,95,939	4.33%
	Motown Trading Pvt. Ltd. (Promoter Group)	10	0.00%
	Total	54,64,989	59.72%
Encumbered shares as a % of promoter shareholding	No of Shares Encumbered and Encumbered shares as a % of promoter shareholding:		
	Particulars	No. of Shares Encumbered	Encumbered shares as a % of promoter shareholding
	V.S.Dempo Holdings Pvt. Ltd.	50,69,040	92.75%
	Shrinivas V. Dempo	395,939	7.25%
	Motown Trading Pvt. Ltd.	-	-
Total	54,64,979	100 %	



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Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

**Details of all the existing events/ agreements pertaining to encumbrance**

Date of Creation of Encumbrance	09.02.2023	
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	# Pledge of Equity Shares	
No. and % of shares encumbered	No. of shares: 50,69,040 % of total share capital: 55.39%	
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	IIFL Wealth Prime Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES
	Names of all other entities in the agreement	Listed company and its group companies (if any)- 1. Goa Carbon Limited (borrower) 2. Shrinivas V. Dempo ( Pledgor) 3. V.S.Dempo Holdings Pvt. Ltd. (Pledgor)
	Whether the encumbrance is relating to any debt instruments viz. Debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Not applicable
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) *	INR 2,558,851,392.00



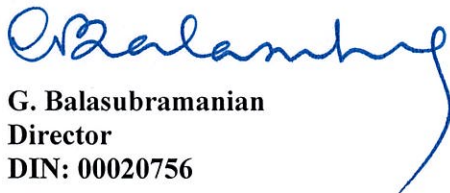
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	Amount involved (against which shares have been encumbered) (B)	INR 125,00,00,000.00
	Ratio of A / B	2.05
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	<p>NO</p> <p>YES</p> <p>Goa Carbon Limited has availed loan of INR 125 Crores from IIFL Wealth Prime Limited. The borrowed amount will be utilized by GCL for the procurement of imported raw materials. GCL can drawdown the loan amount anytime during the validity of the Master Financing Agreement , subject to the consent of the lender. Tenure of the facility is 36 months i.e upto 23<sup>rd</sup> January,2026 and bullet/partial repayment is allowed anytime over tenure of the facility.</p>

# Pledge of shares 5069040 was created on 03.06.2022 to secure loan facility of Rs.75 Crores availed by Goa Carbon Limited from IIFL Wealth Prime Limited which is extended w.e.f. 09.02.2023 to secure loan facility of Rs.125 Crores availed by Goa Carbon Limited from IIFL Wealth Prime Limited

\*Closing price was taken from NSE as on the Date of pledge creation i.e. 5069040 shares @ Rs. 504.80 each

**For V.S.Dempo Holdings Private Limited**

  
**G. Balasubramanian**  
**Director**  
**DIN: 00020756**



**Date: 13/02/2023**  
**Place: Panaji, Goa**