

Shrinivas V. Dempo

Chairman

Dempo Group of Companies



13th February 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 Stock Code: 509567	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No. C/1, 'G' Block Bandra- Kurla Complex Bandra- East Mumbai 400 051 Fax No. 2659 8237 / 8238 Stock Code: GOACARBON
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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, I have enclosed herewith the disclosure of reasons for encumbrance of 3,95,939 equity shares of Goa Carbon Limited pledged by me.

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

Thanking you,

Yours faithfully


Shrinivas V. Dempo

PS.

Encl:

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

Cc: The Company Secretary
Goa Carbon Limited
Dempo House
Campal Panaji
Goa 403001

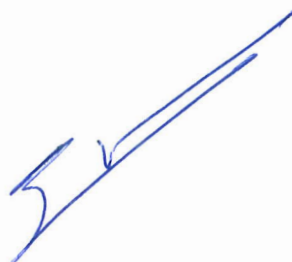
Disclosures under Regulation 31(1)/31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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/invoked	Shrinivas V. Dempo

Remarks (Optional)

5	Additional Information (For Public dissemination)	Pledge of 395939 equity shares held by Shrinivas V. Dempo in Goa Carbon Limited representing 4.33% of the paid-up capital of Goa Carbon Limited to secure loan facility of Rs. 125 Crores availed by Goa Carbon Limited from IIFL Wealth Prime Limited.
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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 him	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/Promoter Group	PAC	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	Shrinivas V.Dempo	Yes	No	395939	4.33%	Nil	Nil	Creation	09.02.2023	Pledge	No	To secure loan facility of INR 125 Crores to Goa Carbon Limited	395939	4.33%	IIFL Wealth Prime Limited	395939	4.33%
Total				395939	4.33%	Nil	Nil						395939	4.33%		395939	4.33%

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

Name  Shrinivas V. Dempo


Place: Panaji, Goa

Date: 13.02.2023

Annexure – II

Disclosure of reasons for encumbrance

Name of listed company	GOA CARBON LIMITED		
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	Shrinivas V. Dempo		
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	3,95,939	7.25%
	Motown Trading Pvt. Ltd. (Promoter Group)	-	-
	Total	54,64,979	100.00%
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: 3,95,939 % of total share capital: 4.33%
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 Private Limited (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 19,98,70,007.20
	Amount involved (against which shares have been encumbered) (B)	INR 125,00,00,000.00
	Ratio of A / B	0.16



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 (GCL) 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 and other working capital requirements.</p> <p>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 upto 23rd January 2026, subject to review every six months and bullet/partial repayment is allowed anytime over tenure of the facility.</p>
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*Closing price was taken from BSE Limited as on the date of pledge creation i.e. 395939 shares @ Rs. 504.80 each


Shrinivas W. Dempo

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