

DEEP INDUSTRIES LIMITED

**Oil and Gas
Exploration, Production
and Services**



**27th
Annual Report
2016-2017**



DEEP INDUSTRIES LIMITED
27th Annual Report 2016-2017

BOARD OF DIRECTORS

Mr. Paras S. Savla	Chairman & Managing Director
Mr. Rupesh K. Savla	Managing Director
Mr. Dharen S. Savla	Whole-Time Director
Mr. Premsingh M. Sawhney	Non-Executive Director
Mr. Kirit V. Joshi	Independent Director
Mr. Arun N. Mandke	Independent Director
Mr. Sanjay Parekh	Independent Director
Mrs. Renuka Upadhyay	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Rohan Shah	Chief Financial Officer
Mr. Akshit Soni	Company Secretary

BANKERS

State Bank of India
HDFC Bank Ltd.
Indusind Bank Ltd.
Exim Bank Ltd.
IDFC Bank Ltd

AUDITORS

M/s. Dhirubhai Shah & Doshi
Chartered Accountants

SECRETARIAL AUDITOR

M/s Shilpi Thapar & Associates
Practicing Company Secretary

SHARE TRANSFER AGENT

M/s. Link Intime India Private Limited
506-508, Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre,
Near St. Xavier's College Corner,
Off C. G. Road, Ahmedabad 380 009

REGISTERED OFFICE

12A & 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli,
Ahmedabad – 380058
CIN: L63090GJ1991PLC014833
Phone: 02717- 298510 Fax: 02717-298520
E-mail: info@deepindustries.com
Website: www.deepindustries.com

C O N T E N T S

Notice	2
Board's Report	11
Management Discussion and Analysis Report	38
Corporate Governance Report	42
Independent Auditor's Report on Standalone Financial Statements	56
Standalone Financial Statements	60
Independent Auditor's report on Consolidate Financial Statements	75
Consolidate Financial Statements	78



DEEP INDUSTRIES LIMITED

CIN: L63090GJ1991PLC014833

Regd. Office: 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli,
Ahmedabad – 380058, Phone: 02717- 298510, Fax: 02717-298520

E-mail: info@deepindustries.com, **Website** – www.deepindustries.com

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of Deep Industries Limited (CIN: L63090GJ1991PLC014833) will be held on Friday, the 1st September, 2017 at 10:00 A.M at Hotel Planet Landmark, Ambli Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380 058, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements (including audited consolidated financial Statements) of the company for the financial year ended 31st March, 2017 which includes the Balance Sheet, statement of profit & Loss, cash flow statement as at the date, the Auditor's Report and Board's Report thereon.
2. To declare dividend of ` 1.8/- per equity shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Paras Shantilal Savla (DIN: 00145639), who retires by rotation and being eligible offers himself for re – appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the resolution passed by Members at 26th Annual General Meeting appointing M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) as Statutory Auditors of the Company to hold office until the conclusion of the 31st Annual General Meeting of the Company to be held in 2021, the Company hereby ratifies and confirm the appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) as a Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

5. CHANGE IN PLACE OF KEEPING THE STATUTORY REGISTERS OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following as a **“Special Resolution”**.

“RESOLVED THAT pursuant to the provision of Section 88, 94 and such other applicable provisions of the Companies Act, 2013(‘Act’), read with the Companies (Management & Administration) Rules, 2014 and any other applicable rules, circulars and notifications framed there under (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded to keep, maintain, preserve the Register of Members together with the Index of members of the Company, registers of duplicate shares and/or any other registers required to be maintain under section 88 of Act and copies of the Annual Returns of the Company filled under section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office premises of Registrar and Transfer Agent (RTA) of the Company M/s Link Intime India Pvt. Ltd., 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad - 380009, and such other places as the RTA, or any other its office or place within the Ahmedabad city, instead of the Registered Office of the Company.”

“RESOLVED FURTHER THAT the Registers, Indices, Returns, Books, Certificates, and documents of the Company required to be maintain and kept open for inspection by the Members and/or any other person entitle thereto under the Act, be kept open for inspection, at the place where they are kept, to the extent, in the manner and on the payment of the fees, if any, specified in the Act and except when the registers and books are closed under the provision of the Act or Articles of Association of the Company.”

“RESOLVED FURTHER THAT any one Director and/or, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby severally authorized to sign and submit such documents or forms or intimation and to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. TO ACCORD CONSENT TO THE BOARD TO CREATE, OFFER , ISSUE AND ALLOT SECURITIES AMOUNTING TO ` 150 CRORES (RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) PURSUANT TO SECTION 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **“Special Resolution”**.



"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force, the "Companies Act"), the provisions of the Memorandum and Articles of Association of the Company, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the Stock Exchanges and / or any other competent authorities from time to time to the extent applicable, and subject to such required further approvals, permissions, consents and sanctions as may be necessary from members of the Company, SEBI, Stock Exchanges, RBI, GOI and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value 10/- each ("Equity Shares"), by way of Preferential Issue/Private Placement/ Bonus Issue, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares subject to the alteration of capital clause in Memorandum and Articles of Association of the Company, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, Qualified Institutions Placement ("QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/ requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred Fifty Crores Only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment in tranches or otherwise shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as



permitted under applicable law on the QIP Floor Price. “

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force) and other applicable pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT in the event of the issue of Securities as aforesaid by way of Preferential Issue in terms of Chapter VII of SEBI (ICDR) Regulations, as amended from time to time and the relevant provisions/ rules of/ under Companies Act, 2013:

- a) The relevant date for the purpose of determining the pricing of the Securities would, pursuant to Chapter VII of the SEBI (ICDR) Regulations, and/ or other applicable regulations, be, in case of issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue, or in case of preferential issue of convertible securities, either the relevant date referred to above or a date thirty days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares;
- b) The tenure and pricing shall be determined in compliance with principles and provisions set out in the regulations 75 and 76 (including 76A and 76B), respectively, of Chapter VII of the SEBI (ICDR) Regulations, as amended from time to time;
- c) The Securities so issued would be locked-in as set out in regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, as amended from time to time;
- d) The allotment of the Securities so issued shall be completed within a period of 15 days from the passing of the shareholders' resolution or from the date of receipt of any approval or permission by any regulatory authority.

“RESOLVED FURTHER THAT the Issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions: (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto; (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; (c) in the event of merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, Securities, non-convertible debentures or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, without being required to seek any further consent or



approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or any other officer(s) of the Company in such manner as they may deem fit in their absolute discretion.”

7. TO RECLASSIFY THE EXISTING 2 PROMOTERS GROUP INTO PUBLIC CATEGORY:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “**Special Resolution**”.

“**RESOLVED THAT** pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, request of Mrs. Rita Keval Shah and Mr. Sanjay Karani, person constituting the promoter group holding 0.46% of the paid up capital of the company to be removed from the list of promoters/ promoter group in the shareholding pattern being filed by the Company and to reclassify the above referred persons from ‘promoter and promoter group category’ to ‘public category’ be and is hereby accepted and the same shall be communicated to the Bombay Stock Exchange Limited (BSE) & National Stock Exchange Limited (NSE) for their approval.”

“**RESOLVED FURTHER THAT** Mr. Paras Savla, Managing Director and Mr. Akshit Soni, Company Secretary be and is hereby severally authorized to file the necessary applications before the BSE & NSE and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.”

By Order of Board of Directors

Date : August 4, 2017

Place : Ahmedabad

Akshit Soni
Company Secretary
Membership No. 34152

Registered Office:

Deep Industries Limited

12A & 14, Abhishree Corporate Park,

Ambli- Bopal Road, Ambli,

Ahmedabad – 380058

CIN: L63090GJ1991PLC014833

E-mail: info@deepindustries.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In respect of the Ordinary Resolution at Item No. 3 a statement giving additional information on the Director(s) seeking re-appointment is annexed herewith as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.
5. Corporate members intending to send their authorized representatives to attend the AGM pursuant to section 113 of the Companies Act, 2013 are requested to send the company a duly certified copy of the Board Resolution together with specimen signature of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.
6. The Register of Members and the Share Transfer Books of the Company will remain closed From Saturday, 26th August, 2017 to Friday, 1st September, 2017 (both days inclusive) for the purpose of 27th Annual General Meeting & to determine the entitlement of the shareholders to receive dividend for the year 2016-17, if declared at the meeting.



7. Members seeking any information or clarification on the accounts are requested to send written queries to the Company at least 10 days before the date of the meeting to enable the Management to keep the required information available at the meeting.
8. All documents referred to in the accompanying notice requiring the approval of the members at the meeting shall be available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 5:00 p.m. except Saturday prior to the date of Annual General Meeting i.e. on 1st September, 2017. The notice and the Annual Report are available on the Company's website www.deepindustries.com.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
10. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Link Intime India Private Limited.
11. In Compliance with the circular of Ministry of Corporate Affairs for "Green Initiative in the Corporate Governance" by allowing/ permitting service of Documents etc in electronic forms, electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their E-Mail address, physical copies of the Annual Report for the year 2016-17 is being sent in the permitted mode.
12. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with M/s. Link Intime India Private Limited. (in case of Shares held in physical form).
13. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website www.deepindustries.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to cs@deepindustries.com.
14. Members/proxies are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
15. Members are requested to provide their Client ID and DP ID numbers at the meeting for easy identification.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar & Share Transfer Agent M/s. Link Intime India Private Limited.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

17. Transfer of Unclaimed and/or Unpaid Amounts to the Investor Education Protection Fund (IEPF).
 - a. In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred within 30 days of becoming due to IEPF maintained by the Central Government.
 - b. Accordingly, during the financial year 2017-18, the Company has transferred unclaimed final dividend amount for the financial year ended 31st March, 2010 on 20th July, 2017 to IEPF.
 - c. In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.
18. A route map giving directions to reach the venue of the 27th Annual General Meeting is given at the end of the Notice.

19. Voting through electronic means:

In Compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time together with Regulation 44 of SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote for business to be transacted in this notice of AGM by electronic means through e-Voting services provided by Central Depository Services (India) Limited (CDSL). Members who are holding shares in physical or dematerialized form as on 25.08.2017 shall exercise their vote by electronic means.

“Cut-off date” for determining the eligibility for voting either through electronic voting system or ballot is fixed as August 25, 2017. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

The instructions for members voting electronically are as under:

- (i) The voting period begins on 29th August, 2017 at 9.00 a.m. and ends on 31st August, 2017 at 5.00 p.m. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of Friday, 25th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Deep Industries Limited for vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify



your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. (i) To Sl. No. (xix) above to cast vote.
- (B) The voting period begins on 29th August, 2017 at 9:00 a.m. and ends on 31st August, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

13. Contact Details :

COMPANY:

Deep Industries Limited
12A & 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli, Ahmedabad 380 058
E-mail: cs@deepindustries.com

REGISTRAR AND TRANSFER AGENTS:

M/s. Linkintime India Private Limited
E-mail: ahmedabad@linkintime.co.in

E-VOTING AGENCY:

Central Depository Services (India) Limited
E-mail : helpdesk.evoting@cdslindia.com

SCRUTINIZER:

Ms. Shilpi Thapar - Practicing Company Secretary
M/s Shilpi Thapar & Associates
E-mail: shilpi@shilpithapar.com

14. At the ensuing Annual General Meeting, Mr. Paras Savla, retires by rotation and being eligible, offers himself for re-appointment.



Details of Director Seeking Re-appointment at the Annual General Meeting

The information or details required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to him are given below:

Particulars	Mr. Parasbhai Shantilal Savla (DIN No. 00145639)
Date of Birth and Age	DOB: 25th August 1971 Age: 45 Years
Date of Appointment	01st June, 2009
Qualification	Commerce Graduate from Gujarat University
Experience & Expertise	Mr. Parasbhai Savla aged 45 years, is having more than 23 years of experience in Finance and Oil & Gas sector.
Name of Public Companies in which he hold directorship other than Deep Industries Limited	Adinath Exim Resources Limited- Chairman & Director Deep Natural Resources Limited- Director
Chairman/Member of committee of the Board of Public companies other than Deep Industries Limited	Audit Committee of Adinath Exim Resources Limited- Member Stakeholder Relationship Committee of Adinath Exim Resources Limited- Member Nomination & Remuneration Committee of Adinath Exim Resources Limited- Member
Relationship with other Directors	Brother of Mr. Dharen Shantilal Savla, Whole-Time Director of the Company
No. of shares held in the Company	400580 (1.25%)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO.5

CHANGE IN PLACE OF KEEPING THE STATUTORY REGISTERS OF THE COMPANY:

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company.

However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Link Intime India Private Limited at its office premises at 506-508, Amarnath Business Centre -1, (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006 or any other its office or place within the Ahmedabad city.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

ITEM NO.6

TO ACCORD CONSENT TO THE BOARD TO CREATE, OFFER, ISSUE AND ALLOT SECURITIES AMOUNTING TO ` 150 CRORES (RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) PURSUANT TO SECTION 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS:

This special resolution contained in the Notice under Item No. 6 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares by way of Preferential Allotment/Private Placement/ Right Issue, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures, preference shares subject to amendment in capital clause of Memorandum and Articles of Association of the Company and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be