

28<sup>th</sup> September 2018

To,  
Corporate Relations Department  
Bombay Stock Exchange Limited  
2nd Floor, P.J. Towers,  
Dalal Street,  
Mumbai-400 001  
Scrip Code : 532760

To,  
Corporate Relations Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1, G-Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051.  
Symbol: DEEPIND

**Sub: Notices of the National Company Law Tribunal (“NCLT”) convened Meetings of Equity Shareholders, Unsecured Creditors and Secured Creditors of the Company**

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Dear Sir,

The Hon’ble NCLT, Ahmedabad Bench, vide its order dated 19<sup>th</sup> September 2018, has directed meetings of the equity shareholders and unsecured creditors of the Company to be convened at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G.Road, Nr. Ashok Vatika, Ahmedabad – 380058 in the state of Gujarat, India on Tuesday, the 30<sup>th</sup> day of October, 2018 at 11:30 a.m. and 02:00 p.m. respectively and the meeting of secured creditors of the Company to be convened at 12A and 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat, India on Tuesday, the 30<sup>th</sup> day of October, 2018 at 10:00 a.m., for the purpose of considering, and if though fit, approving, with or without modification(s), the Scheme of Arrangement in the nature of De-merger of Oil and Gas Services Undertaking of Deep Industries Limited into Deep CH4 Limited, as proposed between the companies and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 (“Scheme”).

Pursuant to Section 230(3) of the Companies Act, 2013 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copies of the Notices of the NCLT convened meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company along with the Explanatory Statement thereto.

Further, in compliance with the provisions of (i) Section 110 of the Companies Act, 2013; (ii) Section 108 of the Companies Act, 2013; (iii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iv) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided e-voting facility and postal ballot facility to the equity shareholders of the company in connection with

**Registered Office:**

12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058  
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520  
Email: [info@deepindustries.com](mailto:info@deepindustries.com) | Website: <http://www.deepindustries.com>  
CIN : L63090GJ1991PLC014833





**Oil & Gas Exploration  
Production & Services**

resolution proposed in the aforesaid Notice of the NCLT convened meeting of the equity shareholders. The voting period for e-voting will commence at 09:00 a.m. on Sunday, the 30<sup>th</sup> day of September 2018 and will end at 05:00 p.m. on Monday, the 29<sup>th</sup> day of October 2018. In case of voting through postal ballot, equity shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form so as to reach the scrutinizer before 5.00 p.m. on or before 29<sup>th</sup> day of October 2018. The Company has also provided the facility of voting through polling paper at the venue of the meeting. Equity shareholders of the Company, as at the cut-off date of 24<sup>th</sup> September 2018, only shall be entitled to vote on the Scheme.

In case of the meeting of the Secured Creditors and Unsecured Creditors of the Company, the voting shall be carried out through polling paper at the venue of the meeting.

The above Notices along with the Explanatory Statement thereto are also available on the website of the Company at [www.deepindustries.com](http://www.deepindustries.com)

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

**For Deep Industries Limited**

  
**Akshat Soni**  
**Company Secretary and Compliance Officer**  
**Membership No. 34152**



Encl: As above.

**Registered Office:**

12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520  
Email: [info@deepindustries.com](mailto:info@deepindustries.com) | Website: <http://www.deepindustries.com>  
CIN : L63090GJ1991PLC014833





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

MEETING OF THE EQUITY SHAREHOLDERS OF  
DEEP INDUSTRIES LIMITED

PURSUANT TO THE DIRECTIONS OF NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT AHMEDABAD

NOTICE TO EQUITY SHAREHOLDERS

Day	Tuesday
Date	October 30, 2018
Time	11.30 a.m. (IST)
Venue	Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380 058 in the state of Gujarat

POSTAL BALLOT AND REMOTE E-VOTING	
Commencing on	Sunday, 30 September 2018 at 09:00 a.m.(IST)
Ending on	Monday, 29 October 2018 at 05:00 p.m. (IST)



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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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
C A (CAA) NO.103 OF 2018

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section  
66 and other applicable provisions of the Companies  
Act, 2013;

And

In the matter of Scheme of Arrangement between Deep  
Industries Limited and Deep CH4 Limited and their  
respective shareholders and creditors

Deep Industries Limited

CIN: L63090GJ1991PLC014833

A company incorporated under the provisions of the Companies  
Act, 1956 and having its registered office at 12A & 14,  
Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058 in the state of Gujarat ...

Applicant De-merged Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF  
DEEP INDUSTRIES LIMITED

To,  
The Equity Shareholders of Deep Industries Limited.

Notice is hereby given that by an order dated 19th September, 2018, the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the Equity Shareholders of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement in the nature of De-merger of Oil and Gas Services Undertaking of Deep Industries Limited into Deep CH4 Limited, as proposed between the companies and their respective Shareholders and Creditors.

TAKE FURTHER NOTICE that persons entitled to attend and vote at the Meeting may vote in person or through authorized representative or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at Ahmedabad not later than 48 hours before the scheduled time of the commencement of the Meeting of the Equity Shareholders of the Applicant Company. Forms of proxy can also be obtained from the registered office of the Applicant Company.

Copies of the Scheme of Arrangement and of the Explanatory Statement under section 230(3) read with sections 232(2) and 102 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company and/or at the office of the Advocate Mrs. Swati Soparkar at 301, Shivalik 10, Opp. SBI Zonal Office, Near Excise Chowky, S. M. Road, Ahmedabad 380 015, Gujarat.

NCLT has appointed Mr. Dhananjay Trivedi, a practicing Chartered Accountant and/or failing him, Mr. Jayesh M. Shah, a practicing Chartered Accountant, and/or failing him Mr. Kirit Joshi, the Independent Director of the Applicant Company as Chairman of the said Meeting including any adjournment thereof.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 110 of the Companies Act, 2013; (ii) Section 108 of the Companies Act, 2013; (iii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iv) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by remote e-voting and postal ballot so as to enable the equity shareholders to consider and approve the Scheme by way of a special resolution (as mentioned below). Accordingly, voting by equity shareholders of the Company to the Scheme will be carried out through (a) remote e-voting; (b) Postal Ballot and (c)



polling paper at the venue of the Meeting. The equity shareholders may refer to the 'Notes' to this Notice for further details on remote e-voting and postal ballot.

TAKE FURTHER NOTICE that copy of the Scheme, Explanatory Statement under Section 230(3) read with Sections 232(2) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and other annexures as stated in the Index are enclosed herewith. Copies of the Scheme and the Explanatory Statement can be obtained free of charge at the registered office of the Company.

The Scheme of Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Ahmedabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Ahmedabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited, placed before this meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Ahmedabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Dated this 24th Day of September, 2018

Place : Ahmedabad

Registered Office:

12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli, Ahmedabad –

380058 in the state of Gujarat

(CIN: L63090GJ1991PLC014833)

Dhananjay Trivedi  
Chairman appointed for the Meeting



Notes:

1. An equity shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be deposited at the registered office of the company not less than 48 (forty eight) hours before the meeting.
2. All alterations made in the Form of Proxy should be initialled. The form of proxy can be obtained free of charge from the registered office or corporate office of the Company or office of Advocate Mrs. Swati Soparkar.
3. As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as a proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Equity Shareholder holding more than 10% (ten 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 equity shareholder.
4. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, an equity shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
5. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a duly certified copy of the resolution passed by the Board of Directors or other Governing Body, authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. Equity shareholder or his/her Proxy are requested to bring the copy of this Notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the venue of the Meeting.
7. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID for easy identification.
8. As per SEBI circular SEBI/LAD-NRO/GN/2018/24 dated 08th June 2018, BSE circular no. LIST/COMP/15/2018-19 dated 05th July, 2018 and NSE Ref. No NSE/CML/2018/26 dated 09th July, 2018 shareholders are advised to dematerialise their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted from 05th December 2018.
9. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company / list of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") in respect of such joint holding, will be entitled to vote.
10. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders, whose names appeared in the register of members/list of beneficial owners as received from the Registrar as on August 30, 2018. Further, equity shareholders as per the register of members of the Company / records of depositories as on the close of business on September 24, 2018 will be entitled to attend and exercise their right to vote at the Meeting. The Notice along with other documents will be displayed on the website of the Company at <http://www.deepindustries.com/Pages/Scheme%20of%20Arrangement%20in%20the%20nature%20of%20Demerger%20and%20reduction%20of%20capital.aspx>.
11. In compliance with the provisions of (i) Section 110 of the Companies Act, 2013; (ii) Section 108 of the Companies Act, 2013; (iii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iv) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by remote e-voting (through e-voting services provided by Central Depository Services Limited ("CDSL") and postal ballot so as to enable the equity shareholders to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Company to the Scheme will be carried out through (i) remote e-voting; (ii) Postal Ballot and (iii) polling/ballot paper at the venue of the Meeting.
12. Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March 2017 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), inter alia, provides that approval of Public Shareholders of the Applicant Company to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since the Applicant Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for voting through postal ballot and e-voting would be required to be carried out by the Applicant Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (which includes Public Shareholders) of the Applicant Company would be deemed to be the notice sent to the Public Shareholders of the Applicant Company. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957



and the term "Public Shareholders" shall be construed accordingly. In terms of SEBI Circular, the Applicant Company has provided the facility of voting by postal ballot and e-voting to its Public Shareholders. NCLT, by its Order, has, inter alia, held that since the Applicant Company is directed to convene a meeting of its equity shareholders, which includes Public Shareholders, and the voting in respect of the equity shareholders, which includes Public Shareholders, is through postal ballot and e-voting, the same is in sufficient compliance of SEBI Circular.

13. The quorum of the Meeting shall be 30 (thirty) equity shareholders present in person.
14. The Notice, together with the documents accompanying the same is being sent to all equity shareholders by permitted modes, whose names appear in the list of equity shareholders as on August 30, 2018.
15. Equity shareholders can opt only for one mode of voting. If any equity shareholder has opted for e-voting, or postal ballot, then he/she should not vote by polling/ballot paper at the venue of the Meeting. However, in case equity shareholders cast their vote through e-voting and/or postal ballot and polling/ballot paper, then voting through e-voting/postal ballot shall prevail and voting done by polling/ballot paper shall be treated as invalid. It is clarified that casting of votes by e-voting/postal ballot does not disentitle the equity shareholders from attending the Meeting. Equity shareholders after exercising his right to vote through e-voting/postal ballot shall not be allowed to vote again at the Meeting.
16. The voting period for e-voting shall commence on and from Sunday, September 30, 2018 at 09:00 a.m. (IST) and end on Monday, October 29, 2018 at 05:00 p.m. (IST).
17. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the equity shareholders of the Company, voting in person or by proxy or postal ballot or by remote e-voting (all taken together in aggregate), agree to the Scheme.
18. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the number of votes cast by the Public Shareholders (through postal ballot or e-voting) in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it.
19. The Company has engaged the services of CDSL for facilitating remote e-voting for the Meeting. Equity shareholders desiring to exercise their vote by using remote e-voting facility are requested to follow the instructions mentioned in Note 30 below.
20. As directed by the Hon'ble Tribunal, Shri Premnarayan Tripathi (Membership No. F8851), Practicing Company Secretary, shall act as scrutinizer to scrutinize votes cast electronically through postal ballot, remote e-voting and by polling/ballot paper at the venue of the Meeting and shall submit a report on votes cast to the Chairman of the Meeting or to the person so authorised by him within 48 (forty eight) hours from the conclusion of the Meeting. The scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders, which includes Public Shareholders, of the Applicant Company through (i) e-voting process, (ii) postal ballot, and (iii) ballot or polling paper or electronic voting system at the venue of the meeting. The scrutinizer will also submit a separate report with regard to the result of the postal ballot and e-voting in respect of Public Shareholders. The scrutinizer's decision on the validity of the votes (including e-votes) shall be final.
21. The results of votes cast through (i) e-voting process, (ii) postal ballot, and (iii) ballot or polling paper or electronic voting system at the venue of the meeting including the separate results of the postal ballot and e-voting exercised by the Public Shareholders will be announced on or before 2 November 2018, upon receipt of scrutinizer's report and same shall be displayed on the website of the Company at [www.deepindustries.com](http://www.deepindustries.com) and on the website of CDSL.
22. An advertisement about convening the Meeting will be published in English daily "Indian Express" Ahmedabad Edition and Gujarati translation thereof in Gujarati daily "Sandesh" Ahmedabad Edition.
23. The equity shareholders have the option either to vote through e-voting process or through the postal ballot form. A postal ballot form alongwith self-addressed postage pre-paid envelope is also enclosed. Equity shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Equity shareholders who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Applicant Company's website [www.deepindustries.com](http://www.deepindustries.com) or seek duplicate postal ballot form from the Applicant Company.
24. Equity shareholders shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the scrutinizer so as to reach the scrutinizer before 5.00 p.m. on or before 29<sup>th</sup> day of October, 2018. Postal ballot form, if sent by courier or by registered post/speed post at the expense of an equity shareholder will also be accepted. Any postal ballot form received after the said date and time period shall be treated as if the reply from the equity shareholders has not been received.
25. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected.





26. The vote on postal ballot can not be exercised through proxy.
27. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint equity shareholders.
28. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Applicant Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney (“PoA”) on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Applicant Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
29. The instructions for equity shareholders for e-voting are as under:
  - (i) The voting period begins on Sunday, 30 September 2018 at 9:00 am and ends on Monday, 29 October 2018 at 5:00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24 September 2018 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](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (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](http://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) - 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. - 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 directly reach 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 for the Deep Industries Limited on which you choose to 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 Apple, Android and 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
  - o Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - o After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - o The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - o 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



IN THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

COMPANY APPLICATION NO. CA (CAA) NO. 103/NCLT/AHM/2018

IN THE MATTER OF SECTION 230 TO 232 READ WITH SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN DEEP INDUSTRIES LIMITED AND DEEP CH4 LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Deep Industries Limited.

A company incorporated under the Companies Act, 2013 and having its registered office at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat .....Applicant  
Demerged Company

EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated 19<sup>th</sup> September 2018 passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ("NCLT"), in the above-mentioned Company Application no. 103 of 2018 (the "Order"), separate meetings of the Equity Shareholders and Unsecured Creditors of Deep Industries Limited, the Demerged Company are being convened and held at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G.Road, Nr. Ashok Vatika, Ahmedabad – 380058, in the state of Gujarat, on the 30<sup>th</sup> day of October, 2018 respectively at 11.30 a.m. and 2:00 pm; meeting of the Secured Creditors of Deep Industries Limited, the Demerged Company is being convened and held on the same day i.e. 30<sup>th</sup> day of October, 2018 at 10.00 a.m. at the registered office of the company at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad 380058 in the state of Gujarat for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement, inter alia, in the nature of demerger of Oil and Gas Services Undertaking ("Demerged Undertaking") from the Company to Deep CH4 Limited ("Resulting Company") and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme").
2. In terms of the said Order, the quorum for the said meeting for Equity Shareholders shall be 30 (Thirty) equity shareholders of the Company, present in person, as prescribed by the National Company Law Tribunal, Bench, at Ahmedabad. The Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Demerged Company, as the case may be, voting in person or by proxy or by postal ballot (which includes e-voting), agree to the Scheme. Quorum for the meetings of Secured Creditors and Unsecured Creditors is prescribed as 3 (Three) and 15 (Fifteen) respectively.
3. Further in terms of the said Order, NCLT has appointed Mr. Dhananjay Trivedi, an Independent Practicing Chartered Accountant and failing him Mr. Jayesh M Shah, an Independent Practicing Chartered Accountant and failing him Mr. Kirit Joshi, an Independent Director of the Applicant Demerged Company as the Chairman of all the meetings including for any adjournment or adjournments thereof.
4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules").
5. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Demerged Company, as the case may be, voting in person or by proxy or by postal ballot (which includes e-voting), agree to the Scheme. Similarly, in case of both the Secured and Unsecured Creditors, approval from the majority of persons representing three fourths in value of the creditors, or class of creditors, of the Demerged Company, as the case may be, voting in person or by proxy is required.
6. In addition, the Applicant Company is seeking the approval of its equity shareholders to the Scheme by way of voting through postal ballot and e-voting. Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), inter alia, provides that approval of Public Shareholders of the Applicant Company to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since, the Applicant Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, this notice will be deemed (i) to be issued in accordance with the provisions of the Companies Act; and (ii) to be the notice sent to the Public Shareholders of the Applicant Company in accordance with the SEBI Circular. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.



## 1. Background of the Demerged Company

- (a) Deep Industries Limited, the Demerged Company was incorporated on January 1, 1991 in the name and style of Deep Roadways Private Limited under the provisions of Companies Act, 1956 with the Office of Registrar of Companies, Gujarat. Subsequently, the name was changed to Deep Industries Private Limited and the word Private was deleted by virtue of the company being a Deemed Public Limited Company under the provisions of section 43A(1B) of the Companies Act, 1956 on 6th February, 1997. The Company became a Public Limited Company with effect from 2nd May, 2002 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep Industries Limited on 2<sup>nd</sup> May, 2002. The registered office of the company is situated at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat.
- (b) The company has business interest in air and natural gas compression services, gas dehydration, work over and drilling rig services as well as oil and gas exploration and production.
- (c) Corporate Identity Number (CIN): L63090GJ1991PLC014833
- (d) Permanent Account Number (PAN):AAACD6915E
- (e) Registered Office and e-mail address: 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India  
E-mail address: cs@deepindustries.com
- (f) The equity shares of the Demerged Company are listed on BSE Limited and the National Stock Exchange of India Limited.
- (g) Names of the promoters and directors along with their addresses:

## Details of Promoter and Promoter Group

Name of the Promoter	Address
Dharen Shantilal Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Priti Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Mita Manoj Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Avani Dharen Savla	35/36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Manoj Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Paras Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Prabhaven Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Prabhaven Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Rupesh Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Shail M Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shantilal Murjibhai Savla	35/36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shital Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Aarav Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Adinath Exim Resources Ltd.	12A, 3 <sup>rd</sup> Floor, Abhishree Corporate Park, Bopal Ambli Road, Ambli, Ahmedabad – 380058
Shantilal Savla Family Trust	12A, 3 <sup>rd</sup> Floor, Abhishree Corporate Park, Bopal Ambli Road, Ambli, Ahmedabad – 380058
Rupesh Savla Family Trust	11, Vikram Mansion, Plot No. 449, Mahila Ashram Road, King Circle, Matunga, Mumbai – 400019, Maharashtra



## Details of Directors

Name of the Director	Designation	DIN	Address
Hemendrakumar Chamanlal Shah	Additional Director	00077654	F/701, Tulip Citadel, Opp. Esic Staff Quarters, Shreyas Tekra, Ambawadi, Ahmedabad – 380015
Rupeshbhai Kantilal Savla	Managing Director	00126303	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Parasbhai Shantilal Savla	Chairman and Managing Director	00145639	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Arun Narayan Mandke	Director	00587604	C2-102, Simplicity Autade, Handewadi, Autadwadi, Handewadi, Phursungi Haveli, Pune – 412308
Kirit Vaikunthrava Joshi	Director	05316488	501, Prasad Tower, Near Nehrunagar Circle Ambawadi, Ahmedabad – 380015
Renuka Anjanikumar Upadhay	Director	07148637	A-504, Safal Parisar-2, Bopal, Ahmedabad – 380058

- (h) The main objects of the Demerged Company as set out in its Memorandum of Association are as follows:

“To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the commoncarriers.”

- (i) The Share Capital of the Demerged Company as on 31 March 2018 is as follows:

Particulars	INR
Authorized Share Capital	
5,42,66,340 equity shares of INR 10 each	54,26,63,400
50,00,000 preference shares of INR 10 each	5,00,00,000
Total	59,26,63,400
Issued, Subscribed and Paid Up Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000

Subsequent to the above date, there has not been any change in the share capital of the Demerged Company.

## 2. Background of the Resulting Company

- (a) Deep CH4 Limited, the Resulting Company, is a company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November 2006 under the name and style of Deep CH4 Private Limited having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat. The Resulting Company became a Public Limited Company with effect from 11th June, 2018 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep CH4 Limited on 11<sup>th</sup> June, 2018.
- (b) The Resulting Company has been incorporated with an objective to carry on the business of prospecting, exploring, developing, opening and working mines, drilling and to pump, refine, raise, dig and quarry coal bed methane, minerals and gases such as methane gas.
- (c) Corporate Identity Number (CIN): U14292GJ2006PLC049371
- (d) Permanent Account Number (PAN): AACCD5657K



- (e) Registered Office and e-mail address: 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India  
E-mail address: deepch4ltd@yahoo.com

- (f) Names of the promoters and directors along with their addresses:

Details of Promoters and Promoter Group

Name of the Promoter	Address
Paras Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Rupesh Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Dharen Shantilal Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Priti Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Avani Dharen Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shital Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Shail M Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shanil Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058

Details of Directors

Name of the Director	Designation	DIN	Address
Rupeshbhai Kantilal Savla	Director	00126303	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Dharen Shantilal Savla	Additional Director	00145587	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Parasbhai Shantilal Savla	Director	00145639	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058

- (g) The Share Capital of the Resulting Company as on 31 March 2018 is as follows:

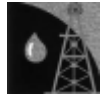
Particulars	INR
Authorized Share Capital	
66,000 equity shares of INR 10 each	6,60,000
Total	6,60,000
Issued, Subscribed and Paid-up Capital	
66,000 equity shares of INR 10 each	6,60,000
Total	6,60,000

Subsequent to the above date, there has not been any change in the share capital of the Resulting Company.

3. Corporate Approvals:

The proposed Scheme was placed before the Audit Committee of the Demerged Company at its meeting held on 26<sup>th</sup> May, 2018. The Audit Committee of the Demerged Company took into account the Draft Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors in accordance with the provisions of section 230 to 232 read with section 66 of the Companies Act, 2013, Certification obtained from the Statutory Auditor of the Demerged Company confirming that the accounting treatment in the Scheme is in conformity with the applicable accounting treatment prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India and the Audited financial statements of the Demerged Company and the Resulting Company for the last 3 years. The Audit Committee of the Demerged Company based on the aforesaid, inter alia, recommended the Scheme to the Board of Directors of the Demerged Company.

The Board of Directors of the Demerged Company (after taking on record the recommendations of the Audit Committee), and the Resulting Company at their respective Board Meeting held on 26<sup>th</sup> May, 2018 had approved the proposed Scheme of Arrangement.



A copy of the Scheme setting out in detail the terms and conditions of the arrangement approved by Board of Directors of the Demerged Company and the Resulting Company at their respective Board Meeting is annexed to this Notice as Annexure 1 and forms part of this statement.

Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolution:

a) Demerged Company

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Hemendrakumar Chamanlal Shah*	Additional Director	-	-	-
Rupeshbhai Kantilal Savla	Managing Director	Yes	-	-
Parasbhai Shantilal Savla	Chairman and Managing Director	Yes	-	-
Arun Narayan Mandke	Director	Yes	-	-
Kirit Vaikunthra Joshi	Director	Yes	-	-
Renuka Anjanikumar Upadhay	Director	Yes	-	-
Prem Singh Mangatsingh Sawhney**	Non-Executive and Non-Independent Director	Yes	-	-
Sanjay Harkishandas Parekh***	Non-Executive and Independent Director	-	-	Yes
Dharen Shantilal Savla****	Whote-time Director	-	-	Yes

\* Mr. Hemendrakumar Chamanlal Shah was appointed with effect from 26<sup>th</sup> June 2018.

\*\* Mr. Prem Singh Mangatsingh Sawhney resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

\*\*\* Mr. Sanjay Harkishandas Parekh was absent at the time of meeting and later resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

\*\*\*\* Mr. Dharen Shantilal Savla was absent at the time of meeting and later resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

b) Resulting Company

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Rupeshbhai Kantilal Savla	Director	Yes	-	-
Dharen Shantilal Savla	Additional Director	Yes	-	-
Parasbhai Shantilal Savla	Director	Yes	-	-

4. Rationale of the Scheme:

All the companies belong to the same group of management. The Demerged Company primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) Oil and Gas Exploration and Production. In order to lend greater / enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep Industries Limited to Deep CH4 Limited. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.

It is envisaged that the proposed demerger would result in the following advantages:

- To enable greater / enhanced focus of the management in the Oil and Gas Services business and facilitate to efficiently exploit opportunities for the said business.
- It is believed that the proposed demerger will result in unlocking the true value of Oil and Gas Services business thereby creating enhanced value for shareholders.



- To provide scope for independent collaboration and expansion for each of the businesses as well as attracting investors and provide flexibility in accessing capital for each of the businesses carried on by Demerged Company.

## 5. Salient Features of the Scheme:

The material provisions of the proposed Scheme of Arrangement as under:

### 1. "DEFINITIONS

- "Appointed Date" means the 1<sup>st</sup> day of April, 2017.
- "Effective Date" means the last of the date on which the conditions specified in the Scheme are fulfilled with respect to the Scheme. References in the Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme being effective" shall mean the Effective Date.
- "Oil and Gas Services Undertaking" means all the businesses, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Oil and Gas Services Business and shall include (without limitation):
  - (a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Oil and Gas Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
  - (b) all assets, as are movable in nature pertaining to and in relation to the Oil and Gas Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, CENVAT credits, value added/sales tax/entry tax/goods and service tax credits or set-offs, advance tax, tax deducted at source and tax refunds;
  - (c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Oil and Gas Services Business and undertaking constituting participating interest in Coal Bed Methane Block SR-CBM-2005/III located at Singrauli, Madhya Pradesh, India and its related assets and liabilities;
  - (d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Oil and Gas Services Business;
  - (e) all applications (including hardware, software, licenses, source codes, and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Oil and Gas Services Business;
  - (f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging





to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company pertaining to or in connection with or relating to Demerged Company in respect of the Oil and Gas Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and pertaining to the Oil and Gas Services Business;

- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Oil and Gas Services Business;
- (h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of Demerged Company pertaining to the Oil and Gas Services Business and/or arising out of and/or relatable to the Oil and Gas Services Business including:
  - the debts, liabilities, duties and obligations of Demerged Company which arises out of the activities or operations of the Oil and Gas Services Business;
  - specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the Oil and Gas Services Business;
  - in cases other than those referred to in sub-clause i. or sub-clause ii. above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Effective Date;
- (i) all employees of Demerged Company employed/engaged in the Oil and Gas Services Business as on the Effective Date; and
- (j) all legal or other proceedings of whatsoever nature that pertain to the Oil and Gas Services Business.

It is clarified that the question of whether a specified asset or liability or employee or legal proceeding pertains to the Oil and Gas Services Undertaking or arises out of the activities or operations of Oil and Gas Services Undertaking shall be decided by the Board of the Demerged Company

- "Remaining Business" means all the undertakings, businesses, activities, operations, assets and liabilities of Demerged Company other than those comprised in the Oil and Gas Services Undertaking;
- "Scheme" means this scheme of arrangement, with or without any modification, approved or imposed or directed by the Tribunal.
- "Tribunal" means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction over the Demerged Company and the Resulting Company

#### 4. DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

- 4.1. Upon the Scheme becoming effective and with effect from the opening business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, the Oil and Gas Services Undertaking along with all its assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company and transferred to and be vested in or be deemed to have been vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 4.2. In respect of such of the assets and properties forming part of the Oil and Gas Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company upon coming into effect of this Scheme and shall, ipso facto and without any other order to this effect, become the assets and properties of the Resulting Company with effect from the Appointed Date.
- 4.3. Subject to Clause 4.4 below, with respect to the assets of the Oil and Gas Services Undertaking, other than those referred to in Clause 4.2 above, including all rights, title and interests in the agreements (including agreements for



lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons and essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs with respect to the assets forming part of Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law in favour of Resulting Company.

- 4.4. Without prejudice to the aforesaid, the Oil and Gas Services Undertaking, including all immoveable property, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immovable properties and any other document of title, rights, interest and easements in relation thereto) and all moveable property of the Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, stand transferred to and be vested in the Resulting Company, with effect from Appointed Date without any act or deed to be done or executed by the Demerged Company and/ or the Resulting Company.
- 4.5. Upon the Scheme coming into effect, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relatable to the Oil and Gas Services Undertaking ("Oil and Gas Services Liabilities") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and the Resulting Company shall meet, discharge and satisfy the same. The term "Oil and Gas Services Liabilities" shall include:
  - 4.5.1. the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Oil and Gas Services Undertaking;
  - 4.5.2. the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Oil and Gas Services Undertaking); and
  - 4.5.3. in cases other than those referred to in Clauses 4.5.1 or 4.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Oil and Gas Services Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 4.6. Where any of the Oil and Gas Services Liabilities of Demerged Company as on the Appointed Date have been discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all Oil and Gas Services Liabilities incurred by Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent of their being outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company which shall meet, discharge and satisfy the same.
- 4.7. In so far as any Encumbrance in respect of Oil and Gas Services Liabilities is concerned, upon the Scheme becoming effective, such Encumbrance shall, without any further act, instrument or deed shall be extended to and operate over the assets of the Resulting Company. In so far as the Encumbrance in respect of the loans and other liabilities of Demerged Company relating to the Remaining Business of Demerged Company, if any, are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company only on the assets remaining with Demerged Company.
- 4.8. Upon the Scheme becoming effective, the Resulting Company may, provide guarantee to the Government of India, for an amount not exceeding the limit as prescribed under section 186(2) of the Act, for the purpose of ensuring business continuity of the Demerged Company. It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval to such guarantee arrangement, as required under all the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other Applicable Law, and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the same.
- 4.9. Upon the Scheme coming into effect, for the purpose of satisfying any eligibility criteria including technical and/or financial parameters for participating and qualifying in invitations for expression of interest(s) and/or bid(s) and/or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, either related to oil and natural gas or pertaining to other than oil and natural gas, including related upstream/downstream ventures, in addition to its own technical experience and/or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall have legal capacity, power and authority to claim experience considering works/jobs done in the past and current work in hand with respect to



the Oil and Gas Services Undertaking of the Demerged Company. This shall also include benefit with respect to claim of financial credentials such as turnover, net worth and other financial ratios/parameters etc. and management experience and track record of Demerged Company.

- 4.10. Upon the Scheme coming into effect, taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Oil and Gas Services Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 4.11. Upon the Scheme coming into effect, if the Demerged Company is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Oil and Gas Services Undertaking under any tax laws or Applicable Laws, the Resulting Company shall be entitled as an integral part of the Scheme to claim such unutilised credits, benefit or incentives, as the case may be without any specific approval or permission.
- 4.12. Upon the Scheme becoming effective, subject to clause 4.2 and any other provisions of the Scheme, with respect to any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Oil and Gas Services Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grants, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same, stands transferred to the Resulting Company.
- 4.13. On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company, in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, after the Effective Date, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company

## 7. LEGAL, TAXATION AND OTHER PROCEEDINGS

- 7.1. Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal), by or against Demerged Company and relating to the Oil and Gas Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Resulting Company after the Effective Date. Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against Resulting Company. Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 7.2. If proceedings are taken against Demerged Company in respect of the matters referred to in Clause 7.1 above, it shall defend the same in accordance with the advice of Resulting Company and at the cost of Resulting Company, and the latter shall reimburse and indemnify Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 7.3. Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Each of the Companies shall make relevant applications in that behalf

## 8. CONSIDERATION

- 8.1. Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Oil and Gas Services Undertaking into Resulting Company pursuant to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot, on a proportionate basis to each shareholder of the Demerged Company, 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share of the Demerged Company held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date. The equity shares of the Resulting Company to be issued and allotted as provided in Clause 8.1 shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company and shall rank paripassu in all respects with any existing equity shares of



Resulting Company, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.

- 8.2. In case any shareholder's shareholding in the Demerged Company is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 8.3. The Resulting Company shall, if necessary and to the extent required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme, by following the requisite procedure and on payment of applicable fees and duties and the approval of the members of the Resulting Company to this Scheme shall be deemed to be the approval for such increase in the authorized share capital of the Resulting Company.
- 8.4. The issue and allotment of equity shares as provided in Clause 8.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, pursuant to the aforesaid Clause 8.1.
- 8.5. The issue and allotment of the equity shares as provided in Clause 8.1 shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act and any other Applicable Law have been complied with.
- 8.6. The equity shares issued and/or allotted pursuant to Clause 8.1, in respect of such of the equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.
- 8.7. The equity shares issued pursuant to Clause 8.1, which Resulting Company is unable to allot due to Applicable Laws (including, without limitation, the non-receipt of approvals of Appropriate Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Resulting Company and shall be dealt with in the manner as may be permissible under the Applicable Law and deemed fit by the Board of Directors of Resulting Company including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 8.2 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Demerged Company, in proportion to their entitlements as per the process specified in Clause 8.2 above. If the above cannot be effected for any reason, Resulting Company shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under Applicable Laws. Resulting Company and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.
- 8.8. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Demerged Company, the Board of Directors of Demerged Company shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Demerged Company as if such changes in registered holders were operative as on the Record Date. The Board of Directors of Demerged Company shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Resulting Company on account of difficulties faced in the transition period.
- 8.9. The equity shares issued pursuant to Clause 8.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company. In the event that such notice has not been received by Resulting Company in respect of any of the shareholders of Demerged Company, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any



shareholder do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.

- 8.10. The equity shares issued pursuant to Clause 8.1 shall, in compliance with the Applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Resulting Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 8.1 above.
- 8.11. The equity shares allotted by the Resulting Company in terms of Clause 8.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 8.12. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 8.13. Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable Resulting Company to issue and allot equity shares to the non-resident equity shareholders of Demerged Company. Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares under Clause 8.1 of the Scheme to the non-resident equity shareholders of Demerged Company.

#### 9. ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

Demerged Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 9.1. Upon the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 9.2. Loans and advances, receivables, payables and other dues outstanding between the Oil and Gas Services Undertaking and the Resulting Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf.
- 9.3. The difference, being the excess / shortfall of carrying value of assets over the carrying value of liabilities of the Oil and Gas Services Undertaking shall be debited / credited to Goodwill or Capital Reserve account, as the case may be. The Board of Directors of the Demerged Company in consultation with Statutory Auditors, is authorised to account for such difference in any other manner, if such accounting treatment is considered more appropriate.

#### 10. ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

Resulting Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 10.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company.
- 10.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Oil and Gas Services Undertaking, if any, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 10.3 The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued and allotted under Clause 8.1 above to the members of the Demerged Company. Rupees two hundred ninety will be accounted as Securities Premium in the books of Resulting Company for each equity share issued in accordance with Clause 8.1. The consideration is derived taking into account the intrinsic value of shares to be issued by the resulting Company and accordingly the Securities Premium will form part of consideration under Clause 8.1.
- 10.4 The excess / shortfall of Net Assets transferred from Demerged Company pursuant to Clause 10.1 over the aggregate of face value and securities premium of the equity shares allotted pursuant to Clause 10.1 above after giving effect to inter-company balances as per Clause 10.2 shall be adjusted in Capital Reserve / Goodwill, as the case may be, in compliance with applicable accounting standards / Generally Accepted Accounting Principles.



10.5 Goodwill, if any, recognised in the books of accounts of the Resulting Company as per Clause 10.4 above, will be amortised in accordance with the amortisation policy formulated taking into consideration the Generally Applicable Accounting Principles or may be adjusted against the balance of Securities Premium Account or Capital Reserve Account or General Reserve Account or Profit and Loss Account, as may be decided by the Board of Directors of the Resulting Company.

10.6 To the extent, the balance in Securities Premium Account or Capital Reserve Account is utilised and/or adjusted as per Clause 10.5 above, there shall be reduction of Securities Premium Account or Capital Reserve Account, as the case may be, which shall be effected as an integral part of the Scheme itself and no separate approval shall be required under sections 52 and 66 and other applicable provisions of the Act.

10.7 The Board of Directors of the Resulting Company in consultation with Statutory Auditors, is authorised to adopt any other accounting treatment, if such accounting treatment is considered more appropriate.

For the purpose of this Clause 10, "Net Assets" would mean difference between the carrying value of assets and liabilities.

## 11. TRANSFER OF AUTHORISED SHARE CAPITAL OF THE DEMERGED COMPANY AND AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY AND RESULTING COMPANY

### 11.1 Capital Clause

Upon coming into effect of this Scheme, authorised equity share capital of INR 22,26,63,400 and authorised preference share capital of INR 5,00,00,000 of the Demerged Company shall stand transferred to and get combined with the authorised capital of the Resulting Company without any further act or deed and without any further payment of the stamp duty or the registration fees. The authorised capital so transferred to Resulting Company shall stand reclassified as 2,72,66,340 equity shares of INR 10 each. Accordingly, Clause V of the Memorandum of Association of the Resulting Company shall automatically stand amended so as to read as under:

"The Authorised Share Capital of the Company is Rs. 27,33,23,400 [Rupees Twenty Seven Crore Thirty Three Lakh Twenty Three Thousand Four Hundred Only] divided into 2,73,32,340 [Two Crore Seventy Three Lakh Thirty Two Thousand Three Hundred and Forty] Equity Shares of Rs. 10/- [Rupees Ten Only] each.

Further, Clause V of the Memorandum of Association of the Demerged Company shall automatically stand amended so as to read as under:

The Authorised Share Capital of the Company is Rs.32,00,00,000 [Rupees Thirty Two Crore Only] divided into 3,20,00,000 [Three Crore Twenty Lakh] Equity Shares of Rs.10/- [Rupees Ten Only] each.

### 11.2 Objects Clause

Upon the Scheme coming into effect, the main object of the Demerged Company, as outlined herein below, shall be added to the Main Objects of the Resulting Company and Clause III of the Memorandum of Association of Resulting Company shall stand amended as under:

"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission, agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."

11.3 It is clarified that the approval of the members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval also to the aforesaid alteration of the Memorandum of Association of the Demerged Company and the Resulting Company as mentioned in Clause 11.1 and Clause 11.2 and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their shareholders for such alteration of the Memorandum of Association as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

### 11.4 Change of name

11.4.1 Upon coming into effect of this Scheme, the name of the Demerged Company shall be altered and changed to "Deep Energy Limited" or any other similar name, as considered appropriate by the Board of Directors of the Demerged Company and as approved by the Registrar of Companies.



11.4.2 Further, upon the coming into effect of this Scheme, and subject to clause 11.4.1, the name of the Resulting Company shall be altered and changed to "Deep Industries Limited" or any other similar name as considered appropriate by the Board of Directors of the Resulting Company and as approved by the Registrar of Companies.

11.4.3 It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval, as required under section 13 and other applicable provisions of the Act, also to the alteration and change of the name of the Demerged Company and / or Resulting Company as provided in Clause 11.4.1 and Clause 11.4.2 above and the approval of this Scheme by the Tribunal shall be considered as specific direction from the competent authority as required under Rule 8 of Companies (Incorporation) Rules, 2014. The Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the alteration of the name of the Demerged Company and the Resulting Company as required under sections 13 and other applicable provisions of the Act.

## 12 REDUCTION AND CANCELLATION OF EQUITY SHARES OF THE RESULTING COMPANY

12.1 Upon allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the shareholding pattern of the Demerged Company, the paid up equity share capital of Rs.6,60,000 of the Resulting Company as mentioned in Clause 6 shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. Pursuant to such cancellation of shares, the Resulting Company shall pay an amount not exceeding Rs.6,60,000 to the shareholders of the Resulting Company whose name appear in the register of members of the Resulting Company as on the date of approval of this Scheme by the Board of Directors of the Resulting Company in the proportion of their shareholding on such date.

12.2 The aforesaid reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

12.3 Upon the cancellation of shares as provided in Clause 12.1, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares of Resulting Company that are cancelled pursuant to Clause 12.1.

12.4 The excess of the amount of share capital cancelled over the amount paid to the shareholders as per Clause 12.1 above, if any, shall be credited to Capital Reserve account.

## 13 REMAINING BUSINESS

13.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.

13.2 All legal, taxation and/ or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company.

13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 13.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.

13.4 Up to and including the Effective Date:

- (a) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
- (b) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (c) all assets and properties acquired by Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.



## 14 DIVIDENDS

14.1 The Demerged Company and Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2018 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.

14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and/ or the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and/ or the Resulting Company, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and/ or the Resulting Company as the case may be.

12 Observation Letters from BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") dated 29 August, 2018 conveying no objection to the Scheme are enclosed herewith as Annexure 2 and 3 respectively. Complaints Report dated 13 July, 2018 and 2 August, 2018 submitted by the Company to BSE and NSE are enclosed herewith as Annexure 4 and 5 .

13 The audited financial statements of the Demerged Company and the Resulting Company for the year ended 31 March 2018 are enclosed as Annexure 6 and 7 respectively.

14 Abridged prospectus including certificate of Nirbhay Capital Services Private Limited, SEBI Registered Merchant Banker, confirming accuracy and adequacy of the information contained therein, as required under the SEBI Circular, is enclosed herewith as Annexure 8.

## 15 Applicability of Valuation Report and Summary of Fairness Opinion

The Applicant Company had obtained a certificate from Dhananjay Trivedi & Associates, Chartered Accountants stating that considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable. The said certificate is enclosed as Annexure 9. Further, the Applicant has obtained a certificate from Nirbhay Capital Services Private Limited, SEBI Registered Merchant Banker stating that the conclusion of Dhananjay Trivedi & Associates, Chartered Accountants that the requirement of valuation report is not applicable for the Scheme pursuant to Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017 is fair. The said certificate is enclosed as Annexure 10 . The Company has also obtained a certificate from Walker Chandio& Co. LLP Independent Chartered Accountants recommending share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for everyone equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company. The share entitlement ratio is based considering that the shareholders of Demerged Company shall hold shares in Resulting Company in the same proportion as in Demerged Company and the proposed demerger will be value neutral to the shareholders of Demerged Company. The said certificate is enclosed as Annexure 11 .

## 16 Amounts due to unsecured creditors as on 30th August, 2018:

Demerged Company		Resulting Company	
Number	Amount	Number	Amount
477	Rs.13.58 crores	-	-

## 17 Effect of the Scheme on various parties

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Demerged Company and the Resulting Company in their meetings held on 26 May 2018 have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoters shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Demerged Company and the Resulting Company are enclosed as Annexure 12 and 13 .

## A. Key Managerial Personnel (KMPs) and Directors

None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Resulting Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Demerged Company and/or to the extent that the relatives of the said





directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.

Details of the shares held by the present Directors and KMPs of the Demerged Company and the Resulting Company either individually or jointly as first holder or second holder or as a nominee, in the respective companies are as under:

#### Demerged Company

Sr. No.	Name of the Director / KMPs	Designation	Number of equity shares held as on 30 <sup>th</sup> June 2018
1.	Hemendrakumar Chamanlal Shah	Additional Director	-
2.	Rupeshbhai Kantilal Savla*	Managing Director	100
3.	Parasbhai Shantilal Savla**	Managing Director	100
4.	Arun Narayan Mandke	Director	-
5.	Kirit Vaikunthraya Joshi	Director	-
6.	Renuka Anjanikumar Upadhyay	Director	-
7.	Rohan Vasantkumar Shah	Chief Financial Officer	-
8.	Akshit Nandkishor Soni	Company Secretary	-

\* In addition to holding 100 shares in individual capacity, Mr. Rupesh Savla also holds 1,00,76,908 shares of Deep Industries Limited in capacity of a trustee of Rupesh Savla Family Trust along with the other trustee of the trust (being Mrs. Shital Savla).

\*\* In addition to holding 100 shares in individual capacity, Mr. Paras Savla also holds 35,68,474 shares in Deep Industries Limited in capacity of a trustee of Shantilal Savla Family Trust along with other trustees of the trust (being Mr. Manoj Savla and Mr. Dharen Savla).

#### Resulting Company

Sr. No.	Name of the Director / KMPs	Designation	Number of equity shares held as on 30 <sup>th</sup> June 2018
1.	Rupeshbhai Kantilal Savla	Director	16,500
2.	Dharen Shantilal Savla	Additional Director	5,500
3.	Parasbhai Shantilal Savla	Director	5,500

#### B. Promoter and Non-Promoter Equity Shareholders of the Demerged Company and the Resulting Company

Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of Deep Industries Limited.

Pursuant to the scheme, the Resulting Company shall issue to each shareholder (promoter as well as non-promoter equity shareholders) of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.

#### C. Depositors

None of the companies involved in the Scheme have accepted any public deposits and thus, the effect of the Scheme on any such Public Depositor or Deposit trustee does not arise.

#### D. Creditors and Debenture-Holders

The proposed Scheme does not involve any compromise or arrangement with the creditors, debenture holders or debenture trustee of any of the companies involved in the Scheme. The rights of the creditors, debenture holders



or debenture trustee shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

#### E. Employees

- a) With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- b) The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund superannuation fund or any other funds respectively of the Demerged Company.

#### 18 Capital Structure pre and post scheme

The Pre-Scheme capital structure of the Demerged Company and the Resulting Company are detailed in clause 1 and 2 above.

The Post-Scheme capital structure is as follows:

##### Demerged Company

There will no new issue of shares by the Demerged Company on account of the Scheme. The Post-Scheme capital structure will remain unchanged and will be same as pre scheme capital structure. The shareholding pattern of the Demerged Company as on 30 June 2018 is as under.

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Listed Entity: Deep Industries Limited			
2.	Scrip Code/Name of Scrip/Class of Security: 532760			
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)			
	a.	If under 31(1)(b) then indicate the report for Quarter ending		
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-			
		Particulars	Yes*	No*
	1	Whether the Listed Entity has issued any partly paid up shares?		No
	2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4	Whether the Listed Entity has any shares in locked-in?		No
	5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.				
GENERATED ON :04/07/2018      NSDL : 30/06/2018      CDSL :30/06/2018				

Table I - Summary Statement holding of specified securities

Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares (No. (a))	Number of Shares pledged or otherwise encumbered (No. (a))	Number of equity shares held in dematerialised form
							Class eg: X	Class eg: Y					
(I)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+	(viii) As a % of	(ix)	(x)	(xi) = (vii)+(x) (A+B+C2)	(xii)	(xiii)	(xiv)	
(A) Promoter & Promoter Group	16	20316847	0	0	20316847	63.4901	20316847	0	63.4901	0	0	0.0000	20316847
(B) Public	20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	0	NA	11682892
(C) Non Promoter - Non Public				0				0			0.0000	NA	
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0	NA	0
(C2) Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0.0000	0	0	NA	0
Total	20301	32000000	0	0	32000000	100.0000	32000000	0	100.0000	0	0	0.0000	31999739

GENERATED ON :04/07/2018

NSDL : 30/06/2018

CDSL :30/06/2018

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of Shares underlying Depository Receipts	Total shares held (VII) = (IV)+(V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share-holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII) + (X) As a % of (A+B+C2) (VII)+(X)	Number of Locked In shares as a % of total Shares held(b)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Total as a % of (A+B+C)				No. (a)	As a % of total Shares held(b)	
1															
(a) Individuals / Hindu Undivided Family															
Dharen Shantilal Savia	AADPS0172Q	13	5443465	0	0	5443465	17.0108	0	0	0	0	0	0	0	5443465
Priti Paras Savia	AADPS0168C	1	2058822	0	0	2058822	6.4338	0	0	0	0	0	0	0	2058822
Mita Manoj Savia	AADPS0167P	1	2052625	0	0	2052625	6.4145	0	0	0	0	0	0	0	2052625
Rupesh Kamtilal Savia	AACP56257P	1	1331021	0	0	1331021	4.1594	0	0	0	0	0	0	0	1331021
Paras Shantilal Savia	AADPS0170N	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Manoj Shantilal Savia	AADPS0171P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Prabhaben S Savia	ABEPS9706L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Shantilal M Savia	ACUPS1988B	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Shital Rupesh Savia	ADHPK2176R	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Avant Dharen Savia	AKGPT1637K	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Prabhaben K Savia	ACPPS1908L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Shail M Savia	BHTPS8652P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Aarav Rupesh Savia	GVDPS1062L	1	97	0	0	97	0.0003	0	0	0	0	0	0	0	97
(b) Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(c) Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(d) Any Other (Specify)		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(e) Bodies Corporate		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
Adinath Exim Resources Ltd	AADCA7119A	1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
Other		2	13645382	0	0	13645382	42.6418	0	0	0	0	0	0	0	13645382
Rupesh Savia															
Family trust	AACTR8898K	1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
Shantilal Savia	AAOTS5267R	1	3568474	0	0	3568474	11.1515	0	0	0	0	0	0	0	3568474
Sub Total (A)(1)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847
2															
(a) Individuals (Non-Resident individuals / Foreign individuals)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(b) Government		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(c) Institutions		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(d) Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(e) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
Sub Total (A)(2)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
Total Shareholding Of Promoter															
And Promoter Group (A) = (A)(1)+(A)(2)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847

Details of Shares which remain unclaimed may be given near along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Table III - Statement showing shareholding pattern of the Public Shareholders

Category and Name of the Shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII) = (V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		No. of Shares Underlying Outstanding Securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (% of (A+B+C2)) (VII)+ (X)	Locked in shares as a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered No. (a) % as a % of total Shares held (b)	Number of equity shares held in dematerialised form
								Class eg: X	total as a % (A+B+C)					
(I) Institutions	(II)	(III)	(IV)	(V)	(VI)	(VII) = (V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	
1. Institutions														
(a) Mutual Fund		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(e) Foreign Portfolio Investor		9	1134768	0	0	1134768	3.5462	1134768	0	3.5462	0	NA	1134768	
Heshika Growth Fund	AAHFH7500B	1	384263	0	0	384263	1.2008	384263	0	1.2008	0	NA	384263	
(f) Financial Institutions / Banks		2	52650	0	0	52650	0.1645	52650	0	0.1645	0	NA	52650	
(g) Insurance Companies		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(h) Provident Funds/ Pension Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(I) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
Sub total (B)(1)		11	1187418	0	0	1187418	3.7107	1187418	0	3.7107	0	NA	1187418	
2. Central Government/ State Government(s)/ President of India														
Sub total (B)(2)		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
3. Non-institutions														
(a) Individuals														
(i) Individual shareholders holding nominal share capital up to RS. 2 lakhs.		18691	5218843	0	0	5218843	16.3089	5218843	0	16.3089	0	NA	5218582	
(ii) Individual shareholders holding nominal share capital in excess of RS. 2 lakhs.		24	1883897	0	0	1883897	5.8872	1883897	0	5.8872	0	NA	1883897	
Rakesh R Aggarwal	AABPA0963H		372000	0	0	372000	1.1625	372000	0	1.1625	0	NA	372000	
(b) NBFCS registered with RBI		3	1625	0	0	1625	0.0051	1625	0	0.0051	0	NA	1625	
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(d) Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(e) IEPF		1556	3391370	0	0	3391370	10.5980	3391370	0	10.5980	0	NA	3391370	
Foreign Nationals		1	1751	0	0	1751	0.0055	1751	0	0.0055	0	NA	1751	
Hindu Undivided Family		563	426422	0	0	426422	1.3326	426422	0	1.3326	0	NA	426422	
Non Resident Indians (Non Repat)		159	109516	0	0	109516	0.3422	109516	0	0.3422	0	NA	109516	
(Non Resident) Indians (Repat)		482	328080	0	0	328080	1.0253	328080	0	1.0253	0	NA	328080	
Clearing Member		132	194217	0	0	194217	0.6069	194217	0	0.6069	0	NA	194217	
Bodies Corporate		218	2331358	0	0	2331358	7.2855	2331358	0	7.2855	0	NA	2331358	
R L Tradecom Pvt Ltd	AAFGR5028M	1	1279213	0	0	1279213	3.9975	1279213	0	3.9975	0	NA	1279213	
Sub total (B)(3)		20274	10495735	0	0	10495735	32.7992	10495735	0	32.7992	0	NA	10495474	
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	NA	11682892	

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder																	
Category & Name of the shareholders	PAN	Nos. of share-holders	No. of fully paid up equity shares held	No. of Parly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Sharehold- ing % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share- holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares	Number of Shares pledged or otherwise encumbered		Number of equity shares held in demateria- lised form	
								Class eg: X	Class eg: Y	Total				Total as a % of (A+B+C)	No. (a)		As a % of total Shares held (b)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)				
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0

Resulting Company

Pursuant to the scheme, the Resulting Company shall issue to each shareholder of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.

## Post Scheme Share Capital of Deep CH4 Limited

Particulars	INR
Authorised Share Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000
Issued, Subscribed and Paid-up Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000

The pre scheme shareholding pattern of the Resulting Company as on 30 June 2018 is as under:

Particulars	Number of shares	Shareholding (%)
Promoter and Promoter Group	66,000	100%
Public	-	-
Custodian	-	-
Total	66,000	100%

The post scheme shareholding pattern of the Resulting Company (based on the shareholding pattern of Demerged Company as on 30 June 2018) is as under:

## Deep CH4 Limited - Post scheme shareholding pattern (based on shareholding pattern of Deep Industries Ltd as on 30 June 2018)

Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming conversion of convertible securities (as a percentage of diluted share capital)	Locked in Shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
							Class eg: X	Class eg: Y				No. (a)	As a % of total Shares held (b)	
(I)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+ (vi)	(viii) As a % of	(ix)	(x)	(xi) = (vii)+(x) (A+B+C2)	(xii)	(xiii)	(xiv)		
(A) Promoter & Promoter Group	16	20316847	0	0	20316847	63.4901	0	0	63.4901	0	0.0000	0	0.0000	20316847
(B) Public	20285	11683153	0	0	11683153	36.5099	0	0	36.5099	0	0.0000	NA	NA	11682892
(C) Non Promoter - Non Public				0			0	0			0.0000	NA	NA	
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0
(C2) Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0
Total	20301	32000000	0	0	32000000	100.0000	32000000	0	100.0000	0	0.0000	0	0.0000	31999739





Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)=(VII)+(X)+(X)+(X)	Locked in shares No. (a) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Total (A+B+C)				No. (a) As a % of total Shares held (b)	No. (a) As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
1. Indian Individuals / Hindu Undivided Family															
(a) Dharen Shantilal Savla	AADPS01720	13	5443465	0	0	5443465	17.0108	0	0	0	0	0	0	0	5443465
(b) Pril Paras Savla	AADPS0168C	1	2058822	0	0	2058822	6.4338	0	0	0	0	0	0	0	2058822
(c) Mita Manoj Savla	AADPS0167P	1	2052625	0	0	2052625	6.4145	0	0	0	0	0	0	0	2052625
(d) Rupesh Kamtilal Savla	AADPS6257P	1	1331021	0	0	1331021	4.1594	0	0	0	0	0	0	0	1331021
(e) Paras Shantilal Savla	AADPS0170N	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(f) Manoj Shantilal Savla	AADPS0171P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(g) Prabhaben S Savla	ABEPS9706L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(h) Shantilal M Savla	ACUPS1988B	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(i) Shital Rupesh Savla	ADHPK2174R	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(j) Avanti Dharen Savla	AKGPS1637K	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(k) Prabhaben K Savla	AOPPS1908L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(l) Shail M Savla	BHTPS8652P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(m) Aarav Rupesh Savla	GWDPS1062L	1	97	0	0	97	0.0003	0	0	0	0	0	0	0	97
(n) Central Government / State Government (S)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(o) Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(p) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(q) Bodies Corporate		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(r) Adnath Exim Resources Ltd	AADCA7119A	1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(s) Other		2	13645382	0	0	13645382	42.6418	0	0	0	0	0	0	0	13645382
(t) Family Trust		1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
(u) Shantilal Savla	AAC1R8898K	1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
(v) Family trust	AAO1S5267R	1	3568474	0	0	3568474	11.1515	0	0	0	0	0	0	0	3568474
(w) Sub total (A)(1)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847
(x) Foreign															
(a) Individuals (Non-Resident Individuals / Foreign Individuals)															
(b) Government															
(c) Institutions															
(d) Foreign Portfolio Investor															
(e) Any Other (Specify)															
(f) Sub Total (A)(2)															
(g) Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847



**Table III - Statement showing shareholding pattern of the Public Shareholders**

Category and Name of the Shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of Shares underlying Depository Receipts	Total shares held (VII) = (V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		No. of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII) + (% of (A+B+C2)) / (VII)+X	Number of Locked in Shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered (No. (a) As a % of total Shares held (b))	Number of equity shares held in dematerialised form
								Class - eg: X	total as a % of (A+B+C)					
1. Institutions														
(a) Mutual Fund		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(e) Foreign Portfolio Investor		9	1134768	0	0	1134768	3.5462	0	1134768	0	3.5462	0	NA	1134768
(f) Financial Institutions / Banks	AAHF-H7500B	1	384263	0	0	384263	1.2008	0	384263	0	1.2008	0	NA	384263
(g) Insurance Companies		2	52650	0	0	52650	0.1645	0	52650	0	0.1645	0	NA	52650
(h) Provident Funds / Pension Funds		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(i) Any Other (Specify)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(j) Sub total (B)(1)		11	1187418	0	0	1187418	3.7107	0	1187418	0	3.7107	0	NA	1187418
2. Central Government/ State Government(s)/ President of India														
(a) Sub total (B)(2)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
3. Non-institutions														
(a) Individuals														
(i) Individual shareholders holding nominal share capital up to RS. 2 lakhs		18691	5218843	0	0	5218843	16.3089	0	5218843	0	16.3089	0	NA	5218582
(ii) Individual shareholders holding nominal share capital in excess of RS. 2 lakhs.		24	1883897	0	0	1883897	5.8872	0	1883897	0	5.8872	0	NA	1883897
(b) NRFCs, registered with RBI	AABPA0963H	3	1625	0	0	1625	0.0051	0	1625	0	0.0051	0	NA	1625
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(d) Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(e) IEPF		1556	3391370	0	0	3391370	10.5980	0	3391370	0	10.5980	0	NA	3391370
(f) Foreign Nationals		1	1751	0	0	1751	0.0055	0	1751	0	0.0055	0	NA	1751
(g) Hindu Undivided Family		1	26	0	0	26	0.0001	0	26	0	0.0001	0	NA	26
(h) Non Resident Indians (Non-Repatriable)		563	426422	0	0	426422	1.3326	0	426422	0	1.3326	0	NA	426422
(i) Non Resident Indians (Non-Repatriable)		159	109516	0	0	109516	0.3422	0	109516	0	0.3422	0	NA	109516
(j) Non Resident Indians (Repatriable)		482	328080	0	0	328080	1.0253	0	328080	0	1.0253	0	NA	328080
(k) Clearing Member		132	194217	0	0	194217	0.6069	0	194217	0	0.6069	0	NA	194217
(l) Bodies Corporate		218	2331358	0	0	2331358	7.2855	0	2331358	0	7.2855	0	NA	2331358
(m) R L Tradecore Pvt Ltd	AAFGR5028M	1	1279213	0	0	1279213	3.9975	0	1279213	0	3.9975	0	NA	1279213
(n) Sub total (B)(3)		20274	10495735	0	0	10495735	32.7992	0	10495735	0	32.7992	0	NA	10495474
(o) Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20285	11683153	0	0	11683153	36.5099	0	11683153	0	36.5099	0	NA	11682892

## Deep CH4 Limited - Post scheme shareholding pattern (based on shareholding pattern of Deep Industries Ltd as on 30 June 2018)

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder															
Category & Name of the shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of underlying shares under Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share-holding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in shares No. (a) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Class eg: Y				Total as a % of (A+B+C)	No. (a) As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0
Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0



19 Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013

No investigation proceedings have been instituted or are pending in relation to the Demerged Company and the Resulting Company under Section 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Companies Act, 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against any of the aforementioned companies.

To the knowledge of the Demerged Company and the Resulting Company, no winding proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Companies Act, 1956.

20 Approvals / Sanctions / No-Objections from Regulatory or any Governmental Authorities

Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

- i. obtaining no-objection / observation letter from the Bombay Stock Exchange Limited and National Stock Exchange of India Limited in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- ii. approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Demerged Company and the Resulting Company and such other classes of the said Companies, if any, as applicable or as may be required under the Act and as may be directed by the National Company Law Tribunal;
- iii. the Demerged Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- iv. the sanctions and orders of the Tribunal, under Section 230 to 232 read with Section 66 of the Act being obtained by the Demerged Company and the Resulting Company; and
- v. certified / authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the ROC having jurisdiction over the Parties.
- vi. such approvals and sanctions including sanction of any Appropriate Authority, if any, as may be required by Applicable Law in respect of the Scheme, being obtained.

21 Inspection

The following documents will be open for inspection by the equity shareholders of Demerged Company and the Resulting Company at their registered office at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India and 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India, respectively, between 10:00 am to 5:00 pm on all days (except Sundays and public holidays) upto the date of the meeting:

- i. Scheme of arrangement
- ii. Certificate dated 25 May 2018 issued by Walker Chandiok & Co. LLP Chartered Accountants on share exchange ratio
- iii. Certificate dated 6 July 2018 issued by Dhananjay Trivedi and Associates
- iv. Fairness opinion dated 12 July 2018 issued by Nirbhay Capital Services Private Limited
- v. Copy of the order passed by the NCLT in the above mentioned Company Application no. 103 of 2018, dated 19 September 2018 directing the Demerged Company to convene the meetings of its equity shareholders, secured creditors and unsecured creditors;
- vi. Copy of the Memorandum and Articles of Association of both the companies;
- vii. Copy of the annual reports of both the companies for the financial year ended 31<sup>st</sup> March 2018;
- viii. Observation letter to the Scheme of Arrangement received from BSE Limited and National Stock Exchange of India Limited each dated 29 August 2018
- ix. Complaints report submitted by Deep Industries Limited to BSE Limited on 13 July 2018 and National Stock Exchange of India Limited on 2 August 2018



- x. Copy of the Statutory Auditors' Certificate dated 5th September, 2018 issued by Dhirubhai Shah & Co. LLP for Deep Industries Limited and copy of Statutory Auditors' Certificate dated 31<sup>st</sup> August, 2018 issued by Dhirubhai Shah & Co LLP for Deep CH4 Limited, to the effect that the accounting treatment, if any, proposed in the Scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act 2013;
  - xi. Other documents displayed on the stock exchange and website of the Applicant Company in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
  - xii. Copies of the resolutions passed by the respective Board of Directors of the Applicant Company and Resulting Company approving the Scheme of Arrangement; and
  - xiii. Copy of Audit Committee report dated 26 May 2018 recommending Scheme of Arrangement.
- 22 This statement may be treated as an Explanatory Statement under Section 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by all the companies involved in the Scheme to its shareholders / creditors, free of charge, within 1 (one) day (except Sundays and public holidays) on a requisition being so made for the same by the shareholders / creditors of the respective companies.
- 23 The proposed Scheme has been already approved by all the Equity Shareholders of Deep CH4 Limited, the Resulting Company and there are no Secured and/or Unsecured Creditors of the Resulting Company. After the Scheme is approved by the equity shareholders, Secured Creditors and Unsecured Creditors of the De-merged company, it will be subject to the approval / sanction by NCLT.

Sd/-

\_\_\_\_\_  
Chairman appointed for the meetings

Dated this \_\_\_\_ day of \_\_\_\_, 2018

Registered office:  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli, Ahmedabad - 380058



**SCHEME OF ARRANGEMENT**  
**AMONG**  
**DEEP INDUSTRIES LIMITED**  
**AND**  
**DEEP CH4 LIMITED**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**  
**(UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 AND OTHER**  
**APPLICABLE PROVISIONS OF**  
**THE COMPANIES ACT, 2013)**

**PREAMBLE**

This Scheme (as defined hereinafter) is presented under Sections 230 to 232 of the Act (as defined hereinafter), together with Sections 13, 61, 64, 66 and other applicable provisions of the Act for demerger of the Oil and Gas Services Undertaking (as defined hereinafter) of Deep (as defined hereinafter) and transfer of the same to Deep CH4 (as defined hereinafter) which includes issuance of equity shares by Deep CH4 to the equity shareholders of Deep; reduction of paid-up equity share capital of Deep CH4 pursuant to cancellation of existing equity share capital of Deep CH4; and for matters consequential, supplemental and/or otherwise integrally connected therewith.

**A. BACKGROUND OF THE COMPANIES**

- (i) Deep Industries Limited, the "**Demerged Company**," is a public listed company incorporated under the provisions of the Companies Act, 1956 on 1<sup>st</sup> January 1991 under the name and style of Deep Roadways Private Limited having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat. Subsequently, the name was changed to Deep Industries Private Limited and thereafter the word Private was deleted by the virtue of the company being a Deemed Public Limited Company under the provisions of section 43A(1B) of the Companies Act, 1956 on 6<sup>th</sup> February 1997. The company became a Public Limited Company with effect from 2<sup>nd</sup> May 2002 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep Industries Limited on 2<sup>nd</sup> May 2002. The company has business interest in air and natural gas compression services, gas dehydration, work over and drilling rig services as well as oil and gas exploration and production. The business of air and natural gas compression services, gas dehydration, work over and drilling rig





services is hereinafter referred to as “**Oil and Gas Services Business**”. The equity shares of Deep Industries Limited are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

- (ii) Deep CH4 Limited, the “**Resulting Company**”, is a public company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November 2006 under the name and style of Deep CH4 Private limited having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat. Subsequently, the company was converted into a public company and the name was changed to Deep CH4 Limited. A fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep CH4 Limited on 11 June 2018. The Resulting Company has been incorporated with an objective to carry on the business of prospecting, exploring, developing, opening and working mines, drilling and to pump, refine, raise, dig and quarry coal bed methane, minerals and gases such as methane gas.

## **B. OVERVIEW AND OPERATION OF THIS SCHEME**

This Scheme provides for:

- (i) the demerger, transfer and vesting of the Oil and Gas Services Undertaking (*as defined hereinafter*) from the Demerged Company to the Resulting Company (*as defined hereinafter*) on a going concern basis, and the consequent issue of shares by the Resulting Company (*as defined hereinafter*) in the manner set out in this Scheme (*as defined hereinafter*) and other applicable provisions of Applicable Law (*as defined hereinafter*);
- (ii) the reduction of the share capital of the Resulting Company in the manner set out in this Scheme, and in accordance with Sections 230 to 232 read with Section 66, and other applicable provisions of the Act.

- C.** The Demerged Company will continue to pursue its interests in and carry on the Remaining Business (*as defined hereinafter*) as is presently being carried on.

## **D. PARTS OF THIS SCHEME**

This Scheme is divided into the following parts:

- (i) **PART A** deals with the definitions of capitalized terms used in this Scheme and the share capital of the Demerged Company and the Resulting Company;
- (ii) **PART B** deals with the transfer and vesting of the Oil and Gas Services Undertaking from the Demerged Company into the Resulting Company and the consideration thereof;
- (iii) **PART C** deals with the reduction and cancellation of the existing equity share capital of the Resulting Company;



- (iv) **PART D** deals with the general terms and conditions that would be applicable to this Scheme.

**E. RATIONALE FOR THIS SCHEME**

- (i) Deep primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) oil and gas exploration and production. Each of the businesses carried on by Deep by itself and along with its subsidiaries including Oil and Gas Services Business have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for Oil and Gas Services Business is separate and distinct from oil and gas exploration and production business. The Oil and Gas Services Business and oil and gas exploration and production business of Deep are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which Oil and Gas Services Business and oil and gas exploration and production business of Deep are required to be handled and managed. In order to lend greater/enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep to Deep CH4. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.
- (ii) The proposed segregation would enable greater/enhanced focus of the management in the Oil and Gas Services Business and oil and gas exploration and production business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses.
- (iii) The management believes that the proposed demerger will result in unlocking the true value of Oil and Gas Services Business thereby creating enhanced value for shareholders and will also allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders connected with Deep.
- (iv) The proposed demerger will also provide scope for independent collaboration and expansion for each of the businesses as well as enable attracting investors and provide better flexibility in accessing capital for each of the businesses carried on by Deep.

**F. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME-TAX ACT, 1961**

The provisions of this Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If, at a later date, any of the terms or provisions of the





Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income-tax Act, 1961, including as a result of an amendment of Applicable Law or the enactment of a new legislation or for any other reason whatsoever, the provisions of Section 2(19AA) of the Income-tax Act, 1961, or a corresponding provision of any amended or newly enacted Applicable Law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961 or the corresponding provision of any amended or newly enacted Applicable Law. Such modification(s) will, however, not affect the other provisions of the Scheme.

## PART A

### DEFINITIONS AND SHARE CAPITAL

#### 1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof (i) capitalised terms defined by inclusion in quotations and/ or parenthesis have the meanings so ascribed; (ii) subject to (iii) below, all terms and words not defined in this Scheme shall have the same meaning ascribed to them under Applicable Laws; and (iii) the following expressions shall have the following meanings:

**"Act"** means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment and the rules and/ or regulations and/ or other guidelines or notifications made thereunder from time to time and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provisions in the Companies Act, 2013 have not been notified.

**"Appointed Date"** means the 1<sup>st</sup> day of April 2017.

**"Applicable Law"** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Companies; (b) permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Companies and shall include, without limitation, the listing agreement executed with the Stock Exchanges in the case of Demerged Company.

**"Appropriate Authority"** shall mean any national, state, provincial, local or similar government, governmental, statutory, regulatory or administrative authority, government department, agency, commission, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, SEBI (as defined hereinafter), the



Tribunal (as defined hereinafter) or any Stock Exchange (as defined hereinafter).

**“Board”** in relation to the Demerged Company and the Resulting Company, as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme.

**“Companies”** shall mean Demerged Company and Resulting Company.

**“Demerged Company”** or **“Deep”** means Deep Industries Limited, a public listed company incorporated under the Companies Act, 1956 and having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058 in the state of Gujarat.

**“Effective Date”** means the last of the date on which the conditions specified in Clause 20 of this Scheme are fulfilled with respect to the Scheme. References in this Scheme to the date of “coming into effect of this Scheme” or “upon the Scheme being effective” shall mean the Effective Date.

**“Encumbrance”** means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term **“Encumber”** shall be construed accordingly.

**“Oil and Gas Services Undertaking”** means all the businesses, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Oil and Gas Services Business and shall include (without limitation):

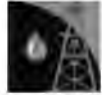
- (a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, lease and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Oil and Gas Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
- (b) all assets, as are movable in nature pertaining to and in relation to the Oil and Gas Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and



advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, CENVAT credits, value added/sales tax/entry tax/goods and service tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

- (c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Oil and Gas Services Business and undertaking constituting participating interest in Coal Bed Methane Block SR-CBM-2005/III located at Singrauli, Madhya Pradesh, India and its related assets and liabilities;
- (d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Oil and Gas Services Business;
- (e) all applications (including hardware, software, licenses, source codes, and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Oil and Gas Services Business;
- (f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in





- control of or vested in or granted in favour of or enjoyed by Demerged Company pertaining to or in connection with or relating to Demerged Company in respect of the Oil and Gas Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and pertaining to the Oil and Gas Services Business;
- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Oil and Gas Services Business;
- (h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of Demerged Company pertaining to the Oil and Gas Services Business and/or arising out of and/or relating to the Oil and Gas Services Business including:
- i. the debts, liabilities, duties and obligations of Demerged Company which arises out of the activities or operations of the Oil and Gas Services Business;
  - ii. specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the Oil and Gas Services Business;
  - iii. in cases other than those referred to in sub-clause i. or sub-clause ii. above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Effective Date;
- (i) all employees of Demerged Company employed/engaged in the Oil and Gas Services Business as on the Effective Date; and
- (j) all legal or other proceedings of whatsoever nature that pertain to the Oil and Gas Services Business.

It is clarified that the question of whether a specific asset or liability or



employee or legal proceeding pertains to the Oil and Gas Services Undertaking or arises out of the activities or operations of Oil and Gas Services Undertaking shall be decided by the Board of the Demerged Company.

**“Record Date”** means the date to be fixed by the Board of the Demerged Company in consultation with the Resulting Company for the purpose of determining the shareholders of the Demerged Company to whom shares of the Resulting Company shall be allotted pursuant to demerger under this Scheme.

**“Remaining Business”** means all the undertakings, businesses, activities, operations, assets and liabilities of Demerged Company other than those comprised in the Oil and Gas Services Undertaking;

**“Resulting Company”** or **“Deep CH4”** means Deep CH4 Limited, a company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November, 2006 having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat.

**“RoC”** means the Registrar of Companies, Gujarat.

**“Scheme”** means this scheme of arrangement, with or without any modification, approved or imposed or directed by the Tribunal.

**“SEBI”** means the Securities and Exchange Board of India.

**“SEBI Circular”** shall mean the circular issued by the SEBI, being circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, circular CFD/DIL3/CIR/2017/105 dated September 21, 2017 and Circular CFD/DIL3/CIR/2018/2 dated January 3, 2018, and any amendments thereof and modifications thereof, issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**“Stock Exchanges”** means BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**).

**“Tribunal”** means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction over the Demerged Company and the Resulting Company.

- 1.2 In this Scheme, unless the context otherwise requires:
- 1.2.1 words denoting singular shall include plural and vice versa;
  - 1.2.2 headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;
  - 1.2.3 references to the word “include” or “including” shall be construed without limitation;



- 1.2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 1.2.5 unless otherwise defined, the reference to the word "days" shall mean calendar days;
- 1.2.6 reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and
- 1.2.7 word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

## 2. SHARE CAPITAL

- 2.1 The share capital of the Demerged Company as on 31 March 2018 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
5,42,66,340 equity shares of INR 10 each	54,26,63,400
50,00,000 preference shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>59,26,63,400</b>
<b>Issued, Subscribed and Paid Up Capital</b>	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
<b>Total</b>	<b>32,00,00,000</b>

The equity shares of the Demerged Company are listed on the Stock Exchanges.

Subsequent to the above date, there has not been any change in the share capital of the Demerged Company.

- 2.2 The share capital of the Resulting Company as on 31 March 2018 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
66,000 equity shares of INR 10 each	6,60,000
<b>Total</b>	<b>6,60,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
66,000 equity shares of INR 10 each	6,60,000
<b>Total</b>	<b>6,60,000</b>

Subsequent to the above date, there has not been any change in the share capital of the Resulting Company.

## 3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

- 3.1 This Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal or made as per Clause 19 of this Scheme, shall become effective from Appointed Date, but shall be operative from the Effective Date.



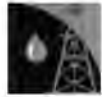
## PART B

## DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

## 4. DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

- 4.1 Upon the Scheme becoming effective and with effect from the opening business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, the Oil and Gas Services Undertaking along with all its assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company and transferred to and be vested in or be deemed to have been vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 4.2 In respect of such of the assets and properties forming part of the Oil and Gas Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company upon coming into effect of this Scheme and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company with effect from the Appointed Date.
- 4.3 Subject to Clause 4.4 below, with respect to the assets of the Oil and Gas Services Undertaking, other than those referred to in Clause 4.2 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons and essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs with respect to the assets forming part of Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law in favour of Resulting Company.
- 4.4 Without prejudice to the aforesaid, the Oil and Gas Services Undertaking, including all immoveable property, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immoveable properties and any other document of title, rights, interest and easements in relation thereto) and all moveable property of the Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, stand transferred to and be vested in the Resulting Company, with effect from Appointed Date without any act or deed to be done or executed by the Demerged Company and/ or the Resulting Company.





- 4.5 Upon the Scheme coming into effect, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relating to the Oil and Gas Services Undertaking ("**Oil and Gas Services Liabilities**") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and the Resulting Company shall meet, discharge and satisfy the same. The term "**Oil and Gas Services Liabilities**" shall include:
- 4.5.1 the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Oil and Gas Services Undertaking;
  - 4.5.2 the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Oil and Gas Services Undertaking); and
  - 4.5.3 in cases other than those referred to in Clauses 4.5.1 or 4.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Oil and Gas Services Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 4.6 Where any of the Oil and Gas Services Liabilities of Demerged Company as on the Appointed Date have been discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all Oil and Gas Services Liabilities incurred by Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent of their being outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company which shall meet, discharge and satisfy the same.
- 4.7 In so far as any Encumbrance in respect of Oil and Gas Services Liabilities is concerned, upon the Scheme becoming effective, such Encumbrance shall, without any further act, instrument or deed shall be extended to and operate over the assets of the Resulting Company. In so far as the Encumbrance in respect of the loans and other liabilities of Demerged Company relating to the Remaining Business of Demerged Company, if any, are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company only on the assets remaining with Demerged Company.
- 4.8 Upon the Scheme becoming effective, the Resulting Company may, provide guarantee to the Government of India, for an amount not exceeding the limit as prescribed under section 186(2) of the Act, for the purpose of ensuring business continuity of the Demerged Company. It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval to such guarantee arrangement, as required





under all the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other Applicable Law, and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the same.

- 4.9 Upon the Scheme coming into effect, for the purpose of satisfying any eligibility criteria including technical and/or financial parameters for participating and qualifying in invitations for expression of interest(s) and/or bid(s) and/or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, either related to oil and natural gas or pertaining to other than oil and natural gas, including related upstream/downstream ventures, in addition to its own technical experience and/or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall have legal capacity, power and authority to claim experience considering works/jobs done in the past and current work in hand with respect to the Oil and Gas Services Undertaking of the Demerged Company. This shall also include benefit with respect to claim of financial credentials such as turnover, net worth and other financial ratios/parameters etc. and management experience and track record of Demerged Company.
- 4.10 Upon the Scheme coming into effect, taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Oil and Gas Services Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 4.11 Upon the Scheme coming into effect, if the Demerged Company is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Oil and Gas Services Undertaking under any tax laws or Applicable Laws, the Resulting Company shall be entitled as an integral part of the Scheme to claim such unutilised credits, benefit or incentives, as the case may be without any specific approval or permission.
- 4.12 Upon the Scheme becoming effective, subject to clause 4.2 and any other provisions of the Scheme, with respect to any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Oil and Gas Services Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grants, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same, stands transferred to the Resulting Company.
- 4.13 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company in the name of



the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, after the Effective Date, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

## 5. CONTRACTS

- 5.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments in relation to the Oil and Gas Services Undertaking, to which the Demerged Company is a party and which is subsisting or having effect on or immediately before the Appointed Date shall remain in full force and effect against or in favour of the Resulting Company and shall be binding on and be enforceable by and against the Resulting Company as fully and effectually as if the Resulting Company had at all material times been a party or beneficiary or obligee thereto. The Resulting Company will, if required, enter into a novation agreement in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognised by the Appropriate Authorities.
- 5.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Oil and Gas Services Undertaking occurs by virtue of this Scheme, the Resulting Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. With effect from the Appointed Date, the Resulting Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company.

## 6. EMPLOYEES

- 6.1 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any



retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.

- 6.2 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.

## 7. LEGAL, TAXATION AND OTHER PROCEEDINGS

- 7.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal), by or against Demerged Company and relating to the Oil and Gas Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Resulting Company after the Effective Date. Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against Resulting Company. Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 7.2 If proceedings are taken against Demerged Company in respect of the matters referred to in Clause 7.1 above, it shall defend the same in accordance with the advice of Resulting Company and at the cost of Resulting Company, and the latter shall reimburse and indemnify Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 7.3 Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Each of the Companies shall make relevant applications in that behalf.

## 8. CONSIDERATION

- 8.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Oil and Gas Services Undertaking into Resulting Company pursuant to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument,



issue and allot, on a proportionate basis to each shareholder of the Demerged Company, 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share of the Demerged Company held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date. The equity shares of the Resulting Company to be issued and allotted as provided in Clause 8.1 shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company, and shall rank *pari passu* in all respects with any existing equity shares of Resulting Company, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.

- 8.2 In case any shareholder's shareholding in the Demerged Company is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 8.3 The Resulting Company shall, if necessary and to the extent required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme, by following the requisite procedure and on payment of applicable fees and duties and the approval of the members of the Resulting Company to this Scheme shall be deemed to be the approval for such increase in the authorized share capital of the Resulting Company.
- 8.4 The issue and allotment of equity shares as provided in Clause 8.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, pursuant to the aforesaid Clause 8.1.
- 8.5 The issue and allotment of the equity shares as provided in Clause 8.1 shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act and any other Applicable Law have been complied with.
- 8.6 The equity shares issued and/or allotted pursuant to Clause 8.1, in respect of such of the equity shares of Demerged Company which are held in



abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.

- 8.7 The equity shares issued pursuant to Clause 8.1, which Resulting Company is unable to allot due to Applicable Laws (including, without limitation, the non-receipt of approvals of Appropriate Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Resulting Company and shall be dealt with in the manner as may be permissible under the Applicable Law and deemed fit by the Board of Directors of Resulting Company including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 8.2 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Demerged Company, in proportion to their entitlements as per the process specified in Clause 8.2 above. If the above cannot be effected for any reason, Resulting Company shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under Applicable Laws. Resulting Company and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.
- 8.8 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Demerged Company, the Board of Directors of Demerged Company shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Demerged Company as if such changes in registered holders were operative as on the Record Date. The Board of Directors of Demerged Company shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Resulting Company on account of difficulties faced in the transition period.
- 8.9 The equity shares issued pursuant to Clause 8.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company. In the event that such notice has not been received by Resulting Company in respect of any of the shareholders of Demerged Company, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.
- 8.10 The equity shares issued pursuant to Clause 8.1 shall, in compliance with the Applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Resulting



Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 8.1 above.

- 8.11 The equity shares allotted by the Resulting Company in terms of Clause 8.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 8.12 Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 8.13 Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable Resulting Company to issue and allot equity shares to the non-resident equity shareholders of Demerged Company. Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares under Clause 8.1 of the Scheme to the non-resident equity shareholders of Demerged Company.

#### **9. ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY**

Demerged Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 9.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 9.2 Loans and advances, receivables, payables and other dues outstanding between the Oil and Gas Services Undertaking and the Resulting Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf.
- 9.3 The difference, being the excess / shortfall of carrying value of assets over the carrying value of liabilities of the Oil and Gas Services Undertaking shall be debited / credited to Goodwill or Capital Reserve account, as the case may be. The Board of Directors of the Demerged Company in consultation with Statutory Auditors, is authorised to account for such difference in any other manner, if such accounting treatment is considered more appropriate.

#### **10. ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY**

Resulting Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with



relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 10.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company.
- 10.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Oil and Gas Services Undertaking, if any, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 10.3 The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued and allotted under Clause 8.1 above to the members of the Demerged Company. Rupees two hundred ninety will be accounted as Securities Premium in the books of Resulting Company for each equity share issued in accordance with Clause 8.1. The consideration is derived taking into account the intrinsic value of shares to be issued by the resulting Company and accordingly the Securities Premium will form part of consideration under Clause 8.1.
- 10.4 The excess / shortfall of Net Assets transferred from Demerged Company pursuant to Clause 10.1 over the aggregate of face value and securities premium of the equity shares allotted pursuant to Clause 8.1 above after giving effect to inter-company balances as per Clause 10.2 shall be adjusted in Capital Reserve / Goodwill, as the case may be, in compliance with applicable accounting standards / Generally Accepted Accounting Principles.
- 10.5 Goodwill, if any, recognised in the books of accounts of the Resulting Company as per Clause 10.4 above, will be amortised in accordance with the amortisation policy formulated taking into consideration the Generally Applicable Accounting Principles or may be adjusted against the balance of Securities Premium Account or Capital Reserve Account or General Reserve Account or Profit and Loss Account, as may be decided by the Board of Directors of the Resulting Company.
- 10.6 To the extent, the balance in Securities Premium Account or Capital Reserve Account is utilised and/or adjusted as per Clause 10.5 above, there shall be reduction of Securities Premium Account or Capital Reserve Account, as the case may be, which shall be effected as an integral part of the Scheme itself and no separate approval shall be required under sections 52 and 66 and other applicable provisions of the Act.
- 10.7 The Board of Directors of the Resulting Company in consultation with Statutory Auditors, is authorised to adopt any other accounting treatment, if such accounting treatment is considered more appropriate.

For the purpose of this Clause 10, "Net Assets" would mean difference between the carrying value of assets and liabilities.

#### 11. TRANSFER OF AUTHORISED SHARE CAPITAL OF THE DEMERGED

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**COMPANY AND AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY AND RESULTING COMPANY**

**11.1 Capital Clause**

Upon coming into effect of this Scheme, authorised equity share capital of INR 22,26,63,400 and authorised preference share capital of INR 5,00,00,000 of the Demerged Company shall stand transferred to and get combined with the authorised capital of the Resulting Company without any further act or deed and without any further payment of the stamp duty or the registration fees. The authorised capital so transferred to Resulting Company shall stand reclassified as 2,72,66,340 equity shares of INR 10 each. Accordingly, Clause V of the Memorandum of Association of the Resulting Company shall automatically stand amended so as to read as under:

*The Authorised Share Capital of the Company is Rs.27,33,23,400 [Rupees Twenty Seven Crore Thirty Three Lakh Twenty Three Thousand Four Hundred Only] divided into 2,73,32,340 [Two Crore Seventy Three Lakh Thirty Two Thousand Three Hundred and Forty] Equity Shares of Rs.10/- [Rupees Ten Only] each.*

Further, Clause V of the Memorandum of Association of the Demerged Company shall automatically stand amended so as to read as under:

*The Authorised Share Capital of the Company is Rs.32,00,00,000 [Rupees Thirty Two Crore Only] divided into 3,20,00,000 [Three Crore Twenty Lakh] Equity Shares of Rs.10/- [Rupees Ten Only] each.*

**11.2 Objects Clause**

Upon the Scheme coming into effect, the main object of the Demerged Company, as outlined herein below, shall be added to the Main Objects of the Resulting Company and Clause III of the Memorandum of Association of the Resulting Company shall stand amended as under:

*"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."*

11.3 It is clarified that the approval of the members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval also to the aforesaid alteration of the Memorandum of Association of the Demerged Company and the Resulting Company as mentioned in Clause 11.1 and Clause 11.2 and the Demerged Company and







the Resulting Company shall not be required to seek separate consent / approval of their shareholders for such alteration of the Memorandum of Association as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

#### 11.4 Change of name

11.4.1 Upon coming into effect of this Scheme, the name of the Demerged Company shall be altered and changed to "Deep Energy Limited" or any other similar name, as considered appropriate by the Board of Directors of the Demerged Company and as approved by the Registrar of Companies.

11.4.2 Further, upon the coming into effect of this Scheme, and subject to clause 11.4.1, the name of the Resulting Company shall be altered and changed to "Deep Industries Limited" or any other similar name as considered appropriate by the Board of Directors of the Resulting Company and as approved by the Registrar of Companies.

11.4.3 It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval, as required under section 13 and other applicable provisions of the Act, also to the alteration and change of the name of the Demerged Company and / or Resulting Company as provided in Clause 11.4.1 and Clause 11.4.2 above and the approval of this Scheme by the Tribunal shall be considered as specific direction from the competent authority as required under Rule 8 of Companies (Incorporation) Rules, 2014. The Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the alteration of the name of the Demerged Company and the Resulting Company as required under sections 13 and other applicable provisions of the Act.

### PART C

#### REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE RESULTING COMPANY

##### 12. REDUCTION AND CANCELLATION OF EQUITY SHARES OF THE RESULTING COMPANY

12.1 Upon allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the shareholding pattern of the Demerged Company, the paid up equity share capital of Rs.6,60,000 of the Resulting Company as mentioned in Clause 2.2 shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. Pursuant to such cancellation of shares, the

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Resulting Company shall pay an amount not exceeding Rs.6,60,000 to the shareholders of the Resulting Company whose name appear in the register of members of the Resulting Company as on the date of approval of this Scheme by the Board of Directors of the Resulting Company in the proportion of their shareholding on such date.

- 12.2 The aforesaid reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 12.3 Upon the cancellation of shares as provided in Clause 12.1, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares of Resulting Company that are cancelled pursuant to Clause 12.1.
- 12.4 The excess of the amount of share capital cancelled over the amount paid to the shareholders as per Clause 12.1 above, if any, shall be credited to Capital Reserve account.

#### **PART D**

#### **GENERAL TERMS AND CONDITIONS**

#### **13. REMAINING BUSINESS**

- 13.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.
- 13.2 All legal, taxation and/ or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company.
- 13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 13.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.
- 13.4 Up to and including the Effective Date:
- (i) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;





- (ii) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (iii) all assets and properties acquired by Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.

**14. DIVIDENDS**

- 14.1 The Demerged Company and Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2018 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.
- 14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and/ or the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and/ or the Resulting Company, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and/ or the Resulting Company as the case may be.

**15. CONDUCT OF BUSINESS UPTO THE EFFECTIVE DATE**

- 15.1 With effect from the date of approval of this Scheme by the respective Boards of the Companies and up to and including the Effective Date:
  - 15.1.1 The Demerged Company with respect to the Oil and Gas Services Undertaking shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
    - (a) when the same is expressly provided in this Scheme; or
    - (b) when the same is in the ordinary course of business; or
    - (c) when written consent of the Resulting Company has been obtained in this regard.
  - 15.1.2 The Demerged Company with respect to Oil and Gas Services Undertaking shall not undertake (i) any material decision in relation



to its business and affairs and operations other than that in the ordinary course of business; (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business); and (iii) any new business, or discontinue any existing business or change the capacity of facilities other than that in the ordinary course of business, except with the written concurrence of the Resulting Company.

15.1.3 The Demerged Company with respect to Oil and Gas Services Undertaking shall not vary the terms and conditions of employment of any of its employees, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken except with the written concurrence of the Resulting Company.

15.1.4 The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to carry on the business of the Oil and Gas Services Undertaking and to give effect to the Scheme.

15.2 For the purpose of giving effect to the order passed under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of this Scheme by the Tribunal, the Resulting Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the demerger of the Oil and Gas Services Undertaking, in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act. The Resulting Company shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and facilitate and carry out any formalities or compliances as are necessary for the implementation of this Scheme. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of this Scheme, the Resulting Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all immovable properties, including mutation and/ or substitution of the ownership or the title to, or interest in the immovable properties which shall be made and duly recorded by the Appropriate Authority(ies) in favour of the Resulting Company as the case may be pursuant to the sanction of the Scheme by the Tribunal and upon the effectiveness of this Scheme in accordance with the terms hereof, without any further act or deed to be done or executed by the Resulting Company as the case may be. It is clarified that the Resulting Company shall be entitled to engage in such correspondence and make such representations, as may be necessary, for the purposes of the aforesaid mutation and/ or substitution.

## 16. FACILITATION PROVISIONS

16.1 It is clarified that approval of the Scheme by the shareholders of Demerged Company and Resulting Company under sections 230 to 232 read with Section 66 of the Act shall be deemed to be their approval under Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure 23 | Page



Requirements) Regulations, 2015 and that no separate approval of the Board or audit committee or shareholders shall be required to be sought by the Demerged Company or Resulting Company.

- 16.2 It is clarified that all guarantees provided by the Demerged Company in respect of the Oil and Gas Services Undertaking shall be valid and subsisting till adequate arrangements/ guarantees have been provided in respect of the same by the Resulting Company.

#### **17. PROPERTY IN TRUST**

- 17.1 Notwithstanding anything contained in this Scheme, upon the Scheme coming into effect, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom and pertaining to the Oil and Gas Services Undertaking are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the Resulting Company, the Resulting Company shall be deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the Demerged Company and the Resulting Company, the Demerged Company will continue to hold the property and / or the asset, license, permission, approval, as the case may be, in trust on behalf of the Resulting Company.

#### **18. APPLICATIONS/ PETITIONS TO THE TRIBUNAL**

- 18.1 The Companies shall dispatch, make and file all applications and petitions under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act before the Tribunal for sanction of this Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law.
- 18.2 The Companies shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Demerged Company and Resulting Company may require to own the assets and/ or liabilities of the Oil and Gas Services Undertaking, as the case may be, and to carry on the business of the Oil and Gas Services Undertaking, as the case may be.

#### **19. MODIFICATION OR AMENDMENTS TO THIS SCHEME**

- 19.1 On behalf of the Demerged Company and the Resulting Company, the Board of the respective companies acting themselves or through authorized persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards of the Demerged Company and the Resulting Company) and solve all difficulties that may arise in carrying out this



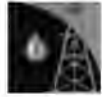
Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.

- 19.2 For the purpose of giving effect to this Scheme or to any modification thereof the Boards of the Demerged Company and the Resulting Company acting themselves or through authorized persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on both Companies, in the same manner as if the same were specifically incorporated in this Scheme. It is clarified that individual companies acting themselves or through authorized persons may individually approach the Tribunal or any other Appropriate Authority to seek clarifications for implementation of the Scheme.
- 19.3 It is clarified that if any modifications are required post satisfaction of the conditions precedent mentioned in Clause 20 and the Scheme having been made effective, the Effective Date shall not be affected by any such modifications that might be required to be made and the Effective Date for such modified Scheme shall be same as the date on which Scheme was made effective prior to the modifications.

## 20. CONDITIONS PRECEDENT

- 20.1 Unless otherwise decided (or waived) by the Demerged Company and/or the Resulting Company, the Scheme is conditional upon and subject to the following conditions precedent:
- 20.1.1 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 20.1.2 approval of the Scheme by requisite majority of each class of shareholders and creditors of the Demerged Company and the Resulting Company as may be required under the Act and as may be directed by the Tribunal;
- 20.1.3 the Demerged Company complying with provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circulars. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- 20.1.4 the sanction and order of the Tribunal, under Sections 230 to 232 read with Section 66 of the Act being obtained by the Demerged Company and the Resulting Company;
- 20.1.5 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the





- 20.1.6 such approvals and sanctions including sanction of any Appropriate Authority, if any, as may be required by Applicable Law in respect of the Scheme, being obtained.
- 20.2 Without prejudice to Clause 20.1 and subject to the satisfaction or waiver of the conditions mentioned in Clause 20.1 above, the Scheme shall be made effective in the order as contemplated below:
- 20.2.1 Part B of the Scheme shall be made effective subject to the satisfaction or waiver of conditions mentioned in Clause 20.1;
- 20.2.2 Part C of the Scheme shall be made effective simultaneously with the implementation of Part B of the Scheme.
- 20.3 On the approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company and such other classes of persons of the said Companies, if any, pursuant to Clause 20.1, such shareholders and classes of persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise, to the extent applicable, in relation to the demerger and capital reduction set out in this Scheme and related matters and to this Scheme itself.

**21. EFFECT OF NON-RECEIPT OF PERMITS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME**

- 21.1 The Demerged Company and the Resulting Company acting through their respective Boards shall each be at liberty to withdraw from this Scheme: (a) in case any condition or alteration imposed by any Appropriate Authority is unacceptable to any of them; or (b) they are of the view that coming into effect of the respective parts to this Scheme could have adverse implications on the respective companies.
- 21.2 If this Scheme is not effective within such period as may be mutually agreed upon between the Demerged Company and the Resulting Company through their respective Boards or their authorised representative, this Scheme shall become null and void and each Company shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

**22. RECONSTRUCTION OF ACCOUNTS**

Upon coming into effect of this Scheme, the accounts of the Demerged Company and Resulting Company, as and from the Appointed Date, shall be reconstructed in accordance with and pursuant to the terms of this Scheme.

**23. TAXES**

- 23.1 Resulting Company will be the successor of the Demerged Company vis-à-vis the Oil and Gas Services Undertaking. Hence, it will be deemed that the benefits of any tax credits, whether, central, state, or local, availed vis-à-vis the Oil and Gas Services Undertaking and the obligations, if any, for the payment of taxes relating to the Oil and Gas Services Undertaking shall be deemed to have been availed by Resulting Company or as the case may be, deemed to be the obligation of Resulting Company.



- 23.2 All taxes (including income tax, goods and service tax, sales tax, excise duty, custom duty, service tax, VAT, etc.) paid or payable by the Demerged Company in respect of the operations and/or profits of the Oil and Gas Services Undertaking before the Appointed Date, shall be on account of the Demerged Company and, in so far as it relates to the tax payment (including income tax, goods and service tax, sales tax, excise duty, custom duty, service tax, VAT, etc.) by the Demerged Company in respect of the profits or activities or operations of Oil and Gas Services Undertaking after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company (except as specifically provided in relation to the Remaining Business) and shall, in all proceedings, be dealt with accordingly.
- 23.3 Upon coming into effect of this Scheme, the Demerged Company and Resulting Company shall file / revise their income tax returns, TDS certificates, TDS returns, and other statutory returns, if required, and shall have the right to claim refunds, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc., if any (except as specifically provided in relation to the Remaining Business), as may be required consequent to implementation of this Scheme. Such returns shall be filed based on reconstructed accounts, as mentioned in Clause 22 above, drawn up with effect from Appointed Date and any tax including Minimum Alternate Tax shall be computed accordingly. Further, the Demerged Company and Resulting Company shall have the right to revise and file the aforesaid returns, notwithstanding that the statutory period for such revision and filing may have expired.

#### 24. COSTS

- 24.1 Subject to Clause 21 above, all costs, charges, levies and expenses (including, but not limited to, stamp duty, etc.) in relation to or in connection with the Scheme and incidental to the completion of the Scheme and of carrying out the terms of this Scheme shall be borne as mutually agreed by the Board of Directors of Demerged Company and Resulting Company.







DCS/AMAL/SD/R37/1241/2018-19

August 28, 2018

The Company Secretary,  
**DEEP INDUSTRIES LTD.**  
 12A & 14, Abhishree Corporate Park,  
 Ambli Bopal Road, Ambli,  
 Ahmedabad, Gujarat- 380058

Sir,

**Sub: Observation letter regarding the Draft Composite Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Ltd and Deep CH4 Private Ltd.**

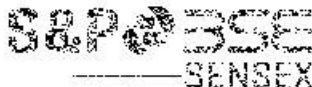
We are in receipt of Draft Composite Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Ltd and Deep CH4 Private Ltd and their respective shareholders and Creditors filed as required under SEBI Circular No. GFD/CIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated August 28, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
 Registered Office: Plot 25, P.J. Towers, Colaba Street, Mumbai-400 001, India  
 T: +91 22 2272 1234/311 F: corp.compl@bseindia.com | www.bseindia.com  
 Corporate Identity Number: I671234141005P1C 55188



(2)

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCI T

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements

Yours faithfully,

  
**Nitinkumar Pujari**  
Senior Manager



## National Stock Exchange Of India Limited

Ref: NSE/LIST/16990

August 29, 2018

The Managing Director  
Deep Industries Limited,  
12A & 14 Abhishree Corporate Park,  
Ambli Bopal Road,  
Ahmedabad – 380015.

**Kind Attn.: Mr. Rupesh Savla**

Dear Sir,

**Sub: Observation Letter for Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Limited and Deep CH4 Private Limited and their respective shareholders and creditors.**

We are in receipt of the Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Limited and Deep CH4 Private Limited and their respective shareholders and creditors vide application dated June 15, 2018.

Based on our letter reference no Ref: NSE/LIST/54060 dated July 16, 2018 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated August 28, 2018, has given following comments:

- a. *The Company shall disclose the additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circulars.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

This Document is Digitally Signed





Continuation Sheet

The validity of this “Observation Letter” shall be six months from August 29, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Divya Poojari  
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

This Document is Digitally Signed





**Oil & Gas Exploration  
Production & Services**

Date: 13/07/2018

To,  
**The Department of Listing Obligations,**  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001

Scrip Code: 532760

Subject: Filing of Compliant Report

Ref No: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the Scheme of arrangement between Deep Industries Limited and Deep CH4 Limited

Dear Sir,

We refer to the captioned application dated 15 June 2018 with your good office.

As per Para I(A)(6)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, a report, in the prescribed format as per Annexure III of the Circular, showing status of complaints as on date is enclosed herewith as Annexure I.

We request you to take above on record and oblige.

If you require any further information / clarifications, we would be happy to provide the same.

For Deep Industries Limited

  
Akshii Soni  
Company Secretary



Encl: As above



Registered Office:

12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India, Tel # 02717 296510, +91 98256 00533 | Fax # 02717 296520  
Email: info@deepindustries.com | Website: http://www.deepindustries.com  
CIN : L63090GJ1991PLC014833



## ANNEXURE 1

Scheme of Arrangement among Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors

**COMPLAINTS REPORT**  
**For the period from 21 June 2018 to 13 July 2018**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
1.	Not Applicable	Not Applicable	Not Applicable





Oil & Gas Exploration  
Production & Services

Date: 03/08/2018

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G-Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

Subject: Filing of Complaint Report

Ref No: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the Scheme of arrangement between Deep Industries Limited and Deep CH4 Limited.

Dear Sir,

We refer to the captioned application dated 15 June 2018 with your good office.

As per Para I(A)(6)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, a report, in the prescribed format as per Annexure III of the Circular, showing status of complaints as on date is enclosed herewith as Annexure 1.

We request you to take above on record and oblige.

If you require any further information / clarifications, we would be happy to provide the same.

For, Deep Industries Limited

  
Rupesh Savla  
Managing Director



Encl: As above



Registered Office:  
12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520  
Email: info@deepindustries.com | Website: http://www.deepindustries.com  
CIN : L63090GJ1991PLC014833



## ANNEXURE I

Scheme of Arrangement among Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors

**COMPLAINTS REPORT**  
For the period from 12 July 2018 to 03 August 2018

## Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

## Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
1.	Not Applicable	Not Applicable	Not Applicable







## BOARD'S REPORT

To  
The Members  
Deep Industries Limited,  
Ahmedabad

Your Directors have pleasure in presenting 28<sup>th</sup> Annual Report together with the audited financial statement of your Company for the Financial Year ended 31<sup>st</sup> March, 2018.

## FINANCIAL RESULTS:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read with Rule 7 of the (Companies Accounts) Rules, 2014.

The standalone and consolidated financial performance of the Company, for the Financial Year ended on 31<sup>st</sup> March, 2018 are summarized below:

Particulars	( ` In Lakhs)			
	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from Operations	30049.25	27738.05	31267.54	27738.05
Other Income	668.71	928.79	698.32	929.40
Total Income	30717.96	28666.84	31965.86	28667.45
Less: Total Expenses	18989.42	17740.58	20097.06	17740.55
Profit Before Tax	11728.54	10926.26	11868.80	10926.90
Less: Tax Expenses	4126.48	3406.99	4124.00	3406.93
Profit/(Loss) for the Year	7602.06	7519.26	7744.80	7519.96
Other Comprehensive Income/ (Loss) for the year	4.83	(14.85)	4.82	(14.85)
Total Comprehensive Income/ (Loss) for the year	7606.89	7504.41	7745.42	7030.15
Earning per Equity Share (Basic and Diluted)	23.76	25.05	24.19	23.47

## COMPANY PERFORMANCE (STANDALONE &amp; CONSOLIDATED BASIS):

1. The Company's Standalone revenues from operations increased to ` 30049.25 Lakhs in the year 2017-18 from ` 27738.05 Lakhs in 2016-17 showing growth of 8.33 % compared to the previous year, while Consolidated revenues from operations increased to ` 31267.54 Lakhs in the year 2017-18 from ` 27738.05 Lakhs for the year 2016-17.
2. Company's Standalone net profit increased to ` 7602.06 Lakhs in the year 2017-18 from ` 7519.26 Lakhs in the year 2016-17 showing growth of 1.10 % as compared to previous year.

However, your Directors are expecting to achieve better results in time to come and to continue the position of market leader in coming years.

## Subsidiary Performance:

Deep Industries Limited has five subsidiaries as follows as Deep Natural Resources Limited, Prabha Energy Private Limited, Deep Energy LLC, Deep Onshore Drilling Services Private Limited and Deep International DMCC.

- Deep Natural Resources Limited has earned total revenue of ` 8365.00 in the year 2017-18 as compared to revenue earned of ` 9643.00 in the year 2016-17. And it has earned total profit of ` 355.70 in the year 2017-18 as compared to total profit earned of ` 2852.00 in the year 2016-17.
- Prabha Energy Private Limited has earned total revenue of ` 29.48 Lakhs in the year 2017-18 as compared to revenue earned of ` 0.44 Lakhs in the year 2016-17. And it has earned total profit of ` 8.72 Lakhs in the year 2017-18 as compared to total profit earned of ` 0.16 Lakhs in the year 2016-17.
- Deep Onshore Drilling Private Limited has earned total revenue of ` 4732.00 in the year 2017-18 And it has earned total profit of ` 2547.00 in the year 2017-18
- Deep Energy LLC has loss of ` 0.008 Lakhs in the year 2017-18 as compared to loss of ` 0.5 Lakhs incurred in the year 2016-17.
- Deep International DMCC has Profit of ` 136.45 Lakhs in the year 2017-18.



**DIVIDEND:**

Your Directors have recommended final dividend of ` 1.5/- (15%) per Equity Share each of ` 10/- for financial year ended on 31<sup>st</sup> March, 2018, the Proposal is subject to the approval of shareholders at the ensuing Annual General Meeting will be paid to (i) those Equity Shareholders whose name appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 18<sup>th</sup> September, 2018 (Record Date) and (ii) to those members whose particulars as beneficial owners are furnished for this purpose, by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited.

**TRANSFER TO RESERVES:**

The Board has not transferred the amount to General Reserves and an amount of ` 27,090.47 Lakhs is retained as surplus in the Statement of profit and Loss of Standalone financials.

**FIXED DEPOSITS:**

During the year under review, your Company has not accepted any fixed deposits within the meaning of Chapter V of the Companies Act, 2013.

**SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2018 was ` 32.00 Crore. During the period under review, the Company has not granted any stock options nor sweat equity. The Company has also not purchased of its own shares by employees or by trustees for the benefit of employees.

Your Company's equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of March 31, 2018, 99.99% of the equity shares of your Company were held in demat form.

**PARTICULARS OF LOANS, GURANTEES OR INVESTMETS:**

During the year under review, the Company has not given any loan and provided any guarantee. The Company has made investment under the provisions of Section 186 of Companies Act, 2013. The said details are given in the notes to the Financial Statements.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT- 9, as required under Section 92 of the Companies Act, 2013 is annexed to this Report as Annexure- A and forms integral part of this report.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY:**

Your Company has total 5 subsidiaries as on 31<sup>st</sup> March, 2018 as under

- 1) Prabha Energy Pvt. Ltd.
- 2) Deep Natural Resources Ltd.
- 3) Deep Energy LLC
- 4) Deep Onshore Drilling Services Pvt. Ltd.
- 5) Deep International DMCC

The annual financial statements and related detailed information of the subsidiary companies shall be made available to the shareholders of the holding and seeking such information on all working days during business hours. The financial statements of the subsidiary companies shall be kept for inspection by any shareholder/s during working hours at the Company's registered office and that of the respective subsidiary companies concerned. As provided under Section 129(3) of the Companies Act, 2013 and rules made thereunder a statement containing the salient features of the financial statement of its subsidiaries in AOC-1 format under the rules is attached to the financial statements .

**SCHEME OF ARRANGEMENT:**

The Board of Directors of the Company at its meeting held on 26 May, 2018 have, inter alia, considered and approved the draft Scheme of Arrangement in the nature of Demerger in accordance with the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Deep Industries Limited (Demerged Company) and Deep CH4 Limited (Resulting Company) and their respective shareholders and creditors.

The Scheme of Arrangement provides for transfer and vesting of Oil and Gas Services Undertaking from the Demerged Company into the Resulting Company. The Oil and Gas Exploration and Production business shall continue to be carried on by the Demerged Company.



Pursuant to the Scheme becoming effective, the Resulting Company shall issue shares to the shareholders of the Demerged Company and subsequently such shares shall be listed on Bombay Stock Exchange Limited ('BSE') and National Stock Exchange Limited ('NSE'). Pursuant to such issuance of shares by Resulting Company, the shareholders of the Demerged Company shall become shareholders in Resulting Company in the same ratio (inter se) as they hold shares in the Demerged Company.

The Scheme as aforesaid is subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, shareholders and creditors of the companies, Ahmedabad Bench of the National Company Law Tribunal and such other statutory and regulatory approvals as may be required.

#### DIRECTORS:

##### Appointment:

During the year under review, there was no appointment and resignation of any directors. However, Mr. Prem Singh Mangatsingh Sawhney, Mr. Dharen Shantilal Savla, Mr. Sanjay Harkishandas Parekh has been resigned from the post of Directorship and Mr. Hemendrakumar Chamanlal Shah has been appointed as an Additional Independent Director with effect from 26.06.2018.

##### Directors Retire by Rotation:

In accordance with the provisions of section 152[6] of the Act and in terms of the Articles of Association of the Company, Mr. Rupesh Kantilal Savla (DIN:00126303), Managing Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

##### Independent Directors:

The terms and conditions of appointment of Independent Directors are in accordance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as per the provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act.

Your Company has received annual declarations from all the Independent Directors of the Company under sub-section (7) of section 149 confirming that they meet with the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

#### KEY MANAGERIAL PERSONNEL

There is no change in Key Managerial Personnel during the year. However Mr. Dharen Shantilal Savla has been resigned from the post of directorship (Whole Time Director) with effect from 26.06.2018.

##### Policy on Appointment & Remuneration of Directors, Key Managerial Personnel and other Employees

The Board has on its recommendation of Nomination and Remuneration Committee, framed a Policy relating to appointment & remuneration of Directors, Key Managerial Personnel & other employees in relation in accordance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 178(3) of the Companies Act, 2013, is given in the Corporate Governance Report forming part of the Annual Report.

##### Criteria for Performance Evaluation

During the year under review, the board considered and refined the criteria as well as the process for performance evaluation of itself, that of its Committees and individual Directors as follows:

Evaluation	Criteria For evaluation
Board	<ul style="list-style-type: none"> <li>Degree of fulfillment of key responsibilities including focus on strategic and policy issues.</li> <li>Effectiveness of Board process and information sharing.</li> <li>Board culture and dynamics.</li> <li>Quality of decisions.</li> <li>Establishment and delineation of responsibilities to Committees.</li> <li>Quality of relationship between Board and the Management.</li> </ul>
Committee	<ul style="list-style-type: none"> <li>Degree of fulfillment of key responsibilities.</li> <li>Frequency and effectiveness of meetings.</li> <li>Committee dynamics, especially openness of discussions, including with the Board.</li> <li>Adequacy of Committee composition.</li> <li>Quality of relationship of the committee with the Board and the Management.</li> </ul>
Individual Directors	<ul style="list-style-type: none"> <li>Participation in Board in terms of adequacy (time &amp; content).</li> <li>Contribution through expertise and perspective.</li> <li>Guidance / support to Management outside Board / Committee meetings.</li> </ul>



Manner of evaluation of board, its committees and individual directors

The evaluation of Board, its Committees and Individual Directors was carried out as per the process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors for the evaluation of the Board and its Committees, Individual Directors (i.e. Independent and Non Independent Directors), were co-ordinated by the Chairman of the Board and the feedback received was discussed in the meeting in case of evaluation of the Board and Committee and was discussed with Individual Directors in case of their evaluation.

The evaluation of Chairperson was co-ordinated by the Chairman of the Independent Directors meeting.

**DETAILS OF MEETINGS OF THE BOARD AND ITS COMMITTEES:**

The details of the number of meeting of Board of Directors and its Committees, held during the financial year indicating the number of meetings attended by each directors are given in the Corporate Governance Report which forms a part of this report.

**COMPOSITION OF AUDIT COMMITTEE:**

The board has constituted audit committee which comprise two non-executive Independent Directors namely Mr. Kirit Joshi (Chairman), Mr. Arun Mandke (Member) and One Executive Non- Independent Director, Mr. Paras Savla(Member). More details are given under Corporate Governance Report.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of section 134[3][c] of the Companies Act, 2013, in relation to the financial statements of the Company for the year ended 31<sup>st</sup> March, 2018, the board of Directors state that :

- (a) in preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any,
- (b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit of the Company for the year ended on that date,
- (c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities,
- (d) the annual financial statements have been prepared on going concern basis,
- (e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively, and
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THIER ADEQUACY:**

The details in respect of internal financial control and their adequacy are included in the Management and Discussion & Analysis, which forms part of this report.

**RISK MANAGEMENT:**

The Company manages, and monitors on the principal risks and uncertainties that can impact its ability to achieve its objectives. Pursuant to section 134 (3) (n) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, The Company has framed Risk Management Policy. At present the company has not identified any element of risk which may threaten the existence of the company.

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks. The Company has formally framed a Risk Management Policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure.

Discussion on risks and concerns are covered in the Management Discussion and Analysis Report, which forms part of this Annual Report.

**CORPORATE SOCIAL RESPONSIBILITY(CSR):**

The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committees are provided in the Corporate Governance Report. The Annual Report on CSR activities is provided in Annexure-B.



**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to creating a healthy & conducive working environment that enables women employees to work without fear of prejudice, gender and sexual harassment and/or any such orientation in implicit or explicit form. The Company considers sexual harassment as a gross misconduct. Pursuant to the provisions of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed there under, the Company has adopted a "Policy on Protection of Women against Sexual Harassment at Work Place". Through this Policy, the Company seek to provide protection to its women employees against sexual harassment at work place and thereby provide mechanism for redressal of complaints relating to matters connected therewith or incidental thereto.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received. - NIL
- No. of complaints disposed off – Not Applicable

**INDUSTRIAL RELATIONS:**

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Management.

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Separate reports on Corporate Governance compliance along with the required Certificate from Practicing Company Secretary of the Company regarding compliance of the conditions of Corporate Governance and Management Discussion and Analysis as stipulated by SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015 forms part of this Annual Report.

**PROHIBITION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company has formulated the Code of Practices and Procedures for Fair Disclosure in terms of the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board is responsible for implementation of the Code. The Policy is available on our website. [www.deepindustries.com](http://www.deepindustries.com).

**RELATED PARTY TRANSACTIONS:**

All contracts/arrangement/transactions entered into by the Company during the Financial Year with related parties were on an arm's length basis and were in the ordinary course of business and were placed before the audit committee for their approval, wherever applicable. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC- 2 is as attached in Annexure- C .

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:**

There have been no material changes and commitments, affecting the financial position of the Company since the close of financial year i.e. since 31<sup>st</sup> March, 2018 Further, it is confirmed that there has been no change in the nature of business of the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

**AUDITORS:**

Statutory Auditors and their Report:

M/s Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad [Firm Registration No. 102511W] were appointed as Statutory Auditors of your Company at the 26th Annual General Meeting held on September 22, 2016 for a term of five consecutive years from conclusion of 26<sup>th</sup> Annual General Meeting till the conclusion of Thirty First Annual General Meeting to be held in the year 2021.



The Company has received written consent letter along with certificate from Auditor under the provisions of the Companies Act, 2013, to the effect that their appointment, if made, would be within the prescribed limits and are not disqualified for appointment and further they are independent of management.

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

**Secretarial Auditors & Secretarial Audit Report:**

Pursuant to provisions of section 204 of the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Board has appointed M/s Shilpi Thapar & Associates, a firm of Company Secretaries in Whole-Time Practice to undertake the Secretarial Audit of the Company for the financial year 2017-18.

The Secretarial Audit Report for the Financial Year 2017-18 carried out by M/s Shilpi Thapar and Associates, (CP No.:6779, FCS: 5492), in the form "MR-3" is annexed herewith as Annexure - D . The Secretarial Audit Report does not contain any major qualification, reservations or adverse remarks which call for explanation.

**Internal Auditors:**

The board has Re-appointed M/s R.R Khandol & Co., Chartered Accountant (FRN: 0112488) as an Internal Auditors of the Company for F.Y 2018-19.

**REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

**WHISTLE BLOWER POLICY/ VIGIL MECHANISM:**

The Company promotes ethical behavior in all its business activities and has established a vigil mechanism for its Directors, Employees and Stakeholders associated with the Company to report their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy has been appropriately communicated within the Company and has also been posted on the Website of the Company <http://www.deepindustries.com/Pages/Policies.aspx>.

**LISTING OF SHARES:**

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) with scrip code No. 532760 and on National Stock Exchange of India Limited (NSE) with scrip code of DEEPIND. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2018-19 have been paid.

**INSURANCE:**

All movable properties as owned by the Company continued to be adequately insured against risks.

**PARTICULARS OF EMPLOYEES:**

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the separate annexure forming part of this Report as Annexure- E.

There was no employee drawing salary as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**HUMAN RESOURCES:**

The well disciplined workforce which has served the Company lies at the very foundation of the Company's major achievements and shall well continue for the years to come. The success of the Company and good track record are largely attributable to the remarkable commitment, dedication and hard work of the employees. The Company has strongly embedded core values and all employees are trained and encouraged to use these values in their daily operations and the bases for making decisions. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance. This has helped to ensure all employees are aligned and focused on key objectives and key performance indicators critical for the Company's performance. Remuneration and performance are strongly linked together through bonus schemes and increments.



**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:**

The information to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are set out in Annexure- F to this Report.

**AKNOWLEDGEMENTS:**

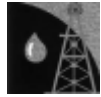
Your Directors wish to place on record their deep sense of appreciation for the commitment displayed by all the employees of the Company resulting in successful performance during the year under review.

Our Directors also take this opportunity to place on record the co-operation, assistance and continued support extended by the Banks, Government Authorities, Vendors and Shareholders during the year under review.

for and on behalf of the Board of Directors

Date : August 20, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN:00145639



ANNEXURE A TO THE BOARD'S REPORT

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L63090GJ1991PLC014833
ii.	Registration Date	01/01/1991
iii.	Name of the Company	Deep Industries Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non Govt. Company
v.	Address of the Registered office and contact details	12A & 14, Abhishree Corporate park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 Contact Details: Tel (02717) 298510. E-mail- info@deepindustries.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner Off C G Road , Ellisbridge, Ahmedabad 380006. Tel No : +91 79 26465179 /86 / 87 Email: ahmedabad@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Support activities for petroleum and natural gas mining	0910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	Deep Natural Resources Limited	U11200GJ2009PLC057871	Subsidiary	70%	Section 2(87)
2.	Prabha Energy Private Limited	U40102GJ2009PTC057716	Subsidiary	78.45%	Section 2(87)
3.	Deep Energy LLC	N.A.	Subsidiary	90%	Section 2(87)
4.	Deep Onshore Drilling Services Private Limited	U11200GJ2016PTC092985	Subsidiary	99%	Section 2(87)
5.	Deep International DMCC	N.A.	Subsidiary	100%	Section 2(87)

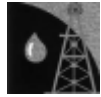
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-Wise Share Holding

Category of Shareholders	No. of Shares at the beginning of the year 31/03/2017				No. of Shares at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Shareholding of									
Promoter & Promoter Group									
1) Indian									
a) Individual/HUF	19172990	194	19173184	59.9162	5443465	0	5443465	17.0108	-42.9054
b) Central Govt/ State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Financial Institutions/Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Any Other (Specify)									
Bodies Corporate	1291351	0	1291351	4.0355	1228000	0	1228000	3.8375	-0.1980
Trust	0	0	0	0.0000	13645382	0	13645382	42.6418	-42.6418
Sub-total(A)(1):-	20464341	194	20464535	63.9517	20316847	0	20316847	63.4901	-0.4616



2) Foreign										
a) Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(b) Government	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Any Other (Specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Sub-total(A)(2):-	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Total Shareholding of Promoter and Promoter										
Group(A)=(A)(1)+(A)(2)	20464341	194	20464535	63.9517	20316847	0	20316847	63.4901	-0.4616	
B. Public Shareholding										
1. Institutions										
a) Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(b) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Foreign Portfolio Investor	2550348	0	2550348	7.9698	1918742	0	1918742	5.9961	-1.9737	
(f) Financial Institutions / Banks	67205	0	67205	0.2100	20853	0	20853	0.0652	-0.1448	
(g) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(h) Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(i) Any Other (Specify)	0	0	0	0	0	0	0	0	0	
Sub-total (B)(1)	2617553	0	2617553	8.1799	1939595	0	1939595	6.0612	-2.1187	
[2] Central Government/ State Government(s)/ President of India	0	0	0	0.0000	1751	0	1751	0.0055	0.0055	
Sub Total (B)(2)	0	0	0	0.0000	1751	0	1751	0.0055	0.0055	
3. Non Institutions										
a) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3666374	361	3666735	11.4585	4649446	261	4649707	14.5303	3.0718	
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2234300	0	2234300	6.9822	2054691	0	2054691	6.4209	-0.5613	
(b) NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Any Other (Specify)										
Foreign Nationals	0	0	0	0.0000	26	0	26	0.0001	0.0001	
Hindu Undivided Family	322083	0	322083	1.0065	399574	0	399574	1.2487	0.2422	
NRI (Non Repat)	78496	0	78496	0.2453	74163	0	74163	0.2318	-0.0135	
NRI (Repat)	399156	0	399156	1.2474	311760	0	311760	0.9743	-0.2731	
Foreign Portfolio Investor (Individual)	3550	0	3550	0.0111	0	0	0	0.0000	-0.0111	
Clearing Member	147460	0	147460	0.4608	198666	0	198666	0.6208	0.1600	
Bodies Corporate	2066132	0	2066132	6.4567	2053220	0	2053220	6.4163	-0.0404	
Sub Total (B)(3)	8917551	361	8917912	27.8685	9741546	261	9741807	30.4431	-2.5746	
Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	11535104	361	11535465	36.0483	11682892	261	11683153	36.5099	0.4616	
Total (A)+(B)	31999445	555	32000000	100.0000	31999739	261	32000000	100.0000	0.0000	
(C) Non Promoter - Non Public										
[1] Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000	
[2] Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Total (A)+(B)+(C)	31999445	555	32000000	100.0000	31999739	261	32000000	100.0000	0.0000	



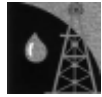
ii. Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholders at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% Change in shareholding during the year
		No. of Shares held	% of total Share of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares held	% of total Share of the company	% of Shares Pledged/ encumbered to total shares	
1.	RUPESH KANTILAL SAVLA	2516842	7.8651	0.0000	100	0.0003	0.0000	-7.8648
2	SHITAL RUPESH SAVLA	6015098	18.7972	0.0000	100	0.0003	0.0000	-18.7969
3	ADINATH EXIM RESOURCES LTD	1228000	3.8375	0.0000	1228000	3.8375	0.0000	0.0000
4	KANTILAL VELJI SAVLA- HUF	967820	3.0244	0.0000	0	0.0000	0.0000	-3.0244
5	PRABHABEN KANTILAL SAVLA	611561	1.9111	0.0000	100	0.0003	0.0000	-1.9108
6	DHAREN SHANTILAL SAVLA	3164048	9.8877	0.0000	2058822	6.4338	0.0000	-3.4539
7	PARAS SHANTILAL SAVLA	400580	1.2518	0.0000	100	0.0003	0.0000	-1.2515
8	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.2188	0.0000	3568474	11.1515	0.0000	9.9327
9	MITA MANOJ SAVLA	1633792	5.1056	0.0000	1331021	4.1594	0.0000	0.9462
10	PRITI PARAS SAVLA	2346298	7.3322	0.0000	2052625	6.4145	0.0000	-0.9177
11	AVANI DHAREN SAVLA	277046	0.8658	0.0000	100	0.0003	0.0000	-0.8655
12	MANOJ SHANTILAL SAVLA	241199	0.7537	0.0000	100	0.0003	0.0000	-0.7534
13	SHAIL M SAVLA	175000	0.5469	0.0000	100	0.0003	0.0000	-0.5466
14	SHANTILAL MURJIBHAI SAVLA	88755	0.2774	0.0000	100	0.0003	0.0000	-0.2771
15	MANOJ SHANTILAL SAVLA- HUF	118688	0.3709	0.0000	0	0.0000	0.0000	-0.3709
16	SHANTILAL MURJIBHAI SAVLA- HUF	117286	0.3665	0.0000	0	0.0000	0.0000	-0.3665
17	KANVEL SHARE BROKERS PVT LTD	63351	0.1980	0.0000	0	0.0000	0.0000	-0.1980
18	PRABHABEN SHANTILAL SAVLA	58880	0.1840	0.0000	100	0.0003	0.0000	-0.1837
19	AARAV SAVLA	97	0.0003	0.0000	97	0.0003	0.0000	0.0000
20	RUPESH SAVLA HUF	97	0.0003	0.0000	0	0.0000	0.0000	-0.0003
21	RUPESH SAVLA FAMILY TRUST	0	0.0000	0.0000	10076908	31.4903	0.0000	31.4903
	Total	20464535	63.9518	0.0000	20316847	63.4901	0.0000	28.0397

Note: \* Changes occurs due to Inter-se transfer of Shares among promoter Groups on 26<sup>th</sup> September, 2017 & 27<sup>th</sup> September, 2017.

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of the Company
1	RUPESH SAVLA FAMILY TRUST	0	0.0000			0	0.0000
	Transfer			26 Sep 2017	6335630	6335630	19.7988
	Transfer			27 Sep 2017	63351	6398981	19.9968
	By way of Gift			27 Sep 2017	3677927	10076908	31.4903
	AT THE END OF THE YEAR					10076908	31.4903
2	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.2188			390000	1.2188
	Transfer			26 Sep 2017	3178474	3568474	11.1515
	AT THE END OF THE YEAR					3568474	11.1515
3	DHAREN SHANTILAL SAVLA	3164048	9.8877			3164048	9.8877
	Transfer			26 Sep 2017	(1105226)	2058822	6.4338
	AT THE END OF THE YEAR					2058822	6.4338

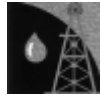


DEEP INDUSTRIES LIMITED

4	PRITI PARAS SAVLA	2346298	7.3322			2346298	7.3322
	Transfer			26 Sep 2017	(293673)	2052625	6.4145
	AT THE END OF THE YEAR					2052625	6.4145
5	MITA MANOJ SAVLA	1633792	5.1056			1633792	5.1056
	Transfer			26 Sep 2017	(302771)	1331021	4.1594
	AT THE END OF THE YEAR					1331021	4.1594
6	ADINATH EXIM RESOURCES LTD	1228000	3.8375			1228000	3.8375
	AT THE END OF THE YEAR					1228000	3.8375
7	PRABHABEN SHANTILAL SAVLA	58880	0.1840			58880	0.1840
	Transfer			26 Sep 2017	(58780)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
8	SHANTILAL MURJIBHAI SAVLA	88755	0.2774			88755	0.2774
	Transfer			26 Sep 2017	(88655)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
9	SHITAL RUPESH SAVLA	6015098	18.7972			6015098	18.7972
	Transfer			23 Jun 2017	(97560)	5917538	18.4923
	Transfer			07 Jul 2017	(1)	5917537	18.4923
	Transfer			26 Sep 2017	(2337071)	3580466	11.1889
	By way of Gift			27 Sep 2017	(3580366)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
10	AVANI DHAREN SAVLA	277046	0.8658			277046	0.8658
	Transfer			26 Sep 2017	(276946)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
11	PARAS SHANTILAL SAVLA	400580	1.2518			400580	1.2518
	Transfer			26 Sep 2017	(400450)	130	0.0004
	Transfer			27 Sep 2017	(30)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
12	MANOJ SHANTILAL SAVLA	241199	0.7537			241199	0.7537
	Transfer			26 Sep 2017	(241099)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
13	RUPESH KANTILAL SAVLA	2516842	7.8651			2516842	7.8651
	Transfer			26 Sep 2017	(2516742)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
14	PRABHABEN KANTILAL SAVLA	611561	1.9111			611561	1.9111
	Transfer			26 Sep 2017	(513900)	97661	0.3051
	By way of Gift			27 Sep 2017	(97561)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
15	SHAIL M SAVLA	175000	0.5469			175000	0.5469
	Transfer			26 Sep 2017	(174900)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
16	AARAV RUPESH SAVLA	97	0.0003			97	0.0003
	AT THE END OF THE YEAR					97	0.0003
17	KANTILAL VELJI SAVLA HUF	967820	3.0244			967820	3.0244
	Transfer			26 Sep 2017	(967820)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
18	MANOJ SHANTILAL SAVLA HUF	118688	0.3709			118688	0.3709
	Transfer			26 Sep 2017	(118688)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
19	SHANTILAL MURJIBHAI SAVLA HUF	117286	0.3665			117286	0.3665
	Transfer			26 Sep 2017	(117286)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
20	KANVEL SHARE BROKERS PVT LTD	63351	0.1980			63351	0.1980
	Transfer			27 Sep 2017	(63351)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
21	RUPESH SAVLA HUF	97	0.0003			97	0.0003
	Transfer			26 Sep 2017	(97)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

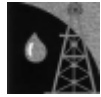
## iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	& of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	& of total Shares of the Company
1	R L TRADECOM PRIVATE LIMITED	1279213	3.9975			1279213	3.9975
	AT THE END OF THE YEAR					1279213	3.9975
2	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	632282	1.9759			632282	1.9759
	Transfer			26 May 2017	203333	835615	2.6113
	Transfer			09 Jun 2017	(6190)	829425	2.5920
	Transfer			06 Oct 2017	(14721)	814704	2.5460
	Transfer			27 Oct 2017	(20525)	794179	2.4818
	Transfer			22 Dec 2017	(13000)	781179	2.4412
	Transfer			29 Dec 2017	(53000)	728179	2.2756
	Transfer			05 Jan 2018	(12000)	716179	2.2381
	Transfer			23 Feb 2018	(4376)	711803	2.2244
	Transfer			02 Mar 2018	(4266)	707537	2.2111
	Transfer			09 Mar 2018	(1296)	706241	2.2070
	AT THE END OF THE YEAR					706241	2.2070
3	HESHIKA GROWTH FUND	409263	1.2789			409263	1.2789
	Transfer			21 Apr 2017	(25000)	384263	1.2008
	AT THE END OF THE YEAR					384263	1.2008
4	RAKESH RAJKRISHAN AGGARWAL	372000	1.1625			372000	1.1625
	AT THE END OF THE YEAR					372000	1.1625
5	RAJULDEVI G CHOWDHARY	0	0.0000			0	0.0000
	Transfer			22 Sep 2017	244949	244949	0.7655
	AT THE END OF THE YEAR					244949	0.7655
6	AUCTOR INVESTMENTS LIMITED	259250	0.8102			259250	0.8102
	Transfer			21 Apr 2017	(25000)	234250	0.7320
	AT THE END OF THE YEAR					234250	0.7320
7	PLUTUS TERRA INDIA FUND	418588	1.3081			418588	1.3081
	Transfer			21 Apr 2017	(65000)	353588	1.1050
	Transfer			28 Apr 2017	(62275)	291313	0.9104
	Transfer			19 May 2017	(100000)	191313	0.5979
	Transfer			28 Jul 2017	8000	199313	0.6229
	Transfer			05 Jan 2018	(8000)	191313	0.5979
	Transfer			16 Mar 2018	20000	211313	0.6604
	AT THE END OF THE YEAR					211313	0.6604
8	JIGNESH P SHAH	273844	0.8558			273844	0.8558
	Transfer			29 Dec 2017	(40000)	233844	0.7308
	Transfer			12 Jan 2018	(35000)	198844	0.6214
	AT THE END OF THE YEAR					198844	0.6214
9	KUNAL RAKESH AGGARWAL	150000	0.4688			150000	0.4688
	Transfer			03 Nov 2017	(100000)	50000	0.1563
	Transfer			26 Jan 2018	100000	150000	0.4688
	AT THE END OF THE YEAR					150000	0.4688
10	RITA KEVAL SHAH	50000	0.1563			50000	0.1563
	Transfer			07 Apr 2017	97561	147561	0.4611
	AT THE END OF THE YEAR					147561	0.4611
11	ANTARA INDIA EVERGREEN FUND LTD	259250	0.8102			259250	0.8102
	Transfer			21 Apr 2017	(50000)	209250	0.6539
	Transfer			28 Apr 2017	(25000)	184250	0.5758



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	Transfer			05 May 2017	(25000)	159250	0.4977
	Transfer			19 May 2017	(88000)	71250	0.2227
	Transfer			04 Aug 2017	30000	101250	0.3164
	AT THE END OF THE YEAR						
12	NOMURA SINGAPORE LIMITED	434361	1.3574			434361	1.3574
	Transfer			07 Apr 2017	(75000)	359361	1.1230
	Transfer			21 Apr 2017	(159361)	200000	0.6250
	Transfer			12 May 2017	(59055)	140945	0.4405
	Transfer			19 May 2017	(17757)	123188	0.3850
	Transfer			16 Jun 2017	50000	173188	0.5412
	Transfer			30 Jun 2017	50000	223188	0.6975
	Transfer			21 Jul 2017	(66792)	156396	0.4887
	Transfer			04 Aug 2017	50000	206396	0.6450
	Transfer			12 Jan 2018	(106396)	100000	0.3125
	AT THE END OF THE YEAR						
13	JM FINANCIAL SERVICES LIMITED	9125680	28.5178			9125680	28.5178
	Transfer			07 Apr 2017	(9026708)	98972	0.3093
	Transfer			14 Apr 2017	1752	100724	0.3148
	Transfer			21 Apr 2017	662	101386	0.3168
	Transfer			28 Apr 2017	(1962)	99424	0.3107
	Transfer			05 May 2017	1005	100429	0.3138
	Transfer			12 May 2017	(837)	99592	0.3112
	Transfer			19 May 2017	546	100138	0.3129
	Transfer			26 May 2017	(2439)	97699	0.3053
	Transfer			02 Jun 2017	(75)	97624	0.3051
	Transfer			09 Jun 2017	1216	98840	0.3089
	Transfer			16 Jun 2017	389	99229	0.3101
	Transfer			23 Jun 2017	(99040)	189	0.0006
	Transfer			30 Jun 2017	377	566	0.0018
	Transfer			07 Jul 2017	1569	2135	0.0067
	Transfer			14 Jul 2017	(2049)	86	0.0003
	Transfer			21 Jul 2017	64	150	0.0005
	Transfer			28 Jul 2017	135	285	0.0009
	Transfer			04 Aug 2017	149758	150043	0.4689
	Transfer			11 Aug 2017	(145785)	4258	0.0133
	Transfer			18 Aug 2017	(1240)	3018	0.0094
	Transfer			25 Aug 2017	(2454)	564	0.0018
	Transfer			01 Sep 2017	8218	8782	0.0274
	Transfer			08 Sep 2017	12558	21340	0.0667
	Transfer			15 Sep 2017	(18997)	2343	0.0073
	Transfer			22 Sep 2017	555	2898	0.0091
	Transfer			29 Sep 2017	63447	66345	0.2073
	Transfer			06 Oct 2017	(62435)	3910	0.0122
	Transfer			13 Oct 2017	73657	77567	0.2424
	Transfer			20 Oct 2017	(66812)	10755	0.0336
	Transfer			27 Oct 2017	4969	15724	0.0491
	Transfer			03 Nov 2017	(4106)	11618	0.0363
	Transfer			10 Nov 2017	849	12467	0.0390
	Transfer			17 Nov 2017	(3164)	9303	0.0291
	Transfer			24 Nov 2017	(142)	9161	0.0286
	Transfer			01 Dec 2017	(7217)	1944	0.0061
	Transfer			08 Dec 2017	(891)	1053	0.0033
	Transfer			15 Dec 2017	(231)	822	0.0026
	Transfer			22 Dec 2017	655	1477	0.0046
	Transfer			29 Dec 2017	1814	3291	0.0103
	Transfer			30 Dec 2017	(1000)	2291	0.0072



## DEEP INDUSTRIES LIMITED

Transfer			05 Jan 2018	(471)	1820	0.0057
Transfer			12 Jan 2018	10593	12413	0.0388
Transfer			19 Jan 2018	(8222)	4191	0.0131
Transfer			26 Jan 2018	(3488)	703	0.0022
Transfer			02 Feb 2018	277	980	0.0031
Transfer			09 Feb 2018	239	1219	0.0038
Transfer			16 Feb 2018	(712)	507	0.0016
Transfer			23 Feb 2018	625	1132	0.0035
Transfer			02 Mar 2018	220	1352	0.0042
Transfer			09 Mar 2018	706	2058	0.0064
Transfer			16 Mar 2018	1218	3276	0.0102
Transfer			23 Mar 2018	(2502)	774	0.0024
Transfer			31 Mar 2018	631	1405	0.0044
AT THE END OF THE YEAR					1405	0.0044

### v Shareholding of Directors & Key Managerial Personnel:

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	& of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	& of total Shares of the Company
1	PARAS SHANTILAL SAVLA	400580	1.2518			400580	1.2518
	Transfer			26 Sep 2017	(400450)	130	0.0004
	Transfer			27 Sep 2017	(30)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
2	RUPESH KANTILAL SAVLA	2516842	7.8651			2516842	7.8651
	Transfer			26 Sep 2017	(2516742)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
3	DHAREN SHANTILAL SAVLA	3164048	9.8877			3164048	9.8877
	Transfer			26 Sep 2017	(1105226)	2058822	6.4338
	AT THE END OF THE YEAR					2058822	6.4338
4	SANJAY HARKISHANDAS PAREKH	1350	0.0042			1350	0.0042
	Transfer			21 April 2017	2000	3350	0.0104
	Transfer			29 Sep 2017	1000	4350	0.0136
	AT THE END OF THE YEAR					4350	0.0136

### V. INDEBTEDNESS

(` in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25364.12	NIL	N.A	25364.12
ii) Interest due but not paid	16.00			16.00
iii) Interest accrued but not due				
Total(i+ii+iii)	25380.12	NIL	N.A	25380.12
Change in Indebtedness during the financial year				
- Addition	11849.09	NIL	N.A	11849.09
- Reduction	15474.39	NIL	N.A	15474.39
Net Change	3625.30	NIL	N.A	3625.30
Indebtedness at the end of the financial year				
i) Principal Amount	21738.86	NIL	N.A	21738.86
ii) Interest due but not paid	15.96	NIL	N.A	15.96
iii) Interest accrued but not due				
Total (i+ii+iii)	21754.82	NIL	N.A	21754.82



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

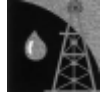
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(` in Crore)

Sr. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Paras Savla Chairman & Managing Director	Mr. Rupesh Savla Managing Director	Mr. Dharen Savla Wholetime Director	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	0.30	0.30	0.30	0.90
	b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	—	—	0.01	0.01
	c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	—	—	—	
2	Stock Option	—	—	—	
3	Sweat Equity	—	—	—	
4	Commission	—	—	—	
5	Others, please specify	—	—	—	
	Total (A)	0.31	0.30	0.31	0.91
	Ceiling as per the Act		10% Net Profit is ` 7.61 Crore		

B. Remuneration to other directors:

Particulars of Remuneration		Mr. Kirit Joshi	Mr. Arun Mandke	Mrs. Renuka Upadhyay	Mr. Sanjay Parekh	Total
1.	Independent Directors					
	a) Fee for attending board, committee meetings	20000	20000	30000	—	70000
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (1)	20000	20000	30000	—	70000
2.	Other Non Executive Directors					
	a) Fee for attending board, committee meetings	—	—	—	—	—
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (1)+(2)					70000



## C. Remuneration to Key Managerial Personnel Other Than MD /Manager/WTD ( ` In Lakhs)

Sr. No.	Particulars of Remuneration	Mr. Rohan Shah (CFO)	Mr. Akshit Soni (CS)	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	14.16	4.36	18.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	
2.	Stock Option	—	—	
3.	Sweat Equity	—	—	
4.	Commission			
	- as % of profit	—	—	
	- others, specify...	—	—	
5.	Others, please specify	—	—	
6.	Total	14.16	4.36	18.52

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding					
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

for and on behalf of the Board of Directors

Date : August 10, 2018  
Place : AhmedabadPARAS SAVLA  
Chairman & Managing Director  
DIN:00145639





## ANNEXURE B TO THE BOARD'S REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES AS PER SECTION 135 OF THE COMPANIES ACT, 2013.

1. Brief outline of the Company's CSR Policy, including overview of the projects or programmes proposed to be undertaken and a reference to a web-link to the CSR Policy and projects or programmes:-

DIL's CSR policy is aimed at demonstrating care for the community through its focus on education & skill development, eradicating hunger, health & wellness and environmental sustainability.

The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company. Visit the web link <http://deepindustries.com/uploads/Corporate%20Social%20Responsibility%20Policy.pdf>

The Company has outlined the following thrust areas in the CSR Policy:

- i) Swasthya – Health, Safety and Environment,
- ii) Shiksha and Sodh – Education, Knowledge Enhancement and Research, and
- iii) Saath – Social care, concern and outreach in times of emergencies.

The Board of Directors, on the recommendation of CSR Committee, approved the CSR spending. CSR activities focus on community healthcare, medical & research, education and knowledge enhancement including allied activities, poverty, social care and concern including old age homes.

2. Composition of CSR Committee:

- Mr. Paras Savla – Chairman
- Mr. Rupesh Savla - Member
- Mr. Kirit Joshi – Member

3. Average Net profit of the Company for last three years:

₹ 60,15,54,299/-

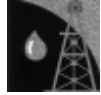
4. Prescribed CSR expenditure [2% of the amount as in item No. 3 above].

₹ 1,20,31,086/-

5. Details of CSR spend for the financial year:

- a) Total amount spent for the financial year: ₹ 1,20,38,174/-
- b) Amount unspent, if any: NIL
- c) Manner in which amount spent during financial year is detailed below.

Sr. No.	CSR Projects / Activities	Sector in which projects are covered	Location of the Projects / Programme	Amount Budgeted	Amount spent: on project	Cumulative expenditure upto the reporting period	Amount spent direct/ Implementing Agency
1.	Contribution towards Education	Education	Ahmedabad, Gujarat	1,65,000/-	1,65,000/-	1,65,000/-	Riverside Education Foundation
2	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	30,30,000/-	30,30,000/-	30,30,000/-	YUVA Unstoppable
3	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	17,39,506/-	17,39,506/-	17,39,506/-	YUVA Unstoppable
4	Contribution towards Education	Education	Ahmedabad, Gujarat	10,000/-	10,000/-	10,000/-	Riverside Education Foundation
5	Contribution towards Education	Development 360000 opportunity for Youth organized by Education	Ahmedabad, Gujarat	2,51,000/-	2,51,000/-	2,51,000/-	Shri Kutchhi Jain Sewa Samaj



Sr. No.	CSR Projects / Activities	Sector in which projects covered	Location of the Projects / Programme	Amount Budgeted	Amount spent: on project	Cumulative expenditure upto the reporting period	Amount spent direct/ Implementing Agency
6	Contribution towards Educational Projects	Education	Kutch, Gujarat	3,00,000/-	3,00,000/-	3,00,000/-	Shrimati Niranjana Pankaj Mehta Charitable Trust
7	Contribution towards Sports Activities	Sports	Ahmedabad, Gujarat	15,000/-	15,000/-	15,000/-	Synapse 2018
8	Donation for All Gujarat Sports Council	Sports	Ahmedabad, Gujarat	20,000/-	20,000/-	20,000/-	All Gujarat Sports Council of the Deaf
9	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	20,07,668/-	20,07,668/-	20,07,668/-	YUVA Unstoppable
10	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	20,00,000/-	20,00,000/-	20,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
11	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	25,00,000/-	25,00,000/-	25,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
			Total	1,20,38,174/-	1,20,38,174/-	1,20,38,174/-	

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Not Applicable.

7. Responsibility Statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

The implementation and monitoring of Corporate Social Responsibility [CSR] Policy, is in compliance with CSR objectives and policy of the Company.

Date : August 10, 2018  
Place : Ahmedabad

Paras Savla  
Chairman (CSR Committee)  
DIN:00145639

Rupesh Savla  
Managing Director  
DIN:00126303

ANNEXURE-C

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:-

1.	Details of contracts or arrangements or transactions not at arm's length basis:	There were no contracts or arrangements or transactions entered into during the year ended March, 2018, which are not at arm's length basis.
2.	Details of material contracts or arrangement or transactions at arm's length basis:	
	A. Name(s) of the related party and nature of relationship:	NIL
	B. Nature of contracts/arrangements/transactions:	NIL
	C. Duration of the contracts / arrangements/transactions:	NIL
	D. Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
	E. Date(s) of approval by the Board, if any:	NIL
	F. Amount paid as advances, if any:	NIL

For and on behalf of the Board of Directors of

Date : August 10, 2018  
Place: Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
Din : 00145639

ANNEXURE-D TO THE BOARD'S REPORT  
Form No. MR-3SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
DEEP INDUSTRIES LIMITED  
(CIN: L63090GJ1991PLC014833)  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad- 380058.  
Gujarat.

Dear Sir/Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practices by M/s. DEEP INDUSTRIES LIMITED (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed with Regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2018 (hereinafter referred to as 'Audit Period') ,generally complied with the statutory provisions listed hereunder and also the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined on test basis, the books, papers, minutes book, forms and returns filed and other records maintained by the company and produced before us for the financial year ended on 31<sup>st</sup> March,2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and The Companies Act, 1956 (to the extent applicable during our Audit Period) and the Rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent the same was applicable to the company;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (vi) The Company has not identified any other specific laws which are presently applicable to it.
- 2) We have also examined compliances with applicable clauses of the following:-
- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f.1<sup>st</sup> July, 2015 and
  - (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Based on the above said information provided by the company, we report that during the financial year under report, the company has generally complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act,2013 and Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent mentioned below :-

- (i) In an instance, the company has published the specified information in newspapers subsequent to the submission of the same to Stock Exchanges.

We further report that compliance related e-forms was filed by the company with Ministry of Corporate Affairs (MCA) beyond the time limit prescribed under Companies Act,2013 by paying additional fees.

We further report that the compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. There were no change in board composition during the year under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the company and its officers. Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes. The minutes of the meetings are prepared in concise manner.
- c) Based on general review of compliance mechanisms established by the Company and on basis of management representations and compliances certificates issued by department heads, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., -

- (i) Special Resolution was passed in terms of Section 62(1)(c) of the Companies Act , 2013 and other applicable laws in the Annual General Meeting of the Company held on 1st September, 2017 for creating , offering , issuing and allotting securities amounting upto Rs. 150 Crores. However, the Company has not allotted any securities in pursuance of the same till the date of issue of this report.

For Shilpi Thapar & Associates  
Company Secretaries

CS Shilpi Thapar  
Membership No. : 5492  
COP No. : 6779

DATE: 20/08/2018  
PLACE: Ahmedabad



To  
The Members,  
Deep Industries Limited  
(CIN: L63090GJ1991PLC014833)  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad- 380058.  
Gujarat.

Our report of even date is to be read along with this letter:

MANAGEMENT RESPONSIBILITY:

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shilpi Thapar & Associates  
Company Secretaries

CS Shilpi Thapar  
Membership No. : 5492  
COP No. : 6779

DATE: 20/08/2018  
PLACE: Ahmedabad



## ANNEXURE - E TO THE BOARD'S REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary or Manager, if any during the financial year 2017-18, and ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2017-18

Sr. No	Name	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the FY2017-18
1.	Mr. Paras Savla	Chairman & MD	12.32	-
2.	Mr. Rupesh Savla	Managing Director	12.32	-
3.	Mr. Dharen Savla	Whole Time Director	12.73	-
4.	Mr. Preamsingh Sawhney	Non-Executive Director	-	-
5.	Mr. Kirit Joshi	Independent Director	0.08	-
6.	Mr. Arun Mandke	Independent Director	0.08	-
7.	Mr. Sanjay Parekh	Independent Director	-	-
8.	Mrs. Renuka Upadhyay	Independent Director	0.12	-
9.	Mr. Rohan Shah	Chief Financial Officer	Not Applicable	10.71%
10.	Mr. Akshit Soni	Company Secretary	Not Applicable	10.00%

Notes:

- a) The remuneration of Independent Directors includes only sitting fees paid to them for the financial year 2017-18.  
b) Median remuneration of the Company for all the employees is ` 2,43,516/- for the financial year 2017-18.
- (ii) The percentage increase in the median remuneration of employees in the financial year : 6.80%
- (iii) The number of permanent employees on the rolls of the Company: 414 as on 31<sup>st</sup> March, 2018
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year & its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The average annual increase in the salaries of the employees, other than managerial personnel was 6.48%, whereas there is no increase in Managerial Remuneration.
- (v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:  
It is affirmed that the remuneration is as per the Remuneration Policy of the Company.

For, and on behalf of Board of Director

Date : August 10, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN: 00145639



## ANNEXURE F TO THE BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO  
[pursuant to section 134(1)(m) of the Companies Act, 2013 read with Rule 8 of the Companies [Accounts] Rules, 2014.]

## A. CONSERVATION OF ENERGY :

(i) Steps taken for conservation of energy

Energy conservation continues to receive priority attention at all levels in the Company. All efforts are made to conserve and optimize use of energy by using natural gas as alternate fuel to run equipments, with continuous monitoring, improvement in maintenance systems and through improved operational techniques

(ii) Steps taken by the Company for utilizing alternate sources of energy

Company is using equipment running on Natural Gas in place of Diesel

(iii) The Capital investment on energy conservation equipments

## B. TECHNOLOGY ABSORPTION:

(i) the efforts towards technology absorption

Updation of Technology is a continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to adopt new products and technology required in the Oil and Gas Industry.

(ii) the benefit derived like product improvement, cost reduction, product development or import substitution

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year;

(a) the details of technology imported

(b) the year of import

(c) whether the technology been fully absorbed

(d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof

(iv) the expenditure incurred on Research and Development

## C. FOREIGN EXCHANGE EARNING AND OUTGO:

(` in Lakhs)

Particulars	2017-18	2016-17
Earnings	9072.46	6612.43
Outgo	2677.03	6378.82

For and on behalf of the Board of Directors

Date : August 10, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN:00145639





**Dhirubhai Shah & Co**  
**CHARTERED ACCOUNTANTS**

4th Floor, Aditya Building,  
 Near Sardar Patel Seva Samaj,  
 Mithakhai Six Roads, Ellisbridge,  
 Ahmedabad 380006.

**Independent Auditor's Report**

**To the Members of Deep Industries Limited**

**Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Deep Industries Limited ("the Company"), which comprise the balance sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), and the Statement of Cash flows and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

**Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.



Phone : (079) 2640 3325/26 | Website : [www.dbsgroup.in](http://www.dbsgroup.in) | E-Mail : [info@dbsgroup.in](mailto:info@dbsgroup.in)

1st Floor Cama Chambers,  
 73 Nagindas Master Road,  
 Mumbai : 400025

204 Sektor Complex,  
 Opp. Aps Tower, Old Padra Road,  
 Vadodra : 390015

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31 March, 2018, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of accounts required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 37 to the standalone Ind AS financial statements;
- ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For Dhirubhai Shah & Co  
Chartered Accountants  
Firm's Registration Number: 102511W

*Harish B. Patel*

Harish B. Patel  
Partner  
Membership number: 014427



Ahmedabad  
26<sup>th</sup> May 2018

**Annexure- A to the Independent Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the company on the standalone Ind AS financial statements for the year ended 31 March 2018, we report that:

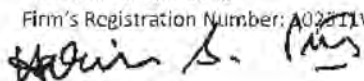
- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the programme of verification is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As per information and explanation given to us, inventory of spares and consumables has been physically verified by the management at the year end. On the basis of our examination of the inventory records produced before us, in our opinion the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in books of accounts.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the provisions of clauses (iii)(a), (iii)(b) & (iii)(c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 prescribed by Central Government under subsection (1) of section 148 of the Companies Act, hence this clause is not applicable to the company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST, cess and any other statutory dues with the appropriate authorities. However, in case of delays in few instances the same has been deposited along with interest due thereon. According to information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, GST, cess and any other material statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax, sales tax, custom duty, excise duty, GST and cess which have not been deposited on account of any dispute. However, the particulars of dues as at 31st March, 2018 which have not been deposited on account of a dispute, are as follows:



Name of Statute	Nature of Dues	Amt (Rs. Lakhs)	Related Period	Forum where the dispute is pending
Finance Act, 1994	Service tax	96.36	F.Y. 2006-07 to 2011-2012	CESTAT, Ahmedabad
Finance Act, 1994	Service tax	101.88	F Y 2012-13 to 30.09.2014	CESTAT, Ahmedabad
Finance Act, 1994	Service tax	1.70	F Y 2009-10	CESTAT, Ahmedabad
Income Tax Act, 1961	Income-Tax	6.14	F Y 2013-14	IT(A)

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution, banks, and government or debenture holders during the year.
- (ix) According to information and explanations given to us, the Company has not raised money by ways of initial public offer or further public offer (including debt instruments) during the year under audit. According to further information and explanations given to us, the term loans raised during the year were applied for the purpose for which those were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment of shares during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Dhirubhai Shah & Co  
Chartered Accountants  
Firm's Registration Number: A02811W



Harish B Patel  
Partner

Membership number: 014427

Ahmedabad

26<sup>th</sup> May 2018



**Annexure - B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Deep Industries Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



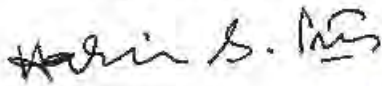
**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Dhirubhai Shah & Co**  
Chartered Accountants  
Firm's Registration Number: 102511W



**Harish B Patel**  
Partner  
Membership number: 014427

Ahmedabad  
26<sup>th</sup> May 2018



## DEEP INDUSTRIES LIMITED

STATEMENT OF ASSETS AND LIABILITIES AS AT 31st MARCH, 2018

	Note No.	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2017 Rs. In Lakhs	As at 01-04-2016 Rs. In Lakhs
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
(a) Property, Plant and Equipment	4	50,919.40	51,852.18	37,322.29
(b) Capital Work in Progress	4	1,373.03	1,542.41	10,225.58
(c) Intangible Assets	4	14.09	10.53	11.57
(d) Financial Assets				
(i) Investments	5	1,877.53	1,808.53	1,334.80
(ii) Others	6	89.22	71.02	62.68
(e) Other Non-Current Assets	7	66.59	107.31	93.36
		<u>54,280.86</u>	<u>58,452.87</u>	<u>49,016.28</u>
<b>CURRENT ASSETS</b>				
(a) Inventories	8	1,096.52	1,085.49	532.36
(b) Financial Assets				
(i) Investments	9	9,205.50	2,313.83	413.06
(ii) Trade Receivables	10	8,481.94	6,615.02	5,537.74
(iii) Cash and Cash Equivalents	11	3,045.73	1,479.60	380.59
(c) Bank balances other than above (iii)	12	1,393.80	984.42	1,018.53
(d) Loans	13	6.73	14.02	5.51
(e) Others	14	87.45	98.33	70.72
(f) Other Current Assets	15	1,437.54	1,790.07	4,110.61
		<u>24,734.21</u>	<u>14,933.21</u>	<u>12,520.02</u>
<b>TOTAL ASSETS</b>		<u>79,015.07</u>	<u>73,386.09</u>	<u>61,536.30</u>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	16	3,200.00	3,200.00	2,980.00
(b) Other Equity	17	42,346.16	35,452.52	22,910.32
		<u>45,546.16</u>	<u>38,652.52</u>	<u>25,890.32</u>
<b>LIABILITIES</b>				
<b>NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	18	14,369.89	17,713.72	18,549.13
(ii) Trade Payable	19	45.26	11.22	46.05
(iii) Others	20	159.86	147.95	105.82
(b) Deferred Tax Liabilities (Net)	21	5,343.36	4,390.73	3,585.46
(c) Provisions	22	53.41	32.63	-
		<u>19,971.88</u>	<u>22,695.23</u>	<u>22,487.46</u>
<b>CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	23	1,358.79	1,341.54	1,944.81
(ii) Trade Payables	24	1,717.50	1,002.27	1,450.41
(iii) Others	25	7,840.46	8,749.74	9,308.10
(b) Other Current Liabilities	26	687.99	103.85	71.30
(c) Provisions	27	3.71	1.27	-
(d) Current Tax Liabilities (Net)	28	1,888.63	479.12	444.75
		<u>13,697.02</u>	<u>12,127.31</u>	<u>13,218.40</u>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<u>79,015.07</u>	<u>73,386.09</u>	<u>61,536.30</u>
Corporate Information, Basis of Preparation & Significant Accounting Policies	13			

The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

\*A true and correct report of even date attached\*

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 1025114W

Harish B. Patel  
Partner  
Membership Number: 014627  
Place: AHMEDABAD  
Dated: 26/05/2018



Prasanna Savla  
Chairman & Managing Director  
DIN: 00145529

Rohan Shah  
Chief Financial Officer  
Place: AHMEDABAD  
Dated: 26/05/2018

Rupesh Savla  
Managing Director  
DIN: 00125303

Akshay Senil  
Chief Executive Officer  
Place: AHMEDABAD  
Dated: 26/05/2018



## DEEP INDUSTRIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

	Note No.	2017-18 Rs. in Lakhs	2016-17 Rs. in Lakhs
<b>INCOME</b>			
Revenue from operations	29	30,049.25	27,738.05
Other income	30	668.71	928.79
<b>TOTAL INCOME</b>		<b>30,717.96</b>	<b>28,666.84</b>
<b>EXPENSES</b>			
Operating expense	31	9,077.38	8,449.72
Employee benefits expense	32	2,312.83	1,992.99
Finance Costs	33	1,157.24	2,228.03
Depreciation and amortization expenses	4	3,878.30	3,351.89
Other expenses	34	2,563.75	1,717.94
<b>TOTAL EXPENSES</b>		<b>18,989.42</b>	<b>17,740.58</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>11,728.54</b>	<b>10,926.26</b>
Exceptional items (net)		-	-
<b>Profit/(Loss) before tax</b>		<b>11,728.54</b>	<b>10,926.26</b>
<b>Tax Items</b>			
Current tax		3,490.16	2,437.51
Carrie over tax provisions (written back)		-16.34	-31.77
Deferred tax asset / (liability)		652.66	1,004.25
<b>Total tax items</b>		<b>4,126.48</b>	<b>3,406.99</b>
<b>Profit/(Loss) for the year</b>		<b>7,602.06</b>	<b>7,519.26</b>
<b>Other Comprehensive Income</b>			
Items that will not be re-classified to Profit or Loss	35		
Re-measurement gains/ (losses) on post-employment benefit plans		5.02	-16.07
Items that will be re-classified to Profit or Loss			
Re-measurement gains/ (losses) on fair valuation of financial instruments		-0.20	1.17
<b>Other Comprehensive Income/ (Loss) for the year</b>		<b>4.83</b>	<b>-14.85</b>
<b>Total Comprehensive Income/ (Loss) for the year</b>		<b>7,606.89</b>	<b>7,504.41</b>
<b>Earnings Per Equity Share (Basic and Diluted)</b>	36	<b>23.76</b>	<b>25.05</b>

Corporate Information, Basis of Preparation & Significant Accounting Policies

3

The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

Harish B. Patel  
Partner  
Membership Number: D14427  
Place: AHMEDABAD  
Dated : 26/05/2018



ON BEHALF OF THE BOARD OF DIRECTORS

*Paras Savla*  
Paras Savla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Savla*  
Rupesh Savla,  
Managing Director  
DIN : 00126309

*Rohan Shah*  
ROHAN SHAH  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshay Soni*  
AKSHAY SONI  
Company Secretary

## DEEP INDUSTRIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

	2017-18 Rs. in Lakhs	2016-17 Rs. in Lakhs
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (loss) Before Tax	11,728.54	10,926.25
Adjustments for:		
Depreciation and amortization	3,878.30	3,351.89
Interest and finance charges	1,157.24	2,228.03
Interest income	(73.08)	(157.06)
(Gain)/Loss on fixed assets sold/ discarded (net)	132.78	(0.60)
(Gain)/Loss on investments sold/ discarded (net)	(401.20)	(167.58)
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)	(189.43)	(603.29)
Bad debts / advances written off		
Provision for bad & doubtful debts/advances (written back)		
Liability no longer required written back		
Provision no longer required written back		
Provision for gratuity and leave encashment/ (written back)		
Others	190.25	21.14
<b>Operating Profit before Working Capital Changes</b>	<b>16,423.40</b>	<b>15,592.78</b>
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(1,410.28)	1,318.48
(Increase)/decrease in inventories	(40.59)	(423.59)
Increase/(decrease) in trade payables, other liabilities and provisions	(275.57)	(4,000.08)
<b>Cash Generated from Operations</b>	<b>(1,726.44)</b>	<b>12,487.59</b>
Income taxes paid	(1,100.00)	(1,300.00)
<b>Net Cashflow from Operating Activities</b>	<b>13,596.96</b>	<b>11,187.59</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(4.19)	(12,201.98)
Additions in capital work in progress	-	-
Proceeds from sale of fixed assets	141.71	5.00
Purchase of Investments	(10,568.12)	(7,138.17)
Sale of Investment	4,454.85	4,307.95
Proceeds from Fixed Deposits	(459.06)	386.36
Interest received	73.08	157.06
Profit from sale of investments	-	48.75
<b>Net Cashflow from Investing Activities</b>	<b>(6,361.73)</b>	<b>(14,435.03)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/Payments from Secured Loans	(4,108.11)	4,372.85
Proceeds / Payments from Unsecured Loan	-	(4,165.70)
Proceeds from share warrants	-	6,384.00
Foreign Fluctuation Gain	189.43	603.29
Dividend Income and Dividend Distribution Tax	(693.27)	(525.88)
Interest and finance charges	(1,157.24)	(2,228.03)
<b>Net Cashflow from Financing Activities</b>	<b>(5,769.19)</b>	<b>4,446.53</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>1,466.04</b>	<b>1,199.10</b>
Cash and bank balances at the beginning of the year	1,579.69	380.59
Cash and bank balances at the end of the year	3,045.73	1,579.69



**NOTES:**

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Figures in bracket indicate cash outflow.
- 3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

Cash and cash equivalents at the end of the year consist of cash on hand, cheques, draft on hand and balance with banks as follows:

DETAIL OF CASH AND CASH EQUIVALENTS	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2017 Rs. In Lakhs
Balances with banks:		
In current accounts	1,594.54	1,107.18
In deposits with original maturity of less than 3 months	1,276.37	459.30
In Escrow Accounts	170.71	1.02
Cash on hand	4.11	12.19
	<b>3,045.73</b>	<b>1,579.69</b>

"As per our report of even date attached"

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

*Harish B. Patel*

Harish B. Patel  
Partner  
Membership Number: 014427  
Place: AHMEDABAD  
Dated : 26/05/2018



## ON BEHALF OF THE BOARD OF DIRECTORS

*Pare's Savla*  
Pare's Savla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Savla*  
Rupesh Savla  
Managing Director  
DIN : 00126303

*Rehan Shah*  
Rehan Shah  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshit Soni*  
Akshit Soni  
Company Secretary

## DEEP INDUSTRIES LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2018

## (A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2018

(Rs. In Lakhs)

Balance as at 1st April, 2017	Changes during the year	Balance as at 31st March, 2018
3,200.00	-	3,200.00

For the year ended 31st March, 2017

(Rs. In Lakhs)

Balance as at 1st April, 2016	Changes during the year	Balance as at 31st March, 2017
2,920.00	280.00	3,200.00

## (A) OTHER EQUITY

For the year ended 31st March, 2018

Particulars	Capital Reserve	General Reserve	Foreign Currency Monetary Translation Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2017	412.48	980.36	-	13,872.88	20,181.66	(14.85)	35,432.53
Profit/(Loss) for the year	-	-	-	-	7,602.06	-	7,602.06
Proposed Dividend and Dividend Distribution Tax thereon	-	-	-	-	(693.26)	-	(693.26)
Transfer from / to	-	-	-	-	-	-	-
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	4.83	4.83
Balance as at 31st March, 2018	412.48	980.36	-	13,872.88	27,090.47	(10.03)	42,346.16

For the year ended 31st March, 2017

Particulars	Capital Reserve	General Reserve	Foreign Currency Monetary Translation Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2016	412.48	980.36	559.04	1,768.88	13,189.57	-	22,910.32
Profit/(Loss) for the year	-	-	-	-	7,519.26	-	7,519.26
Addition/(Deletion) during the year	-	-	(559.04)	6,104.00	(527.17)	-	5,544.96
Proposed Dividend and Dividend Distribution Tax thereon	-	-	-	-	-	-	(527.17)
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	(14.85)	(14.85)
Balance as at 31st March, 2017	412.48	980.36	-	13,872.88	20,181.66	(14.85)	35,432.53

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH &amp; CO

Chartered Accountants

Firm Registration Number: 102511W

Harish B. Patel

Partner

Membership Number: 014427

Place: AHMEDABAD

Dated : 26/05/2018



*Paras Sawla*  
Paras Sawla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Sawla*  
Rupesh Sawla  
Managing Director  
DIN : 00126303

*Rohan Shah*  
Rohan Shah  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshay Soni*  
Akshay Soni  
Company Secretary

**DEEP INDUSTRIES LIMITED  
NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2018**

**1. CORPORATE INFORMATION**

Deep Industries Limited (DIL) is a well diversified oil & gas company serving the industry since 1991 with business interests in Air and Gas compression, Gas Dehydration, Work over, Drilling and Oil & Gas Exploration and Production. DIL is the first company in India to provide high pressure Air and Gas compressors on charter hire basis. DIL is the largest Natural Gas Compression services provider in India and has also diversified into providing of work-over services to exploration and production (E&P) players through its fleet of rigs.

**2. BASIS OF PREPARATION**

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016. As per the said roadmap, the company is required to apply Ind AS starting from financial year beginning on or after 1st April 2017.

For all period, up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These Financial statements for the year ended 31st March 2018 are the first, the Company has prepared in accordance with Ind AS (Refer Note 47 for information on how the company has adopted Ind AS).

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities which have been measured at fair value, defined benefits plans and contingent consideration. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## 2A. USE OF ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

### Critical estimates and judgments

The areas involving critical estimates or judgments are:

- a) Estimation of current tax expense and payable – Refer accounting policies - 3.9
- b) Estimated useful life of property, plant & equipment and intangible assets – Refer accounting policies - 3.1
- c) Estimation of defined benefit obligation – Refer accounting policies - 3.8
- d) Estimation of fair values of contingent liabilities - Refer accounting policies - 3.12
- e) Recognition of revenue - Refer accounting policies - 3.4
- f) Recognition of deferred tax assets for carried forward tax losses – Refer accounting policies - 3.9
- g) Impairment of financial assets – Refer accounting policies - 3.2 & 3.5

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts and adjustments, arising from exchange rate variations, attributable to the fixed assets, of those contracts for which option under notification of Accounting Standard-11 was exercised. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment.

### Tangible Fixed Assets:

- (a) Depreciation is charged using straight line method on the basis of the expected useful life as specified in Schedule II to the Act. A residual value of 5% (as prescribed in Schedule II



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods.

Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

An item of intangible asset initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognized. Intangible fixed assets are amortized on straight line basis over their estimated useful economic life.

Capital Work- in- progress

Capital work- in- progress represents directly attributable costs of Plant and Machinery installation including civil and foundation cost till the time project put to use. All other expenses including interest incurred during installation period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the installation as per Ind AS-23 "Borrowing Costs". All these expenses are transferred to fixed assets on commencement of respective projects.

**3.2 Impairment of non-financial assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flows of next five years' projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

In respect of the subsidiaries assets at each balance sheet date, the impairment testing is based on the realizable value of underlying assets as tested by the Board of Directors of the subsidiary.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit and loss section of the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.



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### 3.3 Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

#### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of transaction.

#### Conversion

Foreign currency monetary items are reported using the closing rate. In case of items which are covered by forward exchange contract, the difference between year end rate and rate on the date of the contract is recognised as exchange difference and premium paid on forward contracts and option contract is recognised over the life of the contract. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise, except of those contracts for which option under notification of Accounting Standard-11 was exercised where they relate to acquisition of Fixed Assets, the difference arising a result in which case they are adjusted to the term loan liabilities account.

### 3.4 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Goods & Service Tax (GST), Service Tax is not received by the Company on its own account. Rather, it is tax collected on value added to the services by the Company on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognized.

- (i) **Service income:**  
Service income is recognised as per the terms of contracts with the customers when the related services are performed or the agreed milestones are achieved and are net of service tax or GST, wherever applicable.
- (ii) **Interest Income:**  
For all deposit instruments measured either at amortized cost or at fair value through other comprehensive income (OCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the





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expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options] but does not consider the expected credit losses.

- (iii) **Dividend income:**  
 Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.
- (iv) Other income is recognised when no significant uncertainty as to its determination or realisation exists.

### 3.5 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### A. Financial Assets

##### a. Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settles its commitment to purchase or sell the asset.

##### b. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

##### i. Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

##### ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:



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A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**c. Derecognition:**

A financial asset is primarily derecognized when:

- i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.





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- ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

**d. Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS :7
- e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point b and d provided above. The application of simplified approach requires the company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.



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- b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

**B. Financial liabilities:**

**a. Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**b. Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**i. Financial liabilities at fair value through profit or loss:**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

**ii. Loans and borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**iii. Financial guarantee contracts:**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance



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with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

**c. Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**C. Reclassification of financial assets:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

**D. Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**3.6 Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities



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Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### 3.7 Inventories

Inventories of spare parts and oil are valued at the lower of cost or net realizable value. The cost is determined by Moving Average method (eg: FIFO, WAM etc). The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 3.8 Employee benefits

- a. Short Term employee benefits are recognized as expense at undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
- b. Post employment and other long term benefits are recognised as an expense in the statement of profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of Financial Year. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the statement of profit and loss.
- c. Payments to defined contribution retirement benefit scheme, if any, are charged as expense as they fall due.

### 3.9 Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Company operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized referred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.



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Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes it down to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period and utilize the MAT Credit Entitlement.

### 3.10 Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs which are not specifically attributable to the acquisition, installation of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period.

### 3.11 Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

### 3.12 Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the





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liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

### **3.13 Cash and Cash Equivalents**

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **3.14 Leases**

The determination of whether an arrangement is [or contains] a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

- Lease other than finance lease are operating lease and these leased assets are not recognized in the company's statement of financial position but are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Offices Premises taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.

### **3.15 Exceptional items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

### **3.16 Trade Receivables**

Trade Receivables are recognized initially at carrying value and subsequently re-measured at amount that would be actually received.





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**4 - PROPERTY, PLANT AND EQUIPMENT**

	TANGIBLE ASSETS									INTANGIBLE ASSETS		(Rs. In Lakhs)	
	Tankers	Vehicles	Air Compressor Packages	Gas Compressor Packages	Rigs	Computers	Shed, Foundation & Road	Office Equipment, Furniture and Fixtures	Other Plant and Machinery	Total	Softwares	Total	CAPITAL WORK IN PROGRESS
<b>Cost:</b>													
As at 1st April, 2016*	0.45	313.30	115.03	35,736.12	10,494.58	55.22	3,392.04	54.63	66.91	45,158.28	49.28	49.28	10,225.58
Additions	-	48.07	-	6,708.65	8,423.54	3.68	2,486.67	213.63	20.31	17,885.54	-	-	10,157.67
Disposals / transfers	-	20.62	-	-	-	0.01	-	-	-	70.69	-	-	25,880.84
As at 31st March, 2017	0.45	340.75	115.03	37,424.77	18,858.12	58.88	5,863.71	308.25	87.22	63,057.79	49.28	49.28	4,542.41
Additions	-	64.49	-	2,972.51	111.00	7.85	59.31	-	4.25	3,219.42	4.15	4.15	4.18
Disposals / transfers	-	1.53	65.12	340.30	19.55	-	-	-	-	426.80	-	-	1,223.56
As at 31st March, 2018	0.45	403.71	49.91	40,056.98	18,949.58	66.73	5,923.02	308.25	92.07	65,850.41	53.43	53.43	1,323.03
<b>Accumulated depreciation:</b>													
As at 1st April, 2016*	0.43	105.24	96.70	5,133.80	1,591.38	51.14	859.56	10.53	11.11	7,870.98	37.71	37.71	-
Depreciation charged during the year	-	56.06	7.49	1,325.60	515.76	6.53	1,442.27	18.39	3.71	3,350.88	1.04	1.04	-
Disposals / transfers	-	16.22	-	-	-	-	-	-	-	16.22	-	-	-
As at 31st March, 2017	0.43	125.08	99.28	6,459.40	2,107.15	57.67	2,311.84	28.92	15.85	11,205.61	38.75	38.75	-
Depreciation charged during the year	-	41.05	2.47	1,477.32	598.85	6.10	1,718.34	29.28	4.80	3,877.71	0.59	0.59	-
Disposals / transfers	-	0.74	52.14	91.80	4.63	-	-	-	-	152.31	-	-	-
As at 31st March, 2018	0.43	165.39	49.61	7,841.92	2,701.37	63.77	4,030.18	58.20	20.15	14,931.01	39.34	39.34	-
<b>Net book value</b>													
As at 1st April, 2016*	0.02	208.06	18.23	25,582.32	8,845.20	4.08	2,527.48	84.10	54.80	37,327.29	11.57	11.57	10,225.58
As at 31st March, 2017	0.02	215.66	15.76	35,965.36	16,750.98	1.22	3,551.87	279.34	71.97	51,852.18	10.53	10.53	4,542.41
As at 31st March, 2018	0.02	238.31	0.01	32,215.05	16,248.22	2.97	1,892.84	250.66	71.92	50,519.40	14.09	14.09	1,323.03

\* Represents deemed cost as the value of provision to IND AS. Cross check & accumulated Depreciation from the previous CMAA have been disclosed for the purpose of better understanding. For the original cost of Asset



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	No. of Shares as on 31.03.2018	As at 31-03-2018 (Rs. in Lakhs)	No. of Shares as on 31.03.2017	As at 31-03-2017 (Rs. in Lakhs)	No. of Shares as on 01.04.2016	As at 01-04-2016 (Rs. in Lakhs)
<b>5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS</b>						
<b>Investments (Unquoted)</b>						
<b>(A) Investments at Cost</b>						
<b>(i) Investments in Equity Shares</b>						
- Investment in Subsidiaries						
30% share in Deep Energy LLC		12.41		12.41		12.41
70% share in Deep National Resources Ltd.	350,000	3.50	350,000	3.50	350,000	3.50
78% share in Prabha Energy Pvt. Ltd.	946,563	1,845.63	945,563	1,845.63	75,000	2.50
99% share in Deep Overseas Drilling Services Pvt. Ltd.	9,900	0.99	9,900	0.99	-	-
100% share in Deep International Offshore Ltd.	50	0.90	-	-	-	-
<b>(ii) Investments in Preference Shares</b>						
- Investment in Mahesh Energy Private Limited	-	-	-	-	656,013	1,324.03
<b>(iii) Other Investments</b>						
- Shares of Maharashtra Wagon Co-Op Sahakar Bank Ltd.	400	0.10	400	0.10	400	0.10
- National Saving Certificate	-	1.96	-	1.96	-	1.30
		<b>1,873.49</b>		<b>1,864.39</b>		<b>1,331.84</b>
<b>Investments (Quoted)</b>						
<b>(A) Investments at Fair value through OCI</b>						
<b>(i) Investments in Equity Shares</b>						
- Varro Industries Limited	2500	0.54	2500	0.50	7500	0.10
- Power Trading Corporation	1000	3.50	4000	3.74	1000	2.96
		<b>4.04</b>		<b>4.24</b>		<b>3.06</b>
		<b>1,877.53</b>		<b>1,868.63</b>		<b>1,334.89</b>
Market Value of Quoted Investment		4.04		4.24		3.06
Book Value of Unquoted Investment		1,873.49		1,864.39		1,331.84

**6 - NON - CURRENT FINANCIAL ASSETS - OTHERS**  
Unsecured, considered good, unless otherwise stated

Security deposits

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Security deposits	80.22	71.62	62.48
	<b>80.22</b>	<b>71.62</b>	<b>62.48</b>

**7 - OTHER NON CURRENT ASSETS**

Advances other than Capital Advances

Advance to Vendors

Others

Balance with Govt Authorities

Deferred Security Deposits

	31-03-2018 (Rs. in Lakhs)	31-03-2017 (Rs. in Lakhs)	01-04-2016 (Rs. in Lakhs)
Advance to Vendors	3.06	30.25	7.07
Balance with Govt Authorities	54.57	54.57	29.57
Deferred Security Deposits	8.96	16.49	22.72
	<b>66.59</b>	<b>107.31</b>	<b>59.36</b>

**8 - INVENTORIES**

(Value at lower of cost and net realizable value)

a. Stores and Spares

b. Others

- Stock of Oil &amp; Lubricants

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
a. Stores and Spares	587.37	824.33	536.77
b. Others	509.15	231.60	75.59
	<b>1,096.52</b>	<b>1,055.93</b>	<b>612.36</b>

**9 - CURRENT FINANCIAL ASSETS - INVESTMENTS**

Investments (Quoted)

Investments at Fair Value Through Profit and Loss

Investments in Mutual Funds

- Franklin India Short Term Income Plan

- Franklin India Ultra Short Bond Fund-Growth

- Franklin India Short Term Fund

- Franklin India Short Term Growth

- DSR Blue Chip Stock Ultra Short Term Fund

- Franklin Templeton Low Duration Fund

- Franklin India Short Term Fund

- Franklin India Money Manager Growth Plan

	No. of Units as on 31.03.2018	As at 31-03-2018 (Rs. in Lakhs)	No. of Units as on 31.03.2017	As at 31-03-2017 (Rs. in Lakhs)	No. of Units as on 01.04.2016	As at 01-04-2016 (Rs. in Lakhs)
Investments in Mutual Funds						
- Franklin India Short Term Income Plan	33,897.83	1,243.95	10,378.05	561.37	6,547.66	132.74
- Franklin India Ultra Short Bond Fund-Growth	10,295,423.38	7,476.36	11,086,831.71	2,623.17	677,578.53	213.23
- Franklin India Short Term Fund	7,917.80	85.70	10,977.49	279.17	-	-
- Franklin India Short Term Growth	2,587,846.31	461.15	-	-	-	-
- DSR Blue Chip Stock Ultra Short Term Fund	7,436,952.63	965.85	-	-	-	-
- Franklin Templeton Low Duration Fund	17,045,049.51	3,404.85	-	-	-	-
- Franklin India Short Term Fund	2,467,531.63	607.64	-	-	-	-
- Franklin India Money Manager Growth Plan	-	-	-	-	4,196.23	0.93
		<b>9,205.50</b>		<b>2,874.83</b>		<b>433.96</b>
Market Value of Quoted Investment		9,205.50		2,874.83		433.96



**10 - CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES**

Unsecured, considered good:

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
8,481.94	6,646.92	5,557.74
<b>8,481.94</b>	<b>6,646.92</b>	<b>5,557.74</b>

**11 - CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS**

A) Balances with Banks

- In Current Accounts

- In EPFC Accounts

- In Escrow Accounts

B) Cash on Hand

As at 31-03-2017 (Rs. in Lakhs)	As at 31-03-2016 (Rs. in Lakhs)	As at 01-04-2015 (Rs. in Lakhs)
1,534.54	1,107.18	317.34
1,276.37	459.36	22.11
170.71	1.02	1.02
<b>3,041.62</b>	<b>1,567.50</b>	<b>370.80</b>
4.11	12.19	9.78
<b>4.11</b>	<b>12.19</b>	<b>9.78</b>
<b>3,045.73</b>	<b>1,579.69</b>	<b>380.59</b>

**12 - CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE**

A) Balances with Banks

- Unpaid Dividend with HDFC Bank

- Unpaid Dividend with IDBI Bank

- Unpaid Warrant with HDFC Bank

B) Others

- Fixed Deposits held as Margin Money

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
2.85	2.00	0.72
2.49	2.47	2.51
-	0.01	0.01
<b>5.30</b>	<b>4.48</b>	<b>3.24</b>
1,388.00	928.94	1,315.29
<b>1,388.00</b>	<b>928.94</b>	<b>1,315.29</b>
<b>1,393.30</b>	<b>933.42</b>	<b>1,318.53</b>

**13 - CURRENT - FINANCIAL ASSETS - LOANS**

Unsecured, considered good:

Loan to Staff

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
6.23	14.02	5.91
<b>6.23</b>	<b>14.02</b>	<b>5.91</b>

**14 - CURRENT - FINANCIAL ASSETS - OTHER**

Accrued Bank Fixed Deposits Interest

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
67.45	98.33	70.72
<b>67.45</b>	<b>98.33</b>	<b>70.72</b>

**15 - CURRENT ASSETS - OTHERS**

Unsecured, considered good, unless otherwise stated

Advances other than Capital Advances

- Balance with Government Authorities

- Foreign Currency Receivable

- Preliminary Expense

- Deferred Forward Premium

- Prepaid Expenses

- Advances to Vendors

- Others

- Advances to Subsidiaries

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
580.95	995.96	376.43
-	-	2,805.77
-	190.25	5.00
-	-	157.82
140.48	165.37	158.41
703.07	422.45	546.03
-	16.14	16.14
13.01	-	-
<b>1,437.54</b>	<b>1,791.07</b>	<b>4,140.61</b>



	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>15 - EQUITY SHARE CAPITAL</b>			
Authorised:			
5,42,66,340 Equ. Sh. Shares of Rs.10 each	5,426.63	5,426.63	5,426.63
Issued, Subscribed and paid-up:			
3,20,00,000 Equity Shares of Rs. 10 each (Fully paid up)	3,200.00	3,200.00	1,794.19
Share Capital Suspense Account:			1,125.91
	<u>3,200.00</u>	<u>3,200.00</u>	<u>2,920.00</u>

16.1 Reconciliation of number of Equity shares outstanding at the beginning & at the end of the reporting year

Particulars (Equity Shares of Rs.10 Each Fully Paid up)	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
	No of Shares	Value Rs.	No of Shares	Value Rs.	No of Shares	Value Rs.
At the beginning of the year	32,000,000.00	3,200.00	29,200,000.00	2,920.00	25,200,000.00	2,520.00
Movement during the period (Issue of Equity Shares under QIP)	-	-	2,800,000.00	280.00	-	-
Outstanding at the end of the year	<u>32,000,000.00</u>	<u>3,200.00</u>	<u>32,000,000.00</u>	<u>3,200.00</u>	<u>29,200,000.00</u>	<u>2,920.00</u>

16.2 Details of Equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholders (Equity Shares of Rs.10 Each Fully Paid up)	As at 31st March, 2018		As at 31st March, 2017		As at 01 April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RUPESH SAWLA - FAMILY TRUST	15,276,908	31.49%	-	-	-	-
SHANTILAL SAWLA FAMILY TRUST	3,568,474	11.15%	-	-	-	-
PRITI PARAS SAWLA	2,332,625	8.4%	2,346,285	7.33%	1,610,504.00	5.52%
CHAREN SHANTILAL SAWLA	2,058,822	6.43%	3,104,545	9.69%	400,725.00	1.37%
SHITAL RUPESH SAWLA	-	-	2,315,298	7.23%	2,484,787.00	8.51%
RUPESH K.SAWLA	-	-	2,516,872	7.83%	5,320,526.00	18.22%
MITA MANOJ SAWLA	-	-	1,635,792	5.11%	302,771.00	1.04%
	<u>17,768,829</u>		<u>15,678,678</u>		<u>10,069,318</u>	

16.3 During the FY 2016-17, the Company has offered equity shares to "Qualified Institutional Buyers" (QIBs) through Qualified Institutions in accordance with Chapter VII of Securities and Capital and Disclosure Requirements) Regulations, 2009. Accordingly 28,02,502 equity shares of Rs.10 each were allotted to QIBs on 28th December, 2016 at an issue price of Rs.220/- per equity share (including premium of Rs.210/- per equity share).

16.4 The Company has only one class of equity shares having a par value of Rs. 10 per share, each shareholder is eligible for one vote per share. The Company declares and pays dividend in Indian Rupees. Dividend Proposed by Board of Directors is subject to approval of Shareholders in the ensuing Annual General Meeting.

16.5 In the event of liquidation, the Equity Shareholders are eligible to receive the remaining Assets of the company after Distribution of all Preferential amount, in proportion to Shareholding.

16.6 Company has not allotted any bonus shares. Shares without consideration in cash and/or bought back any equity shares during the period of five years immediately preceding the Balance sheet date.

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>17 - OTHER EQUITY</b>			
<b>Securities Premium</b>			
Opening balance	13,672.86	7,768.88	7,768.88
Add: Addition during the year	-	6,000.00	-
Less: Written back during the year	-	-	-
Closing balance	<u>13,672.86</u>	<u>13,768.88</u>	<u>7,768.88</u>
<b>Capital Reserve</b>			
Opening balance	412.48	412.48	412.48
Add: Addition during the year	-	-	-
Less: Written back during the year	-	-	-
Closing balance	<u>412.48</u>	<u>412.48</u>	<u>412.48</u>
<b>General Reserve</b>			
Opening balance	980.36	980.36	976.44
Add: Addition during the year	-	-	4.90
Less: Written back during the year	-	-	-
Closing balance	<u>980.36</u>	<u>980.36</u>	<u>981.34</u>
<b>Foreign Currency Monetary Translation Reserve</b>			
Opening balance	-	550.54	797.23
Add/Less : Effect of Foreign Exchange Rate variation during the year	-	22.14	68.15
Less: Transfer to Financial Assets liabilities	-	(782.17)	(323.31)
Closing Balance	-	-	<u>542.07</u>
<b>Profit and Loss</b>			
Opening balance	20,160.95	13,189.57	9,090.83
Add: Net Profit/(Net Loss) for the current year	7,602.68	7,519.26	4,089.49
Add/Less: Adjustments on account of Ind-AS			
- Fair valuation of Financial Liabilities	(583.26)	-	18.22
- Fair valuation of Financial Assets	-	(527.17)	-
- Proposed Dividend for the year	-	-	-
Closing Balance	<u>27,099.47</u>	<u>20,081.66</u>	<u>13,189.57</u>
<b>IVOC Reserve</b>			
Opening balance	(14.85)	-	-
Add/Less: Changes during the current year	4.83	(14.85)	-
Closing balance	<u>(10.02)</u>	<u>(14.85)</u>	<u>-</u>
<b>Total</b>	<u>41,288.22</u>	<u>35,252.15</u>	<u>27,318.83</u>



	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>18 - NON-CURRENT - FINANCIAL LIABILITIES - BORROWINGS</b>			
<b>Secured</b>			
3. Term loans			
Fixed Deposits			
- Rupee Term Loans	3,575.50	7,067.17	4,840.00
- Foreign Currency term loans	13,974.64	16,291.31	15,856.97
- Variable Loans	104.26	51.61	10.00
Long Current Liabilities of Long Term Debt	7,288.53	7,935.40	8,385.51
Total Adjustments of Financial Liabilities as per Ind AS 109			
	<b>14,969.89</b>	<b>17,743.72</b>	<b>14,499.43</b>
Unsecured loans			2,165.70
			<b>4,455.70</b>
	<b>14,969.89</b>	<b>17,743.72</b>	<b>18,619.13</b>

**18.1 Nature of Security and Term of Repayment for Long Term Secured borrowings**

(i) Rupee Term Loans and Foreign Currency Term Loan from State Bank of India, EDI Bank as mentioned above is secured by hypothecation of All Compressor Packages, Gas Compressor Packages, Workover and Drilling rigs and other Vessels and is further secured by personal guarantee of Directors and equitable mortgage of immovable properties situated at Ahmedabad held in the name of Director. Rupee Term Loan and Foreign Currency Term Loan from IDFC Bank is Secured by IDFC Bank as mentioned above is secured by hypothecation of Gas Compressor Units, Gas Compressor Packages, Workover Rigs and Drilling rigs and is further secured by personal guarantee of Directors. Maturity/ Roll over Period of Foreign Currency Term Loan is less than 12 Month from the Balance Sheet date, the amount of Term Loan for which arrangement is made is more than 12 Months. Hence, Foreign Currency Term Loan arrangement is classified as Non-Current Liabilities.

(ii) Rupee Credits are obtained from overviews and notes of State Bank of India, Bank of Baroda and IDFC Bank which are backed by Letters of Joint Undertaking from State Bank of India, Industrial Bank - IDBI Bank and IDFC Bank who has sanctioned the Term Loans. Through rollover period of more of the borrowings are less than 12 Month from the Balance Sheet date, the tenure of Term Loan for such arrangement is made is more than 12 Months. Hence, Rupee Credits arrangement is classified as Non-Current Liabilities.

Term Loans of IDFC Bank are repayable in five and half year, three years and four years with moratorium period of 6 months. Term Loans of State Bank of India and Industrial Bank are repayable in five years. Term Loans of IDBI Bank are repayable in seven years and term loan from IDFC Bank are repayable in three years with moratorium period of 6 months.

**19 - NON-CURRENT - FINANCIAL LIABILITIES - TRADE PAYABLE**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Unsecured, considered good			
Trade Payable	45.23	11.22	46.03
	<b>45.26</b>	<b>11.22</b>	<b>46.03</b>

**20 - NON-CURRENT - FINANCIAL LIABILITIES - OTHERS**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Unsecured, considered good			
Bank's Fixed Interest accrued but not due on borrowings	150.05	167.50	115.87
	<b>150.96</b>	<b>167.96</b>	<b>116.82</b>

**21 - DEFERRED TAX LIABILITIES (NET)**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Written back during the year	4,892.76	7,695.96	2,223.06
Added during the year	652.06	1,004.25	711.90
Written back during the year			
Closing balance	<b>5,342.86</b>	<b>6,690.78</b>	<b>3,696.96</b>

A. The Net Deferred Tax Expense of INR 362.80 Lakhs (Previous Year: INR 1004.25 Lakhs) for the year has been detailed in the Statement of Profit and Loss.

B. The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same tax levied by the same tax authority.

C. The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

**Statement of profit and loss:**

	INR Lakhs	
	Year ended March 31	
	2018	2017
Profit and loss section:		
Current income tax:		
Current income tax charge	3,474	2,703
Adjustments in respect of current income tax of previous year	0	0
Deferred tax:		
Relating to adjustments and reversal of temporary differences	653	701
Income tax expense reported in the statement of profit and loss	<b>4,126</b>	<b>3,407</b>

**Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:**

	INR Lakhs	
	As At March 31	
	2018	2017
Accounting profit before tax	11,729	9,926
At India's statutory income tax rate of 34.600% (31 March 2017: 34.000%)	4,053	3,381
Adjustments in respect of current income tax of previous years	(16)	(35)
Adjustments in respect of income exempt from tax	-	(1)
Adjustments on accounts of IndAS provisions	-	(41)
Special Rate Tax (like SFCG via 111A)	-	7
Reversion of previously unrecognized tax losses:		
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	38	20
Other temporary differences	46	(18)
At the effective income tax rate of 34.18% (31 March 2017: 34.18%)	<b>4,126</b>	<b>3,407</b>
Income tax expense reported in the statement of profit and loss	<b>4,126</b>	<b>3,407</b>



**22 - NON-CURRENT PROVISION**  
Provision for employee benefit  
 - Provision for Gratuity

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
53.41	32.63	-
<b>53.41</b>	<b>32.63</b>	-

**23 - CURRENT FINANCIAL LIABILITIES - BORROWINGS**  
Secured  
 a) Loans repayable on demand  
 From banks  
 Cash Credits

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,358.73	1,841.54	1,944.81
<b>1,358.73</b>	<b>1,841.54</b>	<b>1,944.81</b>

**23.1 Nature of Security for Current Secured Financial Liabilities**

Cash Credit facilities of State Bank Of India and HDFC Bank is secured by hypothecation of Inventory and Book Debt and further Secured by Personal Guarantee of Director and Equitable Mortgage of immovable property situated at Ahmedabad held in the name of Directors.

**24 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**  
 Due to micro and small enterprises  
 Due to other than micro and small enterprises

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,717.50	1,002.27	1,450.44
<b>1,717.50</b>	<b>1,002.27</b>	<b>1,450.44</b>

**25 - CURRENT - OTHER FINANCIAL LIABILITIES**  
 Current Maturities of Long Term Debts  
 Unclaimed Dividends  
 Provision for Salary  
 Provision for Other Expense  
 Forward Contract Payable

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
7,384.93	7,536.40	5,861.54
5.30	4.49	3.77
136.78	127.34	123.45
313.45	981.05	783.07
		3,036.88
<b>7,840.46</b>	<b>8,749.28</b>	<b>9,308.10</b>

**26 - OTHER CURRENT LIABILITIES**  
 Statutory liabilities  
 Other Liabilities

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
601.59	75.44	50.78
36.40	28.41	70.52
<b>637.99</b>	<b>103.85</b>	<b>121.30</b>

**27 - CURRENT PROVISIONS**  
Provision for employee benefit  
 - Provision for Gratuity

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
3.71	1.27	-
<b>3.71</b>	<b>1.27</b>	-

**28 - CURRENT TAX LIABILITIES (NET)**

Current Tax Liabilities (Net of Advance Tax)

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,888.63	429.12	443.75
<b>1,888.63</b>	<b>429.12</b>	<b>443.75</b>



**29 - REVENUE FROM OPERATIONS**

Sale of Services

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
30,049.25	27,738.05
<b>30,049.25</b>	<b>27,738.05</b>

**30 - OTHER INCOME**

Interest Received/Receivable

From banks

From others

Dividend Income

Profit on sale of Investments

Profit on sale of Fixed Assets

Net gain on foreign currency transaction and translation (other than finance cost)

Kasari/Vatav and Discount

Fair Valuation of Financial Assets

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
64.91	105.80
8.17	58.51
0.01	0.11
25.28	48.75
-	0.60
189.43	609.29
4.99	3.89
375.92	101.73
<b>668.71</b>	<b>928.79</b>

**31 - OPERATING EXPENSE**

Consumption Spares, Oil &amp; Other Operating Expense

Equipment Running &amp; Maintenance Exps

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
6,810.66	7,361.16
2,266.64	1,088.57
<b>9,077.30</b>	<b>8,449.72</b>

**32 - EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc

Director Remuneration &amp; Perquisites

Contribution to Provident and Other funds

Staff Welfare expenses

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
2,061.32	1,801.66
97.01	101.51
69.09	14.87
85.41	75.06
<b>2,312.83</b>	<b>1,992.99</b>

**33 - FINANCE COSTS**Interest expenses

- Interest Expenses on Hypothecation &amp; Term Loan

- Interest &amp; Finance Charges on Foreign Credit

- Other Interest &amp; Finance Charges

Other borrowing costs

- Bank Charges

- Adjustment on account of Ind-AS

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
361.35	687.32
620.88	680.78
13.69	511.99
153.81	340.41
7.51	7.52
<b>1,157.24</b>	<b>2,228.03</b>



	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
<b>34 - OTHER EXPENSES</b>		
Electricity, Power and Fuel	97.83	210.28
Repairs, maintenance and refurbishing	660.79	236.68
Rent	176.92	271.23
Rates and taxes	18.81	28.76
Insurance	66.60	87.96
Communication Expense	10.29	15.03
Legal and professional charges	270.02	282.00
Payment to the auditors**	4.95	4.95
Printing Stationery, Xerox and Office Expense	54.23	32.36
Donations	122.90	73.96
Travelling and Conveyance(@)	498.03	449.24
Security Service Charges	31.50	20.79
Advertisement, publicity and business promotion	7.06	11.89
Hotel, Loading and Boarding Expense	76.87	58
Loss on Sale of Fixed Assets	132.78	-
Miscellaneous	143.92	115.62
Preliminary Expense Written off	190.25	21.14
	<b>2,563.75</b>	<b>1,717.94</b>
* includes:		
Repairs to buildings	623.12	96.33
Repairs to machinery	37.67	40.35
** Payments to the auditors for (including service tax)		
- statutory audit	2.45	2.50
- Taxation Matters	0.50	0.50
- limited review fees certification work	1.95	1.95
- out of pocket expenses	0.05	
(@) includes:		
Director Travelling	70.70	58.77
	<b>75.65</b>	<b>63.72</b>
<b>35 - OTHER COMPREHENSIVE INCOME</b>		
Re-measurement gains/ (losses) on post employment benefit plans	5.02	16.02
Re-measurement gains/ (losses) on fair valuation of financial instruments	-0.20	1.17
	<b>4.83</b>	<b>17.19</b>
<b>36 - EARNINGS PER EQUITY SHARE</b>		
Profit/(loss) available for equity shareholders	7,602.06	7,519.26
Weighted average numbers of equity shares outstanding	32,000,000	30,013,150
Nominal value per equity share (in Rupees)	10	10
Earnings / (loss) Per Equity Share- Basic and Diluted (in Rupees)	23.76	25.05





## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)
<b>37 - CONTINGENT LIABILITIES AND COMMITMENTS</b>		
<b>CONTINGENT LIABILITIES</b>		
(a) Claims against the Company not acknowledged as debts	-	-
(b) In respect of guarantees given by Banks and/ or counter guarantees given by the Company	5,694.47	7,133.38
(c) Other money for which the company is contingently liable:		
1. Gujarat VAT demand not provided for	-	401.07
2. Service tax demand not provided for	198.24	198.24
3. Service Tax-Merged Companies demand not provided for	1.70	1.70
4. Income tax demand / liabilities not provided for	6.24	6.14

**COMMITMENTS**

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for. Considering nature of activity it is not possible to ascertain the elements of Capital Commitments. Expenditure to be executed on capital account.

	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)
<b>38 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 17 LEASES</b>		
<b>OPERATING LEASE COMMITMENTS</b>		
Future minimum lease amounts payable by the Company in respect of non-cancellable operating leases (other than land) for other services (including rented premises) entered into by the Company:		
Not later than one year	103.12	132.24
Later than one year and not later than five years	193.54	255.18
More than five years	-	41.47

**39 - SEGMENT REPORTING**

The Company is not required to give segment wise revenue details and capital employed as exploration and Production segment has not generated any revenue and the Capital employed for P & E segment is less than 10% of total capital employed of the Company.

**40 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS**

The Company has classified the various benefits provided to employees as under:

**(a) Defined contribution plans****-Provident fund**

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund - Current Year: Rs. 69.09 Lakhs (Previous Year: Rs. 14.87 Lakhs)

**(b) Defined benefit plans****-Gratuity**

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following **Economic Assumptions**.

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

**Discount Rate**

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.60% p.a. (Previous Year: 7.15% p.a.) compound has been used.

**Salary Escalation Rate**

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:



	Gratuity (Unfunded)	
	As at 31-03-2018	As at 31-03-2017
Discount rate (per annum)	7.60%	7.15%
Future salary increase	8.00% for Next 3 Years & 6.00% thereafter	8.00% for Next 3 years & 6.00% thereafter
Retirement age	56 years	58 years
Withdrawal rates		
- Up to 25 years	15.00%	5.00%
- From 26 to 35 years	12.00%	12.00%
- From 35 to 45 years	9.00%	9.00%
- From 45 to 55 years	6.00%	6.00%
	3.00%	3.00%

	Gratuity (Unfunded)	
	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)
<b>Change in present value of the defined benefit obligation during the year</b>		
Present value of obligations at the beginning of the year	33.89	10.09
Interest Cost	2.38	0.84
Current Service Cost	21.86	6.04
Benefits Paid		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-2.14	1.58
Actuarial (Gain)/Loss on arising from Experience Adjustment	-2.87	14.44
Past Service Cost	4.01	0.00
Present value of obligation as at the end of the year	57.12	33.89
<b>Change in fair value of plan assets during the year</b>		
Fair Value of plan assets at the beginning of the year	-	-
Interest Income	-	-
Contributions by the employee	-	-
Benefits paid	-	-
Return on plan assets	-	-
Fair Value of plan assets at the end of the year	-	-
<b>Net Asset/ (Liability) recorded in the Balance Sheet</b>		
Present value of obligation as at the end of the year	57.12	33.89
Net Asset/ (Liability)-Current	3.71	1.26
Net Asset/ (Liability)-Non-Current	53.41	32.63
<b>Expenses recorded in the Statement of Profit &amp; Loss during the year</b>		
Interest Cost	2.38	0.84
Current Service Cost	21.86	6.04
Total expenses included in employee benefit expenses	24.24	6.88
<b>Recognized in Other Comprehensive Income during the year</b>		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-2.14	1.58
Actuarial (Gain)/Loss on arising from Experience Adjustment	-2.87	14.44
Recognized in Other Comprehensive Income	-5.01	16.02
<b>Maturity profile of defined benefit obligation</b>		
Within 12 months of the reporting period	3.71	1.26
Between 2 and 5 years	22.56	10.17
Between 6 and 10 years	27.17	16.61
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
Half percentage point increase in discount rate	54.89	32.43
Half percentage point decrease in discount rate	59.50	35.24
Half percentage point increase in salary increase rate	59.28	35.41
Half percentage point decrease in salary increase rate	55.04	32.46
<b>Expected contribution to the defined benefit plan for the next reporting period</b>		
	2017-18 (Rs. in Lakhs)	2016-17 (Rs. in Lakhs)
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	3.71	24.24

#### 41 - CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee in accordance with the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has spent Rs. 1,44,00,000/- at 100% 2% of the average net profits (determined under section 198 of the Companies Act 2013 and within 34% of the Companies Act 1956) made during the immediately three financial years.

Gross amount required to be spent by the Company during the year: Rs. 1,35,45,715 (Previous year - Rs. 72,45,145/-)



## 42 - DERIVATIVE INSTRUMENTS

	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
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## (a) Derivatives outstanding as at balance sheet date

The company has entered into swap deals with HDFC Bank Ltd and IDFC Bank Ltd. to reducing interest cost by moving from NR floating interest rate to LIBOR fixed interest rate with underlying USD revenue contracts. The relevant detail is as under:

## HDFC Bank

<b>Currency Swap - 1</b>	534.03	534.56
Start Date: 27th July, 2015		
End Date: 01st July, 2019		
Underlying USD amount: USD 21,85,268.04		
Fixed LIBOR rate: 6L + 3.95%		
<b>Currency Swap - 2</b>	461.00	406.76
Start Date: 09th November, 2015		
End Date: 15th July, 2018		
Underlying USD amount: USD 18,75,588.83		
Fixed LIBOR rate: 6L + 2.0%		
<b>Currency Swap - 3</b>	300.93	526.04
Start Date: 11th August, 2015		
End Date: 01st July, 2019		
Underlying USD amount: USD 12,29,880.88		
Fixed LIBOR rate: 6L + 3.95%		
<b>Currency Swap - 4</b>	3,026.00	4,160.75
Start Date: 29th July, 2016		
End Date: 25th November, 2020		
Underlying USD amount: USD 6,77,155.66		
Fixed rate: 5.5000% p.a		
<b>Currency Swap - 5</b>	288.89	400.00
Start Date: 01st January, 2017		
End Date: 01st May, 2020		
Underlying USD amount: USD 5,87,048.25		
Fixed LIBOR rate: 5.75% p.a		

## IDFC Bank

<b>Currency Swap - 1</b>	282.77	-
Start Date: 01st March, 2018		
End Date: 07th March, 2019		
Underlying USD amount: USD 46,99,78.52		
Fixed LIBOR rate: 6.04% p.a		

The swap deals have been fair valued and resultant gain / (loss) have been recorded through statement of profit and loss account.

(b) The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at 31st March, 2018, 31st March, 2017 and 1st April, 2016 are as under:

	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Foreign Currency (USD)	(Rs. In Lakhs)	Foreign Currency (USD)	(Rs. In Lakhs)	Foreign Currency (USD)	(Rs. In Lakhs)
<b>Receivables</b>						
Loans and advances given	0.20	13.04	-	-	-	-
Investment in Deep International DMCC (refer Note 5)	0.14	8.80	-	-	-	-
Trade Receivables	28.77	1,871.49	36.48	2,355.59	3.64	42.77
<b>Loans &amp; Advances to Creditors</b>						
For Capital Goods	6.00	379.26	4.04	262.07	3.09	205.23
For Spares & Purchase	0.95	61.68	2.13	157.78	3.75	251.38
<b>Payables</b>						
Trade payables	0.69	44.75	0.32	1.24	1.33	88.11



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 43 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

## (a) Related Parties

## 1. Subsidiaries

- Deep Energy LLC, USA
- Deep Natural Resources Limited
- Prabhat Energy Pvt Ltd.
- Deep Onshore Drilling Services Pvt Ltd
- Deep International DMCC

## 2. Enterprises significantly influences by KMP, or Relatives of KMP

- Adinath Exim Resources Limited
- Savla Oil & Gas Pvt. Ltd

## 3. Key Management Personnel

Name	Designation
Mr. Paras Savla	Chairman and MD
Mr. Rupesh Savla	Managing Director
Mr. Dharen Savla	Whole Time Director
Mr. Prem Singh Sawhney	Non - Executive Director
Mr. KIRIT Joshi	Independent Director
Mr. Sanjay Parodhi	Independent Director
Mr. Arun Mandlik	Independent Director
Ms. Renuka Upachyay	Independent Director
Mr. Rohan Shah	Chief Financial Officer
Mr. Akshit Soni	Company Secretary

## 4. Relative of Key Management Personnel

- Mr. Manoj Savla
- Mrs. Avantika Savla
- Mrs. Mita Manoj Savla
- Mr. Shail Manoj Savla
- Mrs. Shilpi Rupesh Savla
- Mr. Shonil Paras Savla

## (b) Transactions with related parties:

Nature of Transaction	Subsidiaries		Key Management Personnel		Enterprises significantly		Total	
	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Remuneration, Salary and Sitting Fees	-	-	113.67	116.89	-	-	113.67	116.89
Rent	-	-	136.17	132.45	-	-	136.17	132.49
Perquisites	-	-	1.41	1.53	-	-	1.41	1.53
Investments made during the year	8.90	532.09	-	-	-	-	8.90	532.09

## Balance Outstanding

	Payable		Receivable	
	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2018 (Rs. In Lakhs)	As at 01-04-2017 (Rs. In Lakhs)
Investments held in Subsidiaries	-	-	1,871.43	1,862.53
Key Management Personnel and their relatives	-	-	-	1,330.44
Enterprises controlled by Directors or their relatives	-	-	-	-
Total	-	-	1,871.43	1,330.44

## Notes:

(i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company with-a-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective



DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

44. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 - Quoted (and unquoted) prices in active markets for identical assets or liabilities.

Level 2 - Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 - Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at April 01, 2016

Financial Instrument	Note No.	Carrying Amount		Total Fair Value	Amortised Cost	Total	Fair value			Total
		FVTPL	FVOCI				Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	-	-	1,111.84	1,111.84	-	-	-	-
(ii) Loans	6	-	-	-	-	-	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	413.96	-	413.96	-	413.96	413.96	-	-	413.96
(ii) Trade Receivables	10	-	-	-	5,577.74	5,577.74	-	-	-	-
(iii) Cash and Cash Equivalents	11	-	-	-	480.59	380.59	-	-	-	-
(iv) Bank balances other than above (i)-(iii)	12	-	-	-	1,318.53	1,318.53	-	-	-	-
(v) Loans	13	-	-	-	5.51	5.51	-	-	-	-
(vi) Others	14	-	-	-	70.72	70.72	-	-	-	-
<b>TOTAL</b>		<b>413.96</b>	<b>-</b>	<b>413.96</b>	<b>6,664.93</b>	<b>9,078.89</b>	<b>413.96</b>	<b>-</b>	<b>-</b>	<b>413.96</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	18	-	-	-	18,659.15	18,659.15	-	-	-	-
(ii) Trade Payable	19	-	-	-	46.05	46.06	-	-	-	-
(iii) Others	20	-	-	-	105.81	105.82	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,944.81	1,944.81	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,450.44	1,150.44	-	-	-	-
(iii) Others	25	-	-	-	9,308.22	9,308.10	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>21,504.35</b>	<b>21,504.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

II. Figures as at March 31, 2017

Financial Instrument	Note No.	Carrying Amount		Total Fair Value	Amortised Cost	Total	Fair value			Total
		FVTPL	FVOCI				Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	-	-	1,887.50	1,864.59	-	-	-	-
(ii) Loans	6	-	-	-	-	-	-	-	-	-
(iii) Others	8	-	-	-	71.62	71.62	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	2,813.83	-	2,813.83	-	2,813.83	2,813.83	-	-	2,813.83
(ii) Trade Receivables	10	-	-	-	6,576.02	6,645.92	-	-	-	-
(iii) Cash and Cash Equivalents	11	-	-	-	1,579.65	1,579.69	-	-	-	-
(iv) Bank balances other than above (i)-(iii)	12	-	-	-	933.42	933.42	-	-	-	-
(v) Loans	13	-	-	-	34.02	34.02	-	-	-	-
(vi) Others	14	-	-	-	96.33	96.32	-	-	-	-
<b>TOTAL</b>		<b>2,813.83</b>	<b>-</b>	<b>2,813.83</b>	<b>11,208.59</b>	<b>14,072.42</b>	<b>2,813.83</b>	<b>-</b>	<b>-</b>	<b>2,813.83</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	18	-	-	-	17,744.71	17,723.71	-	-	-	-
(ii) Trade Payable	19	-	-	-	11.22	11.22	-	-	-	-
(iii) Others	20	-	-	-	147.40	147.56	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,641.54	1,641.54	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,002.27	1,002.27	-	-	-	-
(iii) Others	27	-	-	-	8,440.28	8,743.28	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>29,495.99</b>	<b>29,495.99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 44. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS (Contd.)

iii. Figures as at March 31, 2018

Financial Instrument	Note No.	FVTPL	FVOCI	Carrying Amount		Total	Fair value			Total
				Total Fair Value	Amortised Cost		Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	4.04	4.04	1,875.40	1,877.53	1.00	-	-	7.01
(ii) Loans	-	-	-	-	-	-	-	-	-	-
(iii) Others	6	-	-	-	80.22	80.22	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	9,205.50	-	9,205.50	-	9,205.50	9,205.50	-	-	9,205.50
(ii) Trade Receivables	10	-	-	-	8,481.94	8,481.94	-	-	-	-
(iii) Cash and Cash Equivalents	13	-	-	-	3,045.73	3,045.73	-	-	-	-
(iv) Bank balances other than above (ii)	12	-	-	-	1,493.30	1,393.60	-	-	-	-
(v) Loans	15	-	-	-	6.23	6.23	-	-	-	-
(vi) Others	14	-	-	-	67.45	67.45	-	-	-	-
<b>TOTAL</b>		<b>9,205.50</b>	<b>4.04</b>	<b>9,209.54</b>	<b>14,948.36</b>	<b>24,157.90</b>	<b>9,209.50</b>	<b>-</b>	<b>-</b>	<b>9,209.54</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	18	-	-	-	14,369.89	14,369.89	-	-	-	-
(ii) Trade Payable	19	-	-	-	45.26	45.26	-	-	-	-
(iii) Others	20	-	-	-	159.36	159.36	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,358.73	1,358.73	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,717.50	1,717.50	-	-	-	-
(iii) Others	25	-	-	-	7,840.46	7,840.46	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>25,491.80</b>	<b>25,491.80</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

During the reporting period ending March 31, 2017 and March 31, 2016, there were no transfers between Level 1 and Level 2 fair value measurements.

## IV. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Other Non-Current Financial Assets  
Borrowings (Non-Current)

As at	As at	As at
31-03-18	31-03-17	1-04-2016
Discounted Cash Flow method using the risk adjusted discount rate.		

No financial instruments have been routed through Other Comprehensive Income and hence separate reconciliation disclosure relating to this same is not applicable.



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The company's financial risk management policy is set by the Managing Board.

**Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the active process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

Refer Note 13 for interest rate profile of the Company's interest-bearing financial instrument at the reporting date.

**Foreign currency risk**

The Company operates locally, however, the nature of its operations requires it to transact in INR and USD and consequently the Company is exposed to foreign exchange risk in USD.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies. Being net forex gainer Company is having natural hedge position in USD currency.

**I. Foreign Currency Exposure**

Refer Note 41 for foreign currency exposure as at March 31, 2017, March 31, 2016 and April 01, 2015 respectively.

**II. Foreign Currency Sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

(Rs. in lakhs)

Currency	2017-18		2016-17	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(145.82)	145.82	(182.81)	182.81
Total	(145.82)	145.82	(182.81)	182.81

**Credit risk**

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. Almost all customers of the Company are either public sector undertakings or multinational Companies.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring on the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- (i) Actual or expected significant adverse changes in business;
- (ii) Actual or expected significant changes in the operating results of the counterparty;
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;
- (iv) Significant increase in credit risk on other financial instruments of the same counterparty;
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Non-current financial assets - loans		
Current financial assets - loans	6.23	14.02
<b>Total (A)</b>	<b>6.23</b>	<b>14.02</b>

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Trade Receivables	8,481.94	6,646.92
<b>Total (A)</b>	<b>8,481.94</b>	<b>6,646.92</b>

## Grand Total (A+B)

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

II. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Up to 3 months	6,195.62	5,042.63
3 to 6 months	980.87	958.12
More than 6 months	1,005.45	645.17
<b>Total</b>	<b>8,481.94</b>	<b>6,646.92</b>

IV. Provision for expected credit losses against "II" and "III" above

The company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

## Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

## Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31-03-2018			As at 31-03-2017		
	Less than 1		Total	Less than 1		Total
	year	1 to 5 years		year	1 to 5 years	
Non-current financial liabilities - borrowings	-	14,369.89	14,369.89	-	17,743.72	17,743.72
Non-current financial liabilities - Trade Payable	-	45.26	45.26	-	11.22	11.22
Non-current financial liabilities - Others	-	159.96	159.96	-	147.96	147.96
Current financial liabilities - Borrowings	1,358.73	-	1,358.73	1,841.54	-	1,841.54
Current financial liabilities - Trade Payables	1,717.50	-	1,717.50	1,002.27	-	1,002.27
Current financial liabilities - Others	7,840.46	-	7,840.46	8,749.28	-	8,749.28
<b>Total</b>	<b>10,916.69</b>	<b>14,575.11</b>	<b>25,491.80</b>	<b>11,593.09</b>	<b>17,902.90</b>	<b>29,495.99</b>

## Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at	
	31-03-2018	31-03-2017
Total Debt	14,369.89	17,743.72
Equity	3,200.00	3,200.00
<b>Capital and net debt</b>	<b>17,569.89</b>	<b>20,943.72</b>
Gearing ratio	81.79%	84.72%





## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

## II, Reconciliation of equity as at 1st April, 2016

	Reference	Indian GAAP	Adjustments	Ind AS
<b>ASSETS</b>				
<b>1. NON-CURRENT ASSETS:</b>				
(a) Property, Plant and Equipment		27,322.29	-	27,322.29
(b) Capital Work in Progress		10,225.58	-	10,225.58
(c) Intangible Assets		11.57	0.00	11.57
(d) Financial Assets				
(i) Investments		1,334.91	(0.02)	1,334.89
(ii) Loans		-	-	-
(iii) Others		88.24	(25.78)	62.46
(e) Other Non Current Assets		36.57	22.72	59.29
<b>TOTAL NON-CURRENT ASSETS</b>		<b>49,019.25</b>	<b>(3.08)</b>	<b>49,016.17</b>
<b>2. CURRENT ASSETS</b>				
(a) Inventories		632.35	0.01	632.36
(b) Financial Assets				
(i) Investments		401.79	12.27	413.96
(ii) Trade Receivables		5,557.74	-	5,557.74
(iii) Cash and Cash Equivalents		380.59	-	380.59
(iv) Bank Balances other than above (i)		1,318.51	0.02	1,318.53
(v) Loans		5.51	0.00	5.51
(vi) Others		70.72	-	70.72
(c) Other Current Assets		4,140.61	-	4,140.61
<b>TOTAL CURRENT ASSETS</b>		<b>12,507.81</b>	<b>12.20</b>	<b>12,520.02</b>
<b>TOTAL ASSETS</b>		<b>61,527.05</b>	<b>9.12</b>	<b>61,536.19</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
(a) Equity share capital		2,920.00	-	2,920.00
(b) Other equity	44, 45, 25, 5	22,374.02	536.29	22,910.32
<b>TOTAL EQUITY</b>		<b>25,294.02</b>	<b>536.29</b>	<b>25,830.32</b>
<b>LIABILITIES</b>				
<b>1. NON-CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
(i) Financial liabilities				
(i) Borrowings		18,649.13	-	18,649.13
(ii) Trade Payables		46.05	-	46.05
(iii) Others		105.82	-	105.82
(a) Deferred Tax Liabilities (Net)		3,686.45	-	3,686.45
(c) Other Non Current Liabilities		-	-	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>22,487.46</b>	<b>-</b>	<b>22,487.46</b>
<b>2. CURRENT LIABILITIES</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings		1,344.81	-	1,344.81
(ii) Trade Payables		1,450.44	-	1,450.44
(iii) Other Financial Liabilities		3,307.63	506.47	3,814.10
(b) Other Current Liabilities		71.30	-	71.30
(c) Provisions		933.64	(933.64)	-
(d) Current Tax Liabilities (Net)		443.75	0.00	443.75
<b>TOTAL CURRENT LIABILITIES</b>		<b>33,745.57</b>	<b>(527.16)</b>	<b>33,218.40</b>
<b>TOTAL LIABILITIES</b>		<b>36,233.03</b>	<b>(527.16)</b>	<b>35,705.85</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>61,527.05</b>	<b>9.13</b>	<b>61,536.19</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS  
(Contd.)

## III. Reconciliation of equity as at 31st March, 2017

	Reference	Indian GAAP	Adjustments	IND AS
<b>ASSETS</b>				
<b>1. NON-CURRENT ASSETS:</b>				
(a) Property, Plant and Equipment		51,852.18		51,852.18
(b) Capital Work in Progress		4,542.41		4,542.41
(c) Intangible Assets		10.53	0.00	10.53
(d) Financial Assets				
(i) Investments	**	1,867.00	1.83	1,868.83
(ii) Loans		91.34	-91.34	-
(iii) Others		0.66	70.96	71.62
(e) Other Non Current Assets		90.83	16.48	107.31
<b>TOTAL NON-CURRENT ASSETS</b>		<b>58,454.94</b>	<b>(2.06)</b>	<b>58,452.87</b>
<b>2. CURRENT ASSETS</b>				
(a) Inventories		1,055.93	-	1,055.93
(b) Financial Assets				
(i) Investments		2,699.92	113.91	2,813.83
(ii) Trade Receivables		6,646.92	-	6,646.92
(iii) Cash and Cash Equivalents		1,579.69	-	1,579.69
(iv) Bank balances other than above (ii)		933.43	-0.01	933.42
(v) Loans		14.02	-	14.02
(vi) Others		98.33	-	98.33
(c) Other Current Assets		1,791.07	-	1,791.07
<b>TOTAL CURRENT ASSETS</b>		<b>14,819.31</b>	<b>113.90</b>	<b>14,933.21</b>
<b>TOTAL ASSETS</b>		<b>73,274.25</b>	<b>111.84</b>	<b>73,386.09</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
(a) Equity share capital		3,200.00	-	3,200.00
(b) Other equity	** , # , % , \$ , @	34,627.43	805.09	35,432.52
		<b>37,827.43</b>	<b>805.09</b>	<b>38,632.52</b>
<b>LIABILITIES</b>				
<b>1. NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	@	17,743.72	-	17,743.72
(ii) Trade Payables		11.22	-	11.22
(iii) Others	**	147.96	-	147.96
(a) Deferred Tax Liabilities (Net)		4,690.70	-	4,690.70
(c) Other Non Current Liabilities		32.63	-	32.63
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>12,626.23</b>	<b>0.00</b>	<b>12,626.23</b>
<b>2. CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings		1,841.54	-	1,841.54
(ii) Trade Payables		1,002.27	-	1,002.27
(iii) Other Financial Liabilities		7,640.89	1,108.39	8,749.29
(b) Other Current Liabilities		103.86	-	103.86
(c) Provisions		1,802.91	-1,801.65	1.26
(d) Current Tax Liabilities (Net)		429.12	-	429.12
<b>TOTAL CURRENT LIABILITIES</b>		<b>12,820.59</b>	<b>-693.26</b>	<b>12,127.33</b>
<b>TOTAL LIABILITIES</b>		<b>35,446.82</b>	<b>(693.26)</b>	<b>34,753.57</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>73,274.25</b>	<b>111.84</b>	<b>73,386.09</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

Reconciliation of total comprehensive income for the year ended 31st March, 2017

Reference	Indian GAAP	Adjustments	IND AS
<b>REVENUES</b>			
Revenue from operations	27,738.05	-	27,738.05
Other income	819.71	109.07	325.79
<b>Total REVENUE</b>	<b>28,557.76</b>	<b>109.07</b>	<b>28,666.84</b>
<b>EXPENSES</b>			
Operating Expense	8,449.73	-	8,449.72
Employees Benefits Expense	2,009.01	-16.02	1,992.99
Finance costs	2,226.50	7.52	2,228.03
Depreciation and amortization expense	3,351.89	-	3,351.89
Other expenses	1,717.94	0.00	1,717.94
<b>TOTAL EXPENSES</b>	<b>17,749.07</b>	<b>(8.50)</b>	<b>17,740.57</b>
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX</b>	<b>10,808.69</b>	<b>117.57</b>	<b>10,926.26</b>
Exchange gain / (loss)	-	-	-
Exceptional items (net)	-	-	-
<b>PROFIT BEFORE TAX</b>	<b>10,808.69</b>	<b>117.57</b>	<b>10,926.26</b>
<b>TAX EXPENSES</b>			
Current tax	2,437.51	-	2,437.51
Deferred tax/credit	-34.77	-	-34.77
Earlier years tax provisions (written back)	1,004.25	-	1,004.25
<b>PROFIT FOR THE YEAR</b>	<b>7,401.70</b>	<b>117.57</b>	<b>7,519.26</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
(A) (i) Items that will not be classified to profit or loss			
- Re-measurement gains/ (losses) on post-employment defined benefit plans	-	-16.02	-16.02
(A) (ii) Items that will be classified to profit or loss			
- Re-measurement gains/ (losses) on account of equity instruments	-	1.17	1.17
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>		<b>-14.85</b>	<b>-14.85</b>
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>	<b>7,401.70</b>	<b>102.72</b>	<b>7,504.40</b>

Summary of reconciliation of net profit between previous Indian GAAP and Ind AS

Particulars	Rs. in lakhs As at 31/03/2017
Net profit under previous GAAP	7,401.70
Adjustment as per Ind AS	
On account of unwinding of security deposit balances	(0.18)
On account of fair valuation of financial assets	101.73
Re-measurement gains/ (losses) on post-employment defined	16.02
<b>Net profit as per Ind AS</b>	<b>7,519.27</b>
Actual loss on employee defined benefit plan through OCI	-16.02
Re-measurement gains/ (losses) on account of equity instruments	1.17
<b>Total comprehensive income</b>	<b>7,504.42</b>

Summary of reconciliation of equity between previous Indian GAAP and Ind AS

Particulars	Rs. in lakhs	
	As at 31/03/2017	As at 01/04/2016
Equity under previous GAAP	34,627.44	22,374.04
Adjustment as per Ind AS		
On account of unwinding of security deposit balances	-3.24	-3.06
On account of fair valuation of financial assets	115.08	12.18
Adjustment of Proposed Dividends	693.24	527.17
<b>Equity under Ind AS</b>	<b>35,492.52</b>	<b>22,910.32</b>





**\*\* Fair Valuation adjustments for financial assets and financial liabilities:**

- Under IGAAP, security deposits given and taken were required to be carried at book value. Under Ind AS, the said concept has shifted from book value to fair value hence the same has been adjusted after considering FVTPL.

**# Deferred Tax on Ind AS adjustments:**

IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under GAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

**% Actuarial loss on defined benefit plan:**

Both under IGAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under IGAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, re-measurements (comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

**\$ Effect of changes in revaluation surplus:**

Para 39 to 42 of the Ind AS 16 "Property, Plant & Equipment" mandates that any change in the revaluation surplus is required to be routed through other comprehensive income (OCI). Accordingly, additional depreciation arising out of revalued property is also required to be routed through OCI account. The said effect has been eliminated from statement of profit and loss and has been shown under OCI.

**@ Fair valuation of borrowing through profit and loss account**

Ind AS 109 mandates financial instruments that are classified as fair value through profit or loss account to be fair valued whenever the financial statements are prepared. As per the provisions of Ind AS 105, where any transaction costs have been incurred at the time of obtaining term loan, then the said costs are required to be amortized at "Effective Interest Rate" (EIR) in time span of the said term loan.

**~ Others:**

**Sale of goods:**

Under the IGAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses.

**Other comprehensive Income:**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statements of profit and loss as "other comprehensive income" include re-measurements of defined benefit plans and fair value gains or (losses) on FVOCI equity instruments and corresponding tax impact thereon. The concept of other comprehensive income did not exist under previous GAAP.

**Statement of cash flows:**

The transition from IGAAP to Ind AS has not had a material impact on the statement of cash flows.

"As per our report of even date attached

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

*Handwritten signature of Harish B. Patel*

Harish B. Patel  
Partner  
Membership Number: 014427  
Place: AHMEDABAD  
Date: 26th May, 2018



*Handwritten signature of Parash Savla*  
PARASH SAVLA  
Chairman & Managing Director  
DIN: 00145539

*Handwritten signature of Rohan Shah*  
ROHAN SHAH  
(Chief Financial Officer)  
Place: AHMEDABAD  
Date: 26th May, 2018

*Handwritten signature of RUPESH SAVLA*  
RUPESH SAVLA  
Managing Director  
DIN: 00126933

*Handwritten signature of Akshat Soni*  
AKSHAT SONI  
Company Secretary



# DEEP CH4 PRIVATE LIMITED

2017-18

AUDITORS

**Punit Prajapati & Co.**  
Chartered Accountants

B-810, Titanium City Centre,  
Nr. Sachin Tower, 100ft Anandnagar Road,  
Satellite, Ahmedabad -380015.  
Ph: 079-26934101/2, E-mail: punitca@gmail.com

Punit Prajapati & Co.  
Chartered Accountants

## INDEPENDENT AUDITORS' REPORT

To,

THE MEMBERS OF THE  
**DEEP CH4 PRIVATE LIMITED**  
14 GROUND FLOOR, ABHISHREE CORPORATE PARK, AMBLI BOPAL  
ROAD, AMBLI, AHMEDABAD GUJARAT-380058.

### **Report on the Financial Statements**

We have audited the accompanying Financial Statements of M/s. DEEP CH4 PRIVATE LIMITED, which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit & Loss for the year ended March 31, 2018, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, The aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018.
- (ii) in the case of the Statement Profit & Loss of the profit/loss of the company for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, does not apply as per para 1(2) (v) of the said order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit & Loss dealt with by this Report are in agreement with the books of account;



- d. in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors, as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, does not apply as per notification issued on 13.06.2017 in Sr. No. 9A
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to:
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Date: June 04, 2018  
Place: Ahmedabad

**For Punit Prajapati & Co.**  
Chartered Accountants  
FRN:126513W



*Punit Prajapati*

**Punit Prajapati**  
Partner  
M.N. 120089



**DEEP CH4 PRIVATE LIMITED**

Balance Sheet as at 31st March, 2018

CIN : U14292GJ2006PTC049371

Particulars	Note	₹	
		As At 31 March, 2018	As At 31 March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	6,60,000	6,60,000
Reserves and Surplus	4	2,01,797	1,74,114
	<i>Total</i>	<b>8,61,797</b>	<b>8,34,114</b>
<b>Current Liabilities</b>			
Short-Term Provisions	5	11,800	5,900
	<i>Total</i>	<b>11,800</b>	<b>5,900</b>
	<b>TOTAL</b>	<b>8,73,597</b>	<b>8,40,014</b>
<b>ASSETS</b>			
<b>Current Assets</b>			
Current Investment	8	8,54,353	8,32,767
Cash and Cash Equivalents	7	19,244	7,247
	<i>Total</i>	<b>8,73,597</b>	<b>8,40,014</b>
	<b>TOTAL</b>	<b>8,73,597</b>	<b>8,40,014</b>

See Accompanying Notes to the Financial Statements  
In terms of our report of even date attached

For Punit Prajapati & Co.  
Chartered Accountants

*Punit Prajapati*

Punit Prajapati

Partner

M.N. 120089, FRN:126513W

Date: June 04, 2018

Place: Ahmedabad



For and on Behalf of the Board

*Paras Savla*

Paras Savla

Director

DIN-00145639

Date: June 04, 2018

Place: Ahmedabad

*Rupesh Savla*

Rupesh Savla

Director

DIN-00126303

**DEEP CH4 PRIVATE LIMITED**

Profit &amp; Loss Statement for the Year Ended 31st March, 2018

CIN : U14292GJ2006PTC049371

Particulars	Note	₹	
		For the Year Ended 31 March, 2018	For the Year Ended 31 March, 2017
Other income	8	36,586	37,775
<i>Total Revenue</i>		<b>36,586</b>	<b>37,775</b>
<b>EXPENSES</b>			
Finance Costs		3,003	3,450
Other Expenses	9	5,900	12,180
<i>Total Expenses</i>		<b>8,903</b>	<b>15,630</b>
<b>Profit Before Tax</b>		<b>27,683</b>	<b>22,145</b>
<b>Tax Expense</b>			
Current Tax	-	-	-
<b>Profit for the Year</b>		<b>27,683</b>	<b>22,145</b>
<b>Earning Per Equity Share</b>			
Basic (for 66000 Shares of Rs. 10 Each)		0.42	0.34
Diluted (for 66000 Shares of Rs. 10 Each)		0.42	0.34

See Accompanying Notes to the Financial Statements  
In terms of our report of even date attached

For Punit Prajapati & Co.  
Chartered Accountants

*Punit Prajapati*  
Punit Prajapati

Partner

M.N. 120089, FRN:126513W

Date: June 04, 2018

Place: Ahmedabad



For and on Behalf of the Board

*Paras Savla*  
Paras Savla

Director

DIN-00145639

Date: June 04, 2018

Place: Ahmedabad

*Rupesh Savla*  
Rupesh Savla

Director

DIN-00126303

## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## NOTES TO THE FINANCIAL STATEMENTS AS ON MARCH 31, 2018

**Note 1 CORPORATE INFORMATION**

Deep CH4 Private Limited was incorporated as a Private Limited Company on 15<sup>th</sup> November, 2006 Under Companies Act of 1956 with Register of Companies, Ahmedabad vide Registration No.: 049371. (CIN: U14292GJ2006PTC049371)

DEEP CH4 Private Limited is incorporated to carry on all or any of the business of prospecting, exploring, developing, opening and working mines, drilling and sinking shafts or wells and to pump, refine raise, dig and quarry coal bed methane, minerals, ores, gases such as methane gas i.e. CH<sub>4</sub>.

**Note 2 SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Convention**

The financial statements are prepared under the historical cost convention. These statements have been prepared in accordance with applicable mandatory accounting standards and relevant presentation requirements of the Companies Act, 2013.

**2. Revenue Recognition**

The Company generally follows accrual system of accounting as required under section 128(1)(ii) of the Companies Act, 2013.

**3. Fixed Asset and Depreciation**

There is no fixed assets.

**4. Inventories**

The company does not carry any inventory.

**5. Investments**

Investment are stated at cost or market value whichever is less. Dividend Income is Recognised as and when declared and credited in form of additional units by mutual fund. Being investment in mutual fund on which dividend is being reinvested and considering the principle of materiality, dividend income and cost of investment derived based on the value reinvested as confirmed by the mutual fund account statement.

**6. Retirement Benefit**

- i) Gratuity provision are not applicable to the Company for the year under review.
- ii) Provident Fund Act does not apply to the Company.

**7. Earning Per Share**

The Company reports basic and diluted earning per share (EPS) in accordance with Accounting Standard-20 on earning per share. Basic EPS is computed by dividing net profit or loss for the year by weighted average number of equity shares outstanding during the year.

**8. Expenses**

All material known liabilities are provided on the basis of available information/estimates.

**9. Contingent Liabilities**

Contingent Liabilities, if any, not provided for are disclosed by way of notes to the accounts.

**10. Taxation**

**Income Tax** :Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

**Note 3 Share Capital**

Particulars	2018	2017
<b>Authorised Capital</b>		
66000 Equity Shares of Rs.10 Each.	6,60,000	6,60,000
<b>Issued, Subscribed and Paid up Capital</b>		
66000 Equity Shares of Rs.10 Each Fully Paid Up.	6,60,000	6,60,000
<b>Total</b>	<b>6,60,000</b>	<b>6,60,000</b>





## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## (a) Reconciliation of the Shares Outstanding at Beginning and at end of the year

Particulars	2018	2017
Number of Shares Outstanding at Beginning of the Year	66,000	66,000
Addition During the Year	0	0
Number of Shares Outstanding at End of the Year	66,000	66,000

## (b) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees, if any.

## (c) Details of shareholders holding more than 5% shares in the company

Share Holder		2018	2017
Paras Shantilal Savla	Shares	33,000	33,000
	Percentage	50.00%	50.00%
Rupesh Kantilal Savla	Shares	33,000	33,000
	Percentage	50.00%	50.00%

## Note 4 Reserves and Surplus

Particulars	2018	2017
<b>Reserves and Surplus</b>		
<b>Surplus</b>		
Balance at the Beginning of the Year	1,74,114	1,61,969
Add : Profit & Loss A/c	27,683	22,145
	2,01,797	1,74,114
Balance Carried Forward	2,01,797	1,74,114

## Note 5 Short-Term Provisions

Particulars	2018	2017
Audit Fees	11,800	5,500
Total	11,800	5,500

## Note 6 Current Investment

Particulars	2018	2017
Trade Investment		
<u>Unquoted</u>		
Number of Units	853	831
IDFC Mutual Fund	854353	832767
( Market Value Unquoted Investment as on 31.03.2018 is Rs.854353/- and Previous Year Market Value Rs. 832767/- .)		
Total	8,54,353	8,32,767

## Note 7 Cash and Cash Equivalents

Particulars	2018	2017
Balances With Banks	13,702	1,705
Cash on Hand	5,542	5,542
Total	19,244	7,247



## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## Note 8 Other Income

Particulars	2018	2017
Dividend Income (Mutual Fund)	36,586	37,775
Total	36,586	37,775

## Note 9 Other Expenses

Particulars	2018	2017
Payments to the Auditor		
As Auditor	5,900	5,900
Professional Fees	0	750
ROC Expenses	0	2,000
Preliminary Expenses Written Off	0	3,530
Total	5,900	12,180

## Note 10 Miscellaneous

- Balances of Trade Receivable, Creditors for Expenses and Loans & Advances are subject to confirmations from parties.
- Previous Year's figures are regrouped or rearrange for better presentation.

In terms of our report of even date attached

**For Punit Prajapati & Co.**

Chartered Accountants

*Punit Prajapati*  
Punit Prajapati

Partner

M.N. 120089, FRN:126513W

Date: June 04, 2018

Place: Ahmedabad



**For and on Behalf of the Board**

*Paras Savla*  
Paras Savla

Director

DIN-00145639

Date: June 04, 2018

Place: Ahmedabad

*Rupesh Savla*  
Rupesh Savla

Director

DIN-00126303



**NIRBHAY**

CAPITAL SERVICES PRIVATE LIMITED

CATEGORY - I MERCHANT BANKER

CIN-U67120GJ2006PTC047985

To,  
**The Board of Directors,**  
**Deep Industries Limited**  
 12A & 14, Abhishree Corporate Park,  
 Ambli Bopal Road,  
 Ambli, Ahmedabad -380058,  
 Gujarat, India.

Dear Sir / Madam,

**Subject: Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013 read with other applicable provisions and rules made thereunder involving Deep Industries Limited ("Company" or "Demerged Company") and Deep CH4 Limited ("DCL" or "Resulting Company") and their respective shareholders and creditors (the "Scheme")**

This is with reference to our engagement letter dated August 24, 2018 entered with the Company for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to DCL made in the abridged prospectus, prepared by the Company and DCL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme involves the demerger, transfer and vesting of Oil and Gas Services Undertaking as defined in the Scheme on a going concern basis to DCL and the consequent issue of the shares by Deep CH4 Limited in the manner as set out in the Scheme and the applicable laws. Accordingly, we have been provided the Abridged Prospectus dated August 28, 2018 ("Abridged Prospectus", enclosed as Annexure 1), as prepared by the Company and DCL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the Notice to the Shareholders.



TRUST WITHOUT FEAR

Registered Office : 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad-380 054, Gujarat, India.  
 Phone : +91-79-26870649, +91-79-48970649 Fax : +01-79-26870228, Web : www.nirbhaycapital.com - email : info@nirbhaycapital.com

Based on the information, undertakings, documents and confirmations furnished to us by the Company and DCL, we hereby confirm that the information pertaining to DCL contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") read with Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, as applicable ("Format of Abridged Prospectus").

The above confirmation is based on the information and explanations furnished to us by the representatives of Company and DCL during the course of our due diligence. While conducting our due diligence exercise, we have assumed the genuineness of all signatures, authenticity of all the documents, information and statements submitted to us as the original and conformity of copies or extracts submitted to us with that of original documents. We have relied upon the information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit or verification of financial information and its accuracy and accordingly we are unable to and do not express any opinion on the fairness of any such financial information referred to in the Abridged Prospectus. Apart from the details pertaining to DCL, we do not express any opinion nor certify the content included in the Abridged Prospectus including risk factors, outstanding litigations and claims, details of the scheme and its benefits. This certificate is based on the information as at August 28, 2018. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Scheme for or as to the financial performance of the Company or DCL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no



responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/ subsidiaries/associates etc.).

**For Nirbhay Capital Services Private Limited**



(Akshesh Dave)

**Vice-President - Merchant Banking**



**Date: September 22, 2018**

**Place: Ahmedabad**

**Enclosure: Abridged Prospectus**



Annexure 4

**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS  
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

This Document contains information pertaining to unlisted entity involved in the proposed Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors in terms of requirements specified in Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

**THIS ABRIDGED PROSPECTUS CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU  
HAVE RECEIVED ALL PAGES**

**Deep CH4 Limited**

**Corporate Identification Number (CIN): U1429GJ2006PLCO49371**

**Registered Office:** 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058, Gujarat, India

**Tel:** 02717 298510

**Fax:** 02717 298520

**Contact Person:** Ms. Disha Shah

**E-mail:** deepch4lid@yahoo.com

**Promoters of Deep CH4 Limited<sup>\*\*</sup>:**

Sr. No.	Name of the Promoters	PAN	Address
1	Paras Shantilal Savla	AADPS0170N	35/36, Basant Bahar-1, Opp. Sterling Club, Bopal, Ahmedabad - 380058
2	Rupesh Kantilal Savla	AACPS6257P	13 Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad - 380006

*\*\*Upon the Scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of Deep CH4 Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations")*

**CONSIDERATION UNDER THE SCHEME OF ARRANGEMENT AND LISTING DETAILS**

Pursuant to the Scheme of Arrangement between Deep Industries Limited ("Demerged Company") and Deep CH4 Limited ("Resulting Company") and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of Deep Industries Limited to Deep CH4 Limited ("Scheme"), each shareholder of Deep Industries Limited shall be issued 1 (One) fully paid up equity share of face value of INR. 10 (Indian Rupees Ten) each of Deep CH4 Limited for every 1 (One) equity share held by such shareholder in Deep Industries Limited. Upon such allotment of equity shares by Deep CH4 Limited and with effect from the Effective Date, in order to ensure that the shareholding pattern of Deep CH4 Limited be the same as the shareholding pattern of Deep Industries Limited, the existing paid up equity share capital of Deep CH4 Limited of Rs.6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of Deep CH4 Limited. Further, pursuant to the Scheme of Arrangement, subject to applicable laws and receipt of requisite approvals.



including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "SCRR") to be obtained from the Securities Exchange Board of India ("SEBI"), the Equity Shares would be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

#### DETAILS OF THE STATUTORY AUDITOR

**Name:** Dhruvhai Shah & Co LLP  
Chartered Accountant  
Firm Registration No. – 102511W/W100298  
**Address:** 4<sup>th</sup> Floor, Aditya Building, Near Sardar Patel Seva Samaj, Mithakhadi Six Roads, Ellis bridge, Ahmedabad -380 006  
**Phone** : 079-26403325/26  
**E-mail** : info@dbsgroup.in

#### INDEX CONTENT

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#### DETAILS OF PROMOTERS OF DEEP CH4 LIMITED\*

Sr. No.	Name of Promoters	No. of Shares Held	% of Holding
1	Paras Shantilal Savla	5,500	8.33%
2	Rupesh Shantilal Savla	16,500	25%
<b>Total Shareholding</b>		<b>22,000</b>	<b>33.33%</b>

Name of the Listed Group Company of Deep CH4 Limited: Deep Industries Limited

\*Upon the Scheme of Arrangement becoming effective, the promoters and group companies of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.



**BUSINESS OVERVIEW AND STRATEGY OF DEEP CH4 LIMITED**

Deep CH4 was incorporated with the object of being engaged in the business of carrying on all or any of the business of prospecting, exploring, developing, opening and working mines, drilling and sinking shafts or wells and to pump, refine, raise, dig and quarry coal bed methane, minerals, ores, gases such as methane gas i.e. CH4.

Further, upon the Scheme coming into effect, the main object of Deep Industries Limited, as outlined herein below, shall be added to the Main Object of Deep CH4 Limited and Clause III of the Memorandum of Association of Deep CH4 Limited shall stand amended as under:

*"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartagers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air carriage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehousemen, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."*

**BOARD OF DIRECTORS**

Set forth below are the details regarding the Board of Directors of Deep CH4 Limited as on date:

Sr. No.	Name of the Director	Designation	Experience including other directorships
1	Paras Shantilal Savla	Director	Mr. Paras Savla has overall experience of 26 years. Other than Deep CH4 Limited, he holds directorships in: 1) Deep Industries Limited 2) Prabha Energy Private Limited 3) Deep Onshore Drilling Service Pvt. Ltd. 4) Deep Natural Resources Limited 5) Deep Methan Pvt Ltd. 6) Adinath Exam Resources Ltd 7) Savla Oil And Gas Private Limited
2	Rupesh Kantilal Savla	Director	Mr. Rupesh Savla has overall experience of 22 years. Other than Deep CH4 Limited, he holds directorships in: 1) Deep Industries Limited 2) Deep Natural Resources Limited 3) Savla Oil And Gas Private Limited 4) Deep Onshore Drilling Services Pvt. Ltd. 5) Deep Methane Private Limited 6) Prabha Energy Private Limited
3	Dharen Shantilal Savla	Director	Mr. Dharen Savla has overall experience of 14 years. Other than Deep CH4 Limited, he holds directorships in:





			1) Deep Natural Resources Limited 2) Deep Onshore Drilling Services Pvt.Ltd. 3) Deep Methane Private Limited 4) Prabha Energy Private Limited
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**DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES, IF ANY, OF DEEP CH4 LIMITED IN THE PRECEDING 10 YEARS**

Not Applicable

**CAPITAL STRUCTURE OF DEEP CH4 LIMITED AS ON DATE**

Sr. No.	Particulars	Description of Equity Shares
1	Authorized Share Capital	66,000 equity shares of face value of INR 10 each
2	Issued, Subscribed and Paid-up Equity Share Capital	66,000 equity shares of face value of INR 10 each

**PRE & POST SCHEME SHAREHOLDING PATTERN OF DEEP CH4 LIMITED (BASED ON SHAREHOLDING PATTERN OF DEEP INDUSTRIES AS ON JUNE 30, 2018)**

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter and promoter group*	6,60,000	100%	2,03,16,847	63.49%
2.	Public			1,16,83,153	36.51%
3.	Non-Promoter – Non Public				
	<b>Total</b>	<b>6,60,000</b>	<b>100%</b>	<b>3,20,00,000</b>	<b>100%</b>

Note: Promoter shareholding includes shares held jointly with nominees.

\*Upon the Scheme of Arrangement becoming effective, the promoters and promoter group of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.

**AUDITED FINANCIALS**

**Standalone Financial Information**

(All amounts are in Rs. except where otherwise stated)

Particulars	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
Total revenue from operations (net)	36,586	37,775	41,731
Net Profit / (Loss)	27,683	22,145	29,202



before tax and extraordinary items			
Net Profit / (Loss) after tax and extraordinary items	27,683	22,145	29,202
Equity Share Capital (Face value of Rs. 10/- each)	6,60,000	6,60,000	6,60,000
Reserves and Surplus / Other Equity	2,01,797	1,74,114	1,51,969
Net worth	8,61,797	8,34,114	8,11,969
Basic earnings per share (in Rs.)	0.42	0.34	0.44
Return on net worth (%)	3.21%	2.65%	3.60%
Net asset value per share (in Rs.)	13.06	12.64	12.30

#### RISK FACTORS

The below mentioned risks are top risks applicable to Deep CH4 Limited:

1. The Scheme of Arrangement is subject to (i) approval of shareholders and creditors of Deep Industries Limited and Deep CH4 Limited; (ii) sanction by the National Company Law Tribunal in accordance with Section 230 to 232 of the Companies Act, 2013; (iii) exemption under Rule 19(2)(b) of SCRR from SEBI; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of Equity Shares. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed, which will adversely impact Deep CH4 Limited's ability to conduct its business activities as contemplated in the said Scheme of Arrangement.
2. The efforts of Deep CH4 Limited at integrating acquired businesses, pursuant to the Scheme of Arrangement becoming effective, based on prevailing market conditions, may not yield timely or effective results or at all, which may affect its financial condition and results of operations. Deep CH4 Limited's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. Deep CH4 Limited's inability to generate sufficient revenue to offset the costs of acquisition could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.
3. Changes in the regulatory environment in which Deep CH4 Limited operates could have a material adverse effect on its business, financial condition, result of operations and prospects. The regulatory and policy environment in which Deep CH4 Limited operates is evolving and subject to change. Such changes may adversely affect its business, results of operations and prospects, to the extent that Deep CH4 Limited is unable to suitably respond to and comply with any changes in applicable law and policy.
4. The Equity Shares of Deep CH4 Limited have never been publicly traded and after the Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Scheme of Arrangement at or above the deemed acquisition cost or at all.



**SUMMARY OF OUTSTANDING LIABILITIES, CLAIMS AND REGULATORY ACTIONS**

1. Total number of outstanding litigations against Deep CH4 Limited and the amount involved  
NIL
2. Brief details of top material outstanding litigations against Deep CH4 Limited and the amount involved  
NIL
3. Regulatory action, if any -- disciplinary action taken by SEBI or Stock Exchanges against the Promoter / Group Companies in Last 5 Financials years including outstanding action

The Company, its promoters or directors have not been directly or indirectly, debarred from accessing the capital market and have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. However, SEBI in its order SEBI/WUM/MPB/VD/ID-6/162/2018 dated 16th April 2018, has observed that Mr. Rupesh Savla, director of Deep Industries Limited, traded in the scrip of Deep Industries Limited while in possession of unpublished price sensitive information. SEBI has directed freezing of bank accounts (to the extent of amount to be transferred to the Escrow Account) and demat accounts of Mr. Rupesh Savla till the amount of gains from the said transaction are credited to an Escrow Account with a lien in favour of SEBI. The director has contested above the claim of SEBI.

4. Brief details of outstanding criminal proceedings against the promoter\*

NIL

*\*Upon the Scheme of Arrangement becoming effective, the promoters of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.*

**RATIONALE AND BENEFITS OF THE DRAFT SCHEME OF ARRANGEMENT**

- (i) Deep Industries Limited primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) oil and gas exploration and production. Each of the businesses carried on by Deep Industries Limited by itself and along with its subsidiaries including Oil and Gas Services Business have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for Oil and Gas Services Business is separate and distinct from oil and gas exploration and production business. The Oil and Gas Services Business and oil and gas exploration and production business of Deep Industries Limited are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which Oil and Gas Services Business and oil and gas exploration and production business of Deep Industries Limited are required to be handled and managed. In order to lend greater/enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep Industries Limited to Deep CH4 Limited. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.



- (ii) The proposed segregation would enable greater/enhanced focus of the management in the Oil and Gas Services Business and oil and gas exploration and production business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses.
- (iii) The management believes that the proposed demerger will result in unlocking the true value of Oil and Gas Services Business thereby creating enhanced value for shareholders and will also allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders connected with Deep Industries Limited.
- (iv) The proposed demerger will also provide scope for independent collaboration and expansion for each of the businesses as well as enable attracting investors and provide better flexibility in accessing capital for each of the businesses carried on by Deep Industries Limited.

#### ANY OTHER IMPORTANT INFORMATION AS PER DEEP CH4 LIMITED

Nil

#### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For, Deep Industries Limited

Akshat Soni

Company Secretary and Compliance Officer  
Membership No. 34152

Date: 28.08.2018

Place: Ahmedabad



## Dhnanjay Trivedi & Associates

**CHARTERED ACCOUNTANTS**

302/2, Ankur, Nr. Ship Building, C. G. Road, Ahmedabad-380 006. • M : 98260 63874 • Email : dhnanjay\_trivedi09@yahoo.co.in

Ref. No.

Date:

### TO WHOM SO EVER IT MAY CONCERN

We refer to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 and NSE Circular NSE/CMJ/2017/12 dated 01 2017, in this regard, for scheme filed by a listed company with SEBI / Stock Exchanges, the listed company is required to obtain the valuation report to display workings, relative fair value per share and fair share exchange ratio. The details required as required to be submitted in the format as under:

#### Computation of Fair Share Exchange Ratio:

Valuation Approach	Deep Industries Limited		Deep CH4 Limited	
	Value per share	Weight	Value per share	Weight
Asset Approach	-	-	-	-
Income Approach	-	-	-	-
Market Approach	-NOT	APPLICABLE	-	-
Relative Value per Share	-	-	-	-
Exchange Ratio (rounded off)	-	-	-	-

**Ratio: \_\_\_ equity shares of Deep Industries Limited of INR \_\_\_ each fully paid up for every \_\_\_ equity shares of Deep CH4 Limited of INR \_\_\_ each fully paid up**

However, as per Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the listed entity / resulting company. Further, Para I(A)(4)(d) of the said Circular clarifies that 'no change in shareholding pattern' would include a case where a listed entity (say, 'entity A') demerges a unit and makes it a separate company (say, 'entity B') and all the following conditions are fulfilled:

- (i) Shareholding of entity B is comprised only of the shareholders of entity A
- (ii) Shareholding pattern of entity B is the same as in entity A
- (iii) Every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger

We understand that a Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors has been submitted to stock exchanges for their approval. In the instant case, the Scheme provides that upon the Scheme becoming effective, the existing paid-up share capital of Deep CH4 Limited (the Resulting Company) shall be cancelled and pursuant to the demerger, every shareholder of Deep Industries Limited (the Demerged Listed Company) will become shareholder of Deep CH4 Limited in the same proportion as shares held by such shareholders in Deep Industries Limited. Further, there will







## Dhananjay Trivedi & Associates

CHARTERED ACCOUNTANTS

302/2, Aniket, Nr. Shilp Building, C. G. Road, Ahmedabad-380 006 • M : 98250 63874 • Email : dhananjay\_trivedi09@yahoo.co.in

Ref. No. \_\_\_\_\_

Date \_\_\_\_\_

not be any change in the shareholding pattern of Deep Industries Limited. Considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para 1(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable.

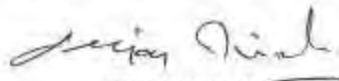
In our opinion and to the best of our information and according to the explanation given to us, considering the above, we certify that the valuation required by the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 and NSE Circular NSE/CML/2017/12 dated 01/2017 in the manner specified therein will not be applicable in the instant case. Further, fairness opinion of the merchant banker on valuation will also not be required in the instant case.

This certificate is issued for onward submission to the National Stock Exchange of India Limited and BSE Limited and should not be used for any other purpose without our prior written consent.

Yours faithfully,

For DHANANJAY TRIVEDI AND ASSOCIATES  
CHARTERED ACCOUNTANTS

Dated: 6<sup>th</sup> July, 2018  
Place : Ahmedabad

  
PROPRIETOR  
DHANANJAY TRIVEDI

Mem No 43156  
FRN 101298W





CATEGORY - I MERCHANT BANKER  
CIN-U67120GJ2006PTC047985

To,  
The Board of Directors,  
Deep Industries Limited,  
12A and 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad - 380058

**Subject: Fairness Opinion on the report of M/s Dhananjay Trivedi & Associates, Chartered Accountants, with respect to the proposed Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors**

Dear Sirs,

We understand that a Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors has been submitted to stock exchanges for their approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, for scheme filed by a listed company with SEBI / Stock Exchanges, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with NSE Circular NSE/CML/2017/12 dated June 1, 2017 requires the listed company to obtain the valuation report to display workings, relative fair value per share and fair share exchange ratio in the prescribed format. Further, the listed entity is also required to submit a fairness opinion by a SEBI registered merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted entity.

However, as per Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the listed entity / resulting company. Further, Para I(A)(4)(d) of the said Circular clarifies that 'no change in shareholding pattern' would include a case where a listed entity (say, 'entity A') demerges a unit and makes it a separate company (say, 'entity B') and all the following conditions are fulfilled:

- (i) Shareholding of entity B is comprised only of the shareholders of entity A
- (ii) Shareholding pattern of entity B is the same as in entity A
- (iii) Every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger



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Registered Office : 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad-380 054, Gujarat, India.  
Phone : +91-79-26870649, +91-79-48970649 Fax : +01-79-26870228, Web. : www.nirbhaycapital.com - email : info@nirbhaycapital.com



CATEGORY - I MERCHANT BANKER

CIN-U67120GJ2006PTC047985

In this regard, M/s Dhananjay Trivedi & Associates, Chartered Accountants, have certified that the requirement of valuation report is not applicable for the proposed Scheme pursuant to Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 vide certificate dated July 6, 2018. Based on the examination of the proposed Scheme, it has been observed by M/s Dhananjay Trivedi & Associates, Chartered Accountants, that:

- (i) Upon the Scheme becoming effective, the existing paid-up share capital of Deep CH4 Limited (the Resulting Company) shall be cancelled and pursuant to the demerger, every shareholder of Deep Industries Limited (the Demerged Listed Company) will become shareholder of Deep CH4 Limited in the same proportion as shares held by such shareholders in Deep Industries Limited.
- (ii) Further, there will not be any change in the shareholding pattern of Deep Industries Limited.
- (iii) Considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable.

Based on our examination of the Scheme of Arrangement, the shareholding pattern of Deep Industries Limited and Deep CH4 Limited before and after the proposed Scheme of Arrangement and the certificate of M/s Dhananjay Trivedi & Associates, Chartered Accountants dated July 6, 2018 and considering the information and explanation given to us, it is our opinion that the conclusion of M/s Dhananjay Trivedi & Associates, Chartered Accountants, that the requirement of valuation report is not applicable for the proposed Scheme pursuant to Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 is Fair.

Yours faithfully,

For Nirbhay Capital Services Private Limited

(Akshesh Dave)  
Vice President (Merchant banking)



Date: 12/07/2018  
Place: Ahmedabad

TRUST WITHOUT FEAR





## Walker Chandio & Co LLP

- (iii) **Rig Business** - DIL operates onshore mechanical rigs in India. It also provides Operation and Maintenance services for work over Rigs. Presently, the company has Work over Rigs ranging from 150 HP to 1000 HP and Drilling Rigs from 350 HP to 1500 HP, Coing Rig and Air Drilling Rig.

We understand that the management of Deep Industries ("Management") is contemplating a demerger of the Oil and Gas Services Business into Resulting Company (hereinafter referred to as the "Proposed Demerger") through the Draft Scheme.

In this regard, WCC has been requested by Deep Industries to submit a report recommending Share Entitlement Ratio ("Report") to be placed before the Audit Committee/ Board of Directors of the Company.

The Share Entitlement Ratio will be determined on the basis of the proposed capital structure of the Resulting Company as desired by the Management.

This Report is our deliverable for the above engagement.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

### SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

1. Draft Scheme of Arrangement.
2. Existing Share Capital Structure of Deep Industries.
3. Proposed Share Capital Structure of Resulting Company.
4. Other relevant details regarding Deep Industries, its undertakings and Proposed Demerger exercise.

The Company has been provided with the opportunity to review the draft report (excluding the recommended Share Entitlement Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

### SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The recommendation contained herein is not intended to represent value at any time other than valuation date of 25 May 2018 ("Valuation Date").

This Report, its contents and the results herein are (i) specific to the purpose as per the terms of our engagement; and (ii) are based on the data detailed in the section – Sources of Information. Events and transactions occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report, unless required by regulatory authorities.





## Walker Chandiook & Co LLP

The recommendation rendered in this Report only represent our recommendation based upon information till date furnished by the Management (or its executives / representatives) and obtained from other sources and the said recommendation shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this report.

The determination of a Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Demerger shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Demerger and input of other advisors.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Company. We have not independently investigated or otherwise verified the data provided by the Company. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Company, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Company. Our conclusions are based on the assumptions and information given by and on behalf of the Company and reliance on public information. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our analysis/results. Accordingly, we assume no responsibility for any error in the information furnished by the Company or obtained from public domain and their impact on the Report. However nothing has come to our attention to indicate that the information provided / obtained was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited / unaudited balance sheet of the Company.

This Report does not look into the business/ commercial reasons behind the Proposed Demerger nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Demerger as compared with any other alternative business transaction or other alternatives or whether or not such alternatives could be achieved or are available.

No investigation / inspection of the Company's claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid.  
The fee for the engagement is not contingent upon the results reported.





## Walker Chandlok & Co LLP

We owe responsibility to only the Boards of Directors of the Company that have appointed us under the terms of our engagement letters and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Company, their directors, employees or agents.

We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Entitlement Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

This Report is subject to the laws of India.

The Report should be used in connection with the Scheme.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties other than in connection with the proposed Scheme of Arrangement, without our prior written consent except for disclosures to be made to relevant regulatory authorities including stock Entitlements and SEBI.

This Report does not in any manner address the prices at which equity shares of the Company will trade following announcement of the Proposed Demerger and we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting(s) to be held in connection with the Proposed Demerger.

### SHAREHOLDING PATTERN

#### DEEP INDUSTRIES

The Issued and subscribed equity share capital of Deep Industries as on the date of the Report is INR 320.0 million consisting of 32,000,000 equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Sr. No.	Shareholder	Percentage
1.	Promoter Group	63.5%
2.	Non-promoter Group	36.5%
	<b>Total</b>	<b>100.0%</b>





## Walker Chandniok & Co LLP

### RESULTING COMPANY

The capital structure of the Resulting Company as desired by the Management is equal to that of the capital structure of Deep Industries.

Upon Scheme becoming effective, the proposed issued and subscribed equity share capital of the Resulting Company would be INR 320.0 million consisting of 32,000,000 equity shares of face value of INR 10 each. The desired shareholding pattern is as follows:

Sr. No.	Shareholder	Percentage
1.	Promoter Group	63.5%
2.	Non-promoter Group	36.5%
	<b>Total</b>	<b>100.0%</b>

### BASIS OF SHARE ENTITLEMENT RATIO

As per the Draft Scheme, we understand that upon the Draft Scheme becoming effective and upon the issue of shares by Resulting Company to the shareholders of Deep Industries, the existing equity shares of the Resulting Company shall, without any application or deed, stand cancelled without any payment.

Once the Scheme is implemented, all the shareholders of Deep Industries would also become the shareholders of the Resulting Company, and their shareholding in the Resulting Company would mirror their shareholding in Deep Industries.

The effect of the demerger is that each shareholder of Deep Industries becomes the owner of shares in two companies instead of one. No shareholder is, under the Scheme, required to dispose off any part of his shareholding either to any of the other shareholders or in the market or otherwise. The Scheme does not envisage dilution of holding of any one or more shareholders as a result of the operation of the Scheme. Post Demerger, the percentage holding of a shareholder in the Resulting Company and in Deep Industries would remain unchanged from the proportion of capital held by such shareholder in Deep Industries.

Considering that the shareholders of Deep Industries shall hold shares in the Resulting Company in the same proportion as in Deep Industries, the proposed demerger of Oil and Gas Services Business of Deep Industries to the Resulting Entity will be value-neutral to shareholders of Deep Industries.







## Walker Chandniok & Co LLP

In view of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the Share Entitlement Ratio for the Proposed Demerger as follows:

For every 1 (One) equity share of Deep Industries (of face value INR 10/- each fully paid up); issue of 1 (One) equity share of the Resulting Company (of face value INR 10/- each fully paid up) for the demerger and vesting of Oil and Gas Services Business in to the Resulting Company.

The above recommended Share Entitlement Ratio is arrived at by considering the capital structure as desired by the Management.

Respectfully submitted,  
For **Walker Chandniok & Co LLP**  
Chartered Accountants  
ICAI Firm Registration No: 001076N/ N500013

**Huneed Contractor**  
Partner  
Membership No: 41456  
Date: 25 May 2018





## Walker ChandioK &amp; Co LLP

**Annexure 1: Fair Entitlement Ratio recommended by Walker ChandioK & Co.**

As the proposed capital structure of the Resulting Company is as desired by the Management and considering the fact that the shareholding of the shareholders of Deep Industries in the Resulting Company would mirror their shareholding in Deep Industries, there is no requirement of undertaking valuation exercise for determining Share Entitlement Ratio. Hence, we have not carried out valuation of the Oil and Gas Services Business.

Valuation Approach	Equity Value in INR Million	Weight
Cost Approach	NA	NA
Income Approach	NA	NA
<u>Market Approach:</u>		
<i>Market Price Method</i>	NA	NA
<i>Comparable Companies Multiple Method</i>	NA	NA

NA= Not Applicable/Adopted

**Entitlement Ratio –**

1 (One) equity share of the Resulting Company of INR 10 each fully paid up for every 1 (One) equity share of Deep Industries of INR 10 each fully paid up.





REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DEEP INDUSTRIES LIMITED IN ITS MEETING HELD ON 26MAY 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:

1. Background
  - 1.1 The proposed Scheme of Arrangement between Deep Industries Limited (“Demerged Company”) and Deep CH4 Limited (“Resulting Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of Deep Industries Limited vide resolution dated 26<sup>th</sup> May 2018. As per the provisions of Sections 230 to 232 of the Companies Act, 2013, governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of the Scheme on equity shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.
  - 1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
  - 1.3 The proposed scheme involves demerger of Oil and Gas Services Undertaking from Deep Industries Limited into Deep CH4 Limited.
  - 1.4 The following documents were placed before the Board:
    - 1.4.1 Draft Scheme of Arrangement duly initiated by the Company Secretary for the purpose of identification;
    - 1.4.2 Report of the Audit Committee of the Board of Directors dated 26 May 2018;
    - 1.4.3 Certificate dated 25 May 2018 issued by Walker Chandiook & Co. LLP, Chartered Accountants on share entitlement ratio
2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Creditors, Employees and KMPs of Deep Industries Limited
  - 2.1 Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of Deep Industries Limited.
  - 2.2 The rights of the creditors of Deep Industries Limited shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned. There are no debenture-holders in Deep Industries Limited as on date and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.
  - 2.3 As on date, Deep Industries Limited has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.
  - 2.4 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
  - 2.5 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.



- 2.6 None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Demerged Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Resulting Company and/or to the extent that the relatives of the said directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.
3. Share Entitlement Ratio
- 3.1 Walker Chandio& Co LLP, Independent Chartered Accountants, have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that considering that upon the Scheme becoming effective, the shareholders of the Demerged Company shall hold shares in the Resulting Company in the same proportion as in the Demerged Company, the proposed demerger of Oil and Gas Services Business of the Demerged Company to the Resulting Company will be value-neutral to the shareholders of the Demerged Company. Considering the same, the report recommended share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for every one equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company.
- 3.2 Based on the report of Walker Chandio& Co LLP, the Board of Directors approved the share entitlement ratio as under:  
Pursuant to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of the Demerged Company to the Resulting Company, each shareholder of the Demerged Company shall be issued 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share held by such shareholder in the Demerged Company.
- 3.3 No special valuation difficulties were reported by the Valuer.

By Order of the Board,  
For Deep Industries Limited ,

Paras Savla, Director  
DIN:00145639

Date: 26<sup>th</sup> May, 2018



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DEEP CH4 LIMITED IN ITS MEETING HELD ON 26 MAY 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:

1. Background
  - 1.1 The proposed Scheme of Arrangement between Deep Industries Limited (“Demerged Company”) and Deep CH4 Limited (“Resulting Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of Deep CH4 Limited vide resolution dated 26<sup>th</sup> May 2018. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013, governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on equity shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.
  - 1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
  - 1.3 The proposed scheme involves demerger of Oil and Gas Services Undertaking from Deep Industries Limited into Deep CH4 Limited.
  - 1.4 The following documents were placed before the Board:
    - 1.4.1 Draft Scheme of Arrangement;
    - 1.4.2 Certificate dated 25 May 2018 issued by Walker Chandio& Co. LLP, Chartered Accountants on share entitlement ratio
2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Creditors, Employees and KMPs of Deep CH4 Limited
  - 2.1 Pursuant to the scheme, the Resulting Company shall issue to each shareholder (promoter as well as non-promoter equity shareholders) of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.
  - 2.2 As on date, Deep CH4 Limited has no outstanding creditors, debentures, Public Deposits and therefore, the question of effect of the Scheme on any such creditors, debenture-holders, debenture trustee, Public Depositor or Deposit Trustee does not arise.
  - 2.3 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
  - 2.4 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.



- 2.5 None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Resulting Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Demerged Company and/or to the extent that the relatives of the said directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.
3. Share Entitlement Ratio
- 3.1 Walker Chandiook & Co LLP, Independent Chartered Accountants, have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that considering that upon the Scheme becoming effective, the shareholders of the Demerged Company shall hold shares in the Resulting Company in the same proportion as in the Demerged Company, the proposed demerger of Oil and Gas Services Business of the Demerged Company to the Resulting Company will be value-neutral to the shareholders of the Demerged Company. Considering the same, the report recommended share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for every one equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company.
- 3.2 Based on the report of Walker Chandiook & Co LLP, the Board of Directors approved the share entitlement ratio as under:  
Pursuant to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of the Demerged Company to the Resulting Company, each shareholder of the Demerged Company shall be issued 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share held by such shareholder in the Demerged Company.
- 3.3 No special valuation difficulties were reported by the Valuer.

By Order of the Board,  
For Deep CH4 Limited ,

Paras Savla, Director  
DIN:00145639

Date: 26<sup>th</sup> May, 2018



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
C A (CAA) NO. 103 OF 2018

In the matter of the Companies Act, 2013;
And
In the matter of Sections 230 to 232 read with Section 66
and other applicable provisions of the Companies Act,
2013;
And
In the matter of Scheme of Arrangement between Deep
Industries Limited and Deep CH4 Limited and their
respective shareholders and creditors

Deep Industries Limited
CIN: L63090GJ1991PLC014833
A company incorporated under the provisions of the
Companies Act, 1956 and having its registered office at 12A
& 14, Abhishree Corporate Park, AmbliBopal Road, Ambli,
Ahmedabad – 380058 in the state of Gujarat
... Applicant De-merged Company

FORM OF PROXY

Name of the member(s):
Registered address:
E-mail ID:
Reg. Folio No. / Client ID:
DP ID No.:

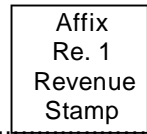
I, the undersigned, the Equity Shareholder of Deep Industries Limited, do hereby appoint Mr./Ms. ....and failing
him/her ..... Of as my Proxy to act for me at the meeting of the Equity Shareholders of the Applicant Company
to be held on Tuesday, the 30th day of October 2018 at 11.30a.m., at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G.
Road, Nr. Ashok Vatika, Ahmedabad- 380 058 in the state of Gujarat; for the purpose of considering, and if thought fit,
approving, with or without modification(s), the said Scheme of Arrangement between Deep Industries Limited and Deep CH4
Limited, as proposed between the company and its Shareholders (the "Scheme of Arrangement"), and at such meeting and
any adjournment/adjournments thereof, to vote, for me and in my name ..... (here, "if for" insert "for", "if
against" insert "against" and in the latter case, strike out the words below after "Scheme") the said Scheme either with or
without modification(s) as my proxy may approve.

Dated this ..... day of .....2018

Signature .....

Name:.....

Address:.....



Notes:

- 1. The proxy must be deposited at the registered office of Deep Industries Limited at 12A and 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India, at least 48 (forty eight) hours before the scheduled time
of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be an Equity Shareholder of Deep Industries Limited.
6. No person shall be appointed as a proxy who is a minor.
7. The proxy of an Equity Shareholder blind or incapable of writing would be accepted if such Equity Shareholder has
attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and
address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have
certified at the foot of proxy that all such insertions have been made by him at the request and in the presence of the
Equity Shareholder before he attached his signature or mark.
8. The proxy of an Equity Shareholder who does not know English would be accepted if it is executed in the manner
prescribed in point no. 7 above and the witness certifies that it was explained to the Equity Shareholder in the language
known to him, and gives the Equity Shareholder's name in English below the signature.







DEEP INDUSTRIES LIMITED  
CIN: L63090GJ1991PLC014833

Registered Office: 12A&14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Tel(02717)298510 Fax(02717)298520 Website:[www.deepindustries.com](http://www.deepindustries.com) E-mail:[info@deepindustries.com](mailto:info@deepindustries.com)

ATTENDANCE SLIP

Equity Shareholder – October 30, 2018

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares		For Physical Shares	
DPID*:		REGD FOLIO NO.	
Client ID*:		No. of Shares held:	

Fullname of the member attending: \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the meeting convened for equity shareholders of Deep Industries Limited pursuant to the directions of National Company Law Tribunal, Bench at Ahmedabad being held at Hotel Planet Landmark, Ambli Bopal Road, Off .S.G. Road, Nr .Ashok Vatika, Ahmedabad-380058, on Tuesday, 30th October, 2018 at 11:30 a.m.

\_\_\_\_\_  
Member's/Proxy's Signature  
(To be signed at the time of handing over the slip)

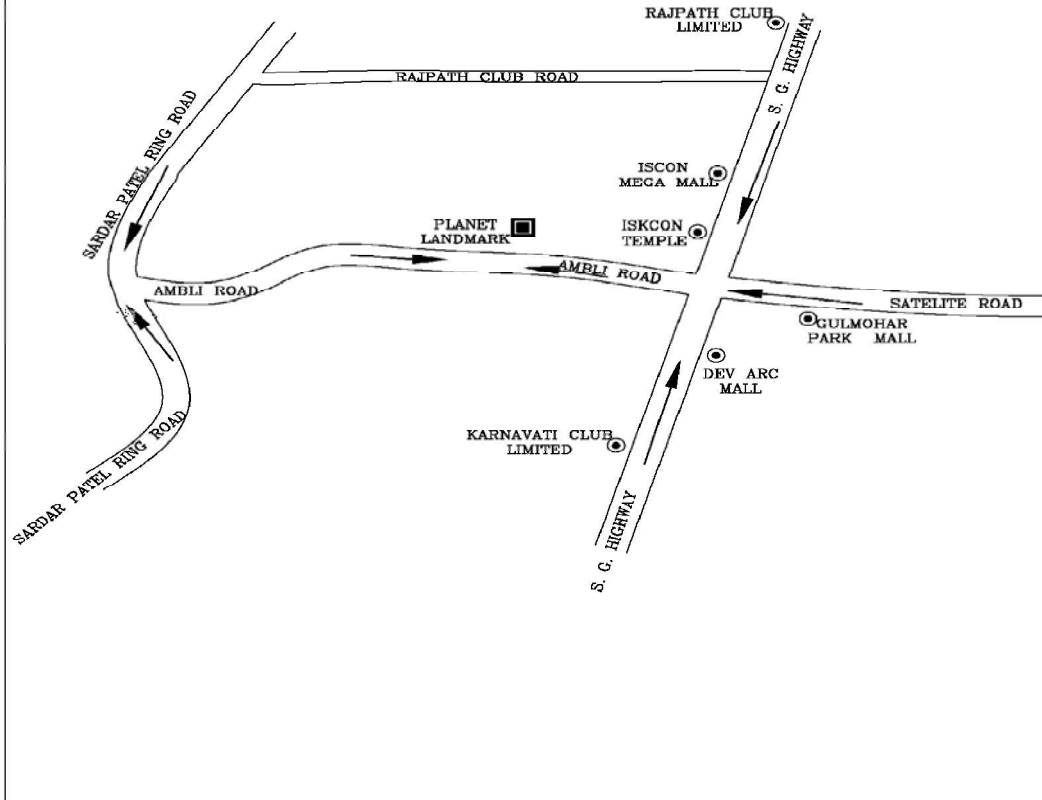
Notes:

1. Equity Shareholders attending the meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Equity Shareholders who come to attend the meeting are requested to bring their copy of the Scheme with them.
3. Equity Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
4. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of Deep Industries Limited in respect of such joint holding will be entitled to vote.



ROUTE MAP OF VENUE OF THE MEETING

HOTEL PLANET LANDMARK  
AMBLI BOPAL ROAD,  
AHMEDABAD,  
GUJARAT, INDIA.





## DEEP INDUSTRIES LIMITED

Regd. Office: 12A &amp; 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058.

Dist : Ahmedabad, Gujarat, India.

Tel: 02717 - 298510, Fax: 02717 – 298520, Website: www.deepindustries.com, CIN: L63090GJ1991PLC014833

## POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the company)

Serial No.: \_\_\_\_\_

1 Name &amp; Address of sole / first share holder: \_\_\_\_\_

2 Name of Joint Shareholder(s) \_\_\_\_\_

3 Registered Folio No. / DP ID No. &amp; Client ID No. \_\_\_\_\_

4. I / We hereby exercise my / our vote in respect of the Resolution to be passed for the business stated in the accompanying notice dated 24 September 2018 for meeting of equity shareholders of Deep Industries Limited, as directed by the National Company Law Tribunal, Ahmedabad bench, on Tuesday, 30<sup>th</sup> October 2018 at 11:30 am at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380 058 in the state of Gujarat by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No	Description	No. of Shares	I/ We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Resolution approving Scheme of Arrangement in the nature of demerger of Oil and Gas Services Undertaking of Deep Industries into Deep CH4 Limited and their respective shareholders and creditors under section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

## ELECTRONIC VOTING PARTICULARS

EVS No 180925011 (Electronic Voting Event No.)	User ID	Password / PIN

## Notes:

1. If voting rights are exercised electronically, there is no need to use this form. Please read the instructions printed overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice dated September 2018 for convening the meeting.
2. Last date of exercise of Postal Ballot and e-voting is Monday 29<sup>th</sup> October, 2018.



## INSTRUCTIONS

1. The Ahmedabad Bench of the Hon ble National Company Law Tribunal (NCLT), vide its Order dated September 19, 2018, has directed that a Meeting of the Equity Shareholders of the Applicant Company shall be convened and held at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380 058, Gujarat India on Tuesday, October 30, 2018 at 11:30 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangements embodied in the Scheme of Arrangement.
2. Pursuant to Sections 230 to 232 read with Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated September 24, 2018 is being additionally sought through Postal Ballot process/remote e-voting as per the directions of NCLT.
3. E-VOTING: The Company is pleased to provide remote e-voting facility as an alternative for the Members to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through remote e-voting facility, he/she need not send a physical Postal Ballot Form. If a Member votes through remote e-voting facility as well as sends his/her vote through physical vote, vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to remote e-voting.
4. The voting period for Postal Ballot and remote E-voting shall commence on and from Sunday, September 30, 2018 at 09:00 a.m. IST and ends on Monday, October 29, 2018 at 05:00 p.m. IST (inclusive of both the days).
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Monday, October 29, 2018 at 05:00 p.m. IST. Postal Ballot Forms received thereafter will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for voting on the resolution.
6. A member desiring to exercise vote by remote e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed in the Notice, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer at Premnarayan Tripathi, 1449/1, 1st Floor, RMG House, Mithakhali Gam, Navrangpura, Ahmedabad – 380006, Gujarat, India, on or before 5:00 p.m. on October 29, 2018. The Postal Ballot Forms received after 5:00 p.m. on October 29, 2018 will be treated as if the reply from the member has not been received.
7. Please convey your assent in column “FOR” or dissent in the column “AGAINST” by placing a tick (“”) mark in the appropriate column in the Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
8. Voting by Postal Ballot, in physical form or remote e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy. Shareholders can opt only one mode for voting i.e. Physical Ballot by way of Postal Ballot Form or Poll exercised at the meeting or by remote e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered. Members who have cast their votes by remote e-voting or by Postal Ballot can attend the meeting.
9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid business reply envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the self-addressed postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only.
10. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the National Company Law Tribunal.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.



12. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
13. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column. A member need not use all his/her votes.
14. Shareholders are requested not to send any paper (other than the resolution/authority/POA) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
15. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
16. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date and time for voting. On receipt of the duplicate Postal Ballot Form, the original will be rejected. Members desirous of obtaining a printed duplicate Postal Ballot Form, may write to the Company or to Link Intime India Private Ltd., the Registrar and Share Transfer Agent, at 506-508, Amarnath Business Centre -1 (ABC – 1), Besides Gala Business Centre, Near St. Xaviers College Corner, Opp. CG Road, Ahmedabad - 380009. The Registrar and Share Transfer Agent shall then forward the duplicate Postal Ballot Form along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the last date and time specified above.
17. The proposed Scheme of Arrangement, if assented by majority of persons representing three-fourth in value of those members who have voted either by Postal Ballot or remote e-voting or voting by Poll at the Meeting, shall be considered as passed on the date of the Meeting i.e. October 30, 2018. The result of the voting on the resolution will be declared on or before November 2, 2018.
18. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
19. Any query in relation to the resolution may be sent to: [cs@deepindustries.com](mailto:cs@deepindustries.com).

Through Courier



## DEEP INDUSTRIES LIMITED

Registered Office :

12A &14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058

Tel (02717) 298510 Fax (02717) 298520

CIN: L63090GJ1991PLC014833

E-mail: [info@deepindustries.com](mailto:info@deepindustries.com) Website: [www.deepindustries.com](http://www.deepindustries.com)



**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

**MEETING OF THE SECURED CREDITORS OF  
DEEP INDUSTRIES LIMITED**

**PURSUANT TO THE DIRECTIONS OF NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT AHMEDABAD**

**NOTICE TO SECURED CREDITORS**

<b>Day</b>	Tuesday
<b>Date</b>	October 30, 2018
<b>Time</b>	10.00 a.m. (IST)
<b>Venue</b>	12A and 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad- 380 058 in the state of Gujarat

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**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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
C A (CAA) NO.103 OF 2018

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section  
66 and other applicable provisions of the Companies  
Act, 2013;

And

In the matter of Scheme of Arrangement between Deep  
Industries Limited and Deep CH4 Limited and their  
respective shareholders and creditors

**Deep Industries Limited**

CIN: L63090GJ1991PLC014833

A company incorporated under the provisions of the Companies  
Act, 1956 and having its registered office at 12A & 14,  
Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058 in the state of Gujarat ...

Applicant De-merged Company

**NOTICE CONVENING MEETING OF THE SECURED CREDITORS OF  
DEEP INDUSTRIES LIMITED**

To,  
The Secured Creditors of Deep Industries Limited.

Notice is hereby given that by an order dated 19<sup>th</sup> September, 2018, the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the secured Creditors of the Applicant Company on 30 October 2018 at 10.00 a.m. at the registered office of the Company at 12A and 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement in the nature of De-merger of Oil and Gas Services Undertaking of Deep Industries Limited into Deep CH4 Limited, as proposed between the companies and their respective Shareholders and Creditors.

TAKE FURTHER NOTICE that persons entitled to attend and vote at the Meeting may vote in person or through authorized representative or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at Ahmedabad not later than 48 hours before the scheduled time of the commencement of the Meeting of the Secured Creditors of the Applicant Company. Forms of proxy can also be obtained from the registered office of the Applicant Company.

Copies of the Scheme of Arrangement and of the Explanatory Statement under sections 230, 232(2) and 102 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company and/or at the office of the Advocate Mrs. Swati Soparkar at 301, Shivalik 10, Opp. SBI Zonal Office, Near Excise Chowky, S. M. Road, Ahmedabad 380 015, Gujarat.

NCLT has appointed Mr. Dhananjay Trivedi, a practicing Chartered Accountant and/or failing him, Mr. Jayesh M. Shah, a practicing Chartered Accountant, and/or failing him Mr. Kirit Joshi, the Independent Director of the Applicant Company as Chairman of the said Meeting including any adjournment thereof.

**TAKE FURTHER NOTICE** that copy of the Scheme, Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and other annexures as stated in the Index are enclosed herewith. Copies of the Scheme and the Explanatory Statement can be obtained free of charge at the registered office of the Company.

The Scheme of Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.



Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Ahmedabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Ahmedabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited, placed before this meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Ahmedabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Dated this 24th Day of September, 2018

Place : Ahmedabad

Dhananjay Trivedi  
**Chairman appointed for the Meeting**

**Registered Office:**

12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli, Ahmedabad –  
380058 in the state of Gujarat  
(CIN: L63090GJ1991PLC014833)



**Notes:**

1. A secured creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Proxies in order to be effective must be deposited at the registered office of the company not less than 48 (forty-eight) hours before the meeting.
2. All alterations made in the Form of Proxy should be initialled. The form of proxy can be obtained free of charge from the registered office or corporate office of the Company or office of Advocate Mrs. Swati Soparkar.
3. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a secured creditor would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
4. Corporate creditors intending to send their authorised representative(s) to attend the Meeting are requested to send a duly certified copy of the resolution passed by the Board of Directors or other Governing Body, authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Secured Creditor or his/her Proxy is requested to bring the copy of this Notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the venue of the Meeting.
6. The Notice, together with the documents accompanying the same, is being sent to all the secured creditors as on August 30, 2018. The Notice along with other documents will be displayed on the website of the Company at <http://www.deepindustries.com/Pages/Scheme%20of%20Arrangement%20in%20the%20nature%20of%20Demerger%20and%20reduction%20of%20capital.aspx>.
7. The quorum of the Meeting shall be 3 (three) secured creditors present in person.
8. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the secured creditors of the Company, voting in person or by proxy agree to the Scheme.
9. As directed by the Hon'ble Tribunal, Shri Premnarayan Tripathi (Membership No. F8851), Practicing Company Secretary, shall act as scrutinizer to scrutinize votes cast at the venue of the Meeting and shall submit a report on votes cast to the Chairman of the Meeting or to the person so authorised by him within 48 (forty eight) hours from the conclusion of the Meeting. The scrutinizer will submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the secured creditors of the Applicant Company at the venue of the meeting. The scrutinizer's decision on the validity of the votes shall be final.
10. The results of votes cast at the venue of the meeting will be announced on or before 2 November 2018, upon receipt of scrutinizer's report and same shall be displayed on the website of the Company at [www.deepindustries.com](http://www.deepindustries.com).
11. An advertisement about convening the Meeting will be published in English daily "Indian Express" Ahmedabad Edition and Gujarati translation thereof in Gujarati daily "Sandesh" Ahmedabad Edition.



IN THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

COMPANY APPLICATION NO. CA (CAA) NO. 103/NCLT/AHM/2018

IN THE MATTER OF SECTION 230 TO 232 READ WITH SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN DEEP INDUSTRIES LIMITED AND DEEP CH4 LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**Deep Industries Limited.**

A company incorporated under the Companies Act, 2013 and having its registered office at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat .....Applicant Demerged Company

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the order dated 19<sup>th</sup> September 2018 passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ("**NCLT**"), in the above-mentioned Company Application no. 103 of 2018 (the "**Order**"), separate meetings of the Equity Shareholders and Unsecured Creditors of Deep Industries Limited, the Demerged Company are being convened and held at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G.Road, Nr. Ashok Vatika, Ahmedabad – 380058, in the state of Gujarat, on the 30<sup>th</sup> day of October, 2018 respectively at 11.30 a.m. and 2:00 pm; meeting of the Secured Creditors of Deep Industries Limited, the Demerged Company is being convened and held on the same day i.e. 30<sup>th</sup> day of October, 2018 at 10.00 a.m. at the registered office of the company at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad 380058 in the state of Gujarat for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement, inter alia, in the nature of demerger of Oil and Gas Services Undertaking ("**Demerged Undertaking**") from the Company to Deep CH4 Limited ("**Resulting Company**") and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").
2. In terms of the said Order, the quorum for the said meeting for Equity Shareholders shall be 30 (Thirty) equity shareholders of the Company, present in person, as prescribed by the National Company Law Tribunal, Bench, at Ahmedabad. The Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Demerged Company, as the case may be, voting in person or by proxy or by postal ballot (which includes e-voting), agree to the Scheme. Quorum for the meetings of Secured Creditors and Unsecured Creditors is prescribed as 3 (Three) and 15 (Fifteen) respectively.
3. Further in terms of the said Order, NCLT has appointed Mr. Dhananjay Trivedi, an Independent Practicing Chartered Accountant and failing him Mr. Jayesh M Shah, an Independent Practicing Chartered Accountant and failing him Mr. Kirit Joshi, an Independent Director of the Applicant Demerged Company as the Chairman of all the meetings including for any adjournment or adjournments thereof.
4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules").
5. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Demerged Company, as the case may be, voting in person or by proxy or by postal ballot (which includes e-voting), agree to the Scheme. Similarly, in case of both the Secured and Unsecured Creditors, approval from the majority of persons representing three fourths in value of the creditors, or class of creditors, of the Demerged Company, as the case may be, voting in person or by proxy is required.
6. In addition, the Applicant Company is seeking the approval of its unsecured to the Scheme by way of voting through postal ballot and e-voting. Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 ("**SEBI Circular**") issued by the Securities and Exchange Board of India ("**SEBI**"), inter alia, provides that approval of Public Shareholders of the Applicant Company to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since, the Applicant Company is seeking the approval of its unsecured (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, this notice will be deemed (i) to be issued in accordance with the provisions of the Companies Act; and (ii) to be the notice sent to the Public Shareholders of the Applicant Company in accordance with the SEBI Circular. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.



## 1. Background of the Demerged Company

- (a) Deep Industries Limited, the Demerged Company was incorporated on January 1, 1991 in the name and style of Deep Roadways Private Limited under the provisions of Companies Act, 1956 with the Office of Registrar of Companies, Gujarat. Subsequently, the name was changed to Deep Industries Private Limited and the word Private was deleted by virtue of the company being a Deemed Public Limited Company under the provisions of section 43A(1B) of the Companies Act, 1956 on 6th February, 1997. The Company became a Public Limited Company with effect from 2nd May, 2002 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep Industries Limited on 2<sup>nd</sup> May, 2002. The registered office of the company is situated at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat.
- (b) The company has business interest in air and natural gas compression services, gas dehydration, work over and drilling rig services as well as oil and gas exploration and production.
- (c) Corporate Identity Number (CIN): L63090GJ1991PLC014833
- (d) Permanent Account Number (PAN):AAACD6915E
- (e) Registered Office and e-mail address: 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India  
E-mail address: cs@deepindustries.com
- (f) The equity shares of the Demerged Company are listed on BSE Limited and the National Stock Exchange of India Limited.
- (g) Names of the promoters and directors along with their addresses:

## Details of Promoter and Promoter Group

Name of the Promoter	Address
Dharen Shantilal Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Priti Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Mita Manoj Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Avani Dharen Savla	35/36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Manoj Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Paras Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Prabhaven Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Prabhaven Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Rupesh Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Shail M Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shantilal Murjibhai Savla	35/36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shital Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Aarav Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Adinath Exim Resources Ltd.	12A, 3 <sup>rd</sup> Floor, Abhishree Corporate Park, Bopal Ambli Road, Ambli, Ahmedabad – 380058
Shantilal Savla Family Trust	12A, 3 <sup>rd</sup> Floor, Abhishree Corporate Park, Bopal Ambli Road, Ambli, Ahmedabad – 380058
Rupesh Savla Family Trust	11, Vikram Mansion, Plot No. 449, Mahila Ashram Road, King Circle, Matunga, Mumbai – 400019, Maharashtra



## Details of Directors

Name of the Director	Designation	DIN	Address
Hemendrakumar Chamanlal Shah	Additional Director	00077654	F/701, Tulip Citadel, Opp. Esic Staff Quarters, Shreyas Tekra, Ambawadi, Ahmedabad – 380015
Rupeshbhai Kantilal Savla	Managing Director	00126303	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Parasbhai Shantilal Savla	Chairman and Managing Director	00145639	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Arun Narayan Mandke	Director	00587604	C2-102, Simplicity Autade, Handewadi, Autadwadi, Handewadi, Phursungi Haveli, Pune – 412308
Kirit Vaikunthrava Joshi	Director	05316488	501, Prasad Tower, Near Nehrunagar Circle Ambawadi, Ahmedabad – 380015
Renuka Anjanikumar Upadhay	Director	07148637	A-504, Safal Parisar-2, Bopal, Ahmedabad – 380058

(h) The main objects of the Demerged Company as set out in its Memorandum of Association are as follows:

“To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the commoncarriers.”

(i) The Share Capital of the Demerged Company as on 31 March 2018 is as follows:

Particulars	INR
Authorized Share Capital	
5,42,66,340 equity shares of INR 10 each	54,26,63,400
50,00,000 preference shares of INR 10 each	5,00,00,000
Total	59,26,63,400
Issued, Subscribed and Paid Up Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000

Subsequent to the above date, there has not been any change in the share capital of the Demerged Company.

## 2. Background of the Resulting Company

- Deep CH4 Limited, the Resulting Company, is a company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November 2006 under the name and style of Deep CH4 Private Limited having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat. The Resulting Company became a Public Limited Company with effect from 11th June, 2018 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep CH4 Limited on 11<sup>th</sup> June, 2018.
- The Resulting Company has been incorporated with an objective to carry on the business of prospecting, exploring, developing, opening and working mines, drilling and to pump, refine, raise, dig and quarry coal bed methane, minerals and gases such as methane gas.
- Corporate Identity Number (CIN): U14292GJ2006PLC049371
- Permanent Account Number (PAN): AACCD5657K



- (e) Registered Office and e-mail address: 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India  
E-mail address: deepch4ltd@yahoo.com

- (f) Names of the promoters and directors along with their addresses:

Details of Promoters and Promoter Group

Name of the Promoter	Address
Paras Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Rupesh Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Dharen Shantilal Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Priti Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Avani Dharen Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shital Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Shail M Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shanil Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058

Details of Directors

Name of the Director	Designation	DIN	Address
Rupeshbhai Kantilal Savla	Director	00126303	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Dharen Shantilal Savla	Additional Director	00145587	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Parasbhai Shantilal Savla	Director	00145639	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058

- (g) The Share Capital of the Resulting Company as on 31 March 2018 is as follows:

Particulars	INR
Authorized Share Capital	
66,000 equity shares of INR 10 each	6,60,000
Total	6,60,000
Issued, Subscribed and Paid-up Capital	
66,000 equity shares of INR 10 each	6,60,000
Total	6,60,000

Subsequent to the above date, there has not been any change in the share capital of the Resulting Company.

3. Corporate Approvals:

The proposed Scheme was placed before the Audit Committee of the Demerged Company at its meeting held on 26<sup>th</sup> May, 2018. The Audit Committee of the Demerged Company took into account the Draft Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors in accordance with the provisions of section 230 to 232 read with section 66 of the Companies Act, 2013, Certification obtained from the Statutory Auditor of the Demerged Company confirming that the accounting treatment in the Scheme is in conformity with the applicable accounting treatment prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India and the Audited financial statements of the Demerged Company and the Resulting Company for the last 3 years. The Audit Committee of the Demerged Company based on the aforesaid, inter alia, recommended the Scheme to the Board of Directors of the Demerged Company.

The Board of Directors of the Demerged Company (after taking on record the recommendations of the Audit Committee), and the Resulting Company at their respective Board Meeting held on 26<sup>th</sup> May, 2018 had approved the proposed Scheme of Arrangement.



A copy of the Scheme setting out in detail the terms and conditions of the arrangement approved by Board of Directors of the Demerged Company and the Resulting Company at their respective Board Meeting is annexed to this Notice as Annexure 1 and forms part of this statement.

Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolution:

a) Demerged Company

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Hemendrakumar Chamanlal Shah*	Additional Director	-	-	-
Rupeshbhai Kantilal Savla	Managing Director	Yes	-	-
Parasbhai Shantilal Savla	Chairman and Managing Director	Yes	-	-
Arun Narayan Mandke	Director	Yes	-	-
Kirit Vaikunthra Joshi	Director	Yes	-	-
Renuka Anjanikumar Upadhay	Director	Yes	-	-
Prem Singh Mangatsingh Sawhney**	Non-Executive and Non-Independent Director	Yes	-	-
Sanjay Harkishandas Parekh***	Non-Executive and Independent Director	-	-	Yes
Dharen Shantilal Savla****	Whote-time Director	-	-	Yes

\* Mr. Hemendrakumar Chamanlal Shah was appointed with effect from 26<sup>th</sup> June 2018.

\*\* Mr. Prem Singh Mangatsingh Sawhney resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

\*\*\* Mr. Sanjay Harkishandas Parekh was absent at the time of meeting and later resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

\*\*\*\* Mr. Dharen Shantilal Savla was absent at the time of meeting and later resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

b) Resulting Company

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Rupeshbhai Kantilal Savla	Director	Yes	-	-
Dharen Shantilal Savla	Additional Director	Yes	-	-
Parasbhai Shantilal Savla	Director	Yes	-	-

4. Rationale of the Scheme:

All the companies belong to the same group of management. The Demerged Company primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) Oil and Gas Exploration and Production. In order to lend greater / enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep Industries Limited to Deep CH4 Limited. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.

It is envisaged that the proposed demerger would result in the following advantages:

- To enable greater / enhanced focus of the management in the Oil and Gas Services business and facilitate to efficiently exploit opportunities for the said business.
- It is believed that the proposed demerger will result in unlocking the true value of Oil and Gas Services business thereby creating enhanced value for shareholders.





- To provide scope for independent collaboration and expansion for each of the businesses as well as attracting investors and provide flexibility in accessing capital for each of the businesses carried on by Demerged Company.

## 5. Salient Features of the Scheme:

The material provisions of the proposed Scheme of Arrangement as under:

### 1. "DEFINITIONS

- "Appointed Date" means the 1<sup>st</sup> day of April, 2017.
- "Effective Date" means the last of the date on which the conditions specified in the Scheme are fulfilled with respect to the Scheme. References in the Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme being effective" shall mean the Effective Date.
- "Oil and Gas Services Undertaking" means all the businesses, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Oil and Gas Services Business and shall include (without limitation):
  - (a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Oil and Gas Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
  - (b) all assets, as are movable in nature pertaining to and in relation to the Oil and Gas Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, CENVAT credits, value added/sales tax/entry tax/goods and service tax credits or set-offs, advance tax, tax deducted at source and tax refunds;
  - (c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Oil and Gas Services Business and undertaking constituting participating interest in Coal Bed Methane Block SR-CBM-2005/III located at Singrauli, Madhya Pradesh, India and its related assets and liabilities;
  - (d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Oil and Gas Services Business;
  - (e) all applications (including hardware, software, licenses, source codes, and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Oil and Gas Services Business;
  - (f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging



to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company pertaining to or in connection with or relating to Demerged Company in respect of the Oil and Gas Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and pertaining to the Oil and Gas Services Business;

- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Oil and Gas Services Business;
- (h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of Demerged Company pertaining to the Oil and Gas Services Business and/or arising out of and/or relatable to the Oil and Gas Services Business including:
  - the debts, liabilities, duties and obligations of Demerged Company which arises out of the activities or operations of the Oil and Gas Services Business;
  - specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the Oil and Gas Services Business;
  - in cases other than those referred to in sub-clause i. or sub-clause ii. above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Effective Date;
- (i) all employees of Demerged Company employed/engaged in the Oil and Gas Services Business as on the Effective Date; and
- (j) all legal or other proceedings of whatsoever nature that pertain to the Oil and Gas Services Business.

It is clarified that the question of whether a specified asset or liability or employee or legal proceeding pertains to the Oil and Gas Services Undertaking or arises out of the activities or operations of Oil and Gas Services Undertaking shall be decided by the Board of the Demerged Company

- "Remaining Business" means all the undertakings, businesses, activities, operations, assets and liabilities of Demerged Company other than those comprised in the Oil and Gas Services Undertaking;
- "Scheme" means this scheme of arrangement, with or without any modification, approved or imposed or directed by the Tribunal.
- "Tribunal" means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction over the Demerged Company and the Resulting Company

#### 4. DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

- 4.1. Upon the Scheme becoming effective and with effect from the opening business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, the Oil and Gas Services Undertaking along with all its assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company and transferred to and be vested in or be deemed to have been vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 4.2. In respect of such of the assets and properties forming part of the Oil and Gas Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company upon coming into effect of this Scheme and shall, ipso facto and without any other order to this effect, become the assets and properties of the Resulting Company with effect from the Appointed Date.
- 4.3. Subject to Clause 4.4 below, with respect to the assets of the Oil and Gas Services Undertaking, other than those referred to in Clause 4.2 above, including all rights, title and interests in the agreements (including agreements for



lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons and essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs with respect to the assets forming part of Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law in favour of Resulting Company.

- 4.4. Without prejudice to the aforesaid, the Oil and Gas Services Undertaking, including all immoveable property, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immovable properties and any other document of title, rights, interest and easements in relation thereto) and all moveable property of the Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, stand transferred to and be vested in the Resulting Company, with effect from Appointed Date without any act or deed to be done or executed by the Demerged Company and/ or the Resulting Company.
- 4.5. Upon the Scheme coming into effect, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relatable to the Oil and Gas Services Undertaking ("Oil and Gas Services Liabilities") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and the Resulting Company shall meet, discharge and satisfy the same. The term "Oil and Gas Services Liabilities" shall include:
  - 4.5.1. the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Oil and Gas Services Undertaking;
  - 4.5.2. the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Oil and Gas Services Undertaking); and
  - 4.5.3. in cases other than those referred to in Clauses 4.5.1 or 4.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Oil and Gas Services Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 4.6. Where any of the Oil and Gas Services Liabilities of Demerged Company as on the Appointed Date have been discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all Oil and Gas Services Liabilities incurred by Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent of their being outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company which shall meet, discharge and satisfy the same.
- 4.7. In so far as any Encumbrance in respect of Oil and Gas Services Liabilities is concerned, upon the Scheme becoming effective, such Encumbrance shall, without any further act, instrument or deed shall be extended to and operate over the assets of the Resulting Company. In so far as the Encumbrance in respect of the loans and other liabilities of Demerged Company relating to the Remaining Business of Demerged Company, if any, are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company only on the assets remaining with Demerged Company.
- 4.8. Upon the Scheme becoming effective, the Resulting Company may, provide guarantee to the Government of India, for an amount not exceeding the limit as prescribed under section 186(2) of the Act, for the purpose of ensuring business continuity of the Demerged Company. It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval to such guarantee arrangement, as required under all the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other Applicable Law, and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the same.
- 4.9. Upon the Scheme coming into effect, for the purpose of satisfying any eligibility criteria including technical and/or financial parameters for participating and qualifying in invitations for expression of interest(s) and/or bid(s) and/or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, either related to oil and natural gas or pertaining to other than oil and natural gas, including related upstream/downstream ventures, in addition to its own technical experience and/or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall have legal capacity, power and authority to claim experience considering works/jobs done in the past and current work in hand with respect to



the Oil and Gas Services Undertaking of the Demerged Company. This shall also include benefit with respect to claim of financial credentials such as turnover, net worth and other financial ratios/parameters etc. and management experience and track record of Demerged Company.

- 4.10. Upon the Scheme coming into effect, taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Oil and Gas Services Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 4.11. Upon the Scheme coming into effect, if the Demerged Company is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Oil and Gas Services Undertaking under any tax laws or Applicable Laws, the Resulting Company shall be entitled as an integral part of the Scheme to claim such unutilised credits, benefit or incentives, as the case may be without any specific approval or permission.
- 4.12. Upon the Scheme becoming effective, subject to clause 4.2 and any other provisions of the Scheme, with respect to any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Oil and Gas Services Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grants, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same, stands transferred to the Resulting Company.
- 4.13. On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company, in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, after the Effective Date, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company

## 7. LEGAL, TAXATION AND OTHER PROCEEDINGS

- 7.1. Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal), by or against Demerged Company and relating to the Oil and Gas Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Resulting Company after the Effective Date. Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against Resulting Company. Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 7.2. If proceedings are taken against Demerged Company in respect of the matters referred to in Clause 7.1 above, it shall defend the same in accordance with the advice of Resulting Company and at the cost of Resulting Company, and the latter shall reimburse and indemnify Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 7.3. Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Each of the Companies shall make relevant applications in that behalf

## 8. CONSIDERATION

- 8.1. Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Oil and Gas Services Undertaking into Resulting Company pursuant to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot, on a proportionate basis to each shareholder of the Demerged Company, 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share of the Demerged Company held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date. The equity shares of the Resulting Company to be issued and allotted as provided in Clause 8.1 shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company and shall rank paripassu in all respects with any existing equity shares of



Resulting Company, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.

- 8.2. In case any shareholder's shareholding in the Demerged Company is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 8.3. The Resulting Company shall, if necessary and to the extent required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme, by following the requisite procedure and on payment of applicable fees and duties and the approval of the members of the Resulting Company to this Scheme shall be deemed to be the approval for such increase in the authorized share capital of the Resulting Company.
- 8.4. The issue and allotment of equity shares as provided in Clause 8.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, pursuant to the aforesaid Clause 8.1.
- 8.5. The issue and allotment of the equity shares as provided in Clause 8.1 shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act and any other Applicable Law have been complied with.
- 8.6. The equity shares issued and/or allotted pursuant to Clause 8.1, in respect of such of the equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.
- 8.7. The equity shares issued pursuant to Clause 8.1, which Resulting Company is unable to allot due to Applicable Laws (including, without limitation, the non-receipt of approvals of Appropriate Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Resulting Company and shall be dealt with in the manner as may be permissible under the Applicable Law and deemed fit by the Board of Directors of Resulting Company including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 8.2 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Demerged Company, in proportion to their entitlements as per the process specified in Clause 8.2 above. If the above cannot be effected for any reason, Resulting Company shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under Applicable Laws. Resulting Company and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.
- 8.8. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Demerged Company, the Board of Directors of Demerged Company shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Demerged Company as if such changes in registered holders were operative as on the Record Date. The Board of Directors of Demerged Company shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Resulting Company on account of difficulties faced in the transition period.
- 8.9. The equity shares issued pursuant to Clause 8.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company. In the event that such notice has not been received by Resulting Company in respect of any of the shareholders of Demerged Company, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any



shareholder do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.

- 8.10. The equity shares issued pursuant to Clause 8.1 shall, in compliance with the Applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Resulting Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 8.1 above.
- 8.11. The equity shares allotted by the Resulting Company in terms of Clause 8.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 8.12. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 8.13. Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable Resulting Company to issue and allot equity shares to the non-resident equity shareholders of Demerged Company. Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares under Clause 8.1 of the Scheme to the non-resident equity shareholders of Demerged Company.

#### 9. ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

Demerged Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 9.1. Upon the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 9.2. Loans and advances, receivables, payables and other dues outstanding between the Oil and Gas Services Undertaking and the Resulting Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf.
- 9.3. The difference, being the excess / shortfall of carrying value of assets over the carrying value of liabilities of the Oil and Gas Services Undertaking shall be debited / credited to Goodwill or Capital Reserve account, as the case may be. The Board of Directors of the Demerged Company in consultation with Statutory Auditors, is authorised to account for such difference in any other manner, if such accounting treatment is considered more appropriate.

#### 10. ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

Resulting Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 10.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company.
- 10.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Oil and Gas Services Undertaking, if any, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 10.3 The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued and allotted under Clause 8.1 above to the members of the Demerged Company. Rupees two hundred ninety will be accounted as Securities Premium in the books of Resulting Company for each equity share issued in accordance with Clause 8.1. The consideration is derived taking into account the intrinsic value of shares to be issued by the resulting Company and accordingly the Securities Premium will form part of consideration under Clause 8.1.
- 10.4 The excess / shortfall of Net Assets transferred from Demerged Company pursuant to Clause 10.1 over the aggregate of face value and securities premium of the equity shares allotted pursuant to Clause 10.1 above after giving effect to inter-company balances as per Clause 10.2 shall be adjusted in Capital Reserve / Goodwill, as the case may be, in compliance with applicable accounting standards / Generally Accepted Accounting Principles.



10.5 Goodwill, if any, recognised in the books of accounts of the Resulting Company as per Clause 10.4 above, will be amortised in accordance with the amortisation policy formulated taking into consideration the Generally Applicable Accounting Principles or may be adjusted against the balance of Securities Premium Account or Capital Reserve Account or General Reserve Account or Profit and Loss Account, as may be decided by the Board of Directors of the Resulting Company.

10.6 To the extent, the balance in Securities Premium Account or Capital Reserve Account is utilised and/or adjusted as per Clause 10.5 above, there shall be reduction of Securities Premium Account or Capital Reserve Account, as the case may be, which shall be effected as an integral part of the Scheme itself and no separate approval shall be required under sections 52 and 66 and other applicable provisions of the Act.

10.7 The Board of Directors of the Resulting Company in consultation with Statutory Auditors, is authorised to adopt any other accounting treatment, if such accounting treatment is considered more appropriate.

For the purpose of this Clause 10, "Net Assets" would mean difference between the carrying value of assets and liabilities.

## 11. TRANSFER OF AUTHORISED SHARE CAPITAL OF THE DEMERGED COMPANY AND AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY AND RESULTING COMPANY

### 11.1 Capital Clause

Upon coming into effect of this Scheme, authorised equity share capital of INR 22,26,63,400 and authorised preference share capital of INR 5,00,00,000 of the Demerged Company shall stand transferred to and get combined with the authorised capital of the Resulting Company without any further act or deed and without any further payment of the stamp duty or the registration fees. The authorised capital so transferred to Resulting Company shall stand reclassified as 2,72,66,340 equity shares of INR 10 each. Accordingly, Clause V of the Memorandum of Association of the Resulting Company shall automatically stand amended so as to read as under:

"The Authorised Share Capital of the Company is Rs. 27,33,23,400 [Rupees Twenty Seven Crore Thirty Three Lakh Twenty Three Thousand Four Hundred Only] divided into 2,73,32,340 [Two Crore Seventy Three Lakh Thirty Two Thousand Three Hundred and Forty] Equity Shares of Rs. 10/- [Rupees Ten Only] each.

Further, Clause V of the Memorandum of Association of the Demerged Company shall automatically stand amended so as to read as under:

The Authorised Share Capital of the Company is Rs.32,00,00,000 [Rupees Thirty Two Crore Only] divided into 3,20,00,000 [Three Crore Twenty Lakh] Equity Shares of Rs.10/- [Rupees Ten Only] each.

### 11.2 Objects Clause

Upon the Scheme coming into effect, the main object of the Demerged Company, as outlined herein below, shall be added to the Main Objects of the Resulting Company and Clause III of the Memorandum of Association of Resulting Company shall stand amended as under:

"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission, agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."

11.3 It is clarified that the approval of the members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval also to the aforesaid alteration of the Memorandum of Association of the Demerged Company and the Resulting Company as mentioned in Clause 11.1 and Clause 11.2 and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their shareholders for such alteration of the Memorandum of Association as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

### 11.4 Change of name

11.4.1 Upon coming into effect of this Scheme, the name of the Demerged Company shall be altered and changed to "Deep Energy Limited" or any other similar name, as considered appropriate by the Board of Directors of the Demerged Company and as approved by the Registrar of Companies.



11.4.2 Further, upon the coming into effect of this Scheme, and subject to clause 11.4.1, the name of the Resulting Company shall be altered and changed to "Deep Industries Limited" or any other similar name as considered appropriate by the Board of Directors of the Resulting Company and as approved by the Registrar of Companies.

11.4.3 It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval, as required under section 13 and other applicable provisions of the Act, also to the alteration and change of the name of the Demerged Company and / or Resulting Company as provided in Clause 11.4.1 and Clause 11.4.2 above and the approval of this Scheme by the Tribunal shall be considered as specific direction from the competent authority as required under Rule 8 of Companies (Incorporation) Rules, 2014. The Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the alteration of the name of the Demerged Company and the Resulting Company as required under sections 13 and other applicable provisions of the Act.

## 12 REDUCTION AND CANCELLATION OF EQUITY SHARES OF THE RESULTING COMPANY

12.1 Upon allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the shareholding pattern of the Demerged Company, the paid up equity share capital of Rs.6,60,000 of the Resulting Company as mentioned in Clause 6 shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. Pursuant to such cancellation of shares, the Resulting Company shall pay an amount not exceeding Rs.6,60,000 to the shareholders of the Resulting Company whose name appear in the register of members of the Resulting Company as on the date of approval of this Scheme by the Board of Directors of the Resulting Company in the proportion of their shareholding on such date.

12.2 The aforesaid reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

12.3 Upon the cancellation of shares as provided in Clause 12.1, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares of Resulting Company that are cancelled pursuant to Clause 12.1.

12.4 The excess of the amount of share capital cancelled over the amount paid to the shareholders as per Clause 12.1 above, if any, shall be credited to Capital Reserve account.

## 13 REMAINING BUSINESS

13.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.

13.2 All legal, taxation and/ or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company.

13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 13.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.

13.4 Up to and including the Effective Date:

- (a) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
- (b) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (c) all assets and properties acquired by Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.





## 14 DIVIDENDS

14.1 The Demerged Company and Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2018 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.

14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and/ or the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and/ or the Resulting Company, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and/ or the Resulting Company as the case may be.

12 Observation Letters from BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") dated 29 August, 2018 conveying no objection to the Scheme are enclosed herewith as Annexure 2 and 3 respectively. Complaints Report dated 13 July, 2018 and 2 August, 2018 submitted by the Company to BSE and NSE are enclosed herewith as Annexure 4 and 5 .

13 The audited financial statements of the Demerged Company and the Resulting Company for the year ended 31 March 2018 are enclosed as Annexure 6 and 7 respectively.

14 Abridged prospectus including certificate of Nirbhay Capital Services Private Limited, SEBI Registered Merchant Banker, confirming accuracy and adequacy of the information contained therein, as required under the SEBI Circular, is enclosed herewith as Annexure 8.

## 15 Applicability of Valuation Report and Summary of Fairness Opinion

The Applicant Company had obtained a certificate from Dhananjay Trivedi & Associates, Chartered Accountants stating that considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable. The said certificate is enclosed as Annexure 9. Further, the Applicant has obtained a certificate from Nirbhay Capital Services Private Limited, SEBI Registered Merchant Banker stating that the conclusion of Dhananjay Trivedi & Associates, Chartered Accountants that the requirement of valuation report is not applicable for the Scheme pursuant to Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017 is fair. The said certificate is enclosed as Annexure 10 . The Company has also obtained a certificate from Walker Chandio & Co. LLP Independent Chartered Accountants recommending share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for everyone equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company. The share entitlement ratio is based considering that the shareholders of Demerged Company shall hold shares in Resulting Company in the same proportion as in Demerged Company and the proposed demerger will be value neutral to the shareholders of Demerged Company. The said certificate is enclosed as Annexure 11 .

## 16 Amounts due to unsecured creditors as on 30th August, 2018:

Demerged Company		Resulting Company	
Number	Amount	Number	Amount
477	Rs.13.58 crores	-	-

## 17 Effect of the Scheme on various parties

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Demerged Company and the Resulting Company in their meetings held on 26 May 2018 have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoters shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Demerged Company and the Resulting Company are enclosed as Annexure 12 and 13 .

## A. Key Managerial Personnel (KMPs) and Directors

None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Resulting Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Demerged Company and/or to the extent that the relatives of the said



directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.

Details of the shares held by the present Directors and KMPs of the Demerged Company and the Resulting Company either individually or jointly as first holder or second holder or as a nominee, in the respective companies are as under:

#### Demerged Company

Sr. No.	Name of the Director / KMPs	Designation	Number of equity shares held as on 30 <sup>th</sup> June 2018
1.	Hemendrakumar Chamanlal Shah	Additional Director	-
2.	Rupeshbhai Kantilal Savla*	Managing Director	100
3.	Parasbhai Shantilal Savla**	Managing Director	100
4.	Arun Narayan Mandke	Director	-
5.	Kirit Vaikunthraya Joshi	Director	-
6.	Renuka Anjanikumar Upadhyay	Director	-
7.	Rohan Vasantkumar Shah	Chief Financial Officer	-
8.	Akshit Nandkishor Soni	Company Secretary	-

\* In addition to holding 100 shares in individual capacity, Mr. Rupesh Savla also holds 1,00,76,908 shares of Deep Industries Limited in capacity of a trustee of Rupesh Savla Family Trust along with the other trustee of the trust (being Mrs. Shital Savla).

\*\* In addition to holding 100 shares in individual capacity, Mr. Paras Savla also holds 35,68,474 shares in Deep Industries Limited in capacity of a trustee of Shantilal Savla Family Trust along with other trustees of the trust (being Mr. Manoj Savla and Mr. Dharen Savla).

#### Resulting Company

Sr. No.	Name of the Director / KMPs	Designation	Number of equity shares held as on 30 <sup>th</sup> June 2018
1.	Rupeshbhai Kantilal Savla	Director	16,500
2.	Dharen Shantilal Savla	Additional Director	5,500
3.	Parasbhai Shantilal Savla	Director	5,500

#### B. Promoter and Non-Promoter Equity Shareholders of the Demerged Company and the Resulting Company

Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of Deep Industries Limited.

Pursuant to the scheme, the Resulting Company shall issue to each shareholder (promoter as well as non-promoter equity shareholders) of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.

#### C. Depositors

None of the companies involved in the Scheme have accepted any public deposits and thus, the effect of the Scheme on any such Public Depositor or Deposit trustee does not arise.

#### D. Creditors and Debenture-Holders

The proposed Scheme does not involve any compromise or arrangement with the creditors, debenture holders or debenture trustee of any of the companies involved in the Scheme. The rights of the creditors, debenture holders



or debenture trustee shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

#### E. Employees

- a) With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- b) The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund superannuation fund or any other funds nominated by the Resulting Company and/or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund superannuation fund or any other funds respectively of the Demerged Company.

#### 18 Capital Structure pre and post scheme

The Pre-Scheme capital structure of the Demerged Company and the Resulting Company are detailed in clause 1 and 2 above.

The Post-Scheme capital structure is as follows:

##### Demerged Company

There will no new issue of shares by the Demerged Company on account of the Scheme. The Post-Scheme capital structure will remain unchanged and will be same as pre scheme capital structure. The shareholding pattern of the Demerged Company as on 30 June 2018 is as under.

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Listed Entity: Deep Industries Limited			
2.	Scrip Code/Name of Scrip/Class of Security: 532760			
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)			
	a.	If under 31(1)(b) then indicate the report for Quarter ending		
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-			
		Particulars	Yes*	No*
	1	Whether the Listed Entity has issued any partly paid up shares?		No
	2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4	Whether the Listed Entity has any shares in locked-in?		No
	5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.				
GENERATED ON :04/07/2018      NSDL : 30/06/2018      CDSL :30/06/2018				

Table I - Summary Statement holding of specified securities

Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares (No. (a))	Number of Shares pledged or otherwise encumbered (No. (a))	Number of equity shares held in dematerialised form
							Class eg: X	Class eg: Y					
(I)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+	(viii) As a % of	(ix)	(x)	(xi) = (vii)+(x) (A+B+C2)	(xii)	(xiii)	(xiv)	
(A) Promoter & Promoter Group	16	20316847	0	0	20316847	63.4901	20316847	0	63.4901	0	0	0	20316847
(B) Public	20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	0	0	11682892
(C) Non Promoter - Non Public				0				0			0	0	
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0
(C2) Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0
Total	20301	32000000	0	0	32000000	100.0000	32000000	0	100.0000	0	0	0	31999739

GENERATED ON :04/07/2018

NSDL : 30/06/2018

CDSL :30/06/2018

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of Shares underlying Depository Receipts	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share-holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII) + (X) As a % of (A+B+C2) (VII)+(X)	Number of Locked In shares as a % of total Shares held(b)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Total as a % of (A+B+C)				No. (a)	As a % of total Shares held(b)	
1															
(a) Individuals / Hindu Undivided Family															
Dharen Shantilal Savia	AADPS0172Q	13	5443465	0	0	5443465	17.0108	0	0	0	0	0	0	0	5443465
Priti Paras Savia	AADPS0168C	1	2058822	0	0	2058822	6.4338	0	0	0	0	0	0	0	2058822
Mita Manoj Savia	AADPS0167P	1	2052625	0	0	2052625	6.4145	0	0	0	0	0	0	0	2052625
Rupesh Kamtilal Savia	AACP56257P	1	1331021	0	0	1331021	4.1594	0	0	0	0	0	0	0	1331021
Paras Shantilal Savia	AADPS0170N	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Manoj Shantilal Savia	AADPS0171P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Prabhaben S Savia	ABEPS9706L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Shantilal M Savia	ACUPS1988B	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Shital Rupesh Savia	ADHPK2176R	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Avani Dharen Savia	AKGPT1637K	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Prabhaben K Savia	ACPPS1908L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Shail M Savia	BHTPS8652P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
Aarav Rupesh Savia	GVDPS1062L	1	97	0	0	97	0.0003	0	0	0	0	0	0	0	97
(b) Central Government / State Government(s) / Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(c) Any Other (Specify)		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
Bodies Corporate		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
Adinath Exim Resources Ltd	AADCA7119A	1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
Other		2	13645382	0	0	13645382	42.6418	0	0	0	0	0	0	0	13645382
Rupesh Savia	AAC1R8898K	1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
Family trust															
Shantilal Savia	AAOTS5267R	1	3568474	0	0	3568474	11.1515	0	0	0	0	0	0	0	3568474
Sub Total (A)(1)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847
2															
(a) Individuals (Non-Resident individuals / Foreign individuals / Institutions															
(b) Government		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(c) Institutions		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(d) Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(e) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
Sub Total (A)(2)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
Total Shareholding Of Promoter															
And Promoter Group (A) = (A)(1)+(A)(2)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Table III - Statement showing shareholding pattern of the Public Shareholders

Category and Name of the Shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII) = (V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		No. of Shares Underlying Outstanding Securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (% of (A+B+C2)) (VII)+ (X)	Locked in shares as a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered No. (a) % of total Shares held (b)	Number of equity shares held in dematerialised form
								Class eg. X	total as a % (A+B+C)					
(I) Institutions	(II)	(III)	(IV)	(V)	(VI)	(VII) = (V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	
1. Institutions														
(a) Mutual Fund		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(e) Foreign Portfolio Investor		9	1134768	0	0	1134768	3.5462	1134768	0	3.5462	0	0.0000	NA	1134768
Heshika Growth Fund	AAHFH7500B	1	384263	0	0	384263	1.2008	384263	0	1.2008	0	0.0000	NA	384263
(f) Financial Institutions / Banks		2	52650	0	0	52650	0.1645	52650	0	0.1645	0	0.0000	NA	52650
(g) Insurance Companies		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(h) Provident Funds/ Pension Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(i) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(j) Sub total (B)(1)		11	1187418	0	0	1187418	3.7107	1187418	0	3.7107	0	0.0000	NA	1187418
2. Central Government/ State Government(s)/ President of India														
(a) Sub total (B)(2)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
3. Non-institutions														
(a) Individuals														
(i) Individual shareholders holding nominal share capital up to RS. 2 lakhs.		18691	5218843	0	0	5218843	16.3089	5218843	0	16.3089	0	0.0000	NA	5218582
(ii) Individual shareholders holding nominal share capital in excess of RS. 2 lakhs.		24	1883897	0	0	1883897	5.8872	1883897	0	5.8872	0	0.0000	NA	1883897
(b) NBFCs registered with RBI	AABPA0963H	3	1625	0	0	1625	0.0051	1625	0	0.0051	0	0.0000	NA	1625
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(d) Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	0
(e) IEPF		1556	3391370	0	0	3391370	10.5980	3391370	0	10.5980	0	0.0000	NA	3391370
Foreign Nationals		1	1751	0	0	1751	0.0055	1751	0	0.0055	0	0.0000	NA	1751
Hindu Undivided Family		1	26	0	0	26	0.0001	26	0	0.0001	0	0.0000	NA	26
Non Resident Indians (Non Repat)		563	426422	0	0	426422	1.3326	426422	0	1.3326	0	0.0000	NA	426422
(Non Resident) Indians (Repat)		159	109516	0	0	109516	0.3422	109516	0	0.3422	0	0.0000	NA	109516
Clearing Member		482	328080	0	0	328080	1.0253	328080	0	1.0253	0	0.0000	NA	328080
Bodies Corporate		132	194217	0	0	194217	0.6069	194217	0	0.6069	0	0.0000	NA	194217
R. L. Tradecom Pvt Ltd	AAFGR5028M	218	2331358	0	0	2331358	7.2855	2331358	0	7.2855	0	0.0000	NA	2331358
Sub total (B)(3)		1	1279213	0	0	1279213	3.9975	1279213	0	3.9975	0	0.0000	NA	1279213
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20274	10495735	0	0	10495735	32.7992	10495735	0	32.7992	0	0.0000	NA	10495474
		20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	0.0000	NA	11682892

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder																	
Category & Name of the shareholders	PAN	Nos. of share-holders	No. of fully paid up equity shares held	No. of Parly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Sharehold- ing % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share- holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares No. (a)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in demateria- lised form	
								Class eg: X	Class eg: Y	Total				Total as a % of (A+B+C)	No. (a)		As a % of total Shares held (b)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)				
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	

Resulting Company

Pursuant to the scheme, the Resulting Company shall issue to each shareholder of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.

## Post Scheme Share Capital of Deep CH4 Limited

Particulars	INR
Authorised Share Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000
Issued, Subscribed and Paid-up Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000

The pre scheme shareholding pattern of the Resulting Company as on 30 June 2018 is as under:

Particulars	Number of shares	Shareholding (%)
Promoter and Promoter Group	66,000	100%
Public	-	-
Custodian	-	-
Total	66,000	100%

The post scheme shareholding pattern of the Resulting Company (based on the shareholding pattern of Demerged Company as on 30 June 2018) is as under:



## Deep CH4 Limited - Post scheme shareholding pattern (based on shareholding pattern of Deep Industries Ltd as on 30 June 2018)

Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming conversion of convertible securities (as a percentage of diluted share capital)	Locked in Shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
							Class eg: X	Class eg: Y	Total				No. (a)	As a % of total Shares held (b)	
(I)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+ (vi)	(viii) As a % of	(ix)	(x)	(xi) = (vii)+(x)	(xii)	(xiii)	(xiv)			
(A) Promoter & Promoter Group	16	20316847	0	0	20316847	63.4901	0	20316847	63.4901	0	0.0000	0	0.0000	20316847	
(B) Public	20285	11683153	0	0	11683153	36.5099	0	11683153	36.5099	0	0.0000	NA	NA	11682892	
(C) Non Promoter - Non Public				0			0		0		0.0000	NA	NA		
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0	
(C2) Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	NA	NA	0	
Total	20301	32000000	0	0	32000000	100.0000	0	32000000	100.0000	0	0.0000	0	0.0000	31999739	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)=(VII)+(X)+(X)+(X)	Locked in shares No. (a) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Total (A+B+C)				No. (a) As a % of total Shares held (b)	No. (a) As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
1. Indian Individuals / Hindu Undivided Family															
(a) Dharen Shantilal Savla	AADPS01720	13	5443465	0	0	5443465	17.0108	0	0	0	0	0	0	0	5443465
(b) Pril Paras Savla	AADPS0168C	1	2058822	0	0	2058822	6.4338	0	0	0	0	0	0	0	2058822
(c) Mita Manoj Savla	AADPS0167P	1	2052625	0	0	2052625	6.4145	0	0	0	0	0	0	0	2052625
(d) Rupesh Kamtilal Savla	AADPS6257P	1	1331021	0	0	1331021	4.1594	0	0	0	0	0	0	0	1331021
(e) Paras Shantilal Savla	AADPS0170N	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(f) Manoj Shantilal Savla	AADPS0171P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(g) Prabhaben S Savla	ABEPS9706L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(h) Shantilal M Savla	ACUPS1988B	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(i) Shilal Rupesh Savla	ADHPK2174R	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(j) Avanti Dharen Savla	AKGPS1637K	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(k) Prabhaben K Savla	AOPPS1908L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(l) Shail M Savla	BHTPS8652P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(m) Aarav Rupesh Savla	GVDPS1062L	1	97	0	0	97	0.0003	0	0	0	0	0	0	0	97
(n) Central Government / State Government (S)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(o) Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(p) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(q) Bodies Corporate		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(r) Adnath Exim Resources Ltd	AADCA7119A	1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(s) Other		2	13645382	0	0	13645382	42.6418	0	0	0	0	0	0	0	13645382
(t) Family Trust		1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
(u) Shantilal Savla	AAC1R8898K	1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
(v) Family trust	AAO1S5267R	1	3568474	0	0	3568474	11.1515	0	0	0	0	0	0	0	3568474
(w) Sub total (A)(1)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847
(x) Foreign															
(y) Individuals (Non-Resident Individuals / Foreign Individuals)															
(z) Government															
(aa) Institutions															
(ab) Foreign Portfolio Investor															
(ac) Any Other (Specify)															
(ad) Sub Total (A)(2)															
(ae) Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847



**Table III - Statement showing shareholding pattern of the Public Shareholders**

Category and Name of the Shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of Shares underlying Depository Receipts	Total shares held (VII) = (V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		No. of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (% of (A+B+C2)) / (VII)+X	Number of Locked in Shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered (No. (a) As a % of total Shares held (b))	Number of equity shares held in dematerialised form
								Class - eg: X	Total as a % of (A+B+C)					
1. Institutions														
(a) Mutual Fund		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(e) Foreign Portfolio Investor		9	1134768	0	0	1134768	3.5462	0	1134768	0	0.0000	0	NA	1134768
(f) Financial Institutions / Banks	AAHF-H7500B	1	384263	0	0	384263	1.2008	0	384263	0	0.0000	0	NA	384263
(g) Insurance Companies		2	52650	0	0	52650	0.1645	0	52650	0	0.0000	0	NA	52650
(h) Provident Funds / Pension Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(i) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(j) Sub total (B)(1)		11	1187418	0	0	1187418	3.7107	0	1187418	0	0.0000	0	NA	1187418
2. Central Government/ State Government(s)/ President of India														
(a) Sub total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
3. Non-institutions														
(a) Individuals														
(i) Individual shareholders holding nominal share capital up to RS. 2 lakhs		18691	5218843	0	0	5218843	16.3089	0	5218843	0	0.0000	0	NA	5218582
(ii) Individual shareholders holding nominal share capital in excess of RS. 2 lakhs.		24	1883897	0	0	1883897	5.8872	0	1883897	0	0.0000	0	NA	1883897
(b) NRFCs registered with RBI	AABPA0963H	3	1625	0	0	1625	0.0051	0	1625	0	0.0000	0	NA	1625
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(d) Overseas Depositories (holding DRs (balancing figure))		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(e) IEPF		1556	3391370	0	0	3391370	10.5980	0	3391370	0	0.0000	0	NA	3391370
(f) Foreign Nationals		1	26	0	0	26	0.0001	0	26	0	0.0000	0	NA	26
(g) Hindu Undivided Family		563	426422	0	0	426422	1.3326	0	426422	0	0.0000	0	NA	426422
(h) Non Resident Indians (Non-Repatriation)		159	109516	0	0	109516	0.3422	0	109516	0	0.0000	0	NA	109516
(i) Non Resident Indians (Repatriation)		482	328080	0	0	328080	1.0253	0	328080	0	0.0000	0	NA	328080
(j) Clearing Member		132	194217	0	0	194217	0.6069	0	194217	0	0.0000	0	NA	194217
(k) Bodies Corporate		218	2331358	0	0	2331358	7.2855	0	2331358	0	0.0000	0	NA	2331358
(l) R L Tradecore Pvt Ltd	AAFGR5028M	1	1279213	0	0	1279213	3.9975	0	1279213	0	0.0000	0	NA	1279213
(m) Sub total (B)(3)		20274	10495735	0	0	10495735	32.7992	0	10495735	0	0.0000	0	NA	10495474
(n) Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20285	11683153	0	0	11683153	36.5099	0	11683153	0	0.0000	0	NA	11682892

## Deep CH4 Limited - Post scheme shareholding pattern (based on shareholding pattern of Deep Industries Ltd as on 30 June 2018)

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder															
Category & Name of the shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of underlying shares Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	No. of Outstanding convertible securities (including Warrants)	Share- holding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in shares No. (a) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered No. (a) As a % of total Shares held (b)	Number of equity shares held in dematerialised form
								Class eg: X	Class eg: Y						
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	0



19 Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013

No investigation proceedings have been instituted or are pending in relation to the Demerged Company and the Resulting Company under Section 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Companies Act, 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against any of the aforementioned companies.

To the knowledge of the Demerged Company and the Resulting Company, no winding proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Companies Act, 1956.

20 Approvals / Sanctions / No-Objections from Regulatory or any Governmental Authorities

Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

- i. obtaining no-objection / observation letter from the Bombay Stock Exchange Limited and National Stock Exchange of India Limited in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- ii. approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Demerged Company and the Resulting Company and such other classes of the said Companies, if any, as applicable or as may be required under the Act and as may be directed by the National Company Law Tribunal;
- iii. the Demerged Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- iv. the sanctions and orders of the Tribunal, under Section 230 to 232 read with Section 66 of the Act being obtained by the Demerged Company and the Resulting Company; and
- v. certified / authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the ROC having jurisdiction over the Parties.
- vi. such approvals and sanctions including sanction of any Appropriate Authority, if any, as may be required by Applicable Law in respect of the Scheme, being obtained.

21 Inspection

The following documents will be open for inspection by the equity shareholders of Demerged Company and the Resulting Company at their registered office at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India and 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India, respectively, between 10:00 am to 5:00 pm on all days (except Sundays and public holidays) upto the date of the meeting:

- i. Scheme of arrangement
- ii. Certificate dated 25 May 2018 issued by Walker Chandiok & Co. LLP Chartered Accountants on share exchange ratio
- iii. Certificate dated 6 July 2018 issued by Dhananjay Trivedi and Associates
- iv. Fairness opinion dated 12 July 2018 issued by Nirbhay Capital Services Private Limited
- v. Copy of the order passed by the NCLT in the above mentioned Company Application no. 103 of 2018, dated 19 September 2018 directing the Demerged Company to convene the meetings of its equity shareholders, secured creditors and unsecured creditors;
- vi. Copy of the Memorandum and Articles of Association of both the companies;
- vii. Copy of the annual reports of both the companies for the financial year ended 31<sup>st</sup> March 2018;
- viii. Observation letter to the Scheme of Arrangement received from BSE Limited and National Stock Exchange of India Limited each dated 29 August 2018
- ix. Complaints report submitted by Deep Industries Limited to BSE Limited on 13 July 2018 and National Stock Exchange of India Limited on 2 August 2018



- x. Copy of the Statutory Auditors' Certificate dated 5th September, 2018 issued by Dhirubhai Shah & Co. LLP for Deep Industries Limited and copy of Statutory Auditors' Certificate dated 31<sup>st</sup> August, 2018 issued by Dhirubhai Shah & Co LLP for Deep CH4 Limited, to the effect that the accounting treatment, if any, proposed in the Scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act 2013;
  - xi. Other documents displayed on the stock exchange and website of the Applicant Company in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
  - xii. Copies of the resolutions passed by the respective Board of Directors of the Applicant Company and Resulting Company approving the Scheme of Arrangement; and
  - xiii. Copy of Audit Committee report dated 26 May 2018 recommending Scheme of Arrangement.
- 22 This statement may be treated as an Explanatory Statement under Section 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by all the companies involved in the Scheme to its shareholders / creditors, free of charge, within 1 (one) day (except Sundays and public holidays) on a requisition being so made for the same by the shareholders / creditors of the respective companies.
- 23 The proposed Scheme has been already approved by all the Equity Shareholders of Deep CH4 Limited, the Resulting Company and there are no Secured and/or Unsecured Creditors of the Resulting Company. After the Scheme is approved by the equity shareholders, Secured Creditors and Unsecured Creditors of the De-merged company, it will be subject to the approval / sanction by NCLT.

Sd/-

\_\_\_\_\_  
Chairman appointed for the meetings

Dated this \_\_\_\_ day of \_\_\_\_, 2018

Registered office:  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli, Ahmedabad - 380058



**SCHEME OF ARRANGEMENT**  
**AMONG**  
**DEEP INDUSTRIES LIMITED**  
**AND**  
**DEEP CH4 LIMITED**  
**AND**  
**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**  
**(UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 AND OTHER**  
**APPLICABLE PROVISIONS OF**  
**THE COMPANIES ACT, 2013)**

**PREAMBLE**

This Scheme (as defined hereinafter) is presented under Sections 230 to 232 of the Act (as defined hereinafter), together with Sections 13, 61, 64, 66 and other applicable provisions of the Act for demerger of the Oil and Gas Services Undertaking (as defined hereinafter) of Deep (as defined hereinafter) and transfer of the same to Deep CH4 (as defined hereinafter) which includes issuance of equity shares by Deep CH4 to the equity shareholders of Deep; reduction of paid-up equity share capital of Deep CH4 pursuant to cancellation of existing equity share capital of Deep CH4; and for matters consequential, supplemental and/or otherwise integrally connected therewith.

**A. BACKGROUND OF THE COMPANIES**

- (i) Deep Industries Limited, the "**Demerged Company**," is a public listed company incorporated under the provisions of the Companies Act, 1956 on 1<sup>st</sup> January 1991 under the name and style of Deep Roadways Private Limited having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat. Subsequently, the name was changed to Deep Industries Private Limited and thereafter the word Private was deleted by the virtue of the company being a Deemed Public Limited Company under the provisions of section 43A(1B) of the Companies Act, 1956 on 6<sup>th</sup> February 1997. The company became a Public Limited Company with effect from 2<sup>nd</sup> May 2002 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep Industries Limited on 2<sup>nd</sup> May 2002. The company has business interest in air and natural gas compression services, gas dehydration, work over and drilling rig services as well as oil and gas exploration and production. The business of air and natural gas compression services, gas dehydration, work over and drilling rig





services is hereinafter referred to as “**Oil and Gas Services Business**”. The equity shares of Deep Industries Limited are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

- (ii) Deep CH4 Limited, the “**Resulting Company**”, is a public company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November 2006 under the name and style of Deep CH4 Private limited having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat. Subsequently, the company was converted into a public company and the name was changed to Deep CH4 Limited. A fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep CH4 Limited on 11 June 2018. The Resulting Company has been incorporated with an objective to carry on the business of prospecting, exploring, developing, opening and working mines, drilling and to pump, refine, raise, dig and quarry coal bed methane, minerals and gases such as methane gas.

## **B. OVERVIEW AND OPERATION OF THIS SCHEME**

This Scheme provides for:

- (i) the demerger, transfer and vesting of the Oil and Gas Services Undertaking (*as defined hereinafter*) from the Demerged Company to the Resulting Company (*as defined hereinafter*) on a going concern basis, and the consequent issue of shares by the Resulting Company (*as defined hereinafter*) in the manner set out in this Scheme (*as defined hereinafter*) and other applicable provisions of Applicable Law (*as defined hereinafter*);
- (ii) the reduction of the share capital of the Resulting Company in the manner set out in this Scheme, and in accordance with Sections 230 to 232 read with Section 66, and other applicable provisions of the Act.

- C.** The Demerged Company will continue to pursue its interests in and carry on the Remaining Business (*as defined hereinafter*) as is presently being carried on.

## **D. PARTS OF THIS SCHEME**

This Scheme is divided into the following parts:

- (i) **PART A** deals with the definitions of capitalized terms used in this Scheme and the share capital of the Demerged Company and the Resulting Company;
- (ii) **PART B** deals with the transfer and vesting of the Oil and Gas Services Undertaking from the Demerged Company into the Resulting Company and the consideration thereof;
- (iii) **PART C** deals with the reduction and cancellation of the existing equity share capital of the Resulting Company;





- (iv) **PART D** deals with the general terms and conditions that would be applicable to this Scheme.

**E. RATIONALE FOR THIS SCHEME**

- (i) Deep primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) oil and gas exploration and production. Each of the businesses carried on by Deep by itself and along with its subsidiaries including Oil and Gas Services Business have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for Oil and Gas Services Business is separate and distinct from oil and gas exploration and production business. The Oil and Gas Services Business and oil and gas exploration and production business of Deep are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which Oil and Gas Services Business and oil and gas exploration and production business of Deep are required to be handled and managed. In order to lend greater/enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep to Deep CH4. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.
- (ii) The proposed segregation would enable greater/enhanced focus of the management in the Oil and Gas Services Business and oil and gas exploration and production business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses.
- (iii) The management believes that the proposed demerger will result in unlocking the true value of Oil and Gas Services Business thereby creating enhanced value for shareholders and will also allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders connected with Deep.
- (iv) The proposed demerger will also provide scope for independent collaboration and expansion for each of the businesses as well as enable attracting investors and provide better flexibility in accessing capital for each of the businesses carried on by Deep.

**F. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME-TAX ACT, 1961**

The provisions of this Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If, at a later date, any of the terms or provisions of the



Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income-tax Act, 1961, including as a result of an amendment of Applicable Law or the enactment of a new legislation or for any other reason whatsoever, the provisions of Section 2(19AA) of the Income-tax Act, 1961, or a corresponding provision of any amended or newly enacted Applicable Law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961 or the corresponding provision of any amended or newly enacted Applicable Law. Such modification(s) will, however, not affect the other provisions of the Scheme.

## PART A

### DEFINITIONS AND SHARE CAPITAL

#### 1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof (i) capitalised terms defined by inclusion in quotations and/ or parenthesis have the meanings so ascribed; (ii) subject to (iii) below, all terms and words not defined in this Scheme shall have the same meaning ascribed to them under Applicable Laws; and (iii) the following expressions shall have the following meanings:

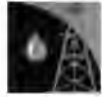
**"Act"** means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment and the rules and/ or regulations and/ or other guidelines or notifications made thereunder from time to time and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provisions in the Companies Act, 2013 have not been notified.

**"Appointed Date"** means the 1<sup>st</sup> day of April 2017.

**"Applicable Law"** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Companies; (b) permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Companies and shall include, without limitation, the listing agreement executed with the Stock Exchanges in the case of Demerged Company.

**"Appropriate Authority"** shall mean any national, state, provincial, local or similar government, governmental, statutory, regulatory or administrative authority, government department, agency, commission, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, SEBI (as defined hereinafter), the





Tribunal (as defined hereinafter) or any Stock Exchange (as defined hereinafter).

**"Board"** in relation to the Demerged Company and the Resulting Company, as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme.

**"Companies"** shall mean Demerged Company and Resulting Company.

**"Demerged Company"** or **"Deep"** means Deep Industries Limited, a public listed company incorporated under the Companies Act, 1956 and having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058 in the state of Gujarat.

**"Effective Date"** means the last of the date on which the conditions specified in Clause 20 of this Scheme are fulfilled with respect to the Scheme. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme being effective" shall mean the Effective Date.

**"Encumbrance"** means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term **"Encumber"** shall be construed accordingly.

**"Oil and Gas Services Undertaking"** means all the businesses, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Oil and Gas Services Business and shall include (without limitation):

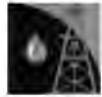
- (a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, lease and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Oil and Gas Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
- (b) all assets, as are movable in nature pertaining to and in relation to the Oil and Gas Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and



advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, CENVAT credits, value added/sales tax/entry tax/goods and service tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

- (c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Oil and Gas Services Business and undertaking constituting participating interest in Coal Bed Methane Block SR-CBM-2005/III located at Singrauli, Madhya Pradesh, India and its related assets and liabilities;
- (d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Oil and Gas Services Business;
- (e) all applications (including hardware, software, licenses, source codes, and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Oil and Gas Services Business;
- (f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in





control of or vested in or granted in favour of or enjoyed by Demerged Company pertaining to or in connection with or relating to Demerged Company in respect of the Oil and Gas Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and pertaining to the Oil and Gas Services Business;

- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Oil and Gas Services Business;
- (h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of Demerged Company pertaining to the Oil and Gas Services Business and/or arising out of and/or relating to the Oil and Gas Services Business including:
  - i. the debts, liabilities, duties and obligations of Demerged Company which arises out of the activities or operations of the Oil and Gas Services Business;
  - ii. specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the Oil and Gas Services Business;
  - iii. in cases other than those referred to in sub-clause i. or sub-clause ii. above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Effective Date;
- (i) all employees of Demerged Company employed/engaged in the Oil and Gas Services Business as on the Effective Date; and
- (j) all legal or other proceedings of whatsoever nature that pertain to the Oil and Gas Services Business.

It is clarified that the question of whether a specific asset or liability or



employee or legal proceeding pertains to the Oil and Gas Services Undertaking or arises out of the activities or operations of Oil and Gas Services Undertaking shall be decided by the Board of the Demerged Company.

**“Record Date”** means the date to be fixed by the Board of the Demerged Company in consultation with the Resulting Company for the purpose of determining the shareholders of the Demerged Company to whom shares of the Resulting Company shall be allotted pursuant to demerger under this Scheme.

**“Remaining Business”** means all the undertakings, businesses, activities, operations, assets and liabilities of Demerged Company other than those comprised in the Oil and Gas Services Undertaking;

**“Resulting Company”** or **“Deep CH4”** means Deep CH4 Limited, a company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November, 2006 having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat.

**“RoC”** means the Registrar of Companies, Gujarat.

**“Scheme”** means this scheme of arrangement, with or without any modification, approved or imposed or directed by the Tribunal.

**“SEBI”** means the Securities and Exchange Board of India.

**“SEBI Circular”** shall mean the circular issued by the SEBI, being circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, circular CFD/DIL3/CIR/2017/105 dated September 21, 2017 and Circular CFD/DIL3/CIR/2018/2 dated January 3, 2018, and any amendments thereof and modifications thereof, issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**“Stock Exchanges”** means BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**).

**“Tribunal”** means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction over the Demerged Company and the Resulting Company.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting singular shall include plural and vice versa;

1.2.2 headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;

1.2.3 references to the word “include” or “including” shall be construed without limitation;



- 1.2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 1.2.5 unless otherwise defined, the reference to the word "days" shall mean calendar days;
- 1.2.6 reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and
- 1.2.7 word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

## 2. SHARE CAPITAL

- 2.1 The share capital of the Demerged Company as on 31 March 2018 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
5,42,66,340 equity shares of INR 10 each	54,26,63,400
50,00,000 preference shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>59,26,63,400</b>
<b>Issued, Subscribed and Paid Up Capital</b>	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
<b>Total</b>	<b>32,00,00,000</b>

The equity shares of the Demerged Company are listed on the Stock Exchanges.

Subsequent to the above date, there has not been any change in the share capital of the Demerged Company.

- 2.2 The share capital of the Resulting Company as on 31 March 2018 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
66,000 equity shares of INR 10 each	6,60,000
<b>Total</b>	<b>6,60,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
66,000 equity shares of INR 10 each	6,60,000
<b>Total</b>	<b>6,60,000</b>

Subsequent to the above date, there has not been any change in the share capital of the Resulting Company.

## 3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

- 3.1 This Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal or made as per Clause 19 of this Scheme, shall become effective from Appointed Date, but shall be operative from the Effective Date.



## PART B

## DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

## 4. DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

- 4.1 Upon the Scheme becoming effective and with effect from the opening business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, the Oil and Gas Services Undertaking along with all its assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company and transferred to and be vested in or be deemed to have been vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 4.2 In respect of such of the assets and properties forming part of the Oil and Gas Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company upon coming into effect of this Scheme and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company with effect from the Appointed Date.
- 4.3 Subject to Clause 4.4 below, with respect to the assets of the Oil and Gas Services Undertaking, other than those referred to in Clause 4.2 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons and essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs with respect to the assets forming part of Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law in favour of Resulting Company.
- 4.4 Without prejudice to the aforesaid, the Oil and Gas Services Undertaking, including all immoveable property, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immoveable properties and any other document of title, rights, interest and easements in relation thereto) and all moveable property of the Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, stand transferred to and be vested in the Resulting Company, with effect from Appointed Date without any act or deed to be done or executed by the Demerged Company and/ or the Resulting Company.





- 4.5 Upon the Scheme coming into effect, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relating to the Oil and Gas Services Undertaking ("**Oil and Gas Services Liabilities**") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and the Resulting Company shall meet, discharge and satisfy the same. The term "**Oil and Gas Services Liabilities**" shall include:
- 4.5.1 the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Oil and Gas Services Undertaking;
- 4.5.2 the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Oil and Gas Services Undertaking); and
- 4.5.3 in cases other than those referred to in Clauses 4.5.1 or 4.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Oil and Gas Services Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 4.6 Where any of the Oil and Gas Services Liabilities of Demerged Company as on the Appointed Date have been discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all Oil and Gas Services Liabilities incurred by Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent of their being outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company which shall meet, discharge and satisfy the same.
- 4.7 In so far as any Encumbrance in respect of Oil and Gas Services Liabilities is concerned, upon the Scheme becoming effective, such Encumbrance shall, without any further act, instrument or deed shall be extended to and operate over the assets of the Resulting Company. In so far as the Encumbrance in respect of the loans and other liabilities of Demerged Company relating to the Remaining Business of Demerged Company, if any, are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company only on the assets remaining with Demerged Company.
- 4.8 Upon the Scheme becoming effective, the Resulting Company may, provide guarantee to the Government of India, for an amount not exceeding the limit as prescribed under section 186(2) of the Act, for the purpose of ensuring business continuity of the Demerged Company. It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval to such guarantee arrangement, as required



under all the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other Applicable Law, and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the same.

- 4.9 Upon the Scheme coming into effect, for the purpose of satisfying any eligibility criteria including technical and/or financial parameters for participating and qualifying in invitations for expression of interest(s) and/or bid(s) and/or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, either related to oil and natural gas or pertaining to other than oil and natural gas, including related upstream/downstream ventures, in addition to its own technical experience and/or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall have legal capacity, power and authority to claim experience considering works/jobs done in the past and current work in hand with respect to the Oil and Gas Services Undertaking of the Demerged Company. This shall also include benefit with respect to claim of financial credentials such as turnover, net worth and other financial ratios/parameters etc. and management experience and track record of Demerged Company.
- 4.10 Upon the Scheme coming into effect, taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Oil and Gas Services Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 4.11 Upon the Scheme coming into effect, if the Demerged Company is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Oil and Gas Services Undertaking under any tax laws or Applicable Laws, the Resulting Company shall be entitled as an integral part of the Scheme to claim such unutilised credits, benefit or incentives, as the case may be without any specific approval or permission.
- 4.12 Upon the Scheme becoming effective, subject to clause 4.2 and any other provisions of the Scheme, with respect to any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Oil and Gas Services Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grants, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same, stands transferred to the Resulting Company.
- 4.13 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company in the name of



the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, after the Effective Date, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

## 5. CONTRACTS

- 5.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments in relation to the Oil and Gas Services Undertaking, to which the Demerged Company is a party and which is subsisting or having effect on or immediately before the Appointed Date shall remain in full force and effect against or in favour of the Resulting Company and shall be binding on and be enforceable by and against the Resulting Company as fully and effectually as if the Resulting Company had at all material times been a party or beneficiary or obligee thereto. The Resulting Company will, if required, enter into a novation agreement in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognised by the Appropriate Authorities.
- 5.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Oil and Gas Services Undertaking occurs by virtue of this Scheme, the Resulting Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. With effect from the Appointed Date, the Resulting Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company.

## 6. EMPLOYEES

- 6.1 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any



retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.

- 6.2 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.

## 7. LEGAL, TAXATION AND OTHER PROCEEDINGS

- 7.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal), by or against Demerged Company and relating to the Oil and Gas Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Resulting Company after the Effective Date. Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against Resulting Company. Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 7.2 If proceedings are taken against Demerged Company in respect of the matters referred to in Clause 7.1 above, it shall defend the same in accordance with the advice of Resulting Company and at the cost of Resulting Company, and the latter shall reimburse and indemnify Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 7.3 Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Each of the Companies shall make relevant applications in that behalf.

## 8. CONSIDERATION

- 8.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Oil and Gas Services Undertaking into Resulting Company pursuant to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument,



issue and allot, on a proportionate basis to each shareholder of the Demerged Company, 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share of the Demerged Company held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date. The equity shares of the Resulting Company to be issued and allotted as provided in Clause 8.1 shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company, and shall rank *pari passu* in all respects with any existing equity shares of Resulting Company, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.

- 8.2 In case any shareholder's shareholding in the Demerged Company is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 8.3 The Resulting Company shall, if necessary and to the extent required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme, by following the requisite procedure and on payment of applicable fees and duties and the approval of the members of the Resulting Company to this Scheme shall be deemed to be the approval for such increase in the authorized share capital of the Resulting Company.
- 8.4 The issue and allotment of equity shares as provided in Clause 8.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, pursuant to the aforesaid Clause 8.1.
- 8.5 The issue and allotment of the equity shares as provided in Clause 8.1 shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act and any other Applicable Law have been complied with.
- 8.6 The equity shares issued and/or allotted pursuant to Clause 8.1, in respect of such of the equity shares of Demerged Company which are held in



abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.

- 8.7 The equity shares issued pursuant to Clause 8.1, which Resulting Company is unable to allot due to Applicable Laws (including, without limitation, the non-receipt of approvals of Appropriate Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Resulting Company and shall be dealt with in the manner as may be permissible under the Applicable Law and deemed fit by the Board of Directors of Resulting Company including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 8.2 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Demerged Company, in proportion to their entitlements as per the process specified in Clause 8.2 above. If the above cannot be effected for any reason, Resulting Company shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under Applicable Laws. Resulting Company and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.
- 8.8 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Demerged Company, the Board of Directors of Demerged Company shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Demerged Company as if such changes in registered holders were operative as on the Record Date. The Board of Directors of Demerged Company shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Resulting Company on account of difficulties faced in the transition period.
- 8.9 The equity shares issued pursuant to Clause 8.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company. In the event that such notice has not been received by Resulting Company in respect of any of the shareholders of Demerged Company, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.
- 8.10 The equity shares issued pursuant to Clause 8.1 shall, in compliance with the Applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Resulting



Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 8.1 above.

- 8.11 The equity shares allotted by the Resulting Company in terms of Clause 8.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 8.12 Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 8.13 Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable Resulting Company to issue and allot equity shares to the non-resident equity shareholders of Demerged Company. Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares under Clause 8.1 of the Scheme to the non-resident equity shareholders of Demerged Company.

#### **9. ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY**

Demerged Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 9.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 9.2 Loans and advances, receivables, payables and other dues outstanding between the Oil and Gas Services Undertaking and the Resulting Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf.
- 9.3 The difference, being the excess / shortfall of carrying value of assets over the carrying value of liabilities of the Oil and Gas Services Undertaking shall be debited / credited to Goodwill or Capital Reserve account, as the case may be. The Board of Directors of the Demerged Company in consultation with Statutory Auditors, is authorised to account for such difference in any other manner, if such accounting treatment is considered more appropriate.

#### **10. ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY**

Resulting Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with



relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 10.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company.
- 10.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Oil and Gas Services Undertaking, if any, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 10.3 The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued and allotted under Clause 8.1 above to the members of the Demerged Company. Rupees two hundred ninety will be accounted as Securities Premium in the books of Resulting Company for each equity share issued in accordance with Clause 8.1. The consideration is derived taking into account the intrinsic value of shares to be issued by the resulting Company and accordingly the Securities Premium will form part of consideration under Clause 8.1.
- 10.4 The excess / shortfall of Net Assets transferred from Demerged Company pursuant to Clause 10.1 over the aggregate of face value and securities premium of the equity shares allotted pursuant to Clause 8.1 above after giving effect to inter-company balances as per Clause 10.2 shall be adjusted in Capital Reserve / Goodwill, as the case may be, in compliance with applicable accounting standards / Generally Accepted Accounting Principles.
- 10.5 Goodwill, if any, recognised in the books of accounts of the Resulting Company as per Clause 10.4 above, will be amortised in accordance with the amortisation policy formulated taking into consideration the Generally Applicable Accounting Principles or may be adjusted against the balance of Securities Premium Account or Capital Reserve Account or General Reserve Account or Profit and Loss Account, as may be decided by the Board of Directors of the Resulting Company.
- 10.6 To the extent, the balance in Securities Premium Account or Capital Reserve Account is utilised and/or adjusted as per Clause 10.5 above, there shall be reduction of Securities Premium Account or Capital Reserve Account, as the case may be, which shall be effected as an integral part of the Scheme itself and no separate approval shall be required under sections 52 and 66 and other applicable provisions of the Act.
- 10.7 The Board of Directors of the Resulting Company in consultation with Statutory Auditors, is authorised to adopt any other accounting treatment, if such accounting treatment is considered more appropriate.

For the purpose of this Clause 10, "Net Assets" would mean difference between the carrying value of assets and liabilities.

#### 11. TRANSFER OF AUTHORISED SHARE CAPITAL OF THE DEMERGED

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**COMPANY AND AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY AND RESULTING COMPANY**

**11.1 Capital Clause**

Upon coming into effect of this Scheme, authorised equity share capital of INR 22,26,63,400 and authorised preference share capital of INR 5,00,00,000 of the Demerged Company shall stand transferred to and get combined with the authorised capital of the Resulting Company without any further act or deed and without any further payment of the stamp duty or the registration fees. The authorised capital so transferred to Resulting Company shall stand reclassified as 2,72,66,340 equity shares of INR 10 each. Accordingly, Clause V of the Memorandum of Association of the Resulting Company shall automatically stand amended so as to read as under:

*The Authorised Share Capital of the Company is Rs.27,33,23,400 [Rupees Twenty Seven Crore Thirty Three Lakh Twenty Three Thousand Four Hundred Only] divided into 2,73,32,340 [Two Crore Seventy Three Lakh Thirty Two Thousand Three Hundred and Forty] Equity Shares of Rs.10/- [Rupees Ten Only] each.*

Further, Clause V of the Memorandum of Association of the Demerged Company shall automatically stand amended so as to read as under:

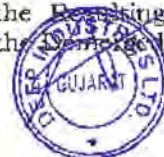
*The Authorised Share Capital of the Company is Rs.32,00,00,000 [Rupees Thirty Two Crore Only] divided into 3,20,00,000 [Three Crore Twenty Lakh] Equity Shares of Rs.10/- [Rupees Ten Only] each.*

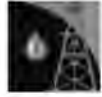
**11.2 Objects Clause**

Upon the Scheme coming into effect, the main object of the Demerged Company, as outlined herein below, shall be added to the Main Objects of the Resulting Company and Clause III of the Memorandum of Association of the Resulting Company shall stand amended as under:

*"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."*

11.3 It is clarified that the approval of the members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval also to the aforesaid alteration of the Memorandum of Association of the Demerged Company and the Resulting Company as mentioned in Clause 11.1 and Clause 11.2 and the Demerged Company and





the Resulting Company shall not be required to seek separate consent / approval of their shareholders for such alteration of the Memorandum of Association as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

#### 11.4 Change of name

11.4.1 Upon coming into effect of this Scheme, the name of the Demerged Company shall be altered and changed to "Deep Energy Limited" or any other similar name, as considered appropriate by the Board of Directors of the Demerged Company and as approved by the Registrar of Companies.

11.4.2 Further, upon the coming into effect of this Scheme, and subject to clause 11.4.1, the name of the Resulting Company shall be altered and changed to "Deep Industries Limited" or any other similar name as considered appropriate by the Board of Directors of the Resulting Company and as approved by the Registrar of Companies.

11.4.3 It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval, as required under section 13 and other applicable provisions of the Act, also to the alteration and change of the name of the Demerged Company and / or Resulting Company as provided in Clause 11.4.1 and Clause 11.4.2 above and the approval of this Scheme by the Tribunal shall be considered as specific direction from the competent authority as required under Rule 8 of Companies (Incorporation) Rules, 2014. The Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the alteration of the name of the Demerged Company and the Resulting Company as required under sections 13 and other applicable provisions of the Act.

### PART C

#### REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE RESULTING COMPANY

##### 12. REDUCTION AND CANCELLATION OF EQUITY SHARES OF THE RESULTING COMPANY

12.1 Upon allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the shareholding pattern of the Demerged Company, the paid up equity share capital of Rs.6,60,000 of the Resulting Company as mentioned in Clause 2.2 shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. Pursuant to such cancellation of shares, the

20 | Page



Resulting Company shall pay an amount not exceeding Rs.6,60,000 to the shareholders of the Resulting Company whose name appear in the register of members of the Resulting Company as on the date of approval of this Scheme by the Board of Directors of the Resulting Company in the proportion of their shareholding on such date.

- 12.2 The aforesaid reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 12.3 Upon the cancellation of shares as provided in Clause 12.1, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares of Resulting Company that are cancelled pursuant to Clause 12.1.
- 12.4 The excess of the amount of share capital cancelled over the amount paid to the shareholders as per Clause 12.1 above, if any, shall be credited to Capital Reserve account.

#### **PART D**

#### **GENERAL TERMS AND CONDITIONS**

#### **13. REMAINING BUSINESS**

- 13.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.
- 13.2 All legal, taxation and/ or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company.
- 13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 13.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.
- 13.4 Up to and including the Effective Date:
- (i) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;





- (ii) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (iii) all assets and properties acquired by Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.

**14. DIVIDENDS**

- 14.1 The Demerged Company and Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2018 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.
- 14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and/ or the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and/ or the Resulting Company, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and/ or the Resulting Company as the case may be.

**15. CONDUCT OF BUSINESS UPTO THE EFFECTIVE DATE**

- 15.1 With effect from the date of approval of this Scheme by the respective Boards of the Companies and up to and including the Effective Date:
  - 15.1.1 The Demerged Company with respect to the Oil and Gas Services Undertaking shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
    - (a) when the same is expressly provided in this Scheme; or
    - (b) when the same is in the ordinary course of business; or
    - (c) when written consent of the Resulting Company has been obtained in this regard.
  - 15.1.2 The Demerged Company with respect to Oil and Gas Services Undertaking shall not undertake (i) any material decision in relation



to its business and affairs and operations other than that in the ordinary course of business; (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business); and (iii) any new business, or discontinue any existing business or change the capacity of facilities other than that in the ordinary course of business, except with the written concurrence of the Resulting Company.

15.1.3 The Demerged Company with respect to Oil and Gas Services Undertaking shall not vary the terms and conditions of employment of any of its employees, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken except with the written concurrence of the Resulting Company.

15.1.4 The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to carry on the business of the Oil and Gas Services Undertaking and to give effect to the Scheme.

15.2 For the purpose of giving effect to the order passed under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of this Scheme by the Tribunal, the Resulting Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the demerger of the Oil and Gas Services Undertaking, in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act. The Resulting Company shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and facilitate and carry out any formalities or compliances as are necessary for the implementation of this Scheme. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of this Scheme, the Resulting Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all immovable properties, including mutation and/ or substitution of the ownership or the title to, or interest in the immovable properties which shall be made and duly recorded by the Appropriate Authority(ies) in favour of the Resulting Company as the case may be pursuant to the sanction of the Scheme by the Tribunal and upon the effectiveness of this Scheme in accordance with the terms hereof, without any further act or deed to be done or executed by the Resulting Company as the case may be. It is clarified that the Resulting Company shall be entitled to engage in such correspondence and make such representations, as may be necessary, for the purposes of the aforesaid mutation and/ or substitution.

## 16. FACILITATION PROVISIONS

16.1 It is clarified that approval of the Scheme by the shareholders of Demerged Company and Resulting Company under sections 230 to 232 read with Section 66 of the Act shall be deemed to be their approval under Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure 23 | Page



Requirements) Regulations, 2015 and that no separate approval of the Board or audit committee or shareholders shall be required to be sought by the Demerged Company or Resulting Company.

- 16.2 It is clarified that all guarantees provided by the Demerged Company in respect of the Oil and Gas Services Undertaking shall be valid and subsisting till adequate arrangements/ guarantees have been provided in respect of the same by the Resulting Company.

#### **17. PROPERTY IN TRUST**

- 17.1 Notwithstanding anything contained in this Scheme, upon the Scheme coming into effect, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom and pertaining to the Oil and Gas Services Undertaking are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the Resulting Company, the Resulting Company shall be deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the Demerged Company and the Resulting Company, the Demerged Company will continue to hold the property and / or the asset, license, permission, approval, as the case may be, in trust on behalf of the Resulting Company.

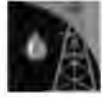
#### **18. APPLICATIONS/ PETITIONS TO THE TRIBUNAL**

- 18.1 The Companies shall dispatch, make and file all applications and petitions under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act before the Tribunal for sanction of this Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law.
- 18.2 The Companies shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Demerged Company and Resulting Company may require to own the assets and/ or liabilities of the Oil and Gas Services Undertaking, as the case may be, and to carry on the business of the Oil and Gas Services Undertaking, as the case may be.

#### **19. MODIFICATION OR AMENDMENTS TO THIS SCHEME**

- 19.1 On behalf of the Demerged Company and the Resulting Company, the Board of the respective companies acting themselves or through authorized persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards of the Demerged Company and the Resulting Company) and solve all difficulties that may arise in carrying out this





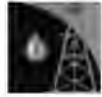
Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.

- 19.2 For the purpose of giving effect to this Scheme or to any modification thereof the Boards of the Demerged Company and the Resulting Company acting themselves or through authorized persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on both Companies, in the same manner as if the same were specifically incorporated in this Scheme. It is clarified that individual companies acting themselves or through authorized persons may individually approach the Tribunal or any other Appropriate Authority to seek clarifications for implementation of the Scheme.
- 19.3 It is clarified that if any modifications are required post satisfaction of the conditions precedent mentioned in Clause 20 and the Scheme having been made effective, the Effective Date shall not be affected by any such modifications that might be required to be made and the Effective Date for such modified Scheme shall be same as the date on which Scheme was made effective prior to the modifications.

## **20. CONDITIONS PRECEDENT**

- 20.1 Unless otherwise decided (or waived) by the Demerged Company and/or the Resulting Company, the Scheme is conditional upon and subject to the following conditions precedent:
- 20.1.1 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- 20.1.2 approval of the Scheme by requisite majority of each class of shareholders and creditors of the Demerged Company and the Resulting Company as may be required under the Act and as may be directed by the Tribunal;
- 20.1.3 the Demerged Company complying with provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circulars. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- 20.1.4 the sanction and order of the Tribunal, under Sections 230 to 232 read with Section 66 of the Act being obtained by the Demerged Company and the Resulting Company;
- 20.1.5 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the





- 20.1.6 such approvals and sanctions including sanction of any Appropriate Authority, if any, as may be required by Applicable Law in respect of the Scheme, being obtained.
- 20.2 Without prejudice to Clause 20.1 and subject to the satisfaction or waiver of the conditions mentioned in Clause 20.1 above, the Scheme shall be made effective in the order as contemplated below:
- 20.2.1 Part B of the Scheme shall be made effective subject to the satisfaction or waiver of conditions mentioned in Clause 20.1;
- 20.2.2 Part C of the Scheme shall be made effective simultaneously with the implementation of Part B of the Scheme.
- 20.3 On the approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company and such other classes of persons of the said Companies, if any, pursuant to Clause 20.1, such shareholders and classes of persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise, to the extent applicable, in relation to the demerger and capital reduction set out in this Scheme and related matters and to this Scheme itself.

**21. EFFECT OF NON-RECEIPT OF PERMITS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME**

- 21.1 The Demerged Company and the Resulting Company acting through their respective Boards shall each be at liberty to withdraw from this Scheme: (a) in case any condition or alteration imposed by any Appropriate Authority is unacceptable to any of them; or (b) they are of the view that coming into effect of the respective parts to this Scheme could have adverse implications on the respective companies.
- 21.2 If this Scheme is not effective within such period as may be mutually agreed upon between the Demerged Company and the Resulting Company through their respective Boards or their authorised representative, this Scheme shall become null and void and each Company shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

**22. RECONSTRUCTION OF ACCOUNTS**

Upon coming into effect of this Scheme, the accounts of the Demerged Company and Resulting Company, as and from the Appointed Date, shall be reconstructed in accordance with and pursuant to the terms of this Scheme.

**23. TAXES**

- 23.1 Resulting Company will be the successor of the Demerged Company vis-à-vis the Oil and Gas Services Undertaking. Hence, it will be deemed that the benefits of any tax credits, whether, central, state, or local, availed vis-à-vis the Oil and Gas Services Undertaking and the obligations, if any, for the payment of taxes relating to the Oil and Gas Services Undertaking shall be deemed to have been availed by Resulting Company or as the case may be, deemed to be the obligation of Resulting Company.





- 23.2 All taxes (including income tax, goods and service tax, sales tax, excise duty, custom duty, service tax, VAT, etc.) paid or payable by the Demerged Company in respect of the operations and/or profits of the Oil and Gas Services Undertaking before the Appointed Date, shall be on account of the Demerged Company and, in so far as it relates to the tax payment (including income tax, goods and service tax, sales tax, excise duty, custom duty, service tax, VAT, etc.) by the Demerged Company in respect of the profits or activities or operations of Oil and Gas Services Undertaking after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company (except as specifically provided in relation to the Remaining Business) and shall, in all proceedings, be dealt with accordingly.
- 23.3 Upon coming into effect of this Scheme, the Demerged Company and Resulting Company shall file / revise their income tax returns, TDS certificates, TDS returns, and other statutory returns, if required, and shall have the right to claim refunds, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc., if any (except as specifically provided in relation to the Remaining Business), as may be required consequent to implementation of this Scheme. Such returns shall be filed based on reconstructed accounts, as mentioned in Clause 22 above, drawn up with effect from Appointed Date and any tax including Minimum Alternate Tax shall be computed accordingly. Further, the Demerged Company and Resulting Company shall have the right to revise and file the aforesaid returns, notwithstanding that the statutory period for such revision and filing may have expired.

#### 24. COSTS

- 24.1 Subject to Clause 21 above, all costs, charges, levies and expenses (including, but not limited to, stamp duty, etc.) in relation to or in connection with the Scheme and incidental to the completion of the Scheme and of carrying out the terms of this Scheme shall be borne as mutually agreed by the Board of Directors of Demerged Company and Resulting Company.





DCS/AMAL/SD/R37/1241/2018-19

August 28, 2018

The Company Secretary,  
**DEEP INDUSTRIES LTD.**  
 12A & 14, Abhishree Corporate Park,  
 Ambli Bopal Road, Ambli,  
 Ahmedabad, Gujarat- 380058

Sir,

**Sub: Observation letter regarding the Draft Composite Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Ltd and Deep CH4 Private Ltd.**

We are in receipt of Draft Composite Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Ltd and Deep CH4 Private Ltd and their respective shareholders and Creditors filed as required under SEBI Circular No. CFD/CIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated August 28, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
 Registered Office: Plot 25, P.J. Towers, Colaba Street, Mumbai-400 001, India  
 T: 021 22 2222-1234567 | E: corp.compl@bseindia.com | www.bseindia.com  
 Corporate Identity Number: U67120M19000591C 50188



(2)

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCI T

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements

Yours faithfully,

  
**Nitinkumar Pujari**  
Senior Manager





## National Stock Exchange Of India Limited

Ref: NSE/LIST/16990

August 29, 2018

The Managing Director  
Deep Industries Limited,  
12A & 14 Abhishree Corporate Park,  
Ambli Bopal Road,  
Ahmedabad – 380015.

**Kind Attn.: Mr. Rupesh Savla**

Dear Sir,

**Sub: Observation Letter for Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Limited and Deep CH4 Private Limited and their respective shareholders and creditors.**

We are in receipt of the Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Limited and Deep CH4 Private Limited and their respective shareholders and creditors vide application dated June 15, 2018.

Based on our letter reference no Ref: NSE/LIST/54060 dated July 16, 2018 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated August 28, 2018, has given following comments:

- a. *The Company shall disclose the additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circulars.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.





Continuation Sheet

The validity of this “Observation Letter” shall be six months from August 29, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Divya Poojari  
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

This Document is Digitally Signed





**DEEP  
Industries  
Limited**  
Oil & Gas Exploration  
Production & Services

Date: 13/07/2018

To,  
**The Department of Listing Obligations,**  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001

Scrip Code: 532760

Subject: Filing of Compliant Report

Ref No: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the Scheme of arrangement between Deep Industries Limited and Deep CH4 Limited

Dear Sir,

We refer to the captioned application dated 15 June 2018 with your good office.

As per Para I(A)(6)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, a report, in the prescribed format as per Annexure III of the Circular, showing status of complaints as on date is enclosed herewith as Annexure I.

We request you to take above on record and oblige.

If you require any further information / clarifications, we would be happy to provide the same.

For Deep Industries Limited

  
Akshat Soni  
Company Secretary



Encl: As above



Registered Office:  
12A & 14 Abhishee Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India, Tel # 02717 296510, +91 98256 00533 | Fax # 02717 296520  
Email: info@deepindustries.com | Website: http://www.deepindustries.com  
CIN : L63090GJ1991PLC014833



## ANNEXURE 1

Scheme of Arrangement among Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors

**COMPLAINTS REPORT**  
For the period from 21 June 2018 to 13 July 2018

## Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

## Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
1.	Not Applicable	Not Applicable	Not Applicable





Oil & Gas Exploration  
Production & Services

Date: 03/08/2018

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G-Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

Subject: Filing of Complaint Report

Ref No: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the Scheme of arrangement between Deep Industries Limited and Deep CH4 Limited.

Dear Sir,

We refer to the captioned application dated 15 June 2018 with your good office.

As per Para I(A)(6)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, a report, in the prescribed format as per Annexure III of the Circular, showing status of complaints as on date is enclosed herewith as Annexure 1.

We request you to take above on record and oblige.

If you require any further information / clarifications, we would be happy to provide the same.

For, **Deep Industries Limited**

  
Rupesh Savla  
Managing Director



Encl: As above



Registered Office:  
12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520  
Email: info@deepindustries.com | Website: http://www.deepindustries.com  
CIN : L63090GJ1991PLC014833





## ANNEXURE I

Scheme of Arrangement among Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors

**COMPLAINTS REPORT**  
For the period from 12 July 2018 to 03 August 2018

## Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

## Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
1.	Not Applicable	Not Applicable	Not Applicable





## BOARD'S REPORT

To  
The Members  
Deep Industries Limited,  
Ahmedabad

Your Directors have pleasure in presenting 28<sup>th</sup> Annual Report together with the audited financial statement of your Company for the Financial Year ended 31<sup>st</sup> March, 2018.

## FINANCIAL RESULTS:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read with Rule 7 of the (Companies Accounts) Rules, 2014.

The standalone and consolidated financial performance of the Company, for the Financial Year ended on 31<sup>st</sup> March, 2018 are summarized below:

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from Operations	30049.25	27738.05	31267.54	27738.05
Other Income	668.71	928.79	698.32	929.40
Total Income	30717.96	28666.84	31965.86	28667.45
Less: Total Expenses	18989.42	17740.58	20097.06	17740.55
Profit Before Tax	11728.54	10926.26	11868.80	10926.90
Less: Tax Expenses	4126.48	3406.99	4124.00	3406.93
Profit/(Loss) for the Year	7602.06	7519.26	7744.80	7519.96
Other Comprehensive Income/ (Loss) for the year	4.83	(14.85)	4.82	(14.85)
Total Comprehensive Income/ (Loss) for the year	7606.89	7504.41	7745.42	7030.15
Earning per Equity Share (Basic and Diluted)	23.76	25.05	24.19	23.47

## COMPANY PERFORMANCE (STANDALONE &amp; CONSOLIDATED BASIS):

- The Company's Standalone revenues from operations increased to ` 30049.25 Lakhs in the year 2017-18 from ` 27738.05 Lakhs in 2016-17 showing growth of 8.33 % compared to the previous year, while Consolidated revenues from operations increased to ` 31267.54 Lakhs in the year 2017-18 from ` 27738.05 Lakhs for the year 2016-17.
- Company's Standalone net profit increased to ` 7602.06 Lakhs in the year 2017-18 from ` 7519.26 Lakhs in the year 2016-17 showing growth of 1.10 % as compared to previous year.

However, your Directors are expecting to achieve better results in time to come and to continue the position of market leader in coming years.

## Subsidiary Performance:

Deep Industries Limited has five subsidiaries as follows as Deep Natural Resources Limited, Prabha Energy Private Limited, Deep Energy LLC, Deep Onshore Drilling Services Private Limited and Deep International DMCC.

- Deep Natural Resources Limited has earned total revenue of ` 8365.00 in the year 2017-18 as compared to revenue earned of ` 9643.00 in the year 2016-17. And it has earned total profit of ` 355.70 in the year 2017-18 as compared to total profit earned of ` 2852.00 in the year 2016-17.
- Prabha Energy Private Limited has earned total revenue of ` 29.48 Lakhs in the year 2017-18 as compared to revenue earned of ` 0.44 Lakhs in the year 2016-17. And it has earned total profit of ` 8.72 Lakhs in the year 2017-18 as compared to total profit earned of ` 0.16 Lakhs in the year 2016-17.
- Deep Onshore Drilling Private Limited has earned total revenue of ` 4732.00 in the year 2017-18 And it has earned total profit of ` 2547.00 in the year 2017-18
- Deep Energy LLC has loss of ` 0.008 Lakhs in the year 2017-18 as compared to loss of ` 0.5 Lakhs incurred in the year 2016-17.
- Deep International DMCC has Profit of ` 136.45 Lakhs in the year 2017-18.



**DIVIDEND:**

Your Directors have recommended final dividend of ` 1.5/- (15%) per Equity Share each of ` 10/- for financial year ended on 31<sup>st</sup> March, 2018, the Proposal is subject to the approval of shareholders at the ensuing Annual General Meeting will be paid to (i) those Equity Shareholders whose name appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 18<sup>th</sup> September, 2018 (Record Date) and (ii) to those members whose particulars as beneficial owners are furnished for this purpose, by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited.

**TRANSFER TO RESERVES:**

The Board has not transferred the amount to General Reserves and an amount of ` 27,090.47 Lakhs is retained as surplus in the Statement of profit and Loss of Standalone financials.

**FIXED DEPOSITS:**

During the year under review, your Company has not accepted any fixed deposits within the meaning of Chapter V of the Companies Act, 2013.

**SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2018 was ` 32.00 Crore. During the period under review, the Company has not granted any stock options nor sweat equity. The Company has also not purchased of its own shares by employees or by trustees for the benefit of employees.

Your Company's equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of March 31, 2018, 99.99% of the equity shares of your Company were held in demat form.

**PARTICULARS OF LOANS, GURANTEES OR INVESTMETS:**

During the year under review, the Company has not given any loan and provided any guarantee. The Company has made investment under the provisions of Section 186 of Companies Act, 2013. The said details are given in the notes to the Financial Statements.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT- 9, as required under Section 92 of the Companies Act, 2013 is annexed to this Report as Annexure- A and forms integral part of this report.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY:**

Your Company has total 5 subsidiaries as on 31<sup>st</sup> March, 2018 as under

- 1) Prabha Energy Pvt. Ltd.
- 2) Deep Natural Resources Ltd.
- 3) Deep Energy LLC
- 4) Deep Onshore Drilling Services Pvt. Ltd.
- 5) Deep International DMCC

The annual financial statements and related detailed information of the subsidiary companies shall be made available to the shareholders of the holding and seeking such information on all working days during business hours. The financial statements of the subsidiary companies shall be kept for inspection by any shareholder/s during working hours at the Company's registered office and that of the respective subsidiary companies concerned. As provided under Section 129(3) of the Companies Act, 2013 and rules made thereunder a statement containing the salient features of the financial statement of its subsidiaries in AOC-1 format under the rules is attached to the financial statements .

**SCHEME OF ARRANGEMENT:**

The Board of Directors of the Company at its meeting held on 26 May, 2018 have, inter alia, considered and approved the draft Scheme of Arrangement in the nature of Demerger in accordance with the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Deep Industries Limited (Demerged Company) and Deep CH4 Limited (Resulting Company) and their respective shareholders and creditors.

The Scheme of Arrangement provides for transfer and vesting of Oil and Gas Services Undertaking from the Demerged Company into the Resulting Company. The Oil and Gas Exploration and Production business shall continue to be carried on by the Demerged Company.



Pursuant to the Scheme becoming effective, the Resulting Company shall issue shares to the shareholders of the Demerged Company and subsequently such shares shall be listed on Bombay Stock Exchange Limited ('BSE') and National Stock Exchange Limited ('NSE'). Pursuant to such issuance of shares by Resulting Company, the shareholders of the Demerged Company shall become shareholders in Resulting Company in the same ratio (inter se) as they hold shares in the Demerged Company.

The Scheme as aforesaid is subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, shareholders and creditors of the companies, Ahmedabad Bench of the National Company Law Tribunal and such other statutory and regulatory approvals as may be required.

#### DIRECTORS:

##### Appointment:

During the year under review, there was no appointment and resignation of any directors. However, Mr. Prem Singh Mangatsingh Sawhney, Mr. Dharen Shantilal Savla, Mr. Sanjay Harkishandas Parekh has been resigned from the post of Directorship and Mr. Hemendrakumar Chamanlal Shah has been appointed as an Additional Independent Director with effect from 26.06.2018.

##### Directors Retire by Rotation:

In accordance with the provisions of section 152[6] of the Act and in terms of the Articles of Association of the Company, Mr. Rupesh Kantilal Savla (DIN:00126303), Managing Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

##### Independent Directors:

The terms and conditions of appointment of Independent Directors are in accordance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as per the provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act.

Your Company has received annual declarations from all the Independent Directors of the Company under sub - section (7) of section 149 confirming that they meet with the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

#### KEY MANAGERIAL PERSONNEL

There is no change in Key Managerial Personnel during the year. However Mr. Dharen Shantilal Savla has been resigned from the post of directorship (Whole Time Director) with effect from 26.06.2018.

##### Policy on Appointment & Remuneration of Directors, Key Managerial Personnel and other Employees

The Board has on its recommendation of Nomination and Remuneration Committee, framed a Policy relating to appointment & remuneration of Directors, Key Managerial Personnel & other employees in relation in accordance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 178(3) of the Companies Act, 2013, is given in the Corporate Governance Report forming part of the Annual Report.

##### Criteria for Performance Evaluation

During the year under review, the board considered and refined the criteria as well as the process for performance evaluation of itself, that of its Committees and individual Directors as follows:

Evaluation	Criteria For evaluation
Board	<ul style="list-style-type: none"> <li>Degree of fulfillment of key responsibilities including focus on strategic and policy issues.</li> <li>Effectiveness of Board process and information sharing.</li> <li>Board culture and dynamics.</li> <li>Quality of decisions.</li> <li>Establishment and delineation of responsibilities to Committees.</li> <li>Quality of relationship between Board and the Management.</li> </ul>
Committee	<ul style="list-style-type: none"> <li>Degree of fulfillment of key responsibilities.</li> <li>Frequency and effectiveness of meetings.</li> <li>Committee dynamics, especially openness of discussions, including with the Board.</li> <li>Adequacy of Committee composition.</li> <li>Quality of relationship of the committee with the Board and the Management.</li> </ul>
Individual Directors	<ul style="list-style-type: none"> <li>Participation in Board in terms of adequacy (time &amp; content).</li> <li>Contribution through expertise and perspective.</li> <li>Guidance / support to Management outside Board / Committee meetings.</li> </ul>



Manner of evaluation of board, its committees and individual directors

The evaluation of Board, its Committees and Individual Directors was carried out as per the process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors for the evaluation of the Board and its Committees, Individual Directors (i.e. Independent and Non Independent Directors), were co-ordinated by the Chairman of the Board and the feedback received was discussed in the meeting in case of evaluation of the Board and Committee and was discussed with Individual Directors in case of their evaluation.

The evaluation of Chairperson was co-ordinated by the Chairman of the Independent Directors meeting.

**DETAILS OF MEETINGS OF THE BOARD AND ITS COMMITTEES:**

The details of the number of meeting of Board of Directors and its Committees, held during the financial year indicating the number of meetings attended by each directors are given in the Corporate Governance Report which forms a part of this report.

**COMPOSITION OF AUDIT COMMITTEE:**

The board has constituted audit committee which comprise two non-executive Independent Directors namely Mr. Kirit Joshi (Chairman), Mr. Arun Mandke (Member) and One Executive Non- Independent Director, Mr. Paras Savla(Member). More details are given under Corporate Governance Report.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of section 134[3][c] of the Companies Act, 2013, in relation to the financial statements of the Company for the year ended 31<sup>st</sup> March, 2018, the board of Directors state that :

- (a) in preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any,
- (b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit of the Company for the year ended on that date,
- (c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities,
- (d) the annual financial statements have been prepared on going concern basis,
- (e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively, and
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THIER ADEQUACY:**

The details in respect of internal financial control and their adequacy are included in the Management and Discussion & Analysis, which forms part of this report.

**RISK MANAGEMENT:**

The Company manages, and monitors on the principal risks and uncertainties that can impact its ability to achieve its objectives. Pursuant to section 134 (3) (n) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, The Company has framed Risk Management Policy. At present the company has not identified any element of risk which may threaten the existence of the company.

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks. The Company has formally framed a Risk Management Policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure.

Discussion on risks and concerns are covered in the Management Discussion and Analysis Report, which forms part of this Annual Report.

**CORPORATE SOCIAL RESPONSIBILITY(CSR):**

The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committees are provided in the Corporate Governance Report. The Annual Report on CSR activities is provided in Annexure-B.



**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to creating a healthy & conducive working environment that enables women employees to work without fear of prejudice, gender and sexual harassment and/or any such orientation in implicit or explicit form. The Company considers sexual harassment as a gross misconduct. Pursuant to the provisions of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed there under, the Company has adopted a "Policy on Protection of Women against Sexual Harassment at Work Place". Through this Policy, the Company seek to provide protection to its women employees against sexual harassment at work place and thereby provide mechanism for redressal of complaints relating to matters connected therewith or incidental thereto.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received. - NIL
- No. of complaints disposed off – Not Applicable

**INDUSTRIAL RELATIONS:**

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Management.

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Separate reports on Corporate Governance compliance along with the required Certificate from Practicing Company Secretary of the Company regarding compliance of the conditions of Corporate Governance and Management Discussion and Analysis as stipulated by SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015 forms part of this Annual Report.

**PROHIBITION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company has formulated the Code of Practices and Procedures for Fair Disclosure in terms of the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board is responsible for implementation of the Code. The Policy is available on our website. [www.deepindustries.com](http://www.deepindustries.com).

**RELATED PARTY TRANSACTIONS:**

All contracts/arrangement/transactions entered into by the Company during the Financial Year with related parties were on an arm's length basis and were in the ordinary course of business and were placed before the audit committee for their approval, wherever applicable. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC- 2 is as attached in Annexure- C .

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:**

There have been no material changes and commitments, affecting the financial position of the Company since the close of financial year i.e. since 31<sup>st</sup> March, 2018 Further, it is confirmed that there has been no change in the nature of business of the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

**AUDITORS:**

Statutory Auditors and their Report:

M/s Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad [Firm Registration No. 102511W] were appointed as Statutory Auditors of your Company at the 26th Annual General Meeting held on September 22, 2016 for a term of five consecutive years from conclusion of 26<sup>th</sup> Annual General Meeting till the conclusion of Thirty First Annual General Meeting to be held in the year 2021.



The Company has received written consent letter along with certificate from Auditor under the provisions of the Companies Act, 2013, to the effect that their appointment, if made, would be within the prescribed limits and are not disqualified for appointment and further they are independent of management.

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

#### Secretarial Auditors & Secretarial Audit Report:

Pursuant to provisions of section 204 of the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Board has appointed M/s Shilpi Thapar & Associates, a firm of Company Secretaries in Whole-Time Practice to undertake the Secretarial Audit of the Company for the financial year 2017-18.

The Secretarial Audit Report for the Financial Year 2017-18 carried out by M/s Shilpi Thapar and Associates, (CP No.:6779, FCS: 5492), in the form "MR-3" is annexed herewith as Annexure - D . The Secretarial Audit Report does not contain any major qualification, reservations or adverse remarks which call for explanation.

#### Internal Auditors:

The board has Re-appointed M/s R.R Khandol & Co., Chartered Accountant (FRN: 0112488) as an Internal Auditors of the Company for F.Y 2018-19.

#### REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

#### WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

The Company promotes ethical behavior in all its business activities and has established a vigil mechanism for its Directors, Employees and Stakeholders associated with the Company to report their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy has been appropriately communicated within the Company and has also been posted on the Website of the Company <http://www.deepindustries.com/Pages/Policies.aspx>.

#### LISTING OF SHARES:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) with scrip code No. 532760 and on National Stock Exchange of India Limited (NSE) with scrip code of DEEPIND. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2018-19 have been paid.

#### INSURANCE:

All movable properties as owned by the Company continued to be adequately insured against risks.

#### PARTICULARS OF EMPLOYEES:

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the separate annexure forming part of this Report as Annexure- E.

There was no employee drawing salary as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### HUMAN RESOURCES:

The well disciplined workforce which has served the Company lies at the very foundation of the Company's major achievements and shall well continue for the years to come. The success of the Company and good track record are largely attributable to the remarkable commitment, dedication and hard work of the employees. The Company has strongly embedded core values and all employees are trained and encouraged to use these values in their daily operations and the bases for making decisions. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance. This has helped to ensure all employees are aligned and focused on key objectives and key performance indicators critical for the Company's performance. Remuneration and performance are strongly linked together through bonus schemes and increments.



CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:

The information to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are set out in Annexure- F to this Report.

AKNOWLEDGEMENTS:

Your Directors wish to place on record their deep sense of appreciation for the commitment displayed by all the employees of the Company resulting in successful performance during the year under review.

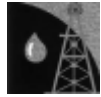
Our Directors also take this opportunity to place on record the co-operation, assistance and continued support extended by the Banks, Government Authorities, Vendors and Shareholders during the year under review.

for and on behalf of the Board of Directors

Date : August 20, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN:00145639





ANNEXURE A TO THE BOARD'S REPORT

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L63090GJ1991PLC014833
ii.	Registration Date	01/01/1991
iii.	Name of the Company	Deep Industries Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non Govt. Company
v.	Address of the Registered office and contact details	12A & 14, Abhishree Corporate park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 Contact Details: Tel (02717) 298510. E-mail- info@deepindustries.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner Off C G Road , Ellisbridge, Ahmedabad 380006. Tel No : +91 79 26465179 /86 / 87 Email: ahmedabad@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Support activities for petroleum and natural gas mining	0910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

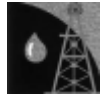
Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	Deep Natural Resources Limited	U11200GJ2009PLC057871	Subsidiary	70%	Section 2(87)
2.	Prabha Energy Private Limited	U40102GJ2009PTC057716	Subsidiary	78.45%	Section 2(87)
3.	Deep Energy LLC	N.A.	Subsidiary	90%	Section 2(87)
4.	Deep Onshore Drilling Services Private Limited	U11200GJ2016PTC092985	Subsidiary	99%	Section 2(87)
5.	Deep International DMCC	N.A.	Subsidiary	100%	Section 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-Wise Share Holding

Category of Shareholders	No. of Shares at the beginning of the year 31/03/2017				No. of Shares at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Shareholding of									
Promoter & Promoter Group									
1) Indian									
a) Individual/HUF	19172990	194	19173184	59.9162	5443465	0	5443465	17.0108	-42.9054
b) Central Govt/ State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Financial Institutions/Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Any Other (Specify)									
Bodies Corporate	1291351	0	1291351	4.0355	1228000	0	1228000	3.8375	-0.1980
Trust	0	0	0	0.0000	13645382	0	13645382	42.6418	-42.6418
Sub-total(A)(1):-	20464341	194	20464535	63.9517	20316847	0	20316847	63.4901	-0.4616

2) Foreign										
a) Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(b) Government	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Any Other (Specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Sub-total(A)(2):-	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Total Shareholding of Promoter and Promoter										
Group(A)=(A)(1)+(A)(2)	20464341	194	20464535	63.9517	20316847	0	20316847	63.4901	-0.4616	
B. Public Shareholding										
1. Institutions										
a) Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(b) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Foreign Portfolio Investor	2550348	0	2550348	7.9698	1918742	0	1918742	5.9961	-1.9737	
(f) Financial Institutions / Banks	67205	0	67205	0.2100	20853	0	20853	0.0652	-0.1448	
(g) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(h) Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(i) Any Other (Specify)	0	0	0	0	0	0	0	0	0	
Sub-total (B)(1)	2617553	0	2617553	8.1799	1939595	0	1939595	6.0612	-2.1187	
[2] Central Government/ State Government(s)/ President of India	0	0	0	0.0000	1751	0	1751	0.0055	0.0055	
Sub Total (B)(2)	0	0	0	0.0000	1751	0	1751	0.0055	0.0055	
3. Non Institutions										
a) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3666374	361	3666735	11.4585	4649446	261	4649707	14.5303	3.0718	
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2234300	0	2234300	6.9822	2054691	0	2054691	6.4209	-0.5613	
(b) NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Any Other (Specify)										
Foreign Nationals	0	0	0	0.0000	26	0	26	0.0001	0.0001	
Hindu Undivided Family	322083	0	322083	1.0065	399574	0	399574	1.2487	0.2422	
NRI (Non Repat)	78496	0	78496	0.2453	74163	0	74163	0.2318	-0.0135	
NRI (Repat)	399156	0	399156	1.2474	311760	0	311760	0.9743	-0.2731	
Foreign Portfolio Investor (Individual)	3550	0	3550	0.0111	0	0	0	0.0000	-0.0111	
Clearing Member	147460	0	147460	0.4608	198666	0	198666	0.6208	0.1600	
Bodies Corporate	2066132	0	2066132	6.4567	2053220	0	2053220	6.4163	-0.0404	
Sub Total (B)(3)	8917551	361	8917912	27.8685	9741546	261	9741807	30.4431	-2.5746	
Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	11535104	361	11535465	36.0483	11682892	261	11683153	36.5099	0.4616	
Total (A)+(B)	31999445	555	32000000	100.0000	31999739	261	32000000	100.0000	0.0000	
(C) Non Promoter - Non Public										
[1] Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000	
[2] Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Total (A)+(B)+(C)	31999445	555	32000000	100.0000	31999739	261	32000000	100.0000	0.0000	



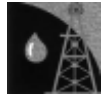
ii. Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholders at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% Change in shareholding during the year
		No. of Shares held	% of total Share of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares held	% of total Share of the company	% of Shares Pledged/ encumbered to total shares	
1.	RUPESH KANTILAL SAVLA	2516842	7.8651	0.0000	100	0.0003	0.0000	-7.8648
2	SHITAL RUPESH SAVLA	6015098	18.7972	0.0000	100	0.0003	0.0000	-18.7969
3	ADINATH EXIM RESOURCES LTD	1228000	3.8375	0.0000	1228000	3.8375	0.0000	0.0000
4	KANTILAL VELJI SAVLA- HUF	967820	3.0244	0.0000	0	0.0000	0.0000	-3.0244
5	PRABHABEN KANTILAL SAVLA	611561	1.9111	0.0000	100	0.0003	0.0000	-1.9108
6	DHAREN SHANTILAL SAVLA	3164048	9.8877	0.0000	2058822	6.4338	0.0000	-3.4539
7	PARAS SHANTILAL SAVLA	400580	1.2518	0.0000	100	0.0003	0.0000	-1.2515
8	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.2188	0.0000	3568474	11.1515	0.0000	9.9327
9	MITA MANOJ SAVLA	1633792	5.1056	0.0000	1331021	4.1594	0.0000	0.9462
10	PRITI PARAS SAVLA	2346298	7.3322	0.0000	2052625	6.4145	0.0000	-0.9177
11	AVANI DHAREN SAVLA	277046	0.8658	0.0000	100	0.0003	0.0000	-0.8655
12	MANOJ SHANTILAL SAVLA	241199	0.7537	0.0000	100	0.0003	0.0000	-0.7534
13	SHAIL M SAVLA	175000	0.5469	0.0000	100	0.0003	0.0000	-0.5466
14	SHANTILAL MURJIBHAI SAVLA	88755	0.2774	0.0000	100	0.0003	0.0000	-0.2771
15	MANOJ SHANTILAL SAVLA- HUF	118688	0.3709	0.0000	0	0.0000	0.0000	-0.3709
16	SHANTILAL MURJIBHAI SAVLA- HUF	117286	0.3665	0.0000	0	0.0000	0.0000	-0.3665
17	KANVEL SHARE BROKERS PVT LTD	63351	0.1980	0.0000	0	0.0000	0.0000	-0.1980
18	PRABHABEN SHANTILAL SAVLA	58880	0.1840	0.0000	100	0.0003	0.0000	-0.1837
19	AARAV SAVLA	97	0.0003	0.0000	97	0.0003	0.0000	0.0000
20	RUPESH SAVLA HUF	97	0.0003	0.0000	0	0.0000	0.0000	-0.0003
21	RUPESH SAVLA FAMILY TRUST	0	0.0000	0.0000	10076908	31.4903	0.0000	31.4903
	Total	20464535	63.9518	0.0000	20316847	63.4901	0.0000	28.0397

Note: \* Changes occurs due to Inter-se transfer of Shares among promoter Groups on 26<sup>th</sup> September, 2017 & 27<sup>th</sup> September, 2017.

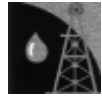
iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of the Company
1	RUPESH SAVLA FAMILY TRUST	0	0.0000			0	0.0000
	Transfer			26 Sep 2017	6335630	6335630	19.7988
	Transfer			27 Sep 2017	63351	6398981	19.9968
	By way of Gift			27 Sep 2017	3677927	10076908	31.4903
	AT THE END OF THE YEAR					10076908	31.4903
2	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.2188			390000	1.2188
	Transfer			26 Sep 2017	3178474	3568474	11.1515
	AT THE END OF THE YEAR					3568474	11.1515
3	DHAREN SHANTILAL SAVLA	3164048	9.8877			3164048	9.8877
	Transfer			26 Sep 2017	(1105226)	2058822	6.4338
	AT THE END OF THE YEAR					2058822	6.4338



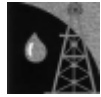
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4	PRITI PARAS SAVLA	2346298	7.3322			2346298	7.3322
	Transfer			26 Sep 2017	(293673)	2052625	6.4145
	AT THE END OF THE YEAR					2052625	6.4145
5	MITA MANOJ SAVLA	1633792	5.1056			1633792	5.1056
	Transfer			26 Sep 2017	(302771)	1331021	4.1594
	AT THE END OF THE YEAR					1331021	4.1594
6	ADINATH EXIM RESOURCES LTD	1228000	3.8375			1228000	3.8375
	AT THE END OF THE YEAR					1228000	3.8375
7	PRABHABEN SHANTILAL SAVLA	58880	0.1840			58880	0.1840
	Transfer			26 Sep 2017	(58780)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
8	SHANTILAL MURJIBHAI SAVLA	88755	0.2774			88755	0.2774
	Transfer			26 Sep 2017	(88655)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
9	SHITAL RUPESH SAVLA	6015098	18.7972			6015098	18.7972
	Transfer			23 Jun 2017	(97560)	5917538	18.4923
	Transfer			07 Jul 2017	(1)	5917537	18.4923
	Transfer			26 Sep 2017	(2337071)	3580466	11.1889
	By way of Gift			27 Sep 2017	(3580366)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
10	AVANI DHAREN SAVLA	277046	0.8658			277046	0.8658
	Transfer			26 Sep 2017	(276946)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
11	PARAS SHANTILAL SAVLA	400580	1.2518			400580	1.2518
	Transfer			26 Sep 2017	(400450)	130	0.0004
	Transfer			27 Sep 2017	(30)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
12	MANOJ SHANTILAL SAVLA	241199	0.7537			241199	0.7537
	Transfer			26 Sep 2017	(241099)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
13	RUPESH KANTILAL SAVLA	2516842	7.8651			2516842	7.8651
	Transfer			26 Sep 2017	(2516742)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
14	PRABHABEN KANTILAL SAVLA	611561	1.9111			611561	1.9111
	Transfer			26 Sep 2017	(513900)	97661	0.3051
	By way of Gift			27 Sep 2017	(97561)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
15	SHAIL M SAVLA	175000	0.5469			175000	0.5469
	Transfer			26 Sep 2017	(174900)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
16	AARAV RUPESH SAVLA	97	0.0003			97	0.0003
	AT THE END OF THE YEAR					97	0.0003
17	KANTILAL VELJI SAVLA HUF	967820	3.0244			967820	3.0244
	Transfer			26 Sep 2017	(967820)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
18	MANOJ SHANTILAL SAVLA HUF	118688	0.3709			118688	0.3709
	Transfer			26 Sep 2017	(118688)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
19	SHANTILAL MURJIBHAI SAVLA HUF	117286	0.3665			117286	0.3665
	Transfer			26 Sep 2017	(117286)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
20	KANVEL SHARE BROKERS PVT LTD	63351	0.1980			63351	0.1980
	Transfer			27 Sep 2017	(63351)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
21	RUPESH SAVLA HUF	97	0.0003			97	0.0003
	Transfer			26 Sep 2017	(97)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000



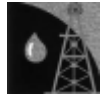
iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	& of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	& of total Shares of the Company
1	R L TRADECOM PRIVATE LIMITED	1279213	3.9975			1279213	3.9975
	AT THE END OF THE YEAR					1279213	3.9975
2	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	632282	1.9759			632282	1.9759
	Transfer			26 May 2017	203333	835615	2.6113
	Transfer			09 Jun 2017	(6190)	829425	2.5920
	Transfer			06 Oct 2017	(14721)	814704	2.5460
	Transfer			27 Oct 2017	(20525)	794179	2.4818
	Transfer			22 Dec 2017	(13000)	781179	2.4412
	Transfer			29 Dec 2017	(53000)	728179	2.2756
	Transfer			05 Jan 2018	(12000)	716179	2.2381
	Transfer			23 Feb 2018	(4376)	711803	2.2244
	Transfer			02 Mar 2018	(4266)	707537	2.2111
	Transfer			09 Mar 2018	(1296)	706241	2.2070
	AT THE END OF THE YEAR					706241	2.2070
3	HESHIKA GROWTH FUND	409263	1.2789			409263	1.2789
	Transfer			21 Apr 2017	(25000)	384263	1.2008
	AT THE END OF THE YEAR					384263	1.2008
4	RAKESH RAJKRISHAN AGGARWAL	372000	1.1625			372000	1.1625
	AT THE END OF THE YEAR					372000	1.1625
5	RAJULDEVI G CHOWDHARY	0	0.0000			0	0.0000
	Transfer			22 Sep 2017	244949	244949	0.7655
	AT THE END OF THE YEAR					244949	0.7655
6	AUCTOR INVESTMENTS LIMITED	259250	0.8102			259250	0.8102
	Transfer			21 Apr 2017	(25000)	234250	0.7320
	AT THE END OF THE YEAR					234250	0.7320
7	PLUTUS TERRA INDIA FUND	418588	1.3081			418588	1.3081
	Transfer			21 Apr 2017	(65000)	353588	1.1050
	Transfer			28 Apr 2017	(62275)	291313	0.9104
	Transfer			19 May 2017	(100000)	191313	0.5979
	Transfer			28 Jul 2017	8000	199313	0.6229
	Transfer			05 Jan 2018	(8000)	191313	0.5979
	Transfer			16 Mar 2018	20000	211313	0.6604
	AT THE END OF THE YEAR					211313	0.6604
8	JIGNESH P SHAH	273844	0.8558			273844	0.8558
	Transfer			29 Dec 2017	(40000)	233844	0.7308
	Transfer			12 Jan 2018	(35000)	198844	0.6214
	AT THE END OF THE YEAR					198844	0.6214
9	KUNAL RAKESH AGGARWAL	150000	0.4688			150000	0.4688
	Transfer			03 Nov 2017	(100000)	50000	0.1563
	Transfer			26 Jan 2018	100000	150000	0.4688
	AT THE END OF THE YEAR					150000	0.4688
10	RITA KEVAL SHAH	50000	0.1563			50000	0.1563
	Transfer			07 Apr 2017	97561	147561	0.4611
	AT THE END OF THE YEAR					147561	0.4611
11	ANTARA INDIA EVERGREEN FUND LTD	259250	0.8102			259250	0.8102
	Transfer			21 Apr 2017	(50000)	209250	0.6539
	Transfer			28 Apr 2017	(25000)	184250	0.5758



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	Transfer			05 May 2017	(25000)	159250	0.4977
	Transfer			19 May 2017	(88000)	71250	0.2227
	Transfer			04 Aug 2017	30000	101250	0.3164
	AT THE END OF THE YEAR						
12	NOMURA SINGAPORE LIMITED	434361	1.3574			434361	1.3574
	Transfer			07 Apr 2017	(75000)	359361	1.1230
	Transfer			21 Apr 2017	(159361)	200000	0.6250
	Transfer			12 May 2017	(59055)	140945	0.4405
	Transfer			19 May 2017	(17757)	123188	0.3850
	Transfer			16 Jun 2017	50000	173188	0.5412
	Transfer			30 Jun 2017	50000	223188	0.6975
	Transfer			21 Jul 2017	(66792)	156396	0.4887
	Transfer			04 Aug 2017	50000	206396	0.6450
	Transfer			12 Jan 2018	(106396)	100000	0.3125
	AT THE END OF THE YEAR						
13	JM FINANCIAL SERVICES LIMITED	9125680	28.5178			9125680	28.5178
	Transfer			07 Apr 2017	(9026708)	98972	0.3093
	Transfer			14 Apr 2017	1752	100724	0.3148
	Transfer			21 Apr 2017	662	101386	0.3168
	Transfer			28 Apr 2017	(1962)	99424	0.3107
	Transfer			05 May 2017	1005	100429	0.3138
	Transfer			12 May 2017	(837)	99592	0.3112
	Transfer			19 May 2017	546	100138	0.3129
	Transfer			26 May 2017	(2439)	97699	0.3053
	Transfer			02 Jun 2017	(75)	97624	0.3051
	Transfer			09 Jun 2017	1216	98840	0.3089
	Transfer			16 Jun 2017	389	99229	0.3101
	Transfer			23 Jun 2017	(99040)	189	0.0006
	Transfer			30 Jun 2017	377	566	0.0018
	Transfer			07 Jul 2017	1569	2135	0.0067
	Transfer			14 Jul 2017	(2049)	86	0.0003
	Transfer			21 Jul 2017	64	150	0.0005
	Transfer			28 Jul 2017	135	285	0.0009
	Transfer			04 Aug 2017	149758	150043	0.4689
	Transfer			11 Aug 2017	(145785)	4258	0.0133
	Transfer			18 Aug 2017	(1240)	3018	0.0094
	Transfer			25 Aug 2017	(2454)	564	0.0018
	Transfer			01 Sep 2017	8218	8782	0.0274
	Transfer			08 Sep 2017	12558	21340	0.0667
	Transfer			15 Sep 2017	(18997)	2343	0.0073
	Transfer			22 Sep 2017	555	2898	0.0091
	Transfer			29 Sep 2017	63447	66345	0.2073
	Transfer			06 Oct 2017	(62435)	3910	0.0122
	Transfer			13 Oct 2017	73657	77567	0.2424
	Transfer			20 Oct 2017	(66812)	10755	0.0336
	Transfer			27 Oct 2017	4969	15724	0.0491
	Transfer			03 Nov 2017	(4106)	11618	0.0363
	Transfer			10 Nov 2017	849	12467	0.0390
	Transfer			17 Nov 2017	(3164)	9303	0.0291
	Transfer			24 Nov 2017	(142)	9161	0.0286
	Transfer			01 Dec 2017	(7217)	1944	0.0061
	Transfer			08 Dec 2017	(891)	1053	0.0033
	Transfer			15 Dec 2017	(231)	822	0.0026
	Transfer			22 Dec 2017	655	1477	0.0046
	Transfer			29 Dec 2017	1814	3291	0.0103
	Transfer			30 Dec 2017	(1000)	2291	0.0072



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Transfer			05 Jan 2018	(471)	1820	0.0057
Transfer			12 Jan 2018	10593	12413	0.0388
Transfer			19 Jan 2018	(8222)	4191	0.0131
Transfer			26 Jan 2018	(3488)	703	0.0022
Transfer			02 Feb 2018	277	980	0.0031
Transfer			09 Feb 2018	239	1219	0.0038
Transfer			16 Feb 2018	(712)	507	0.0016
Transfer			23 Feb 2018	625	1132	0.0035
Transfer			02 Mar 2018	220	1352	0.0042
Transfer			09 Mar 2018	706	2058	0.0064
Transfer			16 Mar 2018	1218	3276	0.0102
Transfer			23 Mar 2018	(2502)	774	0.0024
Transfer			31 Mar 2018	631	1405	0.0044
AT THE END OF THE YEAR					1405	0.0044

### v Shareholding of Directors & Key Managerial Personnel:

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	& of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	& of total Shares of the Company
1	PARAS SHANTILAL SAVLA	400580	1.2518			400580	1.2518
	Transfer			26 Sep 2017	(400450)	130	0.0004
	Transfer			27 Sep 2017	(30)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
2	RUPESH KANTILAL SAVLA	2516842	7.8651			2516842	7.8651
	Transfer			26 Sep 2017	(2516742)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
3	DHAREN SHANTILAL SAVLA	3164048	9.8877			3164048	9.8877
	Transfer			26 Sep 2017	(1105226)	2058822	6.4338
	AT THE END OF THE YEAR					2058822	6.4338
4	SANJAY HARKISHANDAS PAREKH	1350	0.0042			1350	0.0042
	Transfer			21 April 2017	2000	3350	0.0104
	Transfer			29 Sep 2017	1000	4350	0.0136
	AT THE END OF THE YEAR					4350	0.0136

### V. INDEBTEDNESS

(` in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25364.12	NIL	N.A	25364.12
ii) Interest due but not paid	16.00			16.00
iii) Interest accrued but not due				
Total(i+ii+iii)	25380.12	NIL	N.A	25380.12
Change in Indebtedness during the financial year				
- Addition	11849.09	NIL	N.A	11849.09
- Reduction	15474.39	NIL	N.A	15474.39
Net Change	3625.30	NIL	N.A	3625.30
Indebtedness at the end of the financial year				
i) Principal Amount	21738.86	NIL	N.A	21738.86
ii) Interest due but not paid	15.96	NIL	N.A	15.96
iii) Interest accrued but not due				
Total (i+ii+iii)	21754.82	NIL	N.A	21754.82



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(` in Crore)

Sr. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Paras Savla Chairman & Managing Director	Mr. Rupesh Savla Managing Director	Mr. Dharen Savla Wholetime Director	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	0.30	0.30	0.30	0.90
	b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	—	—	0.01	0.01
	c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	—	—	—	
2	Stock Option	—	—	—	
3	Sweat Equity	—	—	—	
4	Commission	—	—	—	
5	Others, please specify	—	—	—	
	Total (A)	0.31	0.30	0.31	0.91
	Ceiling as per the Act		10% Net Profit is ` 7.61 Crore		

B. Remuneration to other directors:

Particulars of Remuneration		Mr. Kirit Joshi	Mr. Arun Mandke	Mrs. Renuka Upadhyay	Mr. Sanjay Parekh	Total
1.	Independent Directors					
	a) Fee for attending board, committee meetings	20000	20000	30000	—	70000
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (1)	20000	20000	30000	—	70000
2.	Other Non Executive Directors					
	a) Fee for attending board, committee meetings	—	—	—	—	—
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (1)+(2)					70000





## C. Remuneration to Key Managerial Personnel Other Than MD /Manager/WTD ( ` In Lakhs)

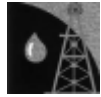
Sr. No.	Particulars of Remuneration	Mr. Rohan Shah (CFO)	Mr. Akshit Soni (CS)	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	14.16	4.36	18.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	
2.	Stock Option	—	—	
3.	Sweat Equity	—	—	
4.	Commission			
	- as % of profit	—	—	
	- others, specify...	—	—	
5.	Others, please specify	—	—	
6.	Total	14.16	4.36	18.52

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding					
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

for and on behalf of the Board of Directors

Date : August 10, 2018  
Place : AhmedabadPARAS SAVLA  
Chairman & Managing Director  
DIN:00145639



## ANNEXURE B TO THE BOARD'S REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES AS PER SECTION 135 OF THE COMPANIES ACT, 2013.

1. Brief outline of the Company's CSR Policy, including overview of the projects or programmes proposed to be undertaken and a reference to a web-link to the CSR Policy and projects or programmes:-

DIL's CSR policy is aimed at demonstrating care for the community through its focus on education & skill development, eradicating hunger, health & wellness and environmental sustainability.

The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company. Visit the web link <http://deepindustries.com/uploads/Corporate%20Social%20Responsibility%20Policy.pdf>

The Company has outlined the following thrust areas in the CSR Policy:

- i) Swasthya – Health, Safety and Environment,
- ii) Shiksha and Sodh – Education, Knowledge Enhancement and Research, and
- iii) Saath – Social care, concern and outreach in times of emergencies.

The Board of Directors, on the recommendation of CSR Committee, approved the CSR spending. CSR activities focus on community healthcare, medical & research, education and knowledge enhancement including allied activities, poverty, social care and concern including old age homes.

2. Composition of CSR Committee:

- Mr. Paras Savla – Chairman
- Mr. Rupesh Savla - Member
- Mr. Kirit Joshi – Member

3. Average Net profit of the Company for last three years:

₹ 60,15,54,299/-

4. Prescribed CSR expenditure [2% of the amount as in item No. 3 above].

₹ 1,20,31,086/-

5. Details of CSR spend for the financial year:

- a) Total amount spent for the financial year: ₹ 1,20,38,174/-
- b) Amount unspent, if any: NIL
- c) Manner in which amount spent during financial year is detailed below.

Sr. No.	CSR Projects / Activities	Sector in which projects are covered	Location of the Projects / Programme	Amount Budgeted	Amount spent: on project	Cumulative expenditure upto the reporting period	Amount spent direct/ Implementing Agency
1.	Contribution towards Education	Education	Ahmedabad, Gujarat	1,65,000/-	1,65,000/-	1,65,000/-	Riverside Education Foundation
2	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	30,30,000/-	30,30,000/-	30,30,000/-	YUVA Unstoppable
3	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	17,39,506/-	17,39,506/-	17,39,506/-	YUVA Unstoppable
4	Contribution towards Education	Education	Ahmedabad, Gujarat	10,000/-	10,000/-	10,000/-	Riverside Education Foundation
5	Contribution towards Education	Development 360000 opportunity for Youth organized by Education	Ahmedabad, Gujarat	2,51,000/-	2,51,000/-	2,51,000/-	Shri Kutchhi Jain Sewa Samaj



Sr. No.	CSR Projects / Activities	Sector in which projects covered	Location of the Projects / Programme	Amount Budgeted	Amount spent: on project	Cumulative expenditure upto the reporting period	Amount spent direct/ Implementing Agency
6	Contribution towards Educational Projects	Education	Kutch, Gujarat	3,00,000/-	3,00,000/-	3,00,000/-	Shrimati Niranjana Pankaj Mehta Charitable Trust
7	Contribution towards Sports Activities	Sports	Ahmedabad, Gujarat	15,000/-	15,000/-	15,000/-	Synapse 2018
8	Donation for All Gujarat Sports Council	Sports	Ahmedabad, Gujarat	20,000/-	20,000/-	20,000/-	All Gujarat Sports Council of the Deaf
9	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	20,07,668/-	20,07,668/-	20,07,668/-	YUVA Unstoppable
10	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	20,00,000/-	20,00,000/-	20,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
11	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	25,00,000/-	25,00,000/-	25,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
			Total	1,20,38,174/-	1,20,38,174/-	1,20,38,174/-	

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Not Applicable.

7. Responsibility Statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

The implementation and monitoring of Corporate Social Responsibility [CSR] Policy, is in compliance with CSR objectives and policy of the Company.

Date : August 10, 2018  
Place : Ahmedabad

Paras Savla  
Chairman (CSR Committee)  
DIN:00145639

Rupesh Savla  
Managing Director  
DIN:00126303

ANNEXURE-C

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:-

1.	Details of contracts or arrangements or transactions not at arm's length basis:	There were no contracts or arrangements or transactions entered into during the year ended March, 2018, which are not at arm's length basis.
2.	Details of material contracts or arrangement or transactions at arm's length basis:	
	A. Name(s) of the related party and nature of relationship:	NIL
	B. Nature of contracts/arrangements/transactions:	NIL
	C. Duration of the contracts / arrangements/transactions:	NIL
	D. Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
	E. Date(s) of approval by the Board, if any:	NIL
	F. Amount paid as advances, if any:	NIL

For and on behalf of the Board of Directors of

Date : August 10, 2018  
Place: Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
Din : 00145639



ANNEXURE-D TO THE BOARD'S REPORT  
Form No. MR-3

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
DEEP INDUSTRIES LIMITED  
(CIN: L63090GJ1991PLC014833)  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad- 380058.  
Gujarat.

Dear Sir/Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practices by M/s. DEEP INDUSTRIES LIMITED (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed with Regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2018 (hereinafter referred to as 'Audit Period') ,generally complied with the statutory provisions listed hereunder and also the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined on test basis, the books, papers, minutes book, forms and returns filed and other records maintained by the company and produced before us for the financial year ended on 31<sup>st</sup> March,2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and The Companies Act, 1956 (to the extent applicable during our Audit Period) and the Rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent the same was applicable to the company;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (vi) The Company has not identified any other specific laws which are presently applicable to it.
- 2) We have also examined compliances with applicable clauses of the following:-
- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f.1<sup>st</sup> July, 2015 and
  - (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Based on the above said information provided by the company, we report that during the financial year under report, the company has generally complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act,2013 and Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent mentioned below :-

- (i) In an instance, the company has published the specified information in newspapers subsequent to the submission of the same to Stock Exchanges.

We further report that compliance related e-forms was filed by the company with Ministry of Corporate Affairs (MCA) beyond the time limit prescribed under Companies Act,2013 by paying additional fees.

We further report that the compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. There were no change in board composition during the year under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the company and its officers. Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes. The minutes of the meetings are prepared in concise manner.
- c) Based on general review of compliance mechanisms established by the Company and on basis of management representations and compliances certificates issued by department heads, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., -

- (i) Special Resolution was passed in terms of Section 62(1)(c) of the Companies Act , 2013 and other applicable laws in the Annual General Meeting of the Company held on 1st September, 2017 for creating , offering , issuing and allotting securities amounting upto Rs. 150 Crores. However, the Company has not allotted any securities in pursuance of the same till the date of issue of this report.

For Shilpi Thapar & Associates  
Company Secretaries

CS Shilpi Thapar  
Membership No. : 5492  
COP No. : 6779

DATE: 20/08/2018  
PLACE: Ahmedabad



To  
The Members,  
Deep Industries Limited  
(CIN: L63090GJ1991PLC014833)  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad- 380058.  
Gujarat.

Our report of even date is to be read along with this letter:

MANAGEMENT RESPONSIBILITY:

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shilpi Thapar & Associates  
Company Secretaries

CS Shilpi Thapar  
Membership No. : 5492  
COP No. : 6779

DATE: 20/08/2018  
PLACE: Ahmedabad



## ANNEXURE - E TO THE BOARD'S REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary or Manager, if any during the financial year 2017-18, and ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2017-18

Sr. No	Name	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the FY2017-18
1.	Mr. Paras Savla	Chairman & MD	12.32	-
2.	Mr. Rupesh Savla	Managing Director	12.32	-
3.	Mr. Dharen Savla	Whole Time Director	12.73	-
4.	Mr. Preamsingh Sawhney	Non-Executive Director	-	-
5.	Mr. Kirit Joshi	Independent Director	0.08	-
6.	Mr. Arun Mandke	Independent Director	0.08	-
7.	Mr. Sanjay Parekh	Independent Director	-	-
8.	Mrs. Renuka Upadhyay	Independent Director	0.12	-
9.	Mr. Rohan Shah	Chief Financial Officer	Not Applicable	10.71%
10.	Mr. Akshit Soni	Company Secretary	Not Applicable	10.00%

Notes:

- a) The remuneration of Independent Directors includes only sitting fees paid to them for the financial year 2017-18.  
b) Median remuneration of the Company for all the employees is ₹ 2,43,516/- for the financial year 2017-18.
- (ii) The percentage increase in the median remuneration of employees in the financial year : 6.80%
- (iii) The number of permanent employees on the rolls of the Company: 414 as on 31<sup>st</sup> March, 2018
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year & its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The average annual increase in the salaries of the employees, other than managerial personnel was 6.48%, whereas there is no increase in Managerial Remuneration.
- (v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:  
It is affirmed that the remuneration is as per the Remuneration Policy of the Company.

For, and on behalf of Board of Director

Date : August 10, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN: 00145639





## ANNEXURE F TO THE BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO  
[pursuant to section 134(1)(m) of the Companies Act, 2013 read with Rule 8 of the Companies [Accounts] Rules, 2014.]

## A. CONSERVATION OF ENERGY :

(i) Steps taken for conservation of energy

Energy conservation continues to receive priority attention at all levels in the Company. All efforts are made to conserve and optimize use of energy by using natural gas as alternate fuel to run equipments, with continuous monitoring, improvement in maintenance systems and through improved operational techniques

(ii) Steps taken by the Company for utilizing alternate sources of energy

Company is using equipment running on Natural Gas in place of Diesel

(iii) The Capital investment on energy conservation equipments

## B. TECHNOLOGY ABSORPTION:

(i) the efforts towards technology absorption

Updation of Technology is a continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to adopt new products and technology required in the Oil and Gas Industry.

(ii) the benefit derived like product improvement, cost reduction, product development or import substitution

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year;

(a) the details of technology imported

(b) the year of import

(c) whether the technology been fully absorbed

(d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof

(iv) the expenditure incurred on Research and Development

## C. FOREIGN EXCHANGE EARNING AND OUTGO:

(` in Lakhs)

Particulars	2017-18	2016-17
Earnings	9072.46	6612.43
Outgo	2677.03	6378.82

For and on behalf of the Board of Directors

Date : August 10, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN:00145639



**Dhirubhai Shah & Co**  
**CHARTERED ACCOUNTANTS**

4th Floor, Aditya Building,  
 Near Sardar Patel Seva Samaj,  
 Mithakhai Six Roads, Ellisbridge,  
 Ahmedabad 380006.

**Independent Auditor's Report**  
**To the Members of Deep Industries Limited**

**Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Deep Industries Limited ("the Company"), which comprise the balance sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), and the Statement of Cash flows and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

**Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.



Phone : (079) 2640 3325/26 | Website : [www.dbsgroup.in](http://www.dbsgroup.in) | E-Mail : [info@dbsgroup.in](mailto:info@dbsgroup.in)

1st Floor Cama Chambers,  
 73 Nagindas Master Road,  
 Mumbai : 400025

204 Sektor Complex,  
 Opp. Abs Tower, Old Padra Road,  
 Vadodra : 390015

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31 March, 2018, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion proper books of accounts required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 37 to the standalone Ind AS financial statements;
- ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For Dhirubhai Shah & Co  
Chartered Accountants  
Firm's Registration Number: 102511W

*Harish B. Patel*

Harish B. Patel  
Partner  
Membership number: 014427



Ahmedabad  
26<sup>th</sup> May 2018

**Annexure- A to the Independent Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the company on the standalone Ind AS financial statements for the year ended 31 March 2018, we report that:

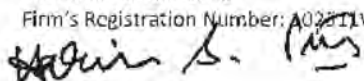
- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the programme of verification is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As per information and explanation given to us, inventory of spares and consumables has been physically verified by the management at the year end. On the basis of our examination of the inventory records produced before us, in our opinion the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in books of accounts.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the provisions of clauses (iii)(a), (iii)(b) & (iii)(c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 prescribed by Central Government under subsection (1) of section 148 of the Companies Act, hence this clause is not applicable to the company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST, cess and any other statutory dues with the appropriate authorities. However, in case of delays in few instances the same has been deposited along with interest due thereon. According to information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, GST, cess and any other material statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax, sales tax, custom duty, excise duty, GST and cess which have not been deposited on account of any dispute. However, the particulars of dues as at 31st March, 2018 which have not been deposited on account of a dispute, are as follows:



Name of Statute	Nature of Dues	Amt (Rs. Lakhs)	Related Period	Forum where the dispute is pending
Finance Act, 1994	Service tax	96.36	F.Y. 2006-07 to 2011-2012	CESTAT, Ahmedabad
Finance Act, 1994	Service tax	101.88	F Y 2012-13 to 30.09.2014	CESTAT, Ahmedabad
Finance Act, 1994	Service tax	1.70	F Y 2009-10	CESTAT, Ahmedabad
Income Tax Act, 1961	Income-Tax	6.14	F Y 2013-14	IT(A)

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution, banks, and government or debenture holders during the year.
- (ix) According to information and explanations given to us, the Company has not raised money by ways of initial public offer or further public offer (including debt instruments) during the year under audit. According to further information and explanations given to us, the term loans raised during the year were applied for the purpose for which those were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment of shares during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Dhirubhai Shah & Co  
Chartered Accountants  
Firm's Registration Number: A02811W



Harish B Patel  
Partner

Membership number: 014427  
Ahmedabad  
26<sup>th</sup> May 2018



**Annexure - B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Deep Industries Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Dhirubhai Shah & Co**  
Chartered Accountants  
Firm's Registration Number: 102511W

**Harish B Patel**  
Partner  
Membership number: 014427

Ahmedabad  
26<sup>th</sup> May 2018





## DEEP INDUSTRIES LIMITED

STATEMENT OF ASSETS AND LIABILITIES AS AT 31st MARCH, 2018

	Note No.	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2017 Rs. In Lakhs	As at 01-04-2016 Rs. In Lakhs
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
(a) Property, Plant and Equipment	4	50,919.40	51,852.18	37,322.29
(b) Capital Work in Progress	4	1,373.03	1,542.41	10,225.58
(c) Intangible Assets	4	14.09	10.53	11.57
(d) Financial Assets				
(i) Investments	5	1,877.53	1,808.53	1,334.80
(ii) Others	6	89.22	71.02	62.68
(e) Other Non-Current Assets	7	66.59	107.31	93.36
		<u>54,280.86</u>	<u>58,452.87</u>	<u>49,016.28</u>
<b>CURRENT ASSETS</b>				
(a) Inventories	8	1,096.52	1,085.49	532.36
(b) Financial Assets				
(i) Investments	9	9,205.50	2,313.83	413.06
(ii) Trade Receivables	10	8,481.94	6,615.02	5,537.74
(iii) Cash and Cash Equivalents	11	3,045.73	1,479.60	380.59
(c) Bank balances other than above (iii)	12	1,393.80	984.42	1,018.53
(d) Loans	13	6.23	14.02	5.51
(e) Others	14	87.45	98.33	70.72
(f) Other Current Assets	15	1,437.54	1,790.07	4,110.61
		<u>24,734.21</u>	<u>14,933.21</u>	<u>12,520.02</u>
<b>TOTAL ASSETS</b>		<u>79,015.07</u>	<u>73,386.09</u>	<u>61,536.30</u>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	16	3,200.00	3,200.00	2,980.00
(b) Other Equity	17	42,346.16	35,452.52	22,910.32
		<u>45,546.16</u>	<u>38,652.52</u>	<u>25,890.32</u>
<b>LIABILITIES</b>				
<b>NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	18	14,369.89	17,713.72	18,549.13
(ii) Trade Payable	19	45.26	11.22	46.05
(iii) Others	20	159.86	147.95	105.82
(b) Deferred Tax Liabilities (Net)	21	5,343.36	4,390.73	3,585.46
(c) Provisions	22	53.41	32.63	-
		<u>19,971.88</u>	<u>22,625.23</u>	<u>22,487.46</u>
<b>CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	23	1,358.79	1,341.54	1,944.81
(ii) Trade Payables	24	1,717.50	1,002.27	1,450.41
(iii) Others	25	7,840.46	8,749.74	9,308.10
(b) Other Current Liabilities	26	687.99	103.85	71.30
(c) Provisions	27	3.71	1.27	-
(d) Current Tax Liabilities (Net)	28	1,888.63	479.12	444.75
		<u>13,697.02</u>	<u>12,127.31</u>	<u>13,218.40</u>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<u>79,015.07</u>	<u>73,386.09</u>	<u>61,536.30</u>
Corporate Information, Basis of Preparation & Significant Accounting Policies	13			

The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

\*A true and correct report of even date attached\*

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511/W

Harish B. Patel  
Partner  
Membership Number: 014627  
Place: AHMEDABAD  
Dated: 26/05/2018



Prasanna Savla  
Chairman & Managing Director  
DIN: 00145029

Rohan Shah  
Chief Financial Officer  
Place: AHMEDABAD  
Dated: 26/05/2018

Rupesh Savla  
Managing Director  
DIN: 00125303

Akshay Shah  
Chief Executive Officer  
Place: AHMEDABAD  
Dated: 26/05/2018

## DEEP INDUSTRIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

	Note No.	2017-18 Rs. in Lakhs	2016-17 Rs. in Lakhs
<b>INCOME</b>			
Revenue from operations	29	30,049.25	27,738.05
Other income	30	668.71	928.79
<b>TOTAL INCOME</b>		<b>30,717.96</b>	<b>28,666.84</b>
<b>EXPENSES</b>			
Operating expense	31	9,077.30	8,449.72
Employee benefits expense	32	2,312.83	1,992.99
Finance Costs	33	1,157.24	2,228.03
Depreciation and amortization expenses	4	3,878.30	3,351.89
Other expenses	34	2,563.75	1,717.94
<b>TOTAL EXPENSES</b>		<b>18,989.42</b>	<b>17,740.58</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>11,728.54</b>	<b>10,926.26</b>
Exceptional items (net)		-	-
<b>Profit/(Loss) before tax</b>		<b>11,728.54</b>	<b>10,926.26</b>
<b>Tax Items</b>			
Current tax		3,490.16	2,437.51
Carry over tax provisions (written back)		-16.34	-31.77
Deferred tax asset / (liability)		652.66	1,004.25
<b>Total tax items</b>		<b>4,126.48</b>	<b>3,406.99</b>
<b>Profit/(Loss) for the year</b>		<b>7,602.06</b>	<b>7,519.26</b>
<b>Other Comprehensive Income</b>			
Items that will not be re-classified to Profit or Loss	35		
Re-measurement gains/ (losses) on post-employment benefit plans		5.02	-16.07
Items that will be re-classified to Profit or Loss			
Re-measurement gains/ (losses) on fair valuation of financial instruments		-0.20	1.17
<b>Other Comprehensive Income/ (Loss) for the year</b>		<b>4.83</b>	<b>-14.85</b>
<b>Total Comprehensive Income/ (Loss) for the year</b>		<b>7,606.89</b>	<b>7,504.41</b>
<b>Earnings Per Equity Share (Basic and Diluted)</b>	36	<b>23.76</b>	<b>25.05</b>

Corporate Information, Basis of Preparation & Significant Accounting Policies

3

The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

Harish B. Patel  
Partner  
Membership Number: D14427  
Place: AHMEDABAD  
Dated : 26/05/2018



ON BEHALF OF THE BOARD OF DIRECTORS

*Paras Savla*  
Paras Savla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Savla*  
Rupesh Savla,  
Managing Director  
DIN : 00126309

*Rohan Shah*  
ROHAN SHAH  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshay Soni*  
AKSHAY SONI  
Company Secretary

## DEEP INDUSTRIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

	2017-18 Rs. in Lakhs	2016-17 Rs. in Lakhs
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (loss) Before Tax	11,728.54	10,926.25
Adjustments for:		
Depreciation and amortization	3,878.30	3,351.89
Interest and finance charges	1,157.24	2,228.03
Interest income	(73.08)	(157.06)
(Gain)/Loss on fixed assets sold/ discarded (net)	132.78	(0.60)
(Gain)/Loss on investments sold/ discarded (net)	(401.20)	(167.58)
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)	(189.43)	(603.29)
Bad debts / advances written off		
Provision for bad & doubtful debts/advances (written back)		
Liability no longer required written back		
Provision no longer required written back		
Provision for gratuity and leave encashment/ (written back)		
Others	190.25	21.14
<b>Operating Profit before Working Capital Changes</b>	<b>16,423.40</b>	<b>15,592.78</b>
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(1,410.28)	1,318.48
(Increase)/decrease in inventories	(40.59)	(423.59)
Increase/(decrease) in trade payables, other liabilities and provisions	(275.57)	(4,000.08)
<b>Cash Generated from Operations</b>	<b>(1,726.44)</b>	<b>12,487.59</b>
Income taxes paid	(1,100.00)	(1,300.00)
<b>Net Cashflow from Operating Activities</b>	<b>13,596.96</b>	<b>11,187.59</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(4.19)	(12,201.98)
Additions in capital work in progress	-	-
Proceeds from sale of fixed assets	141.71	5.00
Purchase of Investments	(10,568.12)	(7,138.17)
Sale of Investment	4,454.85	4,307.95
Proceeds from Fixed Deposits	(459.06)	386.36
Interest received	73.08	157.06
Profit from sale of investments	-	48.75
<b>Net Cashflow from Investing Activities</b>	<b>(6,361.73)</b>	<b>(14,435.03)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/Payments from Secured Loans	(4,108.11)	4,372.85
Proceeds / Payments from Unsecured Loan	-	(4,165.70)
Proceeds from share warrants	-	6,384.00
Foreign Fluctuation Gain	189.43	603.29
Dividend Income and Dividend Distribution Tax	(693.27)	(525.88)
Interest and finance charges	(1,157.24)	(2,228.03)
<b>Net Cashflow from Financing Activities</b>	<b>(5,769.19)</b>	<b>4,446.53</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>1,466.04</b>	<b>1,199.15</b>
Cash and bank balances at the beginning of the year	1,579.69	380.59
Cash and bank balances at the end of the year	3,045.73	1,579.69



**NOTES:**

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Figures in bracket indicate cash outflow.
- 3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

Cash and cash equivalents at the end of the year consist of cash on hand, cheques, draft on hand and balance with banks as follows:

DETAIL OF CASH AND CASH EQUIVALENTS	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2017 Rs. In Lakhs
Balances with banks:		
In current accounts	1,594.54	1,107.18
In deposits with original maturity of less than 3 months	1,276.37	459.30
In Escrow Accounts	170.71	1.02
Cash on hand	4.11	12.19
	<b>3,045.73</b>	<b>1,579.69</b>

"As per our report of even date attached"

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

*Harish B. Patel*

Harish B. Patel  
Partner  
Membership Number: 014427  
Place: AHMEDABAD  
Dated : 26/05/2018

**ON BEHALF OF THE BOARD OF DIRECTORS**

*Pare's Savla*  
Pare's Savla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Savla*  
Rupesh Savla  
Managing Director  
DIN : 00126303

*Rehan Shah*  
Rehan Shah  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshit Soni*  
Akshit Soni  
Company Secretary

## DEEP INDUSTRIES LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2018

## (A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2018

(Rs. In Lakhs)

Balance as at 1st April, 2017	Changes during the year	Balance as at 31st March, 2018
3,200.00	-	3,200.00

For the year ended 31st March, 2017

(Rs. In Lakhs)

Balance as at 1st April, 2016	Changes during the year	Balance as at 31st March, 2017
2,920.00	280.00	3,200.00

## (A) OTHER EQUITY

For the year ended 31st March, 2018

Particulars	Capital Reserve	General Reserve	Foreign Currency Monetary Translation Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2017	412.48	980.36	-	13,872.88	20,181.66	(14.85)	35,432.53
Profit/(Loss) for the year	-	-	-	-	7,602.06	-	7,602.06
Proposed Dividend and Dividend Distribution Tax thereon	-	-	-	-	(693.26)	-	(693.26)
Transfer from / to	-	-	-	-	-	-	-
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	4.83	4.83
Balance as at 31st March, 2018	412.48	980.36	-	13,872.88	27,090.47	(10.03)	42,346.16

For the year ended 31st March, 2017

Particulars	Capital Reserve	General Reserve	Foreign Currency Monetary Translation Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2016	412.48	980.36	559.04	1,768.88	13,189.57	-	22,910.32
Profit/(Loss) for the year	-	-	-	-	7,519.26	-	7,519.26
Addition/(Deletion) during the year	-	-	(559.04)	6,104.00	(527.17)	-	5,544.96
Proposed Dividend and Dividend Distribution Tax thereon	-	-	-	-	-	-	(527.17)
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	(14.85)	(14.85)
Balance as at 31st March, 2017	412.48	980.36	-	13,872.88	20,181.66	(14.85)	35,432.53

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH &amp; CO

Chartered Accountants

Firm Registration Number: 102511W

Harish B. Patel

Partner

Membership Number: 014427

Place: AHMEDABAD

Dated : 26/05/2018



*Paras Sawla*  
Paras Sawla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Sawla*  
Rupesh Sawla  
Managing Director  
DIN : 00126303

*Rohan Shah*  
Rohan Shah  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshay Soni*  
Akshay Soni  
Company Secretary

**DEEP INDUSTRIES LIMITED  
NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2018**

**1. CORPORATE INFORMATION**

Deep Industries Limited (DIL) is a well diversified oil & gas company serving the industry since 1991 with business interests in Air and Gas compression, Gas Dehydration, Work over, Drilling and Oil & Gas Exploration and Production. DIL is the first company in India to provide high pressure Air and Gas compressors on charter hire basis. DIL is the largest Natural Gas Compression services provider in India and has also diversified into providing of work-over services to exploration and production (E&P) players through its fleet of rigs.

**2. BASIS OF PREPARATION**

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016. As per the said roadmap, the company is required to apply Ind AS starting from financial year beginning on or after 1st April 2017.

For all period, up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These Financial statements for the year ended 31st March 2018 are the first, the Company has prepared in accordance with Ind AS (Refer Note 47 for information on how the company has adopted Ind AS).

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities which have been measured at fair value, defined benefits plans and contingent consideration. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## 2A. USE OF ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

### Critical estimates and judgments

The areas involving critical estimates or judgments are:

- a) Estimation of current tax expense and payable – Refer accounting policies - 3.9
- b) Estimated useful life of property, plant & equipment and intangible assets – Refer accounting policies - 3.1
- c) Estimation of defined benefit obligation – Refer accounting policies - 3.8
- d) Estimation of fair values of contingent liabilities - Refer accounting policies - 3.12
- e) Recognition of revenue - Refer accounting policies - 3.4
- f) Recognition of deferred tax assets for carried forward tax losses – Refer accounting policies - 3.9
- g) Impairment of financial assets – Refer accounting policies - 3.2 & 3.5

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts and adjustments, arising from exchange rate variations, attributable to the fixed assets, of those contracts for which option under notification of Accounting Standard-11 was exercised. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment.

### Tangible Fixed Assets:

- (a) Depreciation is charged using straight line method on the basis of the expected useful life as specified in Schedule II to the Act. A residual value of 5% (as prescribed in Schedule II



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods.

Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

An item of intangible asset initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognized. Intangible fixed assets are amortized on straight line basis over their estimated useful economic life.

Capital Work- in- progress

Capital work- in- progress represents directly attributable costs of Plant and Machinery installation including civil and foundation cost till the time project put to use. All other expenses including interest incurred during installation period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the installation as per Ind AS-23 "Borrowing Costs". All these expenses are transferred to fixed assets on commencement of respective projects.

**3.2 Impairment of non-financial assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flows of next five years' projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

In respect of the subsidiaries assets at each balance sheet date, the impairment testing is based on the realizable value of underlying assets as tested by the Board of Directors of the subsidiary.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit and loss section of the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.





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### 3.3 Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

#### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of transaction.

#### Conversion

Foreign currency monetary items are reported using the closing rate. In case of items which are covered by forward exchange contract, the difference between year end rate and rate on the date of the contract is recognised as exchange difference and premium paid on forward contracts and option contract is recognised over the life of the contract. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise, except of those contracts for which option under notification of Accounting Standard-11 was exercised where they relate to acquisition of Fixed Assets, the difference arising a result in which case they are adjusted to the term loan liabilities account.

### 3.4 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Goods & Service Tax (GST), Service Tax is not received by the Company on its own account. Rather, it is tax collected on value added to the services by the Company on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognized.

- (i) **Service income:**  
Service income is recognised as per the terms of contracts with the customers when the related services are performed or the agreed milestones are achieved and are net of service tax or GST, wherever applicable.
- (ii) **Interest Income:**  
For all deposit instruments measured either at amortized cost or at fair value through other comprehensive income (OCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the





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expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options] but does not consider the expected credit losses.

- (iii) **Dividend income:**  
Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.
- (iv) Other income is recognised when no significant uncertainty as to its determination or realisation exists.

### 3.5 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### A. Financial Assets

##### a. Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settles its commitment to purchase or sell the asset.

##### b. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

##### i. Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

##### ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:



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A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**c. Derecognition:**

A financial asset is primarily derecognized when:

- i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.



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- ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

**d. Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS :7
- e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point b and d provided above. The application of simplified approach requires the company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.



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- b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

**B. Financial liabilities:**

**a. Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**b. Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**i. Financial liabilities at fair value through profit or loss:**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

**ii. Loans and borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**iii. Financial guarantee contracts:**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance



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with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

**c. Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**C. Reclassification of financial assets:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

**D. Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**3.6 Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities



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Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### 3.7 Inventories

Inventories of spare parts and oil are valued at the lower of cost or net realizable value. The cost is determined by Moving Average method (eg: FIFO, WAM etc). The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 3.8 Employee benefits

- a. Short Term employee benefits are recognized as expense at undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
- b. Post employment and other long term benefits are recognised as an expense in the statement of profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of Financial Year. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the statement of profit and loss.
- c. Payments to defined contribution retirement benefit scheme, if any, are charged as expense as they fall due.

### 3.9 Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Company operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.



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Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes it down to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period and utilize the MAT Credit Entitlement.

### 3.10 Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs which are not specifically attributable to the acquisition, installation of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period.

### 3.11 Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

### 3.12 Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the





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liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

### 3.13 Cash and Cash Equivalents

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 3.14 Leases

The determination of whether an arrangement is [or contains] a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

- Lease other than finance lease are operating lease and these leased assets are not recognized in the company's statement of financial position but are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Offices Premises taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.

### 3.15 Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

### 3.16 Trade Receivables

Trade Receivables are recognized initially at carrying value and subsequently re-measured at amount that would be actually received.



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4 - PROPERTY, PLANT AND EQUIPMENT

	TANGIBLE ASSETS									INTANGIBLE ASSETS		CAPITAL WORK IN PROGRESS	
	Tankers	Vehicles	Air Compressor Packages	Gas Compressor Packages	Rigs	Computers	Shed, Foundation & Road	Office Equipment, Furniture and Fixtures	Other Plant and Machinery	Total	Softwares	Total	Capital Work-in progress
<b>Cost:</b>													
As at 1st April, 2016*	0.45	313.30	115.03	35,736.12	10,494.58	55.22	3,392.04	54.63	66.91	45,158.28	49.28	49.28	10,225.58
Additions	-	48.07	-	6,708.65	8,423.54	3.68	2,486.67	213.63	20.31	17,885.54	-	-	10,157.67
Disposals / transfers	-	20.62	-	-	-	0.01	-	-	-	70.69	-	-	25,880.84
As at 31st March, 2017	0.45	340.75	115.03	37,424.77	18,858.12	58.88	5,863.71	308.25	87.82	63,057.79	49.28	49.28	4,542.41
Additions	-	64.49	-	2,972.51	111.00	7.85	59.31	-	4.25	3,219.42	4.15	4.15	4.18
Disposals / transfers	-	1.53	65.12	340.30	19.55	-	-	-	-	426.80	-	-	1,223.56
As at 31st March, 2018	0.45	403.71	49.91	40,056.98	18,949.58	66.73	5,923.02	308.25	92.07	65,850.41	53.43	53.43	1,323.03
<b>Accumulated depreciation:</b>													
As at 1st April, 2016*	0.43	105.24	96.70	5,133.80	1,591.38	51.14	859.56	10.53	11.11	7,870.98	37.71	37.71	-
Depreciation charged during the year	-	56.06	7.49	1,325.60	515.76	6.53	1,442.27	18.39	3.71	3,350.88	1.04	1.04	-
Disposals / transfers	-	16.22	-	-	-	-	-	-	-	16.22	-	-	-
As at 31st March, 2017	0.43	125.08	99.28	6,459.40	2,107.15	57.67	2,311.84	28.92	15.85	11,205.61	38.75	38.75	-
Depreciation charged during the year	-	41.05	2.47	1,477.32	598.85	6.10	1,718.34	29.28	4.80	3,877.71	0.59	0.59	-
Disposals / transfers	-	0.74	52.14	91.80	4.63	-	-	-	-	152.31	-	-	-
As at 31st March, 2018	0.43	165.39	49.61	7,841.92	2,701.37	63.77	4,030.18	58.20	20.15	14,931.01	39.34	39.34	-
<b>Net book value</b>													
As at 1st April, 2016*	0.02	208.06	18.23	25,582.32	8,845.20	4.08	2,527.48	84.10	54.80	37,327.29	11.57	11.57	10,225.58
As at 31st March, 2017	0.02	215.66	15.76	35,965.36	16,750.98	1.22	3,551.87	279.34	71.97	51,852.18	10.53	10.53	4,542.41
As at 31st March, 2018	0.02	238.31	0.01	32,215.05	16,248.22	2.97	1,892.84	250.66	71.92	50,519.40	14.09	14.09	1,323.03

\* Represents deemed cost as the net book position to IND AS. Cross check & accumulated Depreciation from the previous CMAA have been disclosed for the purpose of better understanding. For the original cost of Asset



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	No. of Shares as on 31.03.2018	As at 31-03-2018 (Rs. in Lakhs)	No. of Shares as on 31.03.2017	As at 31-03-2017 (Rs. in Lakhs)	No. of Shares as on 01.04.2016	As at 01-04-2016 (Rs. in Lakhs)
<b>5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS</b>						
<b>Investments (Unquoted)</b>						
(A) Investments at Cost						
(i) Investments in Equity Shares						
- Investment in Subsidiaries						
30% share in Deep Energy LLC		12.41		12.41		12.41
70% share in Deep National Resources Ltd.	350,000	3.50	350,000	3.50	350,000	3.50
78% share in Prabha Energy Pvt. Ltd.	946,563	1,815.83	945,563	1,845.63	75,000	2.50
99% share in Deep Overseas Drilling Services Pvt. Ltd.	9,900	0.99	9,900	0.99	-	-
100% share in Deep International Offshore Ltd.	50	8.90	-	-	-	-
(ii) Investments in Preference Shares						
- Investment in Prabha Energy Private Limited	-	-	-	-	656,013	1,324.03
(iii) Other Investments						
- Shares of Maheshwari Wagon Co-Op Sahakar Bank Ltd.	400	0.10	400	0.10	400	0.10
- National Saving Certificate	-	1.96	-	1.96	-	1.30
		<u>1,873.49</u>		<u>1,864.39</u>		<u>1,331.84</u>
<b>Investments (Quoted)</b>						
(A) Investments at Fair value through OCI						
(i) Investments in Equity Shares						
- Varro Industries Limited	2500	0.54	2500	0.50	7500	0.10
- Power Trading Corporation	1000	3.50	4000	3.74	1000	7.96
		<u>4.04</u>		<u>4.24</u>		<u>8.06</u>
		<u>1,877.53</u>		<u>1,868.63</u>		<u>1,339.90</u>
Market Value of Quoted Investment		4.04		4.24		3.06
Book Value of Unquoted Investment		1,873.49		1,864.39		1,331.84

**6 - NON - CURRENT FINANCIAL ASSETS - OTHERS**  
Unsecured, considered good, unless otherwise stated

Security deposits

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Security deposits	80.22	71.62	62.48
	<u>80.22</u>	<u>71.62</u>	<u>62.48</u>

**7 - OTHER NON CURRENT ASSETS**

Advances other than Capital Advances

Advance to Vendors

Others

Balance with Govt Authorities

Deferred Security Deposits

	31-03-2018 (Rs. in Lakhs)	31-03-2017 (Rs. in Lakhs)	01-04-2016 (Rs. in Lakhs)
Advance to Vendors	3.06	30.25	7.07
Balance with Govt Authorities	54.57	54.57	29.57
Deferred Security Deposits	8.96	16.49	22.72
	<u>66.59</u>	<u>107.31</u>	<u>59.36</u>

**8 - INVENTORIES**

(Value at lower of cost and net realizable value)

a. Stores and Spares

b. Others

- Stock of Oil &amp; Lubricants

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
a. Stores and Spares	587.37	824.33	536.77
b. Others	509.35	231.60	75.59
	<u>1,096.72</u>	<u>1,055.93</u>	<u>612.36</u>

**9 - CURRENT FINANCIAL ASSETS - INVESTMENTS**

Investments (Quoted)

Investments at Fair Value Through Profit and Loss

Investments in Mutual Funds

- Franklin India Short Term Income Plan

- Franklin India Ultra Short Bond Fund-Growth

- Franklin India Short Term Fund

- Franklin India Short Term Growth

- DSR Blue Chip Stock Ultra Short Term Fund

- Franklin Templeton Low Duration Fund

- Franklin India Ultra Short Term Fund

- Franklin India Money Manager Growth Plan

	No. of Units as on 31.03.2018	As at 31-03-2018 (Rs. in Lakhs)	No. of Units as on 31.03.2017	As at 31-03-2017 (Rs. in Lakhs)	No. of Units as on 01.04.2016	As at 01-04-2016 (Rs. in Lakhs)
Investments in Mutual Funds						
- Franklin India Short Term Income Plan	33,897.83	1,243.95	10,378.05	561.37	6,547.66	132.74
- Franklin India Ultra Short Bond Fund-Growth	10,295,423.38	7,476.36	11,086,831.71	2,623.17	677,578.53	213.23
- Franklin India Short Term Fund	7,917.80	85.70	10,977.49	279.17	-	-
- Franklin India Short Term Growth	2,587,846.31	461.15	-	-	-	-
- DSR Blue Chip Stock Ultra Short Term Fund	7,436,952.63	965.85	-	-	-	-
- Franklin Templeton Low Duration Fund	17,045,049.51	3,404.85	-	-	-	-
- Franklin India Ultra Short Term Fund	2,467,531.63	607.64	-	-	-	-
- Franklin India Money Manager Growth Plan	-	-	-	-	4,196.23	0.93
		<u>9,205.50</u>		<u>2,874.83</u>		<u>433.96</u>
Market Value of Quoted Investment		9,205.50		2,874.83		433.96



**10 - CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES**

Unsecured, considered good:

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
8,481.94	6,646.92	5,557.74
<b>8,481.94</b>	<b>6,646.92</b>	<b>5,557.74</b>

**11 - CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS**

A) Balances with Banks

- In Current Accounts

- In EPFC Accounts

- In Escrow Accounts

B) Cash on Hand

As at 31-03-2017 (Rs. in Lakhs)	As at 31-03-2016 (Rs. in Lakhs)	As at 01-04-2015 (Rs. in Lakhs)
1,534.54	1,107.18	317.34
1,276.37	459.36	22.11
170.71	1.02	1.02
<b>3,041.62</b>	<b>1,567.50</b>	<b>370.80</b>
4.11	12.19	9.78
<b>4.11</b>	<b>12.19</b>	<b>9.78</b>
<b>3,045.73</b>	<b>1,579.69</b>	<b>380.59</b>

**12 - CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE**

A) Balances with Banks

- Unpaid Dividend with HDFC Bank

- Unpaid Dividend with IDBI Bank

- Unpaid Warrant with HDFC Bank

B) Others

- Fixed Deposits held as Margin Money

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
2.85	2.00	0.72
2.49	2.47	2.51
-	0.01	0.01
<b>5.30</b>	<b>4.48</b>	<b>3.24</b>
1,388.00	928.94	1,315.29
<b>1,388.00</b>	<b>928.94</b>	<b>1,315.29</b>
<b>1,393.30</b>	<b>933.42</b>	<b>1,318.53</b>

**13 - CURRENT - FINANCIAL ASSETS - LOANS**

Unsecured, considered good:

Loan to Staff

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
6.23	14.02	5.91
<b>6.23</b>	<b>14.02</b>	<b>5.91</b>

**14 - CURRENT - FINANCIAL ASSETS - OTHER**

Accrued Bank Fixed Deposits Interest

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
67.45	98.33	70.72
<b>67.45</b>	<b>98.33</b>	<b>70.72</b>

**15 - CURRENT ASSETS - OTHERS**

Unsecured, considered good, unless otherwise stated

Advances other than Capital Advances

- Balance with Government Authorities

- Foreign Currency Receivable

- Preliminary Expense

- Deferred Forward Premium

- Prepaid Expenses

- Advances to Vendors

- Others

- Advances to Subsidiaries

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
580.95	995.96	376.43
-	-	2,805.77
-	190.25	5.00
-	-	157.82
140.48	165.37	158.41
703.07	422.45	546.03
-	16.14	16.14
13.01	-	-
<b>1,437.54</b>	<b>1,791.07</b>	<b>4,140.61</b>



	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>15 - EQUITY SHARE CAPITAL</b>			
Authorised:			
5,42,66,340 Equ. Sh. Shares of Rs.10 each	5,426.63	5,426.51	5,426.63
Issued, Subscribed and paid-up:			
3,20,00,000 Equity Shares of Rs. 10 each (Fully paid up)	3,200.00	3,200.00	1,794.19
Share Capital Suspense Account:			1,125.91
	<u>3,200.00</u>	<u>3,200.00</u>	<u>2,920.10</u>

16.1 Reconciliation of number of Equity shares outstanding at the beginning & at the end of the reporting year

Particulars (Equity Shares of Rs.10 Each Fully Paid up)	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
	No of Shares	Value Rs.	No of Shares	Value Rs.	No of Shares	Value Rs.
At the beginning of the year	32,000,000.00	3,200.00	29,200,000.00	2,920.00	26,200,000.00	2,620.00
Movement during the period (Issue of Equity Shares under QIP)	-	-	2,800,000.00	280.00	-	-
Outstanding at the end of the year	<u>32,000,000.00</u>	<u>3,200.00</u>	<u>32,000,000.00</u>	<u>3,200.00</u>	<u>29,200,000.00</u>	<u>2,920.00</u>

16.2 Details of Equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholders (Equity Shares of Rs.10 Each Fully Paid up)	As at 31st March, 2018		As at 31st March, 2017		As at 01 April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RUPESH SAWLA - FAMILY TRUST	15,276,908	31.49%	-	-	-	-
SHANTILAL SAWLA FAMILY TRUST	3,568,474	11.15%	-	-	-	-
PRITI PARAS SAWLA	2,332,625	8.4%	2,346,285	7.33%	1,610,504.00	5.52%
CHAREN SHANTILAL SAWLA	2,058,822	6.43%	3,104,545	9.69%	400,725.00	1.37%
SHITAL RUPESH SAWLA	-	-	2,015,298	6.30%	2,484,787.00	8.51%
RUPESH K.SAWLA	-	-	2,516,872	7.85%	5,320,526.00	18.22%
MITA MANOJ SAWLA	-	-	1,635,792	5.11%	302,771.00	1.04%
	<u>17,768,829</u>		<u>15,678,678</u>		<u>10,069,318</u>	

16.3 During the FY 2016-17, the Company has offered equity shares to "Qualified Institutional Buyers"(QIBs) through Qualified Institutions in accordance with Chapter VII of Securities and Capital and Disclosure Requirements) Regulations, 2009. Accordingly 28,02,502 equity shares of Rs.10- each were allotted to QIBs on 28th December, 2016 at an issue price of Rs.220/- per equity share (including premium of Rs.210/- per equity share).

16.4 The Company has only one class of equity shares having a par value of Rs. 10 per share, each shareholder is eligible for one vote per share. The Company declares and pays dividend in Indian Rupees. Dividend Proposed by Board of Directors is subject to approval of Shareholders in the ensuing Annual General Meeting.

16.5 In the event of liquidation, the Equity Shareholders are eligible to receive the remaining Assets of the company after Distribution of all Preferential amount, in proportion to Shareholding.

16.6 Company has not allotted any bonus shares. Shares without consideration in cash and/or bought back any equity shares during the period of five years immediately preceding the Balance sheet date.

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>17 - OTHER EQUITY</b>			
<b>Securities Premium</b>			
Opening balance	13,672.86	7,768.88	7,768.88
Add: Addition during the year	-	6,000.00	-
Less: Written back during the year	-	-	-
Closing balance	<u>13,672.86</u>	<u>13,768.88</u>	<u>7,768.88</u>
<b>Capital Reserve</b>			
Opening balance	412.48	412.48	412.48
Add: Addition during the year	-	-	-
Less: Written back during the year	-	-	-
Closing balance	<u>412.48</u>	<u>412.48</u>	<u>412.48</u>
<b>General Reserve</b>			
Opening balance	980.36	980.36	976.44
Add: Addition during the year	-	-	4.90
Less: Written back during the year	-	-	-
Closing balance	<u>980.36</u>	<u>980.36</u>	<u>981.34</u>
<b>Foreign Currency Monetary Translation Reserve</b>			
Opening balance	-	550.54	797.23
Add/Less : Effect of Foreign Exchange Rate variation during the year	-	22.14	65.15
Less: Transfer to Financial Reserves	-	(782.17)	(323.31)
Closing Balance	-	-	<u>539.07</u>
<b>Profit and Loss</b>			
Opening balance	20,161.95	13,189.57	9,090.83
Add: Net Profit/(Net Loss) for the current year	7,602.68	7,519.26	4,089.49
Add/Less: Adjustments on account of Ind-AS			
- Fair valuation of Financial Liabilities	(583.26)	-	19.12
- Fair valuation of Financial Assets	-	(527.17)	-
- Proposed Dividend for the year	-	-	-
Closing Balance	<u>27,099.47</u>	<u>20,081.66</u>	<u>13,189.57</u>
<b>IVOC Reserve</b>			
Opening balance	(14.85)	-	-
Add/Less: Changes during the current year	4.83	(14.65)	-
Closing balance	<u>(10.02)</u>	<u>(14.65)</u>	<u>-</u>
<b>Total</b>	<u>41,288.22</u>	<u>35,252.15</u>	<u>27,318.81</u>



	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>18 - NON-CURRENT - FINANCIAL LIABILITIES - BORROWINGS</b>			
<b>Secured</b>			
3. Term loans			
Fixed Deposits			
- Rupee Term Loans	3,575.50	7,067.17	4,840.00
- Foreign Currency term loans	13,974.64	16,291.31	15,656.97
- Vehicle Loans	104.26	51.61	10.00
Long Current Liabilities of Long Term Debt	7,288.55	7,955.40	8,385.51
Total Adjustments of Financial Liabilities as per Ind AS 109			
	<b>14,962.95</b>	<b>17,743.72</b>	<b>14,492.48</b>
Unsecured loans			2,165.70
			<b>4,458.70</b>
	<b>14,962.95</b>	<b>17,743.72</b>	<b>18,651.18</b>

**18.1 Nature of Security and Term of Repayment for Long Term Secured borrowings**

(i) Rupee Term Loans and Foreign Currency Term Loan from State Bank of India, EDI Bank as mentioned above is secured by hypothecation of All Compressor Packages, Gas Compressor Packages, Workover and Drilling rigs and other Vessels and is further secured by personal guarantee of Directors and equitable mortgage of immovable properties situated at Ahmedabad held in the name of Director. Rupee Term Loan and Foreign Currency Term Loan from IDFC Bank and IDFC Bank as mentioned above is secured by hypothecation of Gas Compressor Units, Gas Compressor Packages, Workover Rigs and Drilling rigs and is further secured by personal guarantee of Directors. Maturity/ Repayment Period of Foreign Currency Term Loan is less than 12 Month Year (the Balance Sheet date, the Maturity/ Term Loan for which arrangement is made is more than 12 Months, hence, Foreign Currency Term Loan arrangement is classified as Non-Current Liabilities.

(ii) Rupee Credits are obtained from overviews and notes of State Bank of India, Bank of Baroda and IDFC Bank which are backed by Letters of Joint Undertaking from State Bank of India, Industrial Bank - IDFC Bank and IDFC Bank who has sanctioned the Term Loans. Through fulfillment of terms of the Letters of Joint Undertaking are less than 12 Month Year (the Balance Sheet date, the Maturity/ Term Loan for which arrangement is made is more than 12 Months, hence, Rupee Credits arrangement is classified as Non-Current Liabilities.

Term Loans of IDFC Bank are repayable in five and half year, three years and four years with moratorium period of 6 months. Term Loans of State Bank of India and Industrial Bank are repayable in five years. Term Loans of IDFC Bank are repayable in seven years with moratorium period of 6 months.

**19 - NON-CURRENT - FINANCIAL LIABILITIES - TRADE PAYABLE**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Unsecured, considered good			
Trade Payable	45.23	11.22	46.03
	<b>45.26</b>	<b>11.22</b>	<b>46.03</b>

**20 - NON-CURRENT - FINANCIAL LIABILITIES - OTHERS**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Unsecured, considered good			
Bank's Fixed Interest accrued but not due on borrowings	150.05	127.50	115.87
	<b>150.05</b>	<b>127.50</b>	<b>115.87</b>

**21 - DEFERRED TAX LIABILITIES (NET)**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Written back during the year	4,892.76	7,695.96	2,223.06
Added during the year	652.06	1,004.25	711.90
Written back during the year			
Closing balance	<b>5,342.88</b>	<b>6,690.78</b>	<b>3,696.96</b>

A. The Net Deferred Tax Expense of INR 362.80 Lakhs (Previous Year: INR 1004.25 Lakhs) for the year has been detailed in the Statement of Profit and Loss.

B. The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to taxes levied by the same tax authority.

C. The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

	INR Lakhs	
	Year ended March 31 2018	2017
<b>Profit and loss section:</b>		
Current income tax:		
Current income tax charge	3,474	2,703
Adjustments in respect of current income tax of previous year	0	0
Deferred tax:		
Relating to adjustments and reversal of temporary differences	653	1011
<b>Income tax expense reported in the statement of profit and loss</b>	<b>4,126</b>	<b>3,407</b>

**Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:**

	INR Lakhs	
	At March 31 2018	2017
Accounting profit before tax	11,729	9,926
At India's statutory income tax rate of 34.600% (31 March 2017: 34.000%)	4,053	3,381
Adjustments in respect of current income tax of previous years	(16)	(35)
Adjustments in respect of income exempt from tax	-	(1)
Adjustments on accounts of IndAS provisions	-	(41)
Special Rate Tax (like SFCG via 111A)	-	7
Reversal of previously unrecognized tax losses:		
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	38	20
Other temporary differences	46	(18)
At the effective income tax rate of 34.18% (31 March 2017: 31.18%)	4,126	3,407
<b>Income tax expense reported in the statement of profit and loss</b>	<b>4,126</b>	<b>3,407</b>



**22 - NON-CURRENT PROVISION**  
Provision for employee benefit  
 - Provision for Gratuity

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
53.41	32.63	-
<b>53.41</b>	<b>32.63</b>	-

**23 - CURRENT FINANCIAL LIABILITIES - BORROWINGS**

Secured  
 a) Loans repayable on demand  
 From banks  
 Cash Credits

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,358.73	1,841.54	1,944.81
<b>1,358.73</b>	<b>1,841.54</b>	<b>1,944.81</b>

**23.1 Nature of Security for Current Secured Financial Liabilities**

Cash Credit facilities of State Bank Of India and HDFC Bank is secured by hypothecation of inventory and Book Debt and further Secured by Personal Guarantee of Director and Equitable Mortgage of immovable property situated at Ahmedabad held in the name of Directors.

**24 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**

Due to micro and small enterprises  
 Due to other than micro and small enterprises

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,717.50	1,002.27	1,450.44
<b>1,717.50</b>	<b>1,002.27</b>	<b>1,450.44</b>

**25 - CURRENT - OTHER FINANCIAL LIABILITIES**

Current Maturities of Long Term Debts  
 Unclaimed Dividends  
 Provision for Salary  
 Provision for Other Expense  
 Forward Contract Payable

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
7,384.93	7,536.40	5,861.54
5.30	4.49	3.77
136.78	127.34	123.45
313.45	981.05	783.07
		3,036.88
<b>7,840.46</b>	<b>8,749.28</b>	<b>3,308.10</b>

**26 - OTHER CURRENT LIABILITIES**

Statutory liabilities  
 Other Liabilities

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
601.59	75.44	50.78
36.40	28.41	70.52
<b>687.99</b>	<b>103.86</b>	<b>71.30</b>

**27 - CURRENT PROVISIONS**

Provision for employee benefit  
 - Provision for Gratuity

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
3.71	1.27	-
<b>3.71</b>	<b>1.27</b>	-

**28 - CURRENT TAX LIABILITIES (NET)**

Current Tax Liabilities (Net of Advance Tax)

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,888.63	429.12	443.75
<b>1,888.63</b>	<b>429.12</b>	<b>443.75</b>



**29 - REVENUE FROM OPERATIONS**

Sale of Services

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
30,049.25	27,738.05
<b>30,049.25</b>	<b>27,738.05</b>

**30 - OTHER INCOME**

Interest Received/Receivable

From banks

From others

Dividend Income

Profit on sale of Investments

Profit on sale of Fixed Assets

Net gain on foreign currency transaction and translation (other than finance cost)

Kasari/Vatav and Discount

Fair Valuation of Financial Assets

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
64.91	105.80
8.17	58.51
0.01	0.11
25.28	48.75
-	0.60
189.43	609.29
4.99	3.89
375.92	101.73
<b>668.71</b>	<b>928.79</b>

**31 - OPERATING EXPENSE**

Consumption Spares, Oil &amp; Other Operating Expense

Equipment Running &amp; Maintenance Exps

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
6,810.66	7,361.16
2,266.64	1,088.57
<b>9,077.30</b>	<b>8,449.72</b>

**32 - EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc

Director Remuneration &amp; Perquisites

Contribution to Provident and Other funds

Staff Welfare expenses

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
2,061.32	1,801.66
97.01	101.51
69.09	14.87
85.41	75.06
<b>2,312.83</b>	<b>1,992.99</b>

**33 - FINANCE COSTS**Interest expenses

- Interest Expenses on Hypothecation &amp; Term Loan

- Interest &amp; Finance Charges on Foreign Credit

- Other Interest &amp; Finance Charges

Other borrowing costs

- Bank Charges

- Adjustment on account of Ind-AS

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
361.35	687.32
620.88	680.78
13.69	511.99
153.81	340.41
7.51	7.52
<b>1,157.24</b>	<b>2,228.03</b>





	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
<b>34 - OTHER EXPENSES</b>		
Electricity, Power and Fuel	97.83	210.28
Repairs, maintenance and refurbishing	660.79	236.68
Rent	176.92	271.23
Rates and taxes	18.81	28.76
Insurance	66.60	87.96
Communication Expense	10.29	15.03
Legal and professional charges	270.02	282.00
Payment to the auditors**	4.95	4.95
Printing Stationery, Xerox and Office Expense	54.23	32.36
Donations	122.90	73.96
Travelling and Conveyance(@)	498.03	449.24
Security Service Charges	31.50	20.79
Advertisement, publicity and business promotion	7.06	11.89
Hotel, Loading and Boarding Expense	76.87	56
Loss on Sale of Fixed Assets	132.78	-
Miscellaneous	143.92	115.62
Preliminary Expense Written off	190.25	21.14
	<b>2,563.75</b>	<b>1,717.94</b>
* includes:		
Repairs to buildings	623.12	96.33
Repairs to machinery	37.67	40.35
** Payments to the auditors for (including service tax)		
- statutory audit	2.45	2.50
- Taxation Matters	0.50	0.50
- limited review fees certification work	1.95	1.95
- out of pocket expenses	0.05	
(@) includes:		
Director Travelling	70.70	58.77
	<b>75.65</b>	<b>63.72</b>
<b>35 - OTHER COMPREHENSIVE INCOME</b>		
Re-measurement gains/ (losses) on post employment benefit plans	5.02	16.02
Re-measurement gains/ (losses) on fair valuation of financial instruments	-0.20	1.17
	<b>4.83</b>	<b>17.19</b>
<b>36 - EARNINGS PER EQUITY SHARE</b>		
Profit/(loss) available for equity shareholders	7,602.06	7,519.26
Weighted average numbers of equity shares outstanding	32,000,000	30,013,150
Nominal value per equity share (in Rupees)	10	10
Earnings / (loss) Per Equity Share- Basic and Diluted (in Rupees)	<b>23.76</b>	<b>25.05</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)
<b>37 - CONTINGENT LIABILITIES AND COMMITMENTS</b>		
<b>CONTINGENT LIABILITIES</b>		
(a) Claims against the Company not acknowledged as debts	-	-
(b) In respect of guarantees given by Banks and/ or counter guarantees given by the Company	5,694.47	7,133.38
(c) Other money for which the company is contingently liable:		
1. Gujarat VAT demand not provided for	-	401.07
2. Service tax demand not provided for	198.24	198.24
3. Service Tax-Merged Companies demand not provided for	1.70	1.70
4. Income tax demand / liabilities not provided for	6.24	6.14

**COMMITMENTS**

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for. Considering nature of activity it is not possible to ascertain the elements of Capital Commitments. Expenditure to be executed on capital account.

	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)
<b>38 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 17 LEASES</b>		
<b>OPERATING LEASE COMMITMENTS</b>		
Future minimum lease amounts payable by the Company in respect of non-cancellable operating leases (other than land) for other services (including rented premises) entered into by the Company:		
Not later than one year	103.12	132.24
Later than one year and not later than five years	193.54	255.18
More than five years	-	41.47

**39 - SEGMENT REPORTING**

The Company is not required to give segment wise revenue details and capital employed as exploration and Production segment has not generated any revenue and the Capital employed for E & P segment is less than 10% of total capital employed of the Company.

**40 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS**

The Company has classified the various benefits provided to employees as under:

**(a) Defined contribution plans****-Provident fund**

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund - Current Year: Rs. 69.09 Lakhs (Previous Year: Rs. 14.87 Lakhs)

**(b) Defined benefit plans****-Gratuity**

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following **Economic Assumptions**.

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

**Discount Rate**

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.60% p.a. (Previous Year: 7.15% p.a.) compound has been used.

**Salary Escalation Rate**

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:



	Gratuity (Unfunded)	
	As at 31-03-2018	As at 31-03-2017
Discount rate (per annum)	7.60%	7.15%
Future salary increase	8.00% for Next 3 Years & 6.00% thereafter	8.00% for Next 3 years & 6.00% thereafter
Retirement age	56 years	58 years
Withdrawal rates		
- Up to 25 years	15.00%	5.00%
- From 26 to 35 years	12.00%	12.00%
- From 35 to 45 years	9.00%	9.00%
- From 45 to 55 years	6.00%	6.00%
	3.00%	3.00%

	Gratuity (Unfunded)	
	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)
<b>Change in present value of the defined benefit obligation during the year</b>		
Present value of obligations at the beginning of the year	33.89	10.09
Interest Cost	2.38	0.84
Current Service Cost	21.86	6.04
Benefits Paid		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-2.14	1.58
Actuarial (Gain)/Loss on arising from Experience Adjustment	-2.87	14.44
Past Service Cost	4.01	0.00
Present value of obligation as at the end of the year	57.12	33.89
<b>Change in fair value of plan assets during the year</b>		
Fair Value of plan assets at the beginning of the year	-	-
Interest Income	-	-
Contributions by the employee	-	-
Benefits paid	-	-
Return on plan assets	-	-
Fair Value of plan assets at the end of the year	-	-
<b>Net Asset/ (Liability) recorded in the Balance Sheet</b>		
Present value of obligation as at the end of the year	57.12	33.89
Net Asset/ (Liability)-Current	3.71	1.26
Net Asset/ (Liability)-Non-Current	53.41	32.63
<b>Expenses recorded in the Statement of Profit &amp; Loss during the year</b>		
Interest Cost	2.38	0.84
Current Service Cost	21.86	6.04
Total expenses included in employee benefit expenses	24.24	6.88
<b>Recognized in Other Comprehensive Income during the year</b>		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-2.14	1.58
Actuarial (Gain)/Loss on arising from Experience Adjustment	-2.87	14.44
Recognized in Other Comprehensive Income	-5.01	16.02
<b>Maturity profile of defined benefit obligation</b>		
Within 12 months of the reporting period	3.71	1.26
Between 2 and 5 years	22.56	10.17
Between 6 and 10 years	27.17	16.61
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
Half percentage point increase in discount rate	54.89	32.43
Half percentage point decrease in discount rate	59.50	35.24
Half percentage point increase in salary increase rate	59.28	35.41
Half percentage point decrease in salary increase rate	55.04	32.46
<b>Expected contribution to the defined benefit plan for the next reporting period</b>		
	2017-18 (Rs. in Lakhs)	2016-17 (Rs. in Lakhs)
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	3.71	24.24

#### 41 - CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee in compliance with the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has spent Rs. 1,44,00,000/- at 100% 2% of the average net profits (determined under section 198 of the Companies Act 2013 and within 34% of the Companies Act 1956) made during the immediately three financial years.

Gross amount required to be spent by the Company during the year: Rs. 1,35,45,715 (Previous year - Rs. 72,45,145/-)



## 42 - DERIVATIVE INSTRUMENTS

	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
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## (a) Derivatives outstanding as at balance sheet date

The company has entered into swap deals with HDFC Bank Ltd and IDFC Bank Ltd. to reducing interest cost by moving from NR floating interest rate to LIBOR fixed interest rate with underlying USD revenue contracts. The relevant detail is as under:

## HDFC Bank

<b>Currency Swap - 1</b>	534.03	534.56
Start Date: 27th July, 2015		
End Date: 01st July, 2019		
Underlying USD amount: USD 21,85,258.04		
Fixed LIBOR rate: 6L + 3.95%		
<b>Currency Swap - 2</b>	461.00	406.76
Start Date: 09th November, 2015		
End Date: 15th July, 2018		
Underlying USD amount: USD 18,75,588.83		
Fixed LIBOR rate: 6L + 2.0%		
<b>Currency Swap - 3</b>	300.93	526.04
Start Date: 11th August, 2015		
End Date: 01st July, 2019		
Underlying USD amount: USD 12,29,880.88		
Fixed LIBOR rate: 6L + 3.95%		
<b>Currency Swap - 4</b>	3,026.00	4,160.75
Start Date: 29th July, 2016		
End Date: 25th November, 2020		
Underlying USD amount: USD 6,77,155.66		
Fixed rate: 5.5000% p.a		
<b>Currency Swap - 5</b>	288.89	400.00
Start Date: 01st January, 2017		
End Date: 01st May, 2020		
Underlying USD amount: USD 5,87,048.25		
Fixed LIBOR rate: 5.75% p.a		

## IDFC Bank

<b>Currency Swap - 1</b>	282.77	-
Start Date: 01st March, 2018		
End Date: 07th March, 2019		
Underlying USD amount: USD 46,99,78.52		
Fixed LIBOR rate: 6.04% p.a		

The swap deals have been fair valued and resultant gain / (loss) have been recorded through statement of profit and loss account.

(b) The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at 31st March, 2018, 31st March, 2017 and 1st April, 2016 are as under:

	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Foreign Currency (USD)	(Rs. In Lakhs)	Foreign Currency (USD)	(Rs. In Lakhs)	Foreign Currency (USD)	(Rs. In Lakhs)
<b>Receivables</b>						
Loans and advances given	0.20	13.04	-	-	-	-
Investment in Deep International DMCC (refer Note 5)	0.14	8.80	-	-	-	-
Trade Receivables	28.77	1,871.49	36.48	2,355.59	3.64	42.17
<b>Loans &amp; Advances to Creditors</b>						
For Capital Goods	6.00	379.26	4.04	262.07	3.09	205.23
For Spares & Purchase	0.95	61.68	2.13	157.78	3.75	251.38
<b>Payables</b>						
Trade payables	0.69	44.75	0.32	1.24	1.33	88.11



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 43 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

## (a) Related Parties

## 1. Subsidiaries

- Deep Energy LLC, USA
- Deep Natural Resources Limited
- Prabha Energy Pvt Ltd.
- Deep Onshore Drilling Services Pvt Ltd
- Deep International DMCC

## 2. Enterprises significantly influenced by KMP, or Relatives of KMP

- Adinath Exim Resources Limited
- Savla Oil & Gas Pvt. Ltd

## 3. Key Management Personnel

Name	Designation
Mr. Paras Savla	Chairman and MD
Mr. Rupesh Savla	Managing Director
Mr. Dharen Savla	Whole Time Director
Mr. Prem Singh Sawhney	Non - Executive Director
Mr. KIRIT Joshi	Independent Director
Mr. Sanjay Parodhi	Independent Director
Mr. Arun Mandlik	Independent Director
Ms. Renuka Upachyay	Independent Director
Mr. Rohan Shah	Chief Financial Officer
Mr. Akshit Soni	Company Secretary

## 4. Relative of Key Management Personnel

- Mr. Manoj Savla
- Mrs. Avantika Savla
- Mrs. Mita Manoj Savla
- Mr. Shail Manoj Savla
- Mrs. Shilpi Rupesh Savla
- Mr. Shonil Paras Savla

## (b) Transactions with related parties:

Nature of Transaction	Subsidiaries		Key Management Personnel		Enterprises significantly		Total	
	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Remuneration, Salary and Sitting Fees	-	-	113.67	116.89	-	-	113.67	116.89
Rent	-	-	136.17	132.45	-	-	136.17	132.49
Perquisites	-	-	1.41	1.53	-	-	1.41	1.53
Investments made during the year	8.90	532.09	-	-	-	-	8.90	532.09

## Balance Outstanding

	Payable		Receivable	
	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)	As at 31-03-2018 (Rs. In Lakhs)
Investments held in Subsidiaries	-	-	-	1,862.53
Key Management Personnel and their relatives	-	-	-	1,330.44
Enterprises controlled by Directors or their relatives	-	-	-	-
Total	-	-	-	1,871.43

## Notes:

(i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company with-a-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective



DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

44. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 - Quoted (and unquoted) prices in active markets for identical assets or liabilities.

Level 2 - Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 - Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at April 01, 2016

Financial Instrument	Note No.	Carrying Amount		Total Fair Value	Amortised Cost	Total	Fair value			Total
		FVTPL	FVOCI				Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	-	-	1,111.84	1,111.84	-	-	-	-
(ii) Loans	6	-	-	-	-	-	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	413.96	-	413.96	-	413.96	413.96	-	-	413.96
(ii) Trade Receivables	10	-	-	-	5,577.74	5,577.74	-	-	-	-
(iii) Cash and Cash Equivalents	11	-	-	-	480.59	380.59	-	-	-	-
(iv) Bank balances other than above (i)-(iii)	12	-	-	-	1,318.53	1,318.53	-	-	-	-
(v) Loans	13	-	-	-	5.91	5.51	-	-	-	-
(vi) Others	14	-	-	-	70.72	70.72	-	-	-	-
<b>TOTAL</b>		<b>413.96</b>	<b>-</b>	<b>413.96</b>	<b>6,664.93</b>	<b>9,078.89</b>	<b>413.96</b>	<b>-</b>	<b>-</b>	<b>413.96</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	18	-	-	-	18,659.15	18,659.15	-	-	-	-
(ii) Trade Payable	19	-	-	-	46.05	46.06	-	-	-	-
(iii) Others	20	-	-	-	105.81	105.82	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,944.81	1,944.81	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,450.44	1,150.44	-	-	-	-
(iii) Others	25	-	-	-	9,308.22	9,308.10	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>21,504.35</b>	<b>21,504.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

II. Figures as at March 31, 2017

Financial Instrument	Note No.	Carrying Amount		Total Fair Value	Amortised Cost	Total	Fair value			Total
		FVTPL	FVOCI				Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	-	-	1,887.50	1,864.59	-	-	-	-
(ii) Loans	6	-	-	-	-	-	-	-	-	-
(iii) Others	8	-	-	-	71.62	71.62	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	2,813.83	-	2,813.83	-	2,813.83	2,813.83	-	-	2,813.83
(ii) Trade Receivables	10	-	-	-	6,576.02	6,645.92	-	-	-	-
(iii) Cash and Cash Equivalents	11	-	-	-	1,579.65	1,579.69	-	-	-	-
(iv) Bank balances other than above (i)-(iii)	12	-	-	-	933.42	933.42	-	-	-	-
(v) Loans	13	-	-	-	34.02	34.02	-	-	-	-
(vi) Others	14	-	-	-	96.33	96.32	-	-	-	-
<b>TOTAL</b>		<b>2,813.83</b>	<b>-</b>	<b>2,813.83</b>	<b>11,208.59</b>	<b>14,072.42</b>	<b>2,813.83</b>	<b>-</b>	<b>-</b>	<b>2,813.83</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	18	-	-	-	17,744.71	17,723.71	-	-	-	-
(ii) Trade Payable	19	-	-	-	11.22	11.22	-	-	-	-
(iii) Others	20	-	-	-	147.40	147.56	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,641.54	1,641.54	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,002.27	1,002.27	-	-	-	-
(iii) Others	27	-	-	-	8,440.28	8,743.28	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>29,495.99</b>	<b>29,495.99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 44. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS (Contd.)

iii. Figures as at March 31, 2018

Financial Instrument	Note No.			Carrying Amount		Total	Fair value			Total
		FVTPL	FVOCI	Total Fair Value	Amortised Cost		Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	4.04	4.04	1,875.49	1,877.53	1.04	-	-	7.01
(ii) Loans	-	-	-	-	-	-	-	-	-	-
(iii) Others	6	-	-	-	80.22	80.22	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	9,205.50	-	9,205.50	-	9,205.50	9,205.50	-	-	9,205.50
(ii) Trade Receivables	17	-	-	-	8,481.91	8,481.91	-	-	-	-
(iii) Cash and Cash Equivalents	23	-	-	-	3,045.73	3,045.73	-	-	-	-
(iv) Bank balances other than above (ii)	22	-	-	-	1,493.30	1,393.30	-	-	-	-
(v) Loans	13	-	-	-	6.23	6.23	-	-	-	-
(vi) Others	24	-	-	-	67.45	67.45	-	-	-	-
<b>TOTAL</b>		<b>9,205.50</b>	<b>4.04</b>	<b>9,209.54</b>	<b>14,948.36</b>	<b>24,157.90</b>	<b>9,209.54</b>	<b>-</b>	<b>-</b>	<b>9,209.54</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	28	-	-	-	14,369.89	14,369.89	-	-	-	-
(ii) Trade Payable	19	-	-	-	45.26	45.26	-	-	-	-
(iii) Others	20	-	-	-	159.36	159.36	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,358.73	1,358.73	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,717.50	1,717.50	-	-	-	-
(iii) Others	25	-	-	-	7,840.46	7,840.46	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>25,491.80</b>	<b>25,491.80</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

During the reporting period ending March 31, 2017 and March 31, 2016, there were no transfers between Level 1 and Level 2 fair value measurements.

## IV. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Other Non-Current Financial Assets  
Borrowings (Non-Current)

As at 31-03-18      As at 31-03-17      As at 31-03-2016  
Discounted Cash Flow method using the risk adjusted discount rate.

No financial instruments have been routed through Other Comprehensive Income and hence separate reconciliation disclosure relating to this same is not applicable.



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The company's financial risk management policy is set by the Managing Board.

**Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the active process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

Refer Note 13 for interest rate profile of the Company's interest-bearing financial instrument at the reporting date.

**Foreign currency risk**

The Company operates locally, however, the nature of its operations requires it to transact in INR and USD and consequently the Company is exposed to foreign exchange risk in USD.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies. Being net forex gainer Company is having natural hedge position in USD currency.

**I. Foreign Currency Exposure**

Refer Note 41 for foreign currency exposure as at March 31, 2017, March 31, 2016 and April 01, 2015 respectively.

**II. Foreign Currency Sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

(Rs. in lakhs)

Currency	2017-18		2016-17	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(145.82)	145.82	(182.81)	182.81
Total	(145.82)	145.82	(182.81)	182.81

**Credit risk**

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. Almost all customers of the Company are either public sector undertakings or multinational Companies.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring on the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- (i) Actual or expected significant adverse changes in business;
- (ii) Actual or expected significant changes in the operating results of the counterparty;
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;
- (iv) Significant increase in credit risk on other financial instruments of the same counterparty;
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.





## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Non-current financial assets - loans		
Current financial assets - loans	6.23	14.02
<b>Total (A)</b>	<b>6.23</b>	<b>14.02</b>

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Trade Receivables	8,481.94	6,646.92
<b>Total (A)</b>	<b>8,481.94</b>	<b>6,646.92</b>

## Grand Total (A+B)

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

II. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Up to 3 months	6,195.62	5,042.63
3 to 6 months	980.87	958.12
More than 6 months	1,005.45	645.17
<b>Total</b>	<b>8,481.94</b>	<b>6,646.92</b>

IV. Provision for expected credit losses against "II" and "III" above

The company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

## Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

## Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31-03-2018			As at 31-03-2017		
	Less than 1		Total	Less than 1		Total
	year	1 to 5 years		year	1 to 5 years	
Non-current financial liabilities - borrowings	-	14,369.89	14,369.89	-	17,743.72	17,743.72
Non-current financial liabilities - Trade Payable	-	45.26	45.26	-	11.22	11.22
Non-current financial liabilities - Others	-	159.96	159.96	-	147.96	147.96
Current financial liabilities - Borrowings	1,358.73	-	1,358.73	1,841.54	-	1,841.54
Current financial liabilities - Trade Payables	1,717.50	-	1,717.50	1,002.27	-	1,002.27
Current financial liabilities - Others	7,840.46	-	7,840.46	8,749.28	-	8,749.28
<b>Total</b>	<b>10,916.69</b>	<b>14,575.11</b>	<b>25,491.80</b>	<b>11,593.09</b>	<b>17,902.90</b>	<b>29,495.99</b>

## Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at	
	31-03-2018	31-03-2017
Total Debt	14,369.89	17,743.72
Equity	3,200.00	3,200.00
<b>Capital and net debt</b>	<b>17,569.89</b>	<b>20,943.72</b>
Gearing ratio	81.75%	84.72%



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

## II, Reconciliation of equity as at 1st April, 2016

	Reference	Indian GAAP	Adjustments	Ind AS
<b>ASSETS</b>				
<b>1. NON-CURRENT ASSETS:</b>				
(a) Property, Plant and Equipment		27,322.29	-	27,322.29
(b) Capital Work in Progress		10,225.58	-	10,225.58
(c) Intangible Assets		11.57	0.00	11.57
(d) Financial Assets				
(i) Investments	..	1,334.91	(0.02)	1,334.89
(ii) Loans		-	-	-
(iii) Others		88.24	(25.78)	62.46
(e) Other Non Current Assets		36.57	22.72	59.29
<b>TOTAL NON-CURRENT ASSETS</b>		<b>49,019.25</b>	<b>(3.08)</b>	<b>49,016.17</b>
<b>2. CURRENT ASSETS</b>				
(a) Inventories		632.35	0.01	632.36
(b) Financial Assets				
(i) Investments		401.79	12.27	413.96
(ii) Trade Receivables		5,557.74	-	5,557.74
(iii) Cash and Cash Equivalents		380.59	-	380.59
(iv) Bank Balances other than above (i)		1,318.51	0.02	1,318.53
(v) Loans		5.51	0.00	5.51
(vi) Others		70.72	-	70.72
(c) Other Current Assets		4,140.61	-	4,140.61
<b>TOTAL CURRENT ASSETS</b>		<b>12,507.81</b>	<b>12.20</b>	<b>12,520.02</b>
<b>TOTAL ASSETS</b>		<b>61,527.06</b>	<b>9.12</b>	<b>61,536.19</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
(a) Equity share capital		2,920.00	-	2,920.00
(b) Other equity	.., #, % \$	22,374.02	536.29	22,910.32
<b>TOTAL EQUITY</b>		<b>25,294.02</b>	<b>536.29</b>	<b>25,830.32</b>
<b>LIABILITIES</b>				
<b>1. NON-CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
(i) Financial liabilities				
(i) Borrowings	..	18,649.13	-	18,649.13
(ii) Trade Payables		46.05	-	46.05
(iii) Others		105.82	-	105.82
(a) Deferred Tax Liabilities (Net)		3,686.45	-	3,686.45
(c) Other Non Current Liabilities		-	-	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>22,487.46</b>	<b>-</b>	<b>22,487.46</b>
<b>2. CURRENT LIABILITIES</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings		1,344.81	-	1,344.81
(ii) Trade Payables		1,450.44	-	1,450.44
(iii) Other Financial Liabilities		3,307.63	506.47	3,814.10
(b) Other Current Liabilities		71.30	-	71.30
(c) Provisions		313.64	(933.64)	-
(d) Current Tax Liabilities (Net)		443.75	0.00	443.75
<b>TOTAL CURRENT LIABILITIES</b>		<b>33,745.57</b>	<b>(527.16)</b>	<b>33,218.40</b>
<b>TOTAL LIABILITIES</b>		<b>36,233.03</b>	<b>(527.16)</b>	<b>35,705.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>61,527.06</b>	<b>9.13</b>	<b>61,536.19</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

## III. Reconciliation of equity as at 31st March, 2017

	Reference	Indian GAAP	Adjustments	IND AS
<b>ASSETS</b>				
<b>1. NON-CURRENT ASSETS:</b>				
(a) Property, Plant and Equipment		51,852.18		51,852.18
(b) Capital Work in Progress		4,542.41		4,542.41
(c) Intangible Assets		10.53	0.00	10.53
(d) Financial Assets				
(i) Investments	**	1,867.00	1.83	1,868.83
(ii) Loans		91.34	-91.34	-
(iii) Others		0.66	70.96	71.62
(e) Other Non Current Assets		90.83	16.48	107.31
<b>TOTAL NON-CURRENT ASSETS</b>		<b>58,454.94</b>	<b>(2.06)</b>	<b>58,452.87</b>
<b>2. CURRENT ASSETS</b>				
(a) Inventories		1,055.93	-	1,055.93
(b) Financial Assets				
(i) Investments		2,699.92	113.91	2,813.83
(ii) Trade Receivables		6,646.92	-	6,646.92
(iii) Cash and Cash Equivalents		1,579.69	-	1,579.69
(iv) Bank balances other than above (ii)		933.43	-0.01	933.42
(v) Loans		14.02	-	14.02
(vi) Others		98.33	-	98.33
(c) Other Current Assets		1,791.07	-	1,791.07
<b>TOTAL CURRENT ASSETS</b>		<b>14,819.31</b>	<b>113.90</b>	<b>14,933.21</b>
<b>TOTAL ASSETS</b>		<b>73,274.25</b>	<b>111.84</b>	<b>73,386.09</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
(a) Equity share capital		3,200.00	-	3,200.00
(b) Other equity	** , # , % , \$ , @	34,627.43	805.09	35,432.52
		<b>37,827.43</b>	<b>805.09</b>	<b>38,632.52</b>
<b>LIABILITIES</b>				
<b>1. NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	@	17,743.72	-	17,743.72
(ii) Trade Payables		11.22	-	11.22
(iii) Others	**	147.96	-	147.96
(a) Deferred Tax Liabilities (Net)		4,690.70	-	4,690.70
(c) Other Non Current Liabilities		32.63	-	32.63
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>12,626.23</b>	<b>0.00</b>	<b>12,626.23</b>
<b>2. CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings		1,841.54	-	1,841.54
(ii) Trade Payables		1,002.27	-	1,002.27
(iii) Other Financial Liabilities		7,640.89	1,108.39	8,749.29
(b) Other Current Liabilities		103.86	-	103.86
(c) Provisions		1,802.91	-1,801.65	1.26
(d) Current Tax Liabilities (Net)		429.12	-	429.12
<b>TOTAL CURRENT LIABILITIES</b>		<b>12,820.59</b>	<b>-693.26</b>	<b>12,127.33</b>
<b>TOTAL LIABILITIES</b>		<b>35,446.82</b>	<b>(693.26)</b>	<b>34,753.57</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>73,274.25</b>	<b>111.84</b>	<b>73,386.09</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

Reconciliation of total comprehensive income for the year ended 31st March, 2017

Reference	Indian GAAP	Adjustments	IND AS
<b>REVENUES</b>			
Revenue from operations	27,738.05	-	27,738.05
Other income	819.71	109.07	328.79
<b>Total REVENUE</b>	<b>28,557.76</b>	<b>109.07</b>	<b>28,666.84</b>
<b>EXPENSES</b>			
Operating Expense	8,449.73	-	8,449.72
Employees Benefits Expense	2,009.01	-16.02	1,992.99
Finance costs	2,226.50	7.52	2,228.03
Depreciation and amortization expenses	3,351.89	-	3,351.89
Other expenses	1,717.94	0.00	1,717.94
<b>TOTAL EXPENSES</b>	<b>17,749.07</b>	<b>(8.50)</b>	<b>17,740.57</b>
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX</b>	<b>10,808.69</b>	<b>117.57</b>	<b>10,926.26</b>
Exchange gain / (loss)	-	-	-
Exceptional items (net)	-	-	-
<b>PROFIT BEFORE TAX</b>	<b>10,808.69</b>	<b>117.57</b>	<b>10,926.26</b>
<b>TAX EXPENSES</b>			
Current tax	2,437.51	-	2,437.51
Deferred tax/credit	-34.77	-	-34.77
Earlier years tax provisions (written back)	1,004.25	-	1,004.25
<b>PROFIT FOR THE YEAR</b>	<b>7,401.70</b>	<b>117.57</b>	<b>7,519.26</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
(A) (i) Items that will not be classified to profit or loss			
- Re-measurement gains/ (losses) on post-employment defined benefit plans	-	-16.02	-16.02
(A) (ii) Items that will be classified to profit or loss			
- Re-measurement gains/ (losses) on account of equity instruments	-	1.17	1.17
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>		<b>-14.85</b>	<b>-14.85</b>
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>	<b>7,401.70</b>	<b>102.72</b>	<b>7,504.40</b>

Summary of reconciliation of net profit between previous Indian GAAP and Ind AS

Particulars	Rs. in lakhs As at 31/03/2017
Net profit under previous GAAP	7,401.70
Adjustment as per Ind AS	
On account of unwinding of security deposit balances	(0.18)
On account of fair valuation of financial assets	101.73
Re-measurement gains/ (losses) on post-employment defined	16.02
Net profit as per Ind AS	7,519.27
Actual loss on employee defined benefit plan through OCI	-16.02
Re-measurement gains/ (losses) on account of equity instruments	1.17
Total comprehensive income	7,504.42

Summary of reconciliation of equity between previous Indian GAAP and Ind AS

Particulars	Rs. in lakhs	
	As at 31/03/2017	As at 01/04/2016
Equity under previous GAAP	34,627.44	22,374.04
Adjustment as per Ind AS		
On account of unwinding of security deposit balances	-3.24	-3.06
On account of fair valuation of financial assets	115.08	12.18
Adjustment of Proposed Dividends	693.24	527.17
Equity under Ind AS	35,492.52	22,910.32





**\*\* Fair Valuation adjustments for financial assets and financial liabilities:**

- Under IGAAP, security deposits given and taken were required to be carried at book value. Under Ind AS, the said concept has shifted from book value to fair value hence the same has been adjusted after considering FVTPL.

**# Deferred Tax on Ind AS adjustments:**

IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under GAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

**% Actuarial loss on defined benefit plan:**

Both under IGAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under IGAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, re-measurements (comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

**\$ Effect of changes in revaluation surplus:**

Para 39 to 42 of the Ind AS 16 "Property, Plant & Equipment" mandates that any change in the revaluation surplus is required to be routed through other comprehensive income (OCI). Accordingly, additional depreciation arising out of revalued property is also required to be routed through OCI account. The said effect has been eliminated from statement of profit and loss and has been shown under OCI.

**@ Fair valuation of borrowing through profit and loss account**

Ind AS 109 mandates financial instruments that are classified as fair value through profit or loss account to be fair valued whenever the financial statements are prepared. As per the provisions of Ind AS 105, where any transaction costs have been incurred at the time of obtaining term loan, then the said costs are required to be amortized at "Effective Interest Rate" (EIR) in time span of the said term loan.

**~ Others:**

**Sale of goods:**

Under the IGAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses.

**Other comprehensive Income:**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statements of profit and loss as 'other comprehensive income' include re-measurements of defined benefit plans and fair value gains or (losses) on FVOCI equity instruments and corresponding tax impact thereon. The concept of other comprehensive income did not exist under previous GAAP.

**Statement of cash flows:**

The transition from IGAAP to Ind AS has not had a material impact on the statement of cash flows.

"As per our report of even date attached

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

*Handwritten signature of Harish B. Patel*

Harish B. Patel  
Partner  
Membership Number: 014427  
Place: AHMEDABAD  
Date: 26th May, 2018



*Handwritten signature of Parash Savla*  
PARASH SAVLA  
Chairman & Managing Director  
DIN: 00145539

*Handwritten signature of Rohan Shah*  
ROHAN SHAH  
(Chief Financial Officer)  
Place: AHMEDABAD  
Date: 26th May, 2018

*Handwritten signature of RUPESH SAVLA*  
RUPESH SAVLA  
Managing Director  
DIN: 00126933

*Handwritten signature of Akshat Soni*  
AKSHAT SONI  
Company Secretary



# DEEP CH4 PRIVATE LIMITED

2017-18

AUDITORS

**Punit Prajapati & Co.**

Chartered Accountants

B-810, Titanium City Centre,  
Nr. Sachin Tower, 100ft Anandnagar Road,  
Satellite, Ahmedabad -380015.  
Ph: 079-26934101/2, E-mail: punitca@gmail.com

Punit Prajapati & Co.  
Chartered Accountants

## INDEPENDENT AUDITORS' REPORT

To,

THE MEMBERS OF THE  
**DEEP CH4 PRIVATE LIMITED**  
14 GROUND FLOOR, ABHISHREE CORPORATE PARK, AMBLI BOPAL  
ROAD, AMBLI, AHMEDABAD GUJARAT-380058.

### **Report on the Financial Statements**

We have audited the accompanying Financial Statements of M/s. DEEP CH4 PRIVATE LIMITED, which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit & Loss for the year ended March 31, 2018, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, The aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018.
- (ii) in the case of the Statement Profit & Loss of the profit/loss of the company for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, does not apply as per para 1(2) (v) of the said order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit & Loss dealt with by this Report are in agreement with the books of account;





- d. in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors, as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, does not apply as per notification issued on 13.06.2017 in Sr. No. 9A
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to:
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Date: June 04, 2018  
Place: Ahmedabad

**For Punit Prajapati & Co.**  
Chartered Accountants  
FRN:126513W



*Punit Prajapati*

**Punit Prajapati**  
Partner  
M.N. 120089

**DEEP CH4 PRIVATE LIMITED**

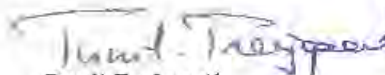
Balance Sheet as at 31st March, 2018

CIN : U14292GJ2006PTC049371

Particulars	Note	₹	
		As At 31 March, 2018	As At 31 March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	6,60,000	6,60,000
Reserves and Surplus	4	2,01,797	1,74,114
	<i>Total</i>	<b>8,61,797</b>	<b>8,34,114</b>
<b>Current Liabilities</b>			
Short-Term Provisions	5	11,800	5,900
	<i>Total</i>	<b>11,800</b>	<b>5,900</b>
	<b>TOTAL</b>	<b>8,73,597</b>	<b>8,40,014</b>
<b>ASSETS</b>			
<b>Current Assets</b>			
Current Investment	8	8,54,353	8,32,767
Cash and Cash Equivalents	7	19,244	7,247
	<i>Total</i>	<b>8,73,597</b>	<b>8,40,014</b>
	<b>TOTAL</b>	<b>8,73,597</b>	<b>8,40,014</b>

See Accompanying Notes to the Financial Statements  
In terms of our report of even date attached

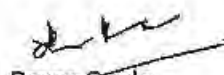
For Punit Prajapati & Co.  
Chartered Accountants

  
Punit Prajapati

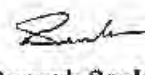
Partner  
M.N. 120089, FRN:126513W  
Date: June 04, 2018  
Place: Ahmedabad



For and on Behalf of the Board

  
Parag Savla

Director  
DIN-00145639  
Date: June 04, 2018  
Place: Ahmedabad

  
Rupesh Savla

Director  
DIN-00126303

**DEEP CH4 PRIVATE LIMITED**

Profit &amp; Loss Statement for the Year Ended 31st March, 2018

CIN : U14292GJ2006PTC049371

Particulars	Note	₹	
		For the Year Ended 31 March, 2018	For the Year Ended 31 March, 2017
Other income	8	36,586	37,775
<i>Total Revenue</i>		<b>36,586</b>	<b>37,775</b>
<b>EXPENSES</b>			
Finance Costs		3,003	3,450
Other Expenses	9	5,900	12,180
<i>Total Expenses</i>		<b>8,903</b>	<b>15,630</b>
<b>Profit Before Tax</b>		<b>27,683</b>	<b>22,145</b>
<b>Tax Expense</b>			
Current Tax	-	-	-
<b>Profit for the Year</b>		<b>27,683</b>	<b>22,145</b>
<b>Earning Per Equity Share</b>			
Basic (for 66000 Shares of Rs. 10 Each)		0.42	0.34
Diluted (for 66000 Shares of Rs. 10 Each)		0.42	0.34

See Accompanying Notes to the Financial Statements  
In terms of our report of even date attached

For Punit Prajapati & Co.  
Chartered Accountants

*Punit Prajapati*  
Punit Prajapati

Partner

M.N. 120089, FRN:126513W

Date: June 04, 2018

Place: Ahmedabad



For and on Behalf of the Board

*Paras Savla*  
Paras Savla

Director

DIN-00145639

Date: June 04, 2018

Place: Ahmedabad

*Rupesh Savla*  
Rupesh Savla

Director

DIN-00126303

## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## NOTES TO THE FINANCIAL STATEMENTS AS ON MARCH 31, 2018

**Note 1 CORPORATE INFORMATION**

Deep CH4 Private Limited was incorporated as a Private Limited Company on 15<sup>th</sup> November, 2006 Under Companies Act of 1956 with Register of Companies, Ahmedabad vide Registration No.: 049371. (CIN: U14292GJ2006PTC049371)

DEEP CH4 Private Limited is incorporated to carry on all or any of the business of prospecting, exploring, developing, opening and working mines, drilling and sinking shafts or wells and to pump, refine raise, dig and quarry coal bed methane, minerals, ores, gases such as methane gas i.e. CH4.

**Note 2 SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Convention**

The financial statements are prepared under the historical cost convention. These statements have been prepared in accordance with applicable mandatory accounting standards and relevant presentation requirements of the Companies Act, 2013.

**2. Revenue Recognition**

The Company generally follows accrual system of accounting as required under section 128(1)(ii) of the Companies Act, 2013.

**3. Fixed Asset and Depreciation**

There is no fixed assets.

**4. Inventories**

The company does not carry any inventory.

**5. Investments**

Investment are stated at cost or market value whichever is less. Dividend Income is Recognised as and when declared and credited in form of additional units by mutual fund. Being investment in mutual fund on which dividend is being reinvested and considering the principle of materiality, dividend income and cost of investment derived based on the value reinvested as confirmed by the mutual fund account statement.

**6. Retirement Benefit**

- i) Gratuity provision are not applicable to the Company for the year under review.
- ii) Provident Fund Act does not apply to the Company.

**7. Earning Per Share**

The Company reports basic and diluted earning per share (EPS) in accordance with Accounting Standard-20 on earning per share. Basic EPS is computed by dividing net profit or loss for the year by weighted average number of equity shares outstanding during the year.

**8. Expenses**

All material known liabilities are provided on the basis of available information/estimates.

**9. Contingent Liabilities**

Contingent Liabilities, if any, not provided for are disclosed by way of notes to the accounts.

**10. Taxation**

**Income Tax** :Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

**Note 3 Share Capital**

Particulars	2018	2017
<b>Authorised Capital</b>		
66000 Equity Shares of Rs.10 Each.	6,60,000	6,60,000
<b>Issued, Subscribed and Paid up Capital</b>		
66000 Equity Shares of Rs.10 Each Fully Paid Up.	6,60,000	6,60,000
<b>Total</b>	<b>6,60,000</b>	<b>6,60,000</b>





## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## (a) Reconciliation of the Shares Outstanding at Beginning and at end of the year

Particulars	2018	2017
Number of Shares Outstanding at Beginning of the Year	66,000	66,000
Addition During the Year	0	0
Number of Shares Outstanding at End of the Year	66,000	66,000

## (b) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees, if any.

## (c) Details of shareholders holding more than 5% shares in the company

Share Holder		2018	2017
Paras Shantilal Savla	Shares	33,000	33,000
	Percentage	50.00%	50.00%
Rupesh Kantilal Savla	Shares	33,000	33,000
	Percentage	50.00%	50.00%

## Note 4 Reserves and Surplus

Particulars	2018	2017
<b>Reserves and Surplus</b>		
<b>Surplus</b>		
Balance at the Beginning of the Year	1,74,114	1,61,969
Add : Profit & Loss A/c	27,683	22,145
	2,01,797	1,74,114
Balance Carried Forward	2,01,797	1,74,114

## Note 5 Short-Term Provisions

Particulars	2018	2017
Audit Fees	11,800	5,500
Total	11,800	5,500

## Note 6 Current Investment

Particulars	2018	2017
Trade Investment		
<u>Unquoted</u>		
Number of Units	853	831
IDFC Mutual Fund	854353	832767
( Market Value Unquoted Investment as on 31.03.2018 is Rs.854353/- and Previous Year Market Value Rs. 832767/- .)		
Total	8,54,353	8,32,767

## Note 7 Cash and Cash Equivalents

Particulars	2018	2017
Balances With Banks	13,702	1,705
Cash on Hand	5,542	5,542
Total	19,244	7,247



## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## Note 8 Other Income

Particulars	2018	2017
Dividend Income (Mutual Fund)	36,586	37,775
Total	36,586	37,775

## Note 9 Other Expenses

Particulars	2018	2017
Payments to the Auditor		
As Auditor	5,900	5,900
Professional Fees	0	750
ROC Expenses	0	2,000
Preliminary Expenses Written Off	0	3,530
Total	5,900	12,180

## Note 10 Miscellaneous

- Balances of Trade Receivable, Creditors for Expenses and Loans & Advances are subject to confirmations from parties.
- Previous Year's figures are regrouped or rearrange for better presentation.

In terms of our report of even date attached

**For Punit Prajapati & Co.**

Chartered Accountants

*Punit Prajapati*  
Punit Prajapati

Partner

M.N. 120089, FRN:126513W

Date: June 04, 2018

Place: Ahmedabad



**For and on Behalf of the Board**

*Paras Savla*  
Paras Savla

Director

DIN-00145639

Date: June 04, 2018

Place: Ahmedabad

*Rupesh Savla*  
Rupesh Savla

Director

DIN-00126303



**NIRBHAY**

CAPITAL SERVICES PRIVATE LIMITED

CATEGORY - I MERCHANT BANKER

CIN-U67120GJ2006PTC047985

To,  
**The Board of Directors,**  
**Deep Industries Limited**  
 12A & 14, Abhishree Corporate Park,  
 Ambli Bopal Road,  
 Ambli, Ahmedabad -380058,  
 Gujarat, India.

Dear Sir / Madam,

**Subject: Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013 read with other applicable provisions and rules made thereunder involving Deep Industries Limited ("Company" or "Demerged Company") and Deep CH4 Limited ("DCL" or "Resulting Company") and their respective shareholders and creditors (the "Scheme")**

This is with reference to our engagement letter dated August 24, 2018 entered with the Company for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to DCL made in the abridged prospectus, prepared by the Company and DCL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme involves the demerger, transfer and vesting of Oil and Gas Services Undertaking as defined in the Scheme on a going concern basis to DCL and the consequent issue of the shares by Deep CH4 Limited in the manner as set out in the Scheme and the applicable laws. Accordingly, we have been provided the Abridged Prospectus dated August 28, 2018 ("Abridged Prospectus", enclosed as Annexure 1), as prepared by the Company and DCL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the Notice to the Shareholders.



TRUST WITHOUT FEAR

Registered Office : 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad-380 054, Gujarat, India.  
 Phone : +91-79-26870649, +91-79-48970649 Fax : +01-79-26870228, Web : www.nirbhaycapital.com - email : info@nirbhaycapital.com

Based on the information, undertakings, documents and confirmations furnished to us by the Company and DCL, we hereby confirm that the information pertaining to DCL contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") read with Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, as applicable ("Format of Abridged Prospectus").

The above confirmation is based on the information and explanations furnished to us by the representatives of Company and DCL during the course of our due diligence. While conducting our due diligence exercise, we have assumed the genuineness of all signatures, authenticity of all the documents, information and statements submitted to us as the original and conformity of copies or extracts submitted to us with that of original documents. We have relied upon the information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit or verification of financial information and its accuracy and accordingly we are unable to and do not express any opinion on the fairness of any such financial information referred to in the Abridged Prospectus. Apart from the details pertaining to DCL, we do not express any opinion nor certify the content included in the Abridged Prospectus including risk factors, outstanding litigations and claims, details of the scheme and its benefits. This certificate is based on the information as at August 28, 2018. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Scheme for or as to the financial performance of the Company or DCL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no





responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/ subsidiaries/associates etc.).

**For Nirbhay Capital Services Private Limited**



(Akshesh Dave)

**Vice-President - Merchant Banking**



**Date: September 22, 2018**

**Place: Ahmedabad**

**Enclosure: Abridged Prospectus**

Annexure 4

**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS  
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

This Document contains information pertaining to unlisted entity involved in the proposed Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors in terms of requirements specified in Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

**THIS ABRIDGED PROSPECTUS CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU  
HAVE RECEIVED ALL PAGES**

**Deep CH4 Limited**

**Corporate Identification Number (CIN): U1429GJ2006PLCO49371**

**Registered Office:** 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058, Gujarat, India

**Tel:** 02717 298510

**Fax:** 02717 298520

**Contact Person:** Ms. Disha Shah

**E-mail:** deepch4lid@yahoo.com

**Promoters of Deep CH4 Limited<sup>\*\*</sup>:**

Sr. No.	Name of the Promoters	PAN	Address
1	Paras Shantilal Savla	AADPS0170N	35/36, Basant Bahar-1, Opp. Sterling Club, Bopal, Ahmedabad - 380058
2	Rupesh Kantilal Savla	AACPS6257P	13 Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad - 380006

*\*\*Upon the Scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of Deep CH4 Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations")*

**CONSIDERATION UNDER THE SCHEME OF ARRANGEMENT AND LISTING DETAILS**

Pursuant to the Scheme of Arrangement between Deep Industries Limited ("Demerged Company") and Deep CH4 Limited ("Resulting Company") and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of Deep Industries Limited to Deep CH4 Limited ("Scheme"), each shareholder of Deep Industries Limited shall be issued 1 (One) fully paid up equity share of face value of INR. 10 (Indian Rupees Ten) each of Deep CH4 Limited for every 1 (One) equity share held by such shareholder in Deep Industries Limited. Upon such allotment of equity shares by Deep CH4 Limited and with effect from the Effective Date, in order to ensure that the shareholding pattern of Deep CH4 Limited be the same as the shareholding pattern of Deep Industries Limited, the existing paid up equity share capital of Deep CH4 Limited of Rs.6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of Deep CH4 Limited. Further, pursuant to the Scheme of Arrangement, subject to applicable laws and receipt of requisite approvals.



including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "SCRR") to be obtained from the Securities Exchange Board of India ("SEBI"), the Equity Shares would be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

#### DETAILS OF THE STATUTORY AUDITOR

**Name:** Dhruvhai Shah & Co LLP  
Chartered Accountant  
Firm Registration No. – 102511W/W100298  
**Address:** 4<sup>th</sup> Floor, Aditya Building, Near Sardar Patel Seva Samaj, Mithakhadi Six Roads, Ellis bridge, Ahmedabad -380 006  
**Phone** : 079-26403325/26  
**E-mail** : info@dbsgroup.in

#### INDEX CONTENT

Sr. No.	Particulars	Page No.
1	Promoters of Deep CH4 Limited	2
2	Business Overview and Strategy of Deep CH4 Limited	3
3	Board of Directors of Deep CH4 Limited	3-4
4	Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues, if any, of Deep CH4 Limited in the preceding 10 years	4
5	Capital structure of Deep CH4 Limited as on date	4
6	Pre & Post scheme shareholding pattern of Deep CH4 Limited (Based on shareholding pattern of Deep Industries as on June 30, 2018)	4
7	Audited Financials	4-5
8	Risk Factors	5
9	Summary of outstanding litigations, claims and regulatory actions	6
10	Rationale and benefits of the Draft Scheme of Arrangement	6-7
11	Any other important information as per Deep CH4 Limited	7
12	Declaration by the Company	7

#### DETAILS OF PROMOTERS OF DEEP CH4 LIMITED\*

Sr. No.	Name of Promoters	No. of Shares Held	% of Holding
1	Paras Shantilal Savla	5,500	8.33%
2	Rupesh Shantilal Savla	16,500	25%
<b>Total Shareholding</b>		<b>22,000</b>	<b>33.33%</b>

Name of the Listed Group Company of Deep CH4 Limited: Deep Industries Limited

\*Upon the Scheme of Arrangement becoming effective, the promoters and group companies of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.



**BUSINESS OVERVIEW AND STRATEGY OF DEEP CH4 LIMITED**

Deep CH4 was incorporated with the object of being engaged in the business of carrying on all or any of the business of prospecting, exploring, developing, opening and working mines, drilling and sinking shafts or wells and to pump, refine, raise, dig and quarry coal bed methane, minerals, ores, gases such as methane gas i.e. CH4.

Further, upon the Scheme coming into effect, the main object of Deep Industries Limited, as outlined herein below, shall be added to the Main Object of Deep CH4 Limited and Clause III of the Memorandum of Association of Deep CH4 Limited shall stand amended as under:

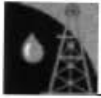
*"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartagers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air carriage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehousemen, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."*

**BOARD OF DIRECTORS**

Set forth below are the details regarding the Board of Directors of Deep CH4 Limited as on date:

Sr. No.	Name of the Director	Designation	Experience including other directorships
1	Paras Shantilal Savla	Director	Mr. Paras Savla has overall experience of 26 years. Other than Deep CH4 Limited, he holds directorships in: 1) Deep Industries Limited 2) Prabha Energy Private Limited 3) Deep Onshore Drilling Service Pvt. Ltd. 4) Deep Natural Resources Limited 5) Deep Methan Pvt Ltd. 6) Adinath Exam Resources Ltd 7) Savla Oil And Gas Private Limited
2	Rupesh Kantilal Savla	Director	Mr. Rupesh Savla has overall experience of 22 years. Other than Deep CH4 Limited, he holds directorships in: 1) Deep Industries Limited 2) Deep Natural Resources Limited 3) Savla Oil And Gas Private Limited 4) Deep Onshore Drilling Services Pvt. Ltd. 5) Deep Methane Private Limited 6) Prabha Energy Private Limited
3	Dharen Shantilal Savla	Director	Mr. Dharen Savla has overall experience of 14 years. Other than Deep CH4 Limited, he holds directorships in:





			1) Deep Natural Resources Limited 2) Deep Onshore Drilling Services Pvt.Ltd. 3) Deep Methane Private Limited 4) Prabha Energy Private Limited
--	--	--	--

**DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES, IF ANY, OF DEEP CH4 LIMITED IN THE PRECEDING 10 YEARS**

Not Applicable

**CAPITAL STRUCTURE OF DEEP CH4 LIMITED AS ON DATE**

Sr. No.	Particulars	Description of Equity Shares
1	Authorized Share Capital	66,000 equity shares of face value of INR 10 each
2	Issued, Subscribed and Paid-up Equity Share Capital	66,000 equity shares of face value of INR 10 each

**PRE & POST SCHEME SHAREHOLDING PATTERN OF DEEP CH4 LIMITED (BASED ON SHAREHOLDING PATTERN OF DEEP INDUSTRIES AS ON JUNE 30, 2018)**

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter and promoter group*	6,60,000	100%	2,03,16,847	63.49%
2.	Public			1,16,83,153	36.51%
3.	Non-Promoter – Non Public				
	<b>Total</b>	<b>6,60,000</b>	<b>100%</b>	<b>3,20,00,000</b>	<b>100%</b>

Note: Promoter shareholding includes shares held jointly with nominees.

\*Upon the Scheme of Arrangement becoming effective, the promoters and promoter group of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.

**AUDITED FINANCIALS**

**Standalone Financial Information**

(All amounts are in Rs. except where otherwise stated)

Particulars	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
Total revenue from operations (net)	36,586	37,775	41,731
Net Profit / (Loss)	27,683	22,145	29,202



before tax and extraordinary items			
Net Profit / (Loss) after tax and extraordinary items	27,683	22,145	29,202
Equity Share Capital (Face value of Rs. 10/- each)	6,60,000	6,60,000	6,60,000
Reserves and Surplus / Other Equity	2,01,797	1,74,114	1,51,969
Net worth	8,61,797	8,34,114	8,11,969
Basic earnings per share (in Rs.)	0.42	0.34	0.44
Return on net worth (%)	3.21%	2.65%	3.60%
Net asset value per share (in Rs.)	13.06	12.64	12.30

#### RISK FACTORS

The below mentioned risks are top risks applicable to Deep CH4 Limited:

1. The Scheme of Arrangement is subject to (i) approval of shareholders and creditors of Deep Industries Limited and Deep CH4 Limited; (ii) sanction by the National Company Law Tribunal in accordance with Section 230 to 232 of the Companies Act, 2013; (iii) exemption under Rule 19(2)(b) of SCRR from SEBI; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of Equity Shares. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed, which will adversely impact Deep CH4 Limited's ability to conduct its business activities as contemplated in the said Scheme of Arrangement.
2. The efforts of Deep CH4 Limited at integrating acquired businesses, pursuant to the Scheme of Arrangement becoming effective, based on prevailing market conditions, may not yield timely or effective results or at all, which may affect its financial condition and results of operations. Deep CH4 Limited's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. Deep CH4 Limited's inability to generate sufficient revenue to offset the costs of acquisition could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.
3. Changes in the regulatory environment in which Deep CH4 Limited operates could have a material adverse effect on its business, financial condition, result of operations and prospects. The regulatory and policy environment in which Deep CH4 Limited operates is evolving and subject to change. Such changes may adversely affect its business, results of operations and prospects, to the extent that Deep CH4 Limited is unable to suitably respond to and comply with any changes in applicable law and policy.
4. The Equity Shares of Deep CH4 Limited have never been publicly traded and after the Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Scheme of Arrangement at or above the deemed acquisition cost or at all.



**SUMMARY OF OUTSTANDING LIABILITIES, CLAIMS AND REGULATORY ACTIONS**

1. Total number of outstanding litigations against Deep CH4 Limited and the amount involved  
NIL
2. Brief details of top material outstanding litigations against Deep CH4 Limited and the amount involved  
NIL
3. Regulatory action, if any -- disciplinary action taken by SEBI or Stock Exchanges against the Promoter / Group Companies in Last 5 Financials years including outstanding action

The Company, its promoters or directors have not been directly or indirectly, debarred from accessing the capital market and have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. However, SEBI in its order SEBI/WUM/MPB/VD/ID-6/162/2018 dated 16th April 2018, has observed that Mr. Rupesh Savla, director of Deep Industries Limited, traded in the scrip of Deep Industries Limited while in possession of unpublished price sensitive information. SEBI has directed freezing of bank accounts (to the extent of amount to be transferred to the Escrow Account) and demat accounts of Mr. Rupesh Savla till the amount of gains from the said transaction are credited to an Escrow Account with a lien in favour of SEBI. The director has contested above the claim of SEBI.

4. Brief details of outstanding criminal proceedings against the promoter\*

NIL

*\*Upon the Scheme of Arrangement becoming effective, the promoters of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.*

**RATIONALE AND BENEFITS OF THE DRAFT SCHEME OF ARRANGEMENT**

- (i) Deep Industries Limited primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) oil and gas exploration and production. Each of the businesses carried on by Deep Industries Limited by itself and along with its subsidiaries including Oil and Gas Services Business have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for Oil and Gas Services Business is separate and distinct from oil and gas exploration and production business. The Oil and Gas Services Business and oil and gas exploration and production business of Deep Industries Limited are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which Oil and Gas Services Business and oil and gas exploration and production business of Deep Industries Limited are required to be handled and managed. In order to lend greater/enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep Industries Limited to Deep CH4 Limited. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.



- (ii) The proposed segregation would enable greater/enhanced focus of the management in the Oil and Gas Services Business and oil and gas exploration and production business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses.
- (iii) The management believes that the proposed demerger will result in unlocking the true value of Oil and Gas Services Business thereby creating enhanced value for shareholders and will also allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders connected with Deep Industries Limited.
- (iv) The proposed demerger will also provide scope for independent collaboration and expansion for each of the businesses as well as enable attracting investors and provide better flexibility in accessing capital for each of the businesses carried on by Deep Industries Limited.

#### ANY OTHER IMPORTANT INFORMATION AS PER DEEP CH4 LIMITED

Nil

#### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For, Deep Industries Limited

  
 Akshat Soni  
 Company Secretary and Compliance Officer  
 Membership No. 34152

Date: 28.08.2018

Place: Ahmedabad





## Dhnanjay Trivedi & Associates

**CHARTERED ACCOUNTANTS**

302/2, Ankur, Nr. Ship Building, C. G. Road, Ahmedabad-380 006 • M : 98260 63874 • Email : dhnanjay\_trivedi09@yahoo.co.in

Ref. No.

Date:

### TO WHOM SO EVER IT MAY CONCERN

We refer to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 and NSE Circular NSE/CMJ/2017/12 dated 01 2017. In this regard, for scheme filed by a listed company with SEBI / Stock Exchanges, the listed company is required to obtain the valuation report to display workings, relative fair value per share and fair share exchange ratio. The details required as required to be submitted in the format as under:

#### Computation of Fair Share Exchange Ratio:

Valuation Approach	Deep Industries Limited		Deep CH4 Limited	
	Value per share	Weight	Value per share	Weight
Asset Approach	-	-	-	-
Income Approach	-	-	-	-
Market Approach	-NOT	APPLICABLE	-	-
Relative Value per Share	-	-	-	-
Exchange Ratio (rounded off)	-	-	-	-

**Ratio: \_\_\_ equity shares of Deep Industries Limited of INR \_\_\_ each fully paid up for every \_\_\_ equity shares of Deep CH4 Limited of INR \_\_\_ each fully paid up**

However, as per Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the listed entity / resulting company. Further, Para I(A)(4)(d) of the said Circular clarifies that 'no change in shareholding pattern' would include a case where a listed entity (say, 'entity A') demerges a unit and makes it a separate company (say, 'entity B') and all the following conditions are fulfilled:

- (i) Shareholding of entity B is comprised only of the shareholders of entity A
- (ii) Shareholding pattern of entity B is the same as in entity A
- (iii) Every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger

We understand that a Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors has been submitted to stock exchanges for their approval. In the instant case, the Scheme provides that upon the Scheme becoming effective, the existing paid-up share capital of Deep CH4 Limited (the Resulting Company) shall be cancelled and pursuant to the demerger, every shareholder of Deep Industries Limited (the Demerged Listed Company) will become shareholder of Deep CH4 Limited in the same proportion as shares held by such shareholders in Deep Industries Limited. Further, there will





## Dhananjay Trivedi & Associates

CHARTERED ACCOUNTANTS

302/2, Aniket, Nr. Shilp Building, C. G. Road, Ahmedabad-380 006. • M : 98250 63874 • Email : dhananjay\_trivedi09@yahoo.co.in

Ref. No. \_\_\_\_\_

Date \_\_\_\_\_

not be any change in the shareholding pattern of Deep Industries Limited. Considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para 1(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable.

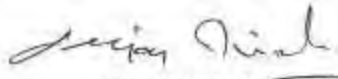
In our opinion and to the best of our information and according to the explanation given to us, considering the above, we certify that the valuation required by the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 and NSE Circular No: E/CML/2017/12 dated 01/2017 in the manner specified therein will not be applicable in the instant case. Further, fairness opinion of the merchant banker on valuation will also not be required in the instant case.

This certificate is issued for onward submission to the National Stock Exchange of India Limited and BSE Limited and should not be used for any other purpose without our prior written consent.

Yours faithfully,

For DHANANJAY TRIVEDI AND ASSOCIATES  
CHARTERED ACCOUNTANTS

Dated: 6<sup>th</sup> July, 2018  
Place : Ahmedabad

  
PROPRIETOR  
DHANANJAY TRIVEDI

Mem No 43156  
FRN 101298W





CATEGORY - I MERCHANT BANKER  
CIN-U67120GJ2006PTC047985

To,  
**The Board of Directors,**  
**Deep Industries Limited,**  
12A and 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad - 380058

**Subject: Fairness Opinion on the report of M/s Dhananjay Trivedi & Associates, Chartered Accountants, with respect to the proposed Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors**

Dear Sirs,

We understand that a Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors has been submitted to stock exchanges for their approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, for scheme filed by a listed company with SEBI / Stock Exchanges, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with NSE Circular NSE/CML/2017/12 dated June 1, 2017 requires the listed company to obtain the valuation report to display workings, relative fair value per share and fair share exchange ratio in the prescribed format. Further, the listed entity is also required to submit a fairness opinion by a SEBI registered merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted entity.

However, as per Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the listed entity / resulting company. Further, Para I(A)(4)(d) of the said Circular clarifies that 'no change in shareholding pattern' would include a case where a listed entity (say, 'entity A') demerges a unit and makes it a separate company (say, 'entity B') and all the following conditions are fulfilled:

- (i) Shareholding of entity B is comprised only of the shareholders of entity A
- (ii) Shareholding pattern of entity B is the same as in entity A
- (iii) Every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger



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Phone : +91-79-26870649, +91-79-48970649 Fax : +01-79-26870228, Web. : www.nirbhaycapital.com - email : info@nirbhaycapital.com



CATEGORY - I MERCHANT BANKER

CIN-U67120GJ2006PTC047985

In this regard, M/s Dhananjay Trivedi & Associates, Chartered Accountants, have certified that the requirement of valuation report is not applicable for the proposed Scheme pursuant to Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 vide certificate dated July 6, 2018. Based on the examination of the proposed Scheme, it has been observed by M/s Dhananjay Trivedi & Associates, Chartered Accountants, that:

- (i) Upon the Scheme becoming effective, the existing paid-up share capital of Deep CH4 Limited (the Resulting Company) shall be cancelled and pursuant to the demerger, every shareholder of Deep Industries Limited (the Demerged Listed Company) will become shareholder of Deep CH4 Limited in the same proportion as shares held by such shareholders in Deep Industries Limited.
- (ii) Further, there will not be any change in the shareholding pattern of Deep Industries Limited.
- (iii) Considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable.

Based on our examination of the Scheme of Arrangement, the shareholding pattern of Deep Industries Limited and Deep CH4 Limited before and after the proposed Scheme of Arrangement and the certificate of M/s Dhananjay Trivedi & Associates, Chartered Accountants dated July 6, 2018 and considering the information and explanation given to us, it is our opinion that the conclusion of M/s Dhananjay Trivedi & Associates, Chartered Accountants, that the requirement of valuation report is not applicable for the proposed Scheme pursuant to Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 is Fair.

Yours faithfully,

For Nirbhay Capital Services Private Limited

(Akshesh Dave)  
Vice President (Merchant banking)



Date: 12/07/2018  
Place: Ahmedabad

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# Walker Chandniok & Co LLP

**Strictly Private and Confidential**

To,

**Board of Directors  
Deep Industries Limited  
12A&14,  
Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad, Gujarat.**

**Walker Chandniok & Co LLP**  
16th Floor, Tower J  
IndoBulls Finance Centre  
53 Marg, Ekpateshwar (W)  
Mumbai-400013  
India

T +91 22 6626 2007  
F +91 22 6626 2001

Date 25 May 2018

**Sub: Recommendation of Share Entitlement Ratio for the proposed demerger of Oil and Gas Services Business of Deep Industries Limited**

Dear Sir / Madam,

We refer to our engagement letter and subsequent discussions with the management of Deep Industries Limited (referred to as "the Company"/"Client"/"Deep Industries") requesting Walker Chandniok & Co LLP (hereinafter referred to as "WCC") for recommendation of the Share Entitlement Ratio for the proposed demerger of the Oil and Gas Services Business of Deep Industries (referred to as "Oil and Gas Services Business") into Deep CH4 Private Limited ("Resulting Company") under the Draft Scheme of Arrangement under Sections 230 to 232 together with Sections 13, 61, 64, 66 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Draft Scheme") with effect from 1 April 2017 (hereinafter referred to as the "Appointed Date").

WCC has been hereafter referred to as "Valuer" or "we" in this Share Entitlement Ratio Report ("Report").

## **SCOPE AND PURPOSE OF THIS REPORT**

Deep Industries, incorporated in 1991, provides services such as air and gas compression, work over rigs, drilling rigs and gas dehydration services (together referred to as "Oil and Gas Services Business") to oil and gas companies in India. The company has recently started Oil and Gas Services Business in Dubai under the entity named Deep International DMCC. The company is also involved in the business of exploration and production of oil and gas, including coal bed methane gas. It's Oil and Gas Services Business activities mainly include:

- (i) **Air and Natural Gas Compression** - Deep Industries provides high pressure Air and Gas Compression services on charter hire basis. The company's current fleet includes 6 Air Compressors & 40 Natural Gas Compressors range from 50 HP to 2000 HP, deployed throughout India at various sites under service contracts running with various customers.
- (ii) **Gas Dehydration** - Deep Industries also provides Gas Dehydration units on charter hire basis in India. The process of Gas dehydration involves removing water and heavier hydrocarbons from the natural gas.



Chartered Accountants

Office: 6-B, Sakinaka, Chhatrapati Shivaji Maharaj Vastu Sangrahalaya, New Delhi, India; Ahmedabad, Mumbai and Pune

Walker Chandniok & Co LLP is registered with the Institute of Cost Accountants of India (ICAI) and is a member of the Institute of Cost Accountants of India (ICAI).  
WCC is a Chartered Accountant (Firm) registered with the Institute of Cost Accountants of India (ICAI).  
WCC is a Chartered Accountant (Firm) registered with the Institute of Cost Accountants of India (ICAI).



## Walker Chandio & Co LLP

- (iii) **Rig Business** - DIL operates onshore mechanical rigs in India. It also provides Operation and Maintenance services for work over Rigs. Presently, the company has Work over Rigs ranging from 150 HP to 1000 HP and Drilling Rigs from 350 HP to 1500 HP, Coing Rig and Air Drilling Rig.

We understand that the management of Deep Industries ("Management") is contemplating a demerger of the Oil and Gas Services Business into Resulting Company (hereinafter referred to as the "Proposed Demerger") through the Draft Scheme.

In this regard, WCC has been requested by Deep Industries to submit a report recommending Share Entitlement Ratio ("Report") to be placed before the Audit Committee/ Board of Directors of the Company.

The Share Entitlement Ratio will be determined on the basis of the proposed capital structure of the Resulting Company as desired by the Management.

This Report is our deliverable for the above engagement.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

### SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

1. Draft Scheme of Arrangement.
2. Existing Share Capital Structure of Deep Industries.
3. Proposed Share Capital Structure of Resulting Company.
4. Other relevant details regarding Deep Industries, its undertakings and Proposed Demerger exercise.

The Company has been provided with the opportunity to review the draft report (excluding the recommended Share Entitlement Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

### SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The recommendation contained herein is not intended to represent value at any time other than valuation date of 25 May 2018 ("Valuation Date").

This Report, its contents and the results herein are (i) specific to the purpose as per the terms of our engagement; and (ii) are based on the data detailed in the section – Sources of Information. Events and transactions occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report, unless required by regulatory authorities.





## Walker Chandniok & Co LLP

The recommendation rendered in this Report only represent our recommendation based upon information till date furnished by the Management (or its executives / representatives) and obtained from other sources and the said recommendation shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this report.

The determination of a Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Demerger shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Demerger and input of other advisors.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Company. We have not independently investigated or otherwise verified the data provided by the Company. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Company, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Company. Our conclusions are based on the assumptions and information given by and on behalf of the Company and reliance on public information. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our analysis/results. Accordingly, we assume no responsibility for any error in the information furnished by the Company or obtained from public domain and their impact on the Report. However nothing has come to our attention to indicate that the information provided / obtained was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited / unaudited balance sheet of the Company.

This Report does not look into the business/ commercial reasons behind the Proposed Demerger nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Demerger as compared with any other alternative business transaction or other alternatives or whether or not such alternatives could be achieved or are available.

No investigation / inspection of the Company's claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid.  
The fee for the engagement is not contingent upon the results reported.





## Walker Chandlok & Co LLP

We owe responsibility to only the Boards of Directors of the Company that have appointed us under the terms of our engagement letters and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Company, their directors, employees or agents.

We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Entitlement Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

This Report is subject to the laws of India.

The Report should be used in connection with the Scheme.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties other than in connection with the proposed Scheme of Arrangement, without our prior written consent except for disclosures to be made to relevant regulatory authorities including stock Entitlements and SEBI.

This Report does not in any manner address the prices at which equity shares of the Company will trade following announcement of the Proposed Demerger and we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting(s) to be held in connection with the Proposed Demerger.

### SHAREHOLDING PATTERN

#### DEEP INDUSTRIES

The Issued and subscribed equity share capital of Deep Industries as on the date of the Report is INR 320.0 million consisting of 32,000,000 equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Sr. No.	Shareholder	Percentage
1.	Promoter Group	63.5%
2.	Non-promoter Group	36.5%
	<b>Total</b>	<b>100.0%</b>







## Walker Chandniok & Co LLP

### RESULTING COMPANY

The capital structure of the Resulting Company as desired by the Management is equal to that of the capital structure of Deep Industries.

Upon Scheme becoming effective, the proposed issued and subscribed equity share capital of the Resulting Company would be INR 320.0 million consisting of 32,000,000 equity shares of face value of INR 10 each. The desired shareholding pattern is as follows:

Sr. No.	Shareholder	Percentage
1.	Promoter Group	63.5%
2.	Non-promoter Group	36.5%
	<b>Total</b>	<b>100.0%</b>

### BASIS OF SHARE ENTITLEMENT RATIO

As per the Draft Scheme, we understand that upon the Draft Scheme becoming effective and upon the issue of shares by Resulting Company to the shareholders of Deep Industries, the existing equity shares of the Resulting Company shall, without any application or deed, stand cancelled without any payment.

Once the Scheme is implemented, all the shareholders of Deep Industries would also become the shareholders of the Resulting Company, and their shareholding in the Resulting Company would mirror their shareholding in Deep Industries.

The effect of the demerger is that each shareholder of Deep Industries becomes the owner of shares in two companies instead of one. No shareholder is, under the Scheme, required to dispose off any part of his shareholding either to any of the other shareholders or in the market or otherwise. The Scheme does not envisage dilution of holding of any one or more shareholders as a result of the operation of the Scheme. Post Demerger, the percentage holding of a shareholder in the Resulting Company and in Deep Industries would remain unchanged from the proportion of capital held by such shareholder in Deep Industries.

Considering that the shareholders of Deep Industries shall hold shares in the Resulting Company in the same proportion as in Deep Industries, the proposed demerger of Oil and Gas Services Business of Deep Industries to the Resulting Entity will be value-neutral to shareholders of Deep Industries.





## Walker Chandiook & Co LLP

In view of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the Share Entitlement Ratio for the Proposed Demerger as follows:

For every 1 (One) equity share of Deep Industries (of face value INR 10/- each fully paid up); issue of 1 (One) equity share of the Resulting Company (of face value INR 10/- each fully paid up) for the demerger and vesting of Oil and Gas Services Business in to the Resulting Company.

The above recommended Share Entitlement Ratio is arrived at by considering the capital structure as desired by the Management.

Respectfully submitted,  
For **Walker Chandiook & Co LLP**  
Chartered Accountants  
ICAI Firm Registration No: 001076N/ N500013

**Huned Contractor**  
Partner  
Membership No: 41456  
Date: 25 May 2018





## Walker Chandiook &amp; Co LLP

**Annexure 1: Fair Entitlement Ratio recommended by Walker Chandiook & Co.**

As the proposed capital structure of the Resulting Company is as desired by the Management and considering the fact that the shareholding of the shareholders of Deep Industries in the Resulting Company would mirror their shareholding in Deep Industries, there is no requirement of undertaking valuation exercise for determining Share Entitlement Ratio. Hence, we have not carried out valuation of the Oil and Gas Services Business.

Valuation Approach	Equity Value in INR Million	Weight
Cost Approach	NA	NA
Income Approach	NA	NA
<u>Market Approach:</u>		
<i>Market Price Method</i>	NA	NA
<i>Comparable Companies Multiple Method</i>	NA	NA

NA= Not Applicable/Adopted

**Entitlement Ratio –**

1 (One) equity share of the Resulting Company of INR 10 each fully paid up for every 1 (One) equity share of Deep Industries of INR 10 each fully paid up.





**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DEEP INDUSTRIES LIMITED IN ITS MEETING HELD ON 26 MAY 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:**

**1. Background**

- 1.1 The proposed Scheme of Arrangement between Deep Industries Limited (“Demerged Company”) and Deep CH4 Limited (“Resulting Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of Deep Industries Limited vide resolution dated 26<sup>th</sup> May 2018. As per the provisions of Sections 230 to 232 of the Companies Act, 2013, governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of the Scheme on equity shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.
- 1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
- 1.3 The proposed scheme involves demerger of Oil and Gas Services Undertaking from Deep Industries Limited into Deep CH4 Limited.
- 1.4 The following documents were placed before the Board:
  - 1.4.1 Draft Scheme of Arrangement duly initiated by the Company Secretary for the purpose of identification;
  - 1.4.2 Report of the Audit Committee of the Board of Directors dated 26 May 2018;
  - 1.4.3 Certificate dated 25 May 2018 issued by Walker Chandiook & Co. LLP, Chartered Accountants on share entitlement ratio

**2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Creditors, Employees and KMPs of Deep Industries Limited**

- 2.1 Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of Deep Industries Limited.
- 2.2 The rights of the creditors of Deep Industries Limited shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned. There are no debenture-holders in Deep Industries Limited as on date and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.
- 2.3 As on date, Deep Industries Limited has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.
- 2.4 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- 2.5 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.



2.6 None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Demerged Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Resulting Company and/or to the extent that the relatives of the said directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.

**3. Share Entitlement Ratio**

3.1 Walker Chandio& Co LLP, Independent Chartered Accountants, have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that considering that upon the Scheme becoming effective, the shareholders of the Demerged Company shall hold shares in the Resulting Company in the same proportion as in the Demerged Company, the proposed demerger of Oil and Gas Services Business of the Demerged Company to the Resulting Company will be value-neutral to the shareholders of the Demerged Company. Considering the same, the report recommended share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for every one equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company.

3.2 Based on the report of Walker Chandio& Co LLP, the Board of Directors approved the share entitlement ratio as under:  
Pursuant to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of the Demerged Company to the Resulting Company, each shareholder of the Demerged Company shall be issued 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share held by such shareholder in the Demerged Company.

3.3 No special valuation difficulties were reported by the Valuer.

By Order of the Board,  
For **Deep Industries Limited**,

Paras Savla, Director  
DIN:00145639

Date: 26<sup>th</sup> May, 2018

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DEEP CH4 LIMITED IN ITS MEETING HELD ON 26 MAY 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:****1. Background**

- 1.1 The proposed Scheme of Arrangement between Deep Industries Limited (“Demerged Company”) and Deep CH4 Limited (“Resulting Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of Deep CH4 Limited vide resolution dated 26<sup>th</sup> May 2018. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013, governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on equity shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.
- 1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
- 1.3 The proposed scheme involves demerger of Oil and Gas Services Undertaking from Deep Industries Limited into Deep CH4 Limited.
- 1.4 The following documents were placed before the Board:
  - 1.4.1 Draft Scheme of Arrangement;
  - 1.4.2 Certificate dated 25 May 2018 issued by Walker Chandio& Co. LLP, Chartered Accountants on share entitlement ratio

**2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Creditors, Employees and KMPs of Deep CH4 Limited**

- 2.1 Pursuant to the scheme, the Resulting Company shall issue to each shareholder (promoter as well as non-promoter equity shareholders) of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.
- 2.2 As on date, Deep CH4 Limited has no outstanding creditors, debentures, Public Deposits and therefore, the question of effect of the Scheme on any such creditors, debenture-holders, debenture trustee, Public Depositor or Deposit Trustee does not arise.
- 2.3 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- 2.4 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.



- 2.5 None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Resulting Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Demerged Company and/or to the extent that the relatives of the said directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.
3. Share Entitlement Ratio
- 3.1 Walker Chandiook & Co LLP, Independent Chartered Accountants, have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that considering that upon the Scheme becoming effective, the shareholders of the Demerged Company shall hold shares in the Resulting Company in the same proportion as in the Demerged Company, the proposed demerger of Oil and Gas Services Business of the Demerged Company to the Resulting Company will be value-neutral to the shareholders of the Demerged Company. Considering the same, the report recommended share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for every one equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company.
- 3.2 Based on the report of Walker Chandiook & Co LLP, the Board of Directors approved the share entitlement ratio as under:  
Pursuant to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of the Demerged Company to the Resulting Company, each shareholder of the Demerged Company shall be issued 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share held by such shareholder in the Demerged Company.
- 3.3 No special valuation difficulties were reported by the Valuer.

By Order of the Board,  
For Deep CH4 Limited ,

Paras Savla, Director  
DIN:00145639

Date: 26<sup>th</sup> May, 2018



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
C A (CAA) NO. 103 OF 2018

In the matter of the Companies Act, 2013;  
And  
In the matter of Sections 230 to 232 read with Section 66  
and other applicable provisions of the Companies Act,  
2013;  
And  
In the matter of Scheme of Arrangement between Deep  
Industries Limited and Deep CH4 Limited and their  
respective shareholders and creditors

**Deep Industries Limited**

CIN: L63090GJ1991PLC014833

A company incorporated under the provisions of the  
Companies Act, 1956 and having its registered office at 12A  
& 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058 in the state of Gujarat  
... Applicant De-merged Company

**FORM OF PROXY**

Name of the Secured Creditor(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

I, the undersigned, the Secured Creditor of Deep Industries Limited, do hereby appoint Mr./Ms. .... of  
.....and failing him/her ..... of..... as my Proxy to act for me at the meeting of the  
Secured Creditors of the Applicant Company to be held on Tuesday, the 30<sup>th</sup> day of October 2018 at 10:00 a.m., at 12A and  
14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat; for the purpose of  
considering, and if thought fit, approving, with or without modification(s), the said Scheme of Arrangement between Deep  
Industries Limited and Deep CH4 Limited, as proposed between the company and its creditors; (the "Scheme of Arrangement"),  
and at such meeting and any adjournment/adjournments thereof, to vote, for me and in my name .....  
(here, "if for" insert "for", "if against" insert "against" and in the latter case, strike out the words below after "Scheme") the said  
Scheme either with or without modification(s) as my proxy may approve.

Dated this ..... day of .....2018

Signature .....

Name:.....

Address:.....

Affix  
Re. 1  
Revenue  
Stamp

**Notes:**

1. The proxy must be deposited at the registered office of Deep Industries Limited at 12A and 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India, at least 48 (forty eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be a Secured Creditor of Deep Industries Limited.
6. No person shall be appointed as a proxy who is a minor.
7. The proxy of a Secured Creditor blind or incapable of writing would be accepted if such Secured Creditor has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address: provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of proxy that all such insertions have been made by him at the request and in the presence of the Secured Creditor before he attached his signature or mark.
8. The proxy of a Secured Creditor who does not know English would be accepted if it is executed in the manner prescribed in point no. 7 above and the witness certifies that it was explained to the Secured Creditor in the language known to him, and gives the Secured Creditor's name in English below the signature.







**DEEP INDUSTRIES LIMITED**

CIN: L63090GJ1991PLC014833

Registered Office: 12A&14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058

Tel:(02717)298510 Fax(02717)298520 Website:[www.deepindustries.com](http://www.deepindustries.com) E-mail:info@deepindustries.com

**ATTENDANCE SLIP**

**Secured Creditor – October 30, 2018**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

Full name of the secured creditor attending: \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

(To be filled in if Proxy Forms has been duly deposited with the Company):

I hereby record my presence at the meeting convened for secured creditors of Deep Industries Limited pursuant to the directions of National Company Law Tribunal, Bench at Ahmedabad being held at 12A and 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058, on Tuesday, 30th October, 2018 at 10:00 a.m..

\_\_\_\_\_  
Secured creditor's/Proxy's Signature  
(To be signed at the time of handing over the slip)

**Notes:**

1. Secured Creditors attending the meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Secured Creditors who come to attend the meeting are requested to bring their copy of the Scheme with them.



## ROUTE MAP OF THE VENUE OF THE MEETING

**Registered office of  
Deep Industries Limited**  
12A & 14,  
Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad - 380058.



Through Courier



## DEEP INDUSTRIES LIMITED

Registered Office :

12A &14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058

Tel (02717) 298510 Fax (02717) 298520

CIN: L63090GJ1991PLC014833

E-mail: [info@deepindustries.com](mailto:info@deepindustries.com) Website: [www.deepindustries.com](http://www.deepindustries.com)



**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

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**MEETING OF THE UNSECURED CREDITORS OF  
DEEP INDUSTRIES LIMITED**

**PURSUANT TO THE DIRECTIONS OF NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT AHMEDABAD**

**NOTICE TO UNSECURED CREDITORS**

<b>Day</b>	Tuesday
<b>Date</b>	October 30, 2018
<b>Time</b>	2.00 p.m. (IST)
<b>Venue</b>	Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380 058 in the state of Gujarat

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**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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
C A (CAA) NO.103 OF 2018

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 read with Section  
66 and other applicable provisions of the Companies  
Act, 2013;

And

In the matter of Scheme of Arrangement between Deep  
Industries Limited and Deep CH4 Limited and their  
respective shareholders and creditors

**Deep Industries Limited**

CIN: L63090GJ1991PLC014833

A company incorporated under the provisions of the Companies  
Act, 1956 and having its registered office at 12A & 14,  
Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058 in the state of Gujarat

Applicant De-merged Company

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF  
DEEP INDUSTRIES LIMITED**

To,  
The Unsecured Creditors of Deep Industries Limited.

Notice is hereby given that by an order dated 19th September, 2018, the Ahmedabad Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the Unsecured Creditors of the Applicant Company on 30 October 2018 at 2.00 p.m. at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380 058 in the state of Gujarat, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement in the nature of De-merger of Oil and Gas Services Undertaking of Deep Industries Limited into Deep CH4 Limited, as proposed between the companies and their respective Shareholders and Creditors.

TAKE FURTHER NOTICE that persons entitled to attend and vote at the Meeting may vote in person or through authorized representative or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at Ahmedabad not later than 48 hours before the scheduled time of the commencement of the Meeting of the Unsecured Creditors of the Applicant Company. Forms of proxy can also be obtained from the registered office of the Applicant Company.

Copies of the Scheme of Arrangement and of the Explanatory Statement under section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company and/or at the office of the Advocate Mrs. Swati Soparkar at 301, Shivalik 10, Opp. SBI Zonal Office, Near Excise Chowky, S. M. Road, Ahmedabad 380 015, Gujarat.

NCLT has appointed Mr. Dhananjay Trivedi, a practicing Chartered Accountant and/or failing him, Mr. Jayesh M. Shah, a practicing Chartered Accountant, and/or failing him Mr. Kirit Joshi, the Independent Director of the Applicant Company as Chairman of the said Meeting including any adjournment thereof.

**TAKE FURTHER NOTICE** that copy of the Scheme, Explanatory Statement under Section 230(3) read with Section 232(2) and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and other annexures as stated in the Index are enclosed herewith. Copies of the Scheme and the Explanatory Statement can be obtained free of charge at the registered office of the Company.

The Scheme of Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.



Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Ahmedabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Ahmedabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited, placed before this meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Ahmedabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Dated this 24th Day of September, 2018

Place : Ahmedabad

Dhananjay Trivedi  
**Chairman appointed for the Meeting**

**Registered Office:**

12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli, Ahmedabad –  
380058 in the state of Gujarat  
(CIN: L63090GJ1991PLC014833)





**Notes:**

1. An unsecured creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Proxies in order to be effective must be deposited at the registered office of the company not less than 48 (forty eight) hours before the meeting.
2. All alterations made in the Form of Proxy should be initialled. The form of proxy can be obtained free of charge from the registered office or corporate office of the Company or office of Advocate Mrs. Swati Soparkar.
3. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, an unsecured creditor would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
4. Corporate creditors intending to send their authorised representative(s) to attend the Meeting are requested to send a duly certified copy of the resolution passed by the Board of Directors or other Governing Body, authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Unsecured Creditor or his/her Proxy are requested to bring the copy of this Notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the venue of the Meeting.
6. The Notice, together with the documents accompanying the same, is being sent to all the unsecured creditors as on August 30 2018. The Notice along with other documents will be displayed on the website of the Company at <http://www.deepindustries.com/Pages/Scheme%20of%20Arrangement%20in%20the%20nature%20of%20Demerger%20and%20reduction%20of%20capital.aspx>.
7. The quorum of the Meeting shall be 15 (fifteen) unsecured creditors present in person.
8. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the unsecured creditors of the Company, voting in person or by proxy agree to the Scheme.
9. As directed by the Hon'ble Tribunal, Shri Premnarayan Tripathi (Membership No. F8851), Practicing Company Secretary, shall act as scrutinizer to scrutinize votes cast at the venue of the Meeting and shall submit a report on votes cast to the Chairman of the Meeting or to the person so authorised by him within 48 (forty eight) hours from the conclusion of the Meeting. The scrutinizer will submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the unsecured creditors of the Applicant Company at the venue of the meeting. The scrutinizer's decision on the validity of the votes shall be final.
10. The results of votes cast at the venue of the meeting will be announced on or before 2 November 2018, upon receipt of scrutinizer's report and same shall be displayed on the website of the Company at [www.deepindustries.com](http://www.deepindustries.com).
11. An advertisement about convening the Meeting will be published in English daily "Indian Express" Ahmedabad Edition and Gujarati translation thereof in Gujarati daily "Sandesh" Ahmedabad Edition.



IN THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

COMPANY APPLICATION NO. CA (CAA) NO. 103/NCLT/AHM/2018

IN THE MATTER OF SECTION 230 TO 232 READ WITH SECTION 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN DEEP INDUSTRIES LIMITED AND DEEP CH4 LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**Deep Industries Limited.**

A company incorporated under the Companies Act, 2013 and having its registered office at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat .....Applicant Demerged Company

**EXPLANATORY STATEMENT UNDER SECTION 230(3) READ WITH SECTION 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the order dated 19<sup>th</sup> September 2018 passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ("**NCLT**"), in the above-mentioned Company Application no. 103 of 2018 (the "**Order**"), separate meetings of the Equity Shareholders and Unsecured Creditors of Deep Industries Limited, the Demerged Company are being convened and held at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G.Road, Nr. Ashok Vatika, Ahmedabad – 380058, in the state of Gujarat, on the 30<sup>th</sup> day of October, 2018 respectively at 11.30 a.m. and 2:00 pm; meeting of the Secured Creditors of Deep Industries Limited, the Demerged Company is being convened and held on the same day i.e. 30<sup>th</sup> day of October, 2018 at 10.00 a.m. at the registered office of the company at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad 380058 in the state of Gujarat for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement, inter alia, in the nature of demerger of Oil and Gas Services Undertaking ("**Demerged Undertaking**") from the Company to Deep CH4 Limited ("**Resulting Company**") and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").
2. In terms of the said Order, the quorum for the said meeting for Equity Shareholders shall be 30 (Thirty) equity shareholders of the Company, present in person, as prescribed by the National Company Law Tribunal, Bench, at Ahmedabad. The Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Demerged Company, as the case may be, voting in person or by proxy or by postal ballot (which includes e-voting), agree to the Scheme. Quorum for the meetings of Secured Creditors and Unsecured Creditors is prescribed as 3 (Three) and 15 (Fifteen) respectively.
3. Further in terms of the said Order, NCLT has appointed Mr. Dhananjay Trivedi, an Independent Practicing Chartered Accountant and failing him Mr. Jayesh M Shah, an Independent Practicing Chartered Accountant and failing him Mr. Kirit Joshi, an Independent Director of the Applicant Demerged Company as the Chairman of all the meetings including for any adjournment or adjournments thereof.
4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules").
5. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the members, or class of members, of the Demerged Company, as the case may be, voting in person or by proxy or by postal ballot (which includes e-voting), agree to the Scheme. Similarly, in case of both the Secured and Unsecured Creditors, approval from the majority of persons representing three fourths in value of the creditors, or class of creditors, of the Demerged Company, as the case may be, voting in person or by proxy is required.
6. In addition, the Applicant Company is seeking the approval of its unsecured to the Scheme by way of voting through postal ballot and e-voting. Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 ("**SEBI Circular**") issued by the Securities and Exchange Board of India ("**SEBI**"), inter alia, provides that approval of Public Shareholders of the Applicant Company to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since, the Applicant Company is seeking the approval of its unsecured (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, this notice will be deemed (i) to be issued in accordance with the provisions of the Companies Act; and (ii) to be the notice sent to the Public Shareholders of the Applicant Company in accordance with the SEBI Circular. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.



## 1. Background of the Demerged Company

- (a) Deep Industries Limited, the Demerged Company was incorporated on January 1, 1991 in the name and style of Deep Roadways Private Limited under the provisions of Companies Act, 1956 with the Office of Registrar of Companies, Gujarat. Subsequently, the name was changed to Deep Industries Private Limited and the word Private was deleted by virtue of the company being a Deemed Public Limited Company under the provisions of section 43A(1B) of the Companies Act, 1956 on 6th February, 1997. The Company became a Public Limited Company with effect from 2nd May, 2002 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep Industries Limited on 2<sup>nd</sup> May, 2002. The registered office of the company is situated at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat.
- (b) The company has business interest in air and natural gas compression services, gas dehydration, work over and drilling rig services as well as oil and gas exploration and production.
- (c) Corporate Identity Number (CIN): L63090GJ1991PLC014833
- (d) Permanent Account Number (PAN):AAACD6915E
- (e) Registered Office and e-mail address: 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India  
E-mail address: cs@deepindustries.com
- (f) The equity shares of the Demerged Company are listed on BSE Limited and the National Stock Exchange of India Limited.
- (g) Names of the promoters and directors along with their addresses:

## Details of Promoter and Promoter Group

Name of the Promoter	Address
Dharen Shantilal Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Priti Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Mita Manoj Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Avani Dharen Savla	35/36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Manoj Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Paras Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Prabhaven Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Prabhaven Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Rupesh Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Shail M Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shantilal Murjibhai Savla	35/36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shital Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Aarav Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Adinath Exim Resources Ltd.	12A, 3 <sup>rd</sup> Floor, Abhishree Corporate Park, Bopal Ambli Road, Ambli, Ahmedabad – 380058
Shantilal Savla Family Trust	12A, 3 <sup>rd</sup> Floor, Abhishree Corporate Park, Bopal Ambli Road, Ambli, Ahmedabad – 380058
Rupesh Savla Family Trust	11, Vikram Mansion, Plot No. 449, Mahila Ashram Road, King Circle, Matunga, Mumbai – 400019, Maharashtra



## Details of Directors

Name of the Director	Designation	DIN	Address
Hemendrakumar Chamanlal Shah	Additional Director	00077654	F/701, Tulip Citadel, Opp. Esic Staff Quarters, Shreyas Tekra, Ambawadi, Ahmedabad – 380015
Rupeshbhai Kantilal Savla	Managing Director	00126303	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Parasbhai Shantilal Savla	Chairman and Managing Director	00145639	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Arun Narayan Mandke	Director	00587604	C2-102, Simplicity Autade, Handewadi, Autadwadi, Handewadi, Phursungi Haveli, Pune – 412308
Kirit Vaikunthrava Joshi	Director	05316488	501, Prasad Tower, Near Nehrunagar Circle Ambawadi, Ahmedabad – 380015
Renuka Anjanikumar Upadhay	Director	07148637	A-504, Safal Parisar-2, Bopal, Ahmedabad – 380058

(h) The main objects of the Demerged Company as set out in its Memorandum of Association are as follows:

“To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the commoncarriers.”

(i) The Share Capital of the Demerged Company as on 31 March 2018 is as follows:

Particulars	INR
Authorized Share Capital	
5,42,66,340 equity shares of INR 10 each	54,26,63,400
50,00,000 preference shares of INR 10 each	5,00,00,000
Total	59,26,63,400
Issued, Subscribed and Paid Up Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000

Subsequent to the above date, there has not been any change in the share capital of the Demerged Company.

## 2. Background of the Resulting Company

- Deep CH4 Limited, the Resulting Company, is a company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November 2006 under the name and style of Deep CH4 Private Limited having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat. The Resulting Company became a Public Limited Company with effect from 11th June, 2018 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep CH4 Limited on 11<sup>th</sup> June, 2018.
- The Resulting Company has been incorporated with an objective to carry on the business of prospecting, exploring, developing, opening and working mines, drilling and to pump, refine, raise, dig and quarry coal bed methane, minerals and gases such as methane gas.
- Corporate Identity Number (CIN): U14292GJ2006PLC049371
- Permanent Account Number (PAN): AACCD5657K



- (e) Registered Office and e-mail address: 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India  
E-mail address: deepch4ltd@yahoo.com

- (f) Names of the promoters and directors along with their addresses:

Details of Promoters and Promoter Group

Name of the Promoter	Address
Paras Shantilal Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Rupesh Kantilal Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Dharen Shantilal Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Priti Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Avani Dharen Savla	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shital Rupesh Savla	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Shail M Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058
Shanil Paras Savla	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058

Details of Directors

Name of the Director	Designation	DIN	Address
Rupeshbhai Kantilal Savla	Director	00126303	13, Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad – 380006
Dharen Shantilal Savla	Additional Director	00145587	36, Basant Bahar Bunglows, Opp. Sterling Club, Bopal, Ahmedabad-380058
Parasbhai Shantilal Savla	Director	00145639	35/36, Basant Bahar 1, Opp. Sterling Club, Bopal, Ahmedabad-380058

- (g) The Share Capital of the Resulting Company as on 31 March 2018 is as follows:

Particulars	INR
Authorized Share Capital	
66,000 equity shares of INR 10 each	6,60,000
Total	6,60,000
Issued, Subscribed and Paid-up Capital	
66,000 equity shares of INR 10 each	6,60,000
Total	6,60,000

Subsequent to the above date, there has not been any change in the share capital of the Resulting Company.

3. Corporate Approvals:

The proposed Scheme was placed before the Audit Committee of the Demerged Company at its meeting held on 26<sup>th</sup> May, 2018. The Audit Committee of the Demerged Company took into account the Draft Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors in accordance with the provisions of section 230 to 232 read with section 66 of the Companies Act, 2013, Certification obtained from the Statutory Auditor of the Demerged Company confirming that the accounting treatment in the Scheme is in conformity with the applicable accounting treatment prescribed under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India and the Audited financial statements of the Demerged Company and the Resulting Company for the last 3 years. The Audit Committee of the Demerged Company based on the aforesaid, inter alia, recommended the Scheme to the Board of Directors of the Demerged Company.

The Board of Directors of the Demerged Company (after taking on record the recommendations of the Audit Committee), and the Resulting Company at their respective Board Meeting held on 26<sup>th</sup> May, 2018 had approved the proposed Scheme of Arrangement.



A copy of the Scheme setting out in detail the terms and conditions of the arrangement approved by Board of Directors of the Demerged Company and the Resulting Company at their respective Board Meeting is annexed to this Notice as Annexure 1 and forms part of this statement.

Names of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate in such resolution:

a) Demerged Company

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Hemendrakumar Chamanlal Shah*	Additional Director	-	-	-
Rupeshbhai Kantilal Savla	Managing Director	Yes	-	-
Parasbhai Shantilal Savla	Chairman and Managing Director	Yes	-	-
Arun Narayan Mandke	Director	Yes	-	-
Kirit Vaikunthra Joshi	Director	Yes	-	-
Renuka Anjanikumar Upadhay	Director	Yes	-	-
Prem Singh Mangatsingh Sawhney**	Non-Executive and Non-Independent Director	Yes	-	-
Sanjay Harkishandas Parekh***	Non-Executive and Independent Director	-	-	Yes
Dharen Shantilal Savla****	Whote-time Director	-	-	Yes

\* Mr. Hemendrakumar Chamanlal Shah was appointed with effect from 26<sup>th</sup> June 2018.

\*\* Mr. Prem Singh Mangatsingh Sawhney resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

\*\*\* Mr. Sanjay Harkishandas Parekh was absent at the time of meeting and later resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

\*\*\*\* Mr. Dharen Shantilal Savla was absent at the time of meeting and later resigned as a director of the company with effect from 26<sup>th</sup> June 2018.

b) Resulting Company

Name of the Directors	Designation	Voted in Favor	Voted Against	Absent from the meeting
Rupeshbhai Kantilal Savla	Director	Yes	-	-
Dharen Shantilal Savla	Additional Director	Yes	-	-
Parasbhai Shantilal Savla	Director	Yes	-	-

4. Rationale of the Scheme:

All the companies belong to the same group of management. The Demerged Company primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) Oil and Gas Exploration and Production. In order to lend greater / enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep Industries Limited to Deep CH4 Limited. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.

It is envisaged that the proposed demerger would result in the following advantages:

- To enable greater / enhanced focus of the management in the Oil and Gas Services business and facilitate to efficiently exploit opportunities for the said business.
- It is believed that the proposed demerger will result in unlocking the true value of Oil and Gas Services business thereby creating enhanced value for shareholders.



- To provide scope for independent collaboration and expansion for each of the businesses as well as attracting investors and provide flexibility in accessing capital for each of the businesses carried on by Demerged Company.

5. Salient Features of the Scheme:

The material provisions of the proposed Scheme of Arrangement as under:

1. "DEFINITIONS

- "Appointed Date" means the 1<sup>st</sup> day of April, 2017.
- "Effective Date" means the last of the date on which the conditions specified in the Scheme are fulfilled with respect to the Scheme. References in the Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme being effective" shall mean the Effective Date.
- "Oil and Gas Services Undertaking" means all the businesses, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Oil and Gas Services Business and shall include (without limitation):
  - (a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Oil and Gas Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
  - (b) all assets, as are movable in nature pertaining to and in relation to the Oil and Gas Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, CENVAT credits, value added/sales tax/entry tax/goods and service tax credits or set-offs, advance tax, tax deducted at source and tax refunds;
  - (c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Oil and Gas Services Business and undertaking constituting participating interest in Coal Bed Methane Block SR-CBM-2005/III located at Singrauli, Madhya Pradesh, India and its related assets and liabilities;
  - (d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Oil and Gas Services Business;
  - (e) all applications (including hardware, software, licenses, source codes, and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Oil and Gas Services Business;
  - (f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging



to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company pertaining to or in connection with or relating to Demerged Company in respect of the Oil and Gas Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and pertaining to the Oil and Gas Services Business;

- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Oil and Gas Services Business;
- (h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of Demerged Company pertaining to the Oil and Gas Services Business and/or arising out of and/or relatable to the Oil and Gas Services Business including:
  - the debts, liabilities, duties and obligations of Demerged Company which arises out of the activities or operations of the Oil and Gas Services Business;
  - specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the Oil and Gas Services Business;
  - in cases other than those referred to in sub-clause i. or sub-clause ii. above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Effective Date;
- (i) all employees of Demerged Company employed/engaged in the Oil and Gas Services Business as on the Effective Date; and
- (j) all legal or other proceedings of whatsoever nature that pertain to the Oil and Gas Services Business.

It is clarified that the question of whether a specified asset or liability or employee or legal proceeding pertains to the Oil and Gas Services Undertaking or arises out of the activities or operations of Oil and Gas Services Undertaking shall be decided by the Board of the Demerged Company

- "Remaining Business" means all the undertakings, businesses, activities, operations, assets and liabilities of Demerged Company other than those comprised in the Oil and Gas Services Undertaking;
- "Scheme" means this scheme of arrangement, with or without any modification, approved or imposed or directed by the Tribunal.
- "Tribunal" means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction over the Demerged Company and the Resulting Company

#### 4. DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

- 4.1. Upon the Scheme becoming effective and with effect from the opening business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, the Oil and Gas Services Undertaking along with all its assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company and transferred to and be vested in or be deemed to have been vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 4.2. In respect of such of the assets and properties forming part of the Oil and Gas Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company upon coming into effect of this Scheme and shall, ipso facto and without any other order to this effect, become the assets and properties of the Resulting Company with effect from the Appointed Date.
- 4.3. Subject to Clause 4.4 below, with respect to the assets of the Oil and Gas Services Undertaking, other than those referred to in Clause 4.2 above, including all rights, title and interests in the agreements (including agreements for





lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons and essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs with respect to the assets forming part of Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law in favour of Resulting Company.

- 4.4. Without prejudice to the aforesaid, the Oil and Gas Services Undertaking, including all immoveable property, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immovable properties and any other document of title, rights, interest and easements in relation thereto) and all moveable property of the Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, stand transferred to and be vested in the Resulting Company, with effect from Appointed Date without any act or deed to be done or executed by the Demerged Company and/ or the Resulting Company.
- 4.5. Upon the Scheme coming into effect, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relatable to the Oil and Gas Services Undertaking ("Oil and Gas Services Liabilities") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and the Resulting Company shall meet, discharge and satisfy the same. The term "Oil and Gas Services Liabilities" shall include:
  - 4.5.1. the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Oil and Gas Services Undertaking;
  - 4.5.2. the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Oil and Gas Services Undertaking); and
  - 4.5.3. in cases other than those referred to in Clauses 4.5.1 or 4.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Oil and Gas Services Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 4.6. Where any of the Oil and Gas Services Liabilities of Demerged Company as on the Appointed Date have been discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all Oil and Gas Services Liabilities incurred by Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent of their being outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company which shall meet, discharge and satisfy the same.
- 4.7. In so far as any Encumbrance in respect of Oil and Gas Services Liabilities is concerned, upon the Scheme becoming effective, such Encumbrance shall, without any further act, instrument or deed shall be extended to and operate over the assets of the Resulting Company. In so far as the Encumbrance in respect of the loans and other liabilities of Demerged Company relating to the Remaining Business of Demerged Company, if any, are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company only on the assets remaining with Demerged Company.
- 4.8. Upon the Scheme becoming effective, the Resulting Company may, provide guarantee to the Government of India, for an amount not exceeding the limit as prescribed under section 186(2) of the Act, for the purpose of ensuring business continuity of the Demerged Company. It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval to such guarantee arrangement, as required under all the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other Applicable Law, and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the same.
- 4.9. Upon the Scheme coming into effect, for the purpose of satisfying any eligibility criteria including technical and/or financial parameters for participating and qualifying in invitations for expression of interest(s) and/or bid(s) and/or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, either related to oil and natural gas or pertaining to other than oil and natural gas, including related upstream/downstream ventures, in addition to its own technical experience and/or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall have legal capacity, power and authority to claim experience considering works/jobs done in the past and current work in hand with respect to



the Oil and Gas Services Undertaking of the Demerged Company. This shall also include benefit with respect to claim of financial credentials such as turnover, net worth and other financial ratios/parameters etc. and management experience and track record of Demerged Company.

- 4.10. Upon the Scheme coming into effect, taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Oil and Gas Services Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 4.11. Upon the Scheme coming into effect, if the Demerged Company is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Oil and Gas Services Undertaking under any tax laws or Applicable Laws, the Resulting Company shall be entitled as an integral part of the Scheme to claim such unutilised credits, benefit or incentives, as the case may be without any specific approval or permission.
- 4.12. Upon the Scheme becoming effective, subject to clause 4.2 and any other provisions of the Scheme, with respect to any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Oil and Gas Services Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grants, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same, stands transferred to the Resulting Company.
- 4.13. On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company, in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, after the Effective Date, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company

## 7. LEGAL, TAXATION AND OTHER PROCEEDINGS

- 7.1. Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal), by or against Demerged Company and relating to the Oil and Gas Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Resulting Company after the Effective Date. Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against Resulting Company. Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 7.2. If proceedings are taken against Demerged Company in respect of the matters referred to in Clause 7.1 above, it shall defend the same in accordance with the advice of Resulting Company and at the cost of Resulting Company, and the latter shall reimburse and indemnify Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 7.3. Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Each of the Companies shall make relevant applications in that behalf

## 8. CONSIDERATION

- 8.1. Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Oil and Gas Services Undertaking into Resulting Company pursuant to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument, issue and allot, on a proportionate basis to each shareholder of the Demerged Company, 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share of the Demerged Company held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date. The equity shares of the Resulting Company to be issued and allotted as provided in Clause 8.1 shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company and shall rank paripassu in all respects with any existing equity shares of



Resulting Company, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.

- 8.2. In case any shareholder's shareholding in the Demerged Company is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 8.3. The Resulting Company shall, if necessary and to the extent required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme, by following the requisite procedure and on payment of applicable fees and duties and the approval of the members of the Resulting Company to this Scheme shall be deemed to be the approval for such increase in the authorized share capital of the Resulting Company.
- 8.4. The issue and allotment of equity shares as provided in Clause 8.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, pursuant to the aforesaid Clause 8.1.
- 8.5. The issue and allotment of the equity shares as provided in Clause 8.1 shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act and any other Applicable Law have been complied with.
- 8.6. The equity shares issued and/or allotted pursuant to Clause 8.1, in respect of such of the equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.
- 8.7. The equity shares issued pursuant to Clause 8.1, which Resulting Company is unable to allot due to Applicable Laws (including, without limitation, the non-receipt of approvals of Appropriate Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Resulting Company and shall be dealt with in the manner as may be permissible under the Applicable Law and deemed fit by the Board of Directors of Resulting Company including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 8.2 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Demerged Company, in proportion to their entitlements as per the process specified in Clause 8.2 above. If the above cannot be effected for any reason, Resulting Company shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under Applicable Laws. Resulting Company and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.
- 8.8. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Demerged Company, the Board of Directors of Demerged Company shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Demerged Company as if such changes in registered holders were operative as on the Record Date. The Board of Directors of Demerged Company shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Resulting Company on account of difficulties faced in the transition period.
- 8.9. The equity shares issued pursuant to Clause 8.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company. In the event that such notice has not been received by Resulting Company in respect of any of the shareholders of Demerged Company, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any



shareholder do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.

- 8.10. The equity shares issued pursuant to Clause 8.1 shall, in compliance with the Applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Resulting Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 8.1 above.
- 8.11. The equity shares allotted by the Resulting Company in terms of Clause 8.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 8.12. Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 8.13. Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable Resulting Company to issue and allot equity shares to the non-resident equity shareholders of Demerged Company. Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares under Clause 8.1 of the Scheme to the non-resident equity shareholders of Demerged Company.

#### 9. ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY

Demerged Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 9.1. Upon the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 9.2. Loans and advances, receivables, payables and other dues outstanding between the Oil and Gas Services Undertaking and the Resulting Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf.
- 9.3. The difference, being the excess / shortfall of carrying value of assets over the carrying value of liabilities of the Oil and Gas Services Undertaking shall be debited / credited to Goodwill or Capital Reserve account, as the case may be. The Board of Directors of the Demerged Company in consultation with Statutory Auditors, is authorised to account for such difference in any other manner, if such accounting treatment is considered more appropriate.

#### 10. ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

Resulting Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 10.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company.
- 10.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Oil and Gas Services Undertaking, if any, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 10.3 The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued and allotted under Clause 8.1 above to the members of the Demerged Company. Rupees two hundred ninety will be accounted as Securities Premium in the books of Resulting Company for each equity share issued in accordance with Clause 8.1. The consideration is derived taking into account the intrinsic value of shares to be issued by the resulting Company and accordingly the Securities Premium will form part of consideration under Clause 8.1.
- 10.4 The excess / shortfall of Net Assets transferred from Demerged Company pursuant to Clause 10.1 over the aggregate of face value and securities premium of the equity shares allotted pursuant to Clause 10.1 above after giving effect to inter-company balances as per Clause 10.2 shall be adjusted in Capital Reserve / Goodwill, as the case may be, in compliance with applicable accounting standards / Generally Accepted Accounting Principles.



10.5 Goodwill, if any, recognised in the books of accounts of the Resulting Company as per Clause 10.4 above, will be amortised in accordance with the amortisation policy formulated taking into consideration the Generally Applicable Accounting Principles or may be adjusted against the balance of Securities Premium Account or Capital Reserve Account or General Reserve Account or Profit and Loss Account, as may be decided by the Board of Directors of the Resulting Company.

10.6 To the extent, the balance in Securities Premium Account or Capital Reserve Account is utilised and/or adjusted as per Clause 10.5 above, there shall be reduction of Securities Premium Account or Capital Reserve Account, as the case may be, which shall be effected as an integral part of the Scheme itself and no separate approval shall be required under sections 52 and 66 and other applicable provisions of the Act.

10.7 The Board of Directors of the Resulting Company in consultation with Statutory Auditors, is authorised to adopt any other accounting treatment, if such accounting treatment is considered more appropriate.

For the purpose of this Clause 10, "Net Assets" would mean difference between the carrying value of assets and liabilities.

## 11. TRANSFER OF AUTHORISED SHARE CAPITAL OF THE DEMERGED COMPANY AND AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY AND RESULTING COMPANY

### 11.1 Capital Clause

Upon coming into effect of this Scheme, authorised equity share capital of INR 22,26,63,400 and authorised preference share capital of INR 5,00,00,000 of the Demerged Company shall stand transferred to and get combined with the authorised capital of the Resulting Company without any further act or deed and without any further payment of the stamp duty or the registration fees. The authorised capital so transferred to Resulting Company shall stand reclassified as 2,72,66,340 equity shares of INR 10 each. Accordingly, Clause V of the Memorandum of Association of the Resulting Company shall automatically stand amended so as to read as under:

"The Authorised Share Capital of the Company is Rs. 27,33,23,400 [Rupees Twenty Seven Crore Thirty Three Lakh Twenty Three Thousand Four Hundred Only] divided into 2,73,32,340 [Two Crore Seventy Three Lakh Thirty Two Thousand Three Hundred and Forty] Equity Shares of Rs. 10/- [Rupees Ten Only] each.

Further, Clause V of the Memorandum of Association of the Demerged Company shall automatically stand amended so as to read as under:

The Authorised Share Capital of the Company is Rs.32,00,00,000 [Rupees Thirty Two Crore Only] divided into 3,20,00,000 [Three Crore Twenty Lakh] Equity Shares of Rs.10/- [Rupees Ten Only] each.

### 11.2 Objects Clause

Upon the Scheme coming into effect, the main object of the Demerged Company, as outlined herein below, shall be added to the Main Objects of the Resulting Company and Clause III of the Memorandum of Association of Resulting Company shall stand amended as under:

"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission, agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."

11.3 It is clarified that the approval of the members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval also to the aforesaid alteration of the Memorandum of Association of the Demerged Company and the Resulting Company as mentioned in Clause 11.1 and Clause 11.2 and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their shareholders for such alteration of the Memorandum of Association as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

### 11.4 Change of name

11.4.1 Upon coming into effect of this Scheme, the name of the Demerged Company shall be altered and changed to "Deep Energy Limited" or any other similar name, as considered appropriate by the Board of Directors of the Demerged Company and as approved by the Registrar of Companies.



11.4.2 Further, upon the coming into effect of this Scheme, and subject to clause 11.4.1, the name of the Resulting Company shall be altered and changed to "Deep Industries Limited" or any other similar name as considered appropriate by the Board of Directors of the Resulting Company and as approved by the Registrar of Companies.

11.4.3 It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval, as required under section 13 and other applicable provisions of the Act, also to the alteration and change of the name of the Demerged Company and / or Resulting Company as provided in Clause 11.4.1 and Clause 11.4.2 above and the approval of this Scheme by the Tribunal shall be considered as specific direction from the competent authority as required under Rule 8 of Companies (Incorporation) Rules, 2014. The Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the alteration of the name of the Demerged Company and the Resulting Company as required under sections 13 and other applicable provisions of the Act.

## 12 REDUCTION AND CANCELLATION OF EQUITY SHARES OF THE RESULTING COMPANY

12.1 Upon allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the shareholding pattern of the Demerged Company, the paid up equity share capital of Rs.6,60,000 of the Resulting Company as mentioned in Clause 6 shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. Pursuant to such cancellation of shares, the Resulting Company shall pay an amount not exceeding Rs.6,60,000 to the shareholders of the Resulting Company whose name appear in the register of members of the Resulting Company as on the date of approval of this Scheme by the Board of Directors of the Resulting Company in the proportion of their shareholding on such date.

12.2 The aforesaid reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

12.3 Upon the cancellation of shares as provided in Clause 12.1, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares of Resulting Company that are cancelled pursuant to Clause 12.1.

12.4 The excess of the amount of share capital cancelled over the amount paid to the shareholders as per Clause 12.1 above, if any, shall be credited to Capital Reserve account.

## 13 REMAINING BUSINESS

13.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.

13.2 All legal, taxation and/ or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company.

13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 13.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.

13.4 Up to and including the Effective Date:

- (a) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;
- (b) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (c) all assets and properties acquired by Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.



## 14 DIVIDENDS

14.1 The Demerged Company and Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2018 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.

14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and/ or the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and/ or the Resulting Company, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and/ or the Resulting Company as the case may be.

12 Observation Letters from BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") dated 29 August, 2018 conveying no objection to the Scheme are enclosed herewith as Annexure 2 and 3 respectively. Complaints Report dated 13 July, 2018 and 2 August, 2018 submitted by the Company to BSE and NSE are enclosed herewith as Annexure 4 and 5 .

13 The audited financial statements of the Demerged Company and the Resulting Company for the year ended 31 March 2018 are enclosed as Annexure 6 and 7 respectively.

14 Abridged prospectus including certificate of Nirbhay Capital Services Private Limited, SEBI Registered Merchant Banker, confirming accuracy and adequacy of the information contained therein, as required under the SEBI Circular, is enclosed herewith as Annexure 8.

## 15 Applicability of Valuation Report and Summary of Fairness Opinion

The Applicant Company had obtained a certificate from Dhananjay Trivedi & Associates, Chartered Accountants stating that considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable. The said certificate is enclosed as Annexure 9. Further, the Applicant has obtained a certificate from Nirbhay Capital Services Private Limited, SEBI Registered Merchant Banker stating that the conclusion of Dhananjay Trivedi & Associates, Chartered Accountants that the requirement of valuation report is not applicable for the Scheme pursuant to Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017 is fair. The said certificate is enclosed as Annexure 10 . The Company has also obtained a certificate from Walker Chandio& Co. LLP Independent Chartered Accountants recommending share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for everyone equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company. The share entitlement ratio is based considering that the shareholders of Demerged Company shall hold shares in Resulting Company in the same proportion as in Demerged Company and the proposed demerger will be value neutral to the shareholders of Demerged Company. The said certificate is enclosed as Annexure 11 .

## 16 Amounts due to unsecured creditors as on 30th August, 2018:

Demerged Company		Resulting Company	
Number	Amount	Number	Amount
477	Rs.13.58 crores	-	-

## 17 Effect of the Scheme on various parties

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Demerged Company and the Resulting Company in their meetings held on 26 May 2018 have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoters shareholders amongst others. Copy of the reports adopted by the respective Board of Directors of the Demerged Company and the Resulting Company are enclosed as Annexure 12 and 13 .

## A. Key Managerial Personnel (KMPs) and Directors

None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Resulting Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Demerged Company and/or to the extent that the relatives of the said



directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.

Details of the shares held by the present Directors and KMPs of the Demerged Company and the Resulting Company either individually or jointly as first holder or second holder or as a nominee, in the respective companies are as under:

#### Demerged Company

Sr. No.	Name of the Director / KMPs	Designation	Number of equity shares held as on 30 <sup>th</sup> June 2018
1.	Hemendrakumar Chamanlal Shah	Additional Director	-
2.	Rupeshbhai Kantilal Savla*	Managing Director	100
3.	Parasbhai Shantilal Savla**	Managing Director	100
4.	Arun Narayan Mandke	Director	-
5.	Kirit Vaikunthraya Joshi	Director	-
6.	Renuka Anjanikumar Upadhyay	Director	-
7.	Rohan Vasantkumar Shah	Chief Financial Officer	-
8.	Akshit Nandkishor Soni	Company Secretary	-

\* In addition to holding 100 shares in individual capacity, Mr. Rupesh Savla also holds 1,00,76,908 shares of Deep Industries Limited in capacity of a trustee of Rupesh Savla Family Trust along with the other trustee of the trust (being Mrs. Shital Savla).

\*\* In addition to holding 100 shares in individual capacity, Mr. Paras Savla also holds 35,68,474 shares in Deep Industries Limited in capacity of a trustee of Shantilal Savla Family Trust along with other trustees of the trust (being Mr. Manoj Savla and Mr. Dharen Savla).

#### Resulting Company

Sr. No.	Name of the Director / KMPs	Designation	Number of equity shares held as on 30 <sup>th</sup> June 2018
1.	Rupeshbhai Kantilal Savla	Director	16,500
2.	Dharen Shantilal Savla	Additional Director	5,500
3.	Parasbhai Shantilal Savla	Director	5,500

#### B. Promoter and Non-Promoter Equity Shareholders of the Demerged Company and the Resulting Company

Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of Deep Industries Limited.

Pursuant to the scheme, the Resulting Company shall issue to each shareholder (promoter as well as non-promoter equity shareholders) of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.

#### C. Depositors

None of the companies involved in the Scheme have accepted any public deposits and thus, the effect of the Scheme on any such Public Depositor or Deposit trustee does not arise.

#### D. Creditors and Debenture-Holders

The proposed Scheme does not involve any compromise or arrangement with the creditors, debenture holders or debenture trustee of any of the companies involved in the Scheme. The rights of the creditors, debenture holders





or debenture trustee shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

#### E. Employees

- a) With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- b) The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund superannuation fund or any other funds nominated by the Resulting Company and/or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund superannuation fund or any other funds respectively of the Demerged Company.

#### 18 Capital Structure pre and post scheme

The Pre-Scheme capital structure of the Demerged Company and the Resulting Company are detailed in clause 1 and 2 above.

The Post-Scheme capital structure is as follows:

##### Demerged Company

There will no new issue of shares by the Demerged Company on account of the Scheme. The Post-Scheme capital structure will remain unchanged and will be same as pre scheme capital structure. The shareholding pattern of the Demerged Company as on 30 June 2018 is as under.

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.	Name of Listed Entity: Deep Industries Limited			
2.	Scrip Code/Name of Scrip/Class of Security: 532760			
3.	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)			
	a.	If under 31(1)(b) then indicate the report for Quarter ending		
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment		
4.	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-			
		Particulars	Yes*	No*
	1	Whether the Listed Entity has issued any partly paid up shares?		No
	2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
	3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
	4	Whether the Listed Entity has any shares in locked-in?		No
	5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.				
GENERATED ON :04/07/2018      NSDL : 30/06/2018      CDSL :30/06/2018				

Table I - Summary Statement holding of specified securities

Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares (No. (a))	Number of Shares pledged or otherwise encumbered (No. (a))	Number of equity shares held in dematerialised form
							Class eg: X	Class eg: Y					
(I)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+	(viii) As a % of	(ix)	(x)	(xi) = (vii)+(x) (A+B+C2)	(xii)	(xiii)	(xiv)	
(A) Promoter & Promoter Group	16	20316847	0	0	20316847	63.4901	20316847	0	63.4901	0	0	0	20316847
(B) Public	20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	0	0	11682892
(C) Non Promoter - Non Public				0				0			0.0000	0.0000	
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0
(C2) Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0.0000	0	0	0	0
Total	20301	32000000	0	0	32000000	100.0000	32000000	0	100.0000	0	0	0	31999739

GENERATED ON :04/07/2018

NSDL : 30/06/2018

CDSL :30/06/2018

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of Shares underlying Depository Receipts	Total nos. shares held (VII) = (IV)+(V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share-holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)=(VII)+(X)+(X)+(X)	Number of Locked In shares as a % of total Shares held(b)	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
								Class eg: X	Total as a % of (A+B+C)					
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	
1														
(a) Individuals / Hindu Undivided Family														
Dharen Shantilal Savia	AADPS0172Q	13	5443465	0	0	5443465	17.0108	5443465	0	17.0108	0	0.0000	0	5443465
Priti Paras Savia	AADPS0168C	1	2058822	0	0	2058822	6.4338	2058822	0	6.4338	0	0.0000	0	2058822
Mila Manoj Savia	AADPS0167P	1	2052625	0	0	2052625	6.4145	2052625	0	6.4145	0	0.0000	0	2052625
Rupesh Kamtilal Savia	AACP56257P	1	1331021	0	0	1331021	4.1594	1331021	0	4.1594	0	0.0000	0	1331021
Paras Shantilal Savia	AADPS0170N	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Manoj Shantilal Savia	AADPS0171P	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Prabhaben S Savia	ABEPS9706L	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Shantilal M Savia	ACUPS1988B	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Shital Rupesh Savia	ADHPK2176R	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Avant Dharen Savia	AKGPS1637K	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Prabhaben K Savia	ACPPS1908L	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Shail M Savia	BHTPS8652P	1	100	0	0	100	0.0003	100	0	0.0003	0	0.0000	0	100
Aarav Rupesh Savia	GVDPS1062L	1	97	0	0	97	0.0003	97	0	0.0003	0	0.0000	0	97
(b) Central Government / State Government(s) / Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0
(c) Any Other (Specify)		1	1228000	0	0	1228000	3.8375	1228000	0	3.8375	0	0.0000	0	1228000
Bodies Corporate		1	1228000	0	0	1228000	3.8375	1228000	0	3.8375	0	0.0000	0	1228000
Adinath Exim Resources Ltd	AADCA7119A	1	1228000	0	0	1228000	3.8375	1228000	0	3.8375	0	0.0000	0	1228000
Other		2	13645382	0	0	13645382	42.6418	13645382	0	42.6418	0	0.0000	0	13645382
Rupesh Savia	AAC1R8898K	1	10076908	0	0	10076908	31.4903	10076908	0	31.4903	0	0.0000	0	10076908
Family trust														
Shantilal Savia	AAOTS5267R	1	3568474	0	0	3568474	11.1515	3568474	0	11.1515	0	0.0000	0	3568474
Sub Total (A)(1)		16	20316847	0	0	20316847	63.4901	20316847	0	63.4901	0	0.0000	0	20316847
2														
(a) Individuals (Non-Resident individuals / Foreign individuals / Government / Institutions														
(b) Foreign Portfolio Investor														
(c) Any Other (Specify)														
Sub Total (A)(2)														
Total Shareholding Of Promoter														
And Promoter Group (A) = (A)(1)+(A)(2)		16	20316847	0	0	20316847	63.4901	20316847	0	63.4901	0	0.0000	0	20316847

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Table III - Statement showing shareholding pattern of the Public Shareholders

Category and Name of the Shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII) = (V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		No. of Shares Underlying Outstanding Securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (% of (A+B+C2)) (VII)+ (X)	Locked in shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered (No. (a) As a % of total Shares held (b))	Number of equity shares held in dematerialised form
								Class eg. X	total as a % (A+B+C)					
(I) Institutions	(II)	(III)	(IV)	(V)	(VI)	(VII) = (V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	
1. Institutions														
(a) Mutual Fund		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(e) Foreign Portfolio Investor		9	1134768	0	0	1134768	3.5462	1134768	0	3.5462	0	NA	1134768	
Heshika Growth Fund	AAHFH7500B	1	384263	0	0	384263	1.2008	384263	0	1.2008	0	NA	384263	
(f) Financial Institutions / Banks		2	52650	0	0	52650	0.1645	52650	0	0.1645	0	NA	52650	
(g) Insurance Companies		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(h) Provident Funds/ Pension Funds		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(i) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(j) Sub total (B)(1)		11	1187418	0	0	1187418	3.7107	1187418	0	3.7107	0	NA	1187418	
2. Central Government/ State Government(s)/ President of India														
(a) Sub total (B)(2)		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
3. Non-institutions														
(a) Individuals														
(i) Individual shareholders holding nominal share capital up to RS. 2 lakhs.		18691	5218843	0	0	5218843	16.3089	5218843	0	16.3089	0	NA	5218582	
(ii) Individual shareholders holding nominal share capital in excess of RS. 2 lakhs.		24	1883897	0	0	1883897	5.8872	1883897	0	5.8872	0	NA	1883897	
(b) NBFCs registered with RBI	AAABPA0963H	3	1625	0	0	1625	0.0051	1625	0	0.0051	0	NA	1625	
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(d) Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0	0.0000	0	NA	0	
(e) IEPF		1556	3391370	0	0	3391370	10.5980	3391370	0	10.5980	0	NA	3391370	
Foreign Nationals		1	1751	0	0	1751	0.0055	1751	0	0.0055	0	NA	1751	
Hindu Undivided Family		563	426422	0	0	426422	1.3326	426422	0	1.3326	0	NA	426422	
Non Resident Indians (Non Repat)		159	109516	0	0	109516	0.3422	109516	0	0.3422	0	NA	109516	
(Non Resident) Indians (Repat)		482	328080	0	0	328080	1.0253	328080	0	1.0253	0	NA	328080	
Clearing Member		132	194217	0	0	194217	0.6069	194217	0	0.6069	0	NA	194217	
Bodies Corporate		218	2331358	0	0	2331358	7.2855	2331358	0	7.2855	0	NA	2331358	
R. L. Tradecom Pvt Ltd	AAFGR5028M	1	1279213	0	0	1279213	3.9975	1279213	0	3.9975	0	NA	1279213	
Sub total (B)(3)		20274	10495735	0	0	10495735	32.7992	10495735	0	32.7992	0	NA	10495474	
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	NA	11682892	

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder																	
Category & Name of the shareholders	PAN	Nos. of share-holders	No. of fully paid up equity shares held	No. of Parly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Sharehold- ing % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share- holding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares No. (a)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								Class eg: X	Class eg: Y	Total				Total as a % of (A+B+C)	No. (a)		As a % of total Shares held (b)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)				
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	0

Resulting Company

Pursuant to the scheme, the Resulting Company shall issue to each shareholder of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.

## Post Scheme Share Capital of Deep CH4 Limited

Particulars	INR
Authorised Share Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000
Issued, Subscribed and Paid-up Capital	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
Total	32,00,00,000

The pre scheme shareholding pattern of the Resulting Company as on 30 June 2018 is as under:

Particulars	Number of shares	Shareholding (%)
Promoter and Promoter Group	66,000	100%
Public	-	-
Custodian	-	-
Total	66,000	100%

The post scheme shareholding pattern of the Resulting Company (based on the shareholding pattern of Demerged Company as on 30 June 2018) is as under:



Deep CH4 Limited - Post scheme shareholding pattern (based on shareholding pattern of Deep Industries Ltd as on 30 June 2018)

Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			Shareholding as a % of total no. of securities (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
							Class eg: X	Class eg: Y	Total					No. (a)	As a % of total Shares held (b)	
(I) (ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+ (vi)	(viii) As a % of	(ix)	(x)	(xi) = (vii)+(x)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)	
(A) Promoter & Promoter Group	16	20316847	0	0	20316847	63.4901	20316847	0	63.4901	0	0.0000	0	0.0000	0	0.0000	20316847
(B) Public	20285	11683153	0	0	11683153	36.5099	11683153	0	36.5099	0	0.0000	0	0.0000	NA	NA	11682892
(C) Non Promoter - Non Public				0				0			0.0000		0.0000	NA	NA	
(C1) Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C2) Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
Total	20301	32000000	0	0	32000000	100.0000	32000000	0	100.0000	0	0.0000	0	0.0000	0	0.0000	31999739



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the shareholder	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (IV)+(V)+(VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held in each class of securities		No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)=(VII)+(X)+(X)+(X)	Locked in shares No. (a) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								Class eg: X	Total (A+B+C)				No. (a) As a % of total Shares held (b)	No. (a) As a % of total Shares held (b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
1. Indian Individuals / Hindu Undivided Family															
(a) Dharen Shantilal Savla	AADPS01720	13	5443465	0	0	5443465	17.0108	0	0	0	0	0	0	0	5443465
(b) Pril Paras Savla	AADPS0168C	1	2058822	0	0	2058822	6.4338	0	0	0	0	0	0	0	2058822
(c) Mita Manoj Savla	AADPS0167P	1	2052625	0	0	2052625	6.4145	0	0	0	0	0	0	0	2052625
(d) Rupesh Kamtilal Savla	AADPS6257P	1	1331021	0	0	1331021	4.1594	0	0	0	0	0	0	0	1331021
(e) Paras Shantilal Savla	AADPS0170N	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(f) Manoj Shantilal Savla	AADPS0171P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(g) Prabhaben S Savla	ABEPS9706L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(h) Shantilal M Savla	ACUPS1988B	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(i) Shilal Rupesh Savla	ADHPK2174R	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(j) Avanti Dharen Savla	AKGPS1637K	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(k) Prabhaben K Savla	AOPPS1908L	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(l) Shail M Savla	BHTPS8652P	1	100	0	0	100	0.0003	0	0	0	0	0	0	0	100
(m) Aarav Rupesh Savla	GVDPS1062L	1	97	0	0	97	0.0003	0	0	0	0	0	0	0	97
(n) Central Government / State Government (S)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(o) Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(p) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(q) Bodies Corporate		1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(r) Admath Exim Resources Ltd	AADCA7119A	1	1228000	0	0	1228000	3.8375	0	0	0	0	0	0	0	1228000
(s) Other		2	13645382	0	0	13645382	42.6418	0	0	0	0	0	0	0	13645382
(t) Family Trust		1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
(u) Shantilal Savla	AAC1R8898K	1	10076908	0	0	10076908	31.4903	0	0	0	0	0	0	0	10076908
(v) Family trust	AAO1S5267R	1	3568474	0	0	3568474	11.1515	0	0	0	0	0	0	0	3568474
(w) Sub total (A)(1)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847
(x) Foreign															
(a) Individuals (Non-Resident Individuals / Foreign Individuals)															
(b) Government		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(c) Institutions		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(d) Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(e) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
(f) Sub Total (A)(2)		0	0	0	0	0	0.0000	0	0	0	0	0	0	0	0
Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)		16	20316847	0	0	20316847	63.4901	0	0	0	0	0	0	0	20316847





**Table III - Statement showing shareholding pattern of the Public Shareholders**

Category and Name of the Shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of Shares underlying Depository Receipts	Total shares held (VII) = (V) + (VI)	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		No. of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X) = (VII) + (% of (A+B+C2)) / (VII)+X	Number of Locked in Shares (No. (a) As a % of total Shares held (b))	Number of Shares pledged or otherwise encumbered (No. (a) As a % of total Shares held (b))	Number of equity shares held in dematerialised form
								Class - eg: X	total as a % of (A+B+C)					
1. Institutions														
(a) Mutual Fund		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(b) Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(c) Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(d) Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(e) Foreign Portfolio Investor		9	1134768	0	0	1134768	3.5462	0	1134768	0	3.5462	0	NA	1134768
(f) Financial Institutions / Banks	AAHF-H7500B	1	384263	0	0	384263	1.2008	0	384263	0	1.2008	0	NA	384263
(g) Insurance Companies		2	52650	0	0	52650	0.1645	0	52650	0	0.1645	0	NA	52650
(h) Provident Funds / Pension Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(i) Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(j) Sub total (B)(1)		11	1187418	0	0	1187418	3.7107	0	1187418	0	3.7107	0	NA	1187418
2. Central Government/ State Government(s)/ President of India														
Sub total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
3. Non-institutions														
(a) Individuals														
Individual Shareholders holding nominal share capital up to RS. 2 lakhs		18691	5218843	0	0	5218843	16.3089	0	5218843	0	16.3089	0	NA	5218582
Individual Shareholders holding nominal share capital in excess of RS. 2 lakhs.		24	1883897	0	0	1883897	5.8872	0	1883897	0	5.8872	0	NA	1883897
(b) NRFCs, registered with RBI	AABPA0963H	3	1625	0	0	1625	0.0051	0	1625	0	0.0051	0	NA	1625
(c) Employee Trusts		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(d) Overseas Depositories (holding DRs (balancing figure))		0	0	0	0	0	0.0000	0	0	0	0.0000	0	NA	0
(e) IEPF		1556	3391370	0	0	3391370	10.5980	0	3391370	0	10.5980	0	NA	3391370
(f) Foreign Nationals		1	1751	0	0	1751	0.0055	0	1751	0	0.0055	0	NA	1751
(g) Hindu Undivided Family		1	26	0	0	26	0.0001	0	26	0	0.0001	0	NA	26
(h) Non Resident Indians (Non-Repatriation)		563	426422	0	0	426422	1.3326	0	426422	0	1.3326	0	NA	426422
(i) Non Resident Indians (Repatriation)		159	109516	0	0	109516	0.3422	0	109516	0	0.3422	0	NA	109516
(j) Non Resident Indians (Clearing Member)		482	328080	0	0	328080	1.0253	0	328080	0	1.0253	0	NA	328080
(k) Bodies Corporate		132	194217	0	0	194217	0.6069	0	194217	0	0.6069	0	NA	194217
(l) R L Tradecom Pvt Ltd	AAFGR5028M	218	2331358	0	0	2331358	7.2855	0	2331358	0	7.2855	0	NA	2331358
(m) Sub total (B)(3)		1	1279213	0	0	1279213	3.9975	0	1279213	0	3.9975	0	NA	1279213
(n) Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20274	10495735	0	0	10495735	32.7992	0	10495735	0	32.7992	0	NA	10495474
(o) Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		20285	11683153	0	0	11683153	36.5099	0	11683153	0	36.5099	0	NA	11682892

## Deep CH4 Limited - Post scheme shareholding pattern (based on shareholding pattern of Deep Industries Ltd as on 30 June 2018)

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder															
Category & Name of the shareholders	PAN	Nos. of share holders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of underlying shares Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 as a % of (A+B+C2)	Number of Voting Rights held		Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	No. of Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % of total Shares held (b)	Number of Locked in shares No. (a) As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered No. (a) As a % of total Shares held (b)	Number of equity shares held in dematerialised form
								Class eg: X	Class eg: Y						
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	NA	0
2 Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	NA	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	NA	0



19 Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013

No investigation proceedings have been instituted or are pending in relation to the Demerged Company and the Resulting Company under Section 210 to 229 of Chapter XIV of the Act or under the corresponding provisions of the Companies Act, 1956. Further, no proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against any of the aforementioned companies.

To the knowledge of the Demerged Company and the Resulting Company, no winding proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Companies Act, 1956.

20 Approvals / Sanctions / No-Objections from Regulatory or any Governmental Authorities

Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:

- i. obtaining no-objection / observation letter from the Bombay Stock Exchange Limited and National Stock Exchange of India Limited in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- ii. approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Demerged Company and the Resulting Company and such other classes of the said Companies, if any, as applicable or as may be required under the Act and as may be directed by the National Company Law Tribunal;
- iii. the Demerged Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- iv. the sanctions and orders of the Tribunal, under Section 230 to 232 read with Section 66 of the Act being obtained by the Demerged Company and the Resulting Company; and
- v. certified / authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the ROC having jurisdiction over the Parties.
- vi. such approvals and sanctions including sanction of any Appropriate Authority, if any, as may be required by Applicable Law in respect of the Scheme, being obtained.

21 Inspection

The following documents will be open for inspection by the equity shareholders of Demerged Company and the Resulting Company at their registered office at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India and 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India, respectively, between 10:00 am to 5:00 pm on all days (except Sundays and public holidays) upto the date of the meeting:

- i. Scheme of arrangement
- ii. Certificate dated 25 May 2018 issued by Walker Chandiok & Co. LLP Chartered Accountants on share exchange ratio
- iii. Certificate dated 6 July 2018 issued by Dhananjay Trivedi and Associates
- iv. Fairness opinion dated 12 July 2018 issued by Nirbhay Capital Services Private Limited
- v. Copy of the order passed by the NCLT in the above mentioned Company Application no. 103 of 2018, dated 19 September 2018 directing the Demerged Company to convene the meetings of its equity shareholders, secured creditors and unsecured creditors;
- vi. Copy of the Memorandum and Articles of Association of both the companies;
- vii. Copy of the annual reports of both the companies for the financial year ended 31<sup>st</sup> March 2018;
- viii. Observation letter to the Scheme of Arrangement received from BSE Limited and National Stock Exchange of India Limited each dated 29 August 2018
- ix. Complaints report submitted by Deep Industries Limited to BSE Limited on 13 July 2018 and National Stock Exchange of India Limited on 2 August 2018



- x. Copy of the Statutory Auditors' Certificate dated 5th September, 2018 issued by Dhirubhai Shah & Co. LLP for Deep Industries Limited and copy of Statutory Auditors' Certificate dated 31<sup>st</sup> August, 2018 issued by Dhirubhai Shah & Co LLP for Deep CH4 Limited, to the effect that the accounting treatment, if any, proposed in the Scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act 2013;
  - xi. Other documents displayed on the stock exchange and website of the Applicant Company in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017;
  - xii. Copies of the resolutions passed by the respective Board of Directors of the Applicant Company and Resulting Company approving the Scheme of Arrangement; and
  - xiii. Copy of Audit Committee report dated 26 May 2018 recommending Scheme of Arrangement.
- 22 This statement may be treated as an Explanatory Statement under Section 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme, Explanatory Statement and Form of Proxy shall be furnished by all the companies involved in the Scheme to its shareholders / creditors, free of charge, within 1 (one) day (except Sundays and public holidays) on a requisition being so made for the same by the shareholders / creditors of the respective companies.
- 23 The proposed Scheme has been already approved by all the Equity Shareholders of Deep CH4 Limited, the Resulting Company and there are no Secured and/or Unsecured Creditors of the Resulting Company. After the Scheme is approved by the equity shareholders, Secured Creditors and Unsecured Creditors of the De-merged company, it will be subject to the approval / sanction by NCLT.

Sd/-

\_\_\_\_\_  
Chairman appointed for the meetings

Dated this \_\_\_\_ day of \_\_\_\_, 2018

Registered office:  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli, Ahmedabad - 380058

**SCHEME OF ARRANGEMENT****AMONG****DEEP INDUSTRIES LIMITED****AND****DEEP CH4 LIMITED****AND****THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS****(UNDER SECTIONS 230 TO 232 READ WITH SECTION 66 AND OTHER  
APPLICABLE PROVISIONS OF  
THE COMPANIES ACT, 2013)****PREAMBLE**

This Scheme (as defined hereinafter) is presented under Sections 230 to 232 of the Act (as defined hereinafter), together with Sections 13, 61, 64, 66 and other applicable provisions of the Act for demerger of the Oil and Gas Services Undertaking (as defined hereinafter) of Deep (as defined hereinafter) and transfer of the same to Deep CH4 (as defined hereinafter) which includes issuance of equity shares by Deep CH4 to the equity shareholders of Deep; reduction of paid-up equity share capital of Deep CH4 pursuant to cancellation of existing equity share capital of Deep CH4; and for matters consequential, supplemental and/or otherwise integrally connected therewith.

**A. BACKGROUND OF THE COMPANIES**

- (i) Deep Industries Limited, the "**Demerged Company**," is a public listed company incorporated under the provisions of the Companies Act, 1956 on 1<sup>st</sup> January 1991 under the name and style of Deep Roadways Private Limited having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat. Subsequently, the name was changed to Deep Industries Private Limited and thereafter the word Private was deleted by the virtue of the company being a Deemed Public Limited Company under the provisions of section 43A(1B) of the Companies Act, 1956 on 6<sup>th</sup> February 1997. The company became a Public Limited Company with effect from 2<sup>nd</sup> May 2002 and a fresh certificate of incorporation, consequent to change of name, was issued in the name of Deep Industries Limited on 2<sup>nd</sup> May 2002. The company has business interest in air and natural gas compression services, gas dehydration, work over and drilling rig services as well as oil and gas exploration and production. The business of air and natural gas compression services, gas dehydration, work over and drilling rig





services is hereinafter referred to as “**Oil and Gas Services Business**”. The equity shares of Deep Industries Limited are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

- (ii) Deep CH4 Limited, the “**Resulting Company**”, is a public company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November 2006 under the name and style of Dccp CH4 Private limited having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat. Subsequently, the company was converted into a public company and the name was changed to Dccp CH4 Limited. A fresh certificate of incorporation, consequent to change of name, was issued in the name of Dccp CH4 Limited on 11 June 2018. The Resulting Company has been incorporated with an objective to carry on the business of prospecting, exploring, developing, opening and working mines, drilling and to pump, refine, raise, dig and quarry coal bed methane, minerals and gases such as methane gas.

## **B. OVERVIEW AND OPERATION OF THIS SCHEME**

This Scheme provides for:

- (i) the demerger, transfer and vesting of the Oil and Gas Services Undertaking (*as defined hereinafter*) from the Demerged Company to the Resulting Company (*as defined hereinafter*) on a going concern basis, and the consequent issue of shares by the Resulting Company (*as defined hereinafter*) in the manner set out in this Scheme (*as defined hereinafter*) and other applicable provisions of Applicable Law (*as defined hereinafter*);
- (ii) the reduction of the share capital of the Resulting Company in the manner set out in this Scheme, and in accordance with Sections 230 to 232 read with Section 66, and other applicable provisions of the Act.

- C.** The Demerged Company will continue to pursue its interests in and carry on the Remaining Business (*as defined hereinafter*) as is presently being carried on.

## **D. PARTS OF THIS SCHEME**

This Scheme is divided into the following parts:

- (i) **PART A** deals with the definitions of capitalized terms used in this Scheme and the share capital of the Demerged Company and the Resulting Company;
- (ii) **PART B** deals with the transfer and vesting of the Oil and Gas Services Undertaking from the Demerged Company into the Resulting Company and the consideration thereof;
- (iii) **PART C** deals with the reduction and cancellation of the existing equity share capital of the Resulting Company;



- (iv) **PART D** deals with the general terms and conditions that would be applicable to this Scheme.

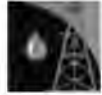
**E. RATIONALE FOR THIS SCHEME**

- (i) Deep primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) oil and gas exploration and production. Each of the businesses carried on by Deep by itself and along with its subsidiaries including Oil and Gas Services Business have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for Oil and Gas Services Business is separate and distinct from oil and gas exploration and production business. The Oil and Gas Services Business and oil and gas exploration and production business of Deep are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which Oil and Gas Services Business and oil and gas exploration and production business of Deep are required to be handled and managed. In order to lend greater/enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep to Deep CH4. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.
- (ii) The proposed segregation would enable greater/enhanced focus of the management in the Oil and Gas Services Business and oil and gas exploration and production business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses.
- (iii) The management believes that the proposed demerger will result in unlocking the true value of Oil and Gas Services Business thereby creating enhanced value for shareholders and will also allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders connected with Deep.
- (iv) The proposed demerger will also provide scope for independent collaboration and expansion for each of the businesses as well as enable attracting investors and provide better flexibility in accessing capital for each of the businesses carried on by Deep.

**F. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME-TAX ACT, 1961**

The provisions of this Scheme have been drawn up to comply with the conditions relating to "Demerger" as defined under Section 2(19AA) of the Income-tax Act, 1961. If, at a later date, any of the terms or provisions of the





Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the Income-tax Act, 1961, including as a result of an amendment of Applicable Law or the enactment of a new legislation or for any other reason whatsoever, the provisions of Section 2(19AA) of the Income-tax Act, 1961, or a corresponding provision of any amended or newly enacted Applicable Law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961 or the corresponding provision of any amended or newly enacted Applicable Law. Such modification(s) will, however, not affect the other provisions of the Scheme.

## PART A

### DEFINITIONS AND SHARE CAPITAL

#### 1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof (i) capitalised terms defined by inclusion in quotations and/ or parenthesis have the meanings so ascribed; (ii) subject to (iii) below, all terms and words not defined in this Scheme shall have the same meaning ascribed to them under Applicable Laws; and (iii) the following expressions shall have the following meanings:

**"Act"** means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment and the rules and/ or regulations and/ or other guidelines or notifications made thereunder from time to time and shall include the provisions of the Companies Act, 1956, to the extent the corresponding provisions in the Companies Act, 2013 have not been notified.

**"Appointed Date"** means the 1<sup>st</sup> day of April 2017.

**"Applicable Law"** means any applicable central, provincial, local or other law including all applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Companies; (b) permits; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Companies and shall include, without limitation, the listing agreement executed with the Stock Exchanges in the case of Demerged Company.

**"Appropriate Authority"** shall mean any national, state, provincial, local or similar government, governmental, statutory, regulatory or administrative authority, government department, agency, commission, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, SEBI (as defined hereinafter), the





Tribunal (as defined hereinafter) or any Stock Exchange (as defined hereinafter).

**"Board"** in relation to the Demerged Company and the Resulting Company, as the case may be, means the board of directors of such company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme.

**"Companies"** shall mean Demerged Company and Resulting Company.

**"Demerged Company"** or **"Deep"** means Deep Industries Limited, a public listed company incorporated under the Companies Act, 1956 and having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058 in the state of Gujarat.

**"Effective Date"** means the last of the date on which the conditions specified in Clause 20 of this Scheme are fulfilled with respect to the Scheme. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme being effective" shall mean the Effective Date.

**"Encumbrance"** means (i) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any person; (ii) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, selling, assigning, pledging, hypothecating, or creating a security interest in, place in trust (voting or otherwise), receipt of income or exercise; or (iii) any equity, assignments hypothecation, title retention, restriction, power of sale or other type of preferential arrangements; or (iv) any agreement to create any of the above; the term **"Encumber"** shall be construed accordingly.

**"Oil and Gas Services Undertaking"** means all the businesses, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Oil and Gas Services Business and shall include (without limitation):

- (a) all immovable properties, if any, i.e. land together with the buildings and structures standing thereon (whether freehold, leasehold, lease and licensed, right of way, tenancies or otherwise) currently being used for the purpose of and in relation to the Oil and Gas Services Business and all documents (including panchnamas, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest in connection with the said immovable properties;
- (b) all assets, as are movable in nature pertaining to and in relation to the Oil and Gas Services Business, whether present or future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal (including electrical fittings, furniture, fixtures, appliances, accessories, office equipments, communication facilities, installations and inventory), actionable claims, current assets, earnest monies and sundry debtors, financial assets, outstanding loans and



advances, recoverable in cash or in kind or for value to be received, provisions, receivables, funds, cash and bank balances and deposits including accrued interest thereto with Appropriate Authority, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to goods and service tax input credits, CENVAT credits, value added/sales tax/entry tax/goods and service tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

- (c) all permits, licenses, permissions including municipal permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively to the Oil and Gas Services Business and undertaking constituting participating interest in Coal Bed Methane Block SR-CBM-2005/III located at Singrauli, Madhya Pradesh, India and its related assets and liabilities;
- (d) all contracts, agreements, purchase orders/service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, minutes of meetings, bids, tenders, expression of interest, letter of intent, hire and purchase arrangements, lease/licence agreements, tenancy rights, agreements/panchnamas for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/manufacturer of goods/service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise and all rights, title, interests, claims and benefits thereunder pertaining to the Oil and Gas Services Business;
- (e) all applications (including hardware, software, licenses, source codes, and scripts), registrations, goodwill, licenses, trade names, service marks, copyrights, patents, domain names, designs, intellectual property rights (whether owned, licensed or otherwise, and whether registered or unregistered), trade secrets, research and studies, technical knowhow, confidential information and all such rights of whatsoever description and nature that pertain exclusively to the Oil and Gas Services Business;
- (f) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in





control of or vested in or granted in favour of or enjoyed by Demerged Company pertaining to or in connection with or relating to Demerged Company in respect of the Oil and Gas Services Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and pertaining to the Oil and Gas Services Business;

- (g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form that pertain to the Oil and Gas Services Business;
- (h) all debts, liabilities including contingent liabilities, duties, taxes and obligations of Demerged Company pertaining to the Oil and Gas Services Business and/or arising out of and/or relating to the Oil and Gas Services Business including:
  - i. the debts, liabilities, duties and obligations of Demerged Company which arises out of the activities or operations of the Oil and Gas Services Business;
  - ii. specific loans and borrowings raised, incurred and utilized solely for the activities or operations of or pertaining to the Oil and Gas Services Business;
  - iii. in cases other than those referred to in sub-clause i. or sub-clause ii. above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Effective Date;
- (i) all employees of Demerged Company employed/engaged in the Oil and Gas Services Business as on the Effective Date; and
- (j) all legal or other proceedings of whatsoever nature that pertain to the Oil and Gas Services Business.

It is clarified that the question of whether a specific asset or liability or



employee or legal proceeding pertains to the Oil and Gas Services Undertaking or arises out of the activities or operations of Oil and Gas Services Undertaking shall be decided by the Board of the Demerged Company.

**“Record Date”** means the date to be fixed by the Board of the Demerged Company in consultation with the Resulting Company for the purpose of determining the shareholders of the Demerged Company to whom shares of the Resulting Company shall be allotted pursuant to demerger under this Scheme.

**“Remaining Business”** means all the undertakings, businesses, activities, operations, assets and liabilities of Demerged Company other than those comprised in the Oil and Gas Services Undertaking;

**“Resulting Company”** or **“Deep CH4”** means Deep CH4 Limited, a company incorporated under the provisions of the Companies Act, 1956 on 15<sup>th</sup> November, 2006 having its registered office at 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 in the state of Gujarat.

**“RoC”** means the Registrar of Companies, Gujarat.

**“Scheme”** means this scheme of arrangement, with or without any modification, approved or imposed or directed by the Tribunal.

**“SEBI”** means the Securities and Exchange Board of India.

**“SEBI Circular”** shall mean the circular issued by the SEBI, being circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, circular CFD/DIL3/CIR/2017/105 dated September 21, 2017 and Circular CFD/DIL3/CIR/2018/2 dated January 3, 2018, and any amendments thereof and modifications thereof, issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**“Stock Exchanges”** means BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**).

**“Tribunal”** means the National Company Law Tribunal, Bench at Ahmedabad, which has jurisdiction over the Demerged Company and the Resulting Company.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting singular shall include plural and vice versa;

1.2.2 headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;

1.2.3 references to the word “include” or “including” shall be construed without limitation;



- 1.2.4 a reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 1.2.5 unless otherwise defined, the reference to the word "days" shall mean calendar days;
- 1.2.6 reference to a document includes an amendment or supplement to, or replacement or novation of, that document; and
- 1.2.7 word(s) and expression(s) elsewhere defined in this Scheme will have the meaning(s) respectively ascribed to them.

## 2. SHARE CAPITAL

- 2.1 The share capital of the Demerged Company as on 31 March 2018 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
5,42,66,340 equity shares of INR 10 each	54,26,63,400
50,00,000 preference shares of INR 10 each	5,00,00,000
<b>Total</b>	<b>59,26,63,400</b>
<b>Issued, Subscribed and Paid Up Capital</b>	
3,20,00,000 equity shares of INR 10 each	32,00,00,000
<b>Total</b>	<b>32,00,00,000</b>

The equity shares of the Demerged Company are listed on the Stock Exchanges.

Subsequent to the above date, there has not been any change in the share capital of the Demerged Company.

- 2.2 The share capital of the Resulting Company as on 31 March 2018 is as follows:

Particulars	INR
<b>Authorised Share Capital</b>	
66,000 equity shares of INR 10 each	6,60,000
<b>Total</b>	<b>6,60,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
66,000 equity shares of INR 10 each	6,60,000
<b>Total</b>	<b>6,60,000</b>

Subsequent to the above date, there has not been any change in the share capital of the Resulting Company.

## 3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

- 3.1 This Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal or made as per Clause 19 of this Scheme, shall become effective from Appointed Date, but shall be operative from the Effective Date.



## PART B

## DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

## 4. DEMERGER AND VESTING OF THE OIL AND GAS SERVICES UNDERTAKING

- 4.1 Upon the Scheme becoming effective and with effect from the opening business hours of Appointed Date, and subject to the provisions of this Scheme and pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 2(19AA) of the Income-tax Act, 1961, the Oil and Gas Services Undertaking along with all its assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. shall, without any further act, instrument or deed, be demerged from Demerged Company and transferred to and be vested in or be deemed to have been vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc. of the Resulting Company by virtue of, and in the manner provided in this Scheme.
- 4.2 In respect of such of the assets and properties forming part of the Oil and Gas Services Undertaking as are movable in nature or are otherwise capable of transfer by delivery or possession, or by endorsement and/ or delivery, the same shall stand transferred by the Demerged Company upon coming into effect of this Scheme and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Resulting Company with effect from the Appointed Date.
- 4.3 Subject to Clause 4.4 below, with respect to the assets of the Oil and Gas Services Undertaking, other than those referred to in Clause 4.2 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, claims from customers or otherwise, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons and essentiality certificate issued under Sr. No. 404 of Notification 50/2017-Customs with respect to the assets forming part of Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, without any further act, instrument or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company, with effect from the Appointed Date by operation of law in favour of Resulting Company.
- 4.4 Without prejudice to the aforesaid, the Oil and Gas Services Undertaking, including all immoveable property, whether freehold or leasehold (including but not limited to land, buildings, sites, tenancy rights related thereto, and immoveable properties and any other document of title, rights, interest and easements in relation thereto) and all moveable property of the Oil and Gas Services Undertaking shall, upon coming into effect of this Scheme, stand transferred to and be vested in the Resulting Company, with effect from Appointed Date without any act or deed to be done or executed by the Demerged Company and/ or the Resulting Company.



- 4.5 Upon the Scheme coming into effect, all debts, liabilities, loans, obligations and duties of the Demerged Company as on the Appointed Date and relating to the Oil and Gas Services Undertaking ("**Oil and Gas Services Liabilities**") shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and the Resulting Company shall meet, discharge and satisfy the same. The term "**Oil and Gas Services Liabilities**" shall include:
- 4.5.1 the debts, liabilities, obligations incurred and duties of any kind, nature or description (including contingent liabilities) which arise out of the activities or operations of the Oil and Gas Services Undertaking;
- 4.5.2 the specific loans or borrowings (including debentures bonds, notes and other debt securities raised, incurred and utilized solely for the activities or operations of the Oil and Gas Services Undertaking); and
- 4.5.3 in cases other than those referred to in Clauses 4.5.1 or 4.5.2 above, so much of the amounts of general or multipurpose borrowings, if any, of the Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the demerger of the Oil and Gas Services Undertaking bear to the total value of the assets of the Demerged Company immediately prior to the Appointed Date.
- 4.6 Where any of the Oil and Gas Services Liabilities of Demerged Company as on the Appointed Date have been discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all Oil and Gas Services Liabilities incurred by Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent of their being outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company which shall meet, discharge and satisfy the same.
- 4.7 In so far as any Encumbrance in respect of Oil and Gas Services Liabilities is concerned, upon the Scheme becoming effective, such Encumbrance shall, without any further act, instrument or deed shall be extended to and operate over the assets of the Resulting Company. In so far as the Encumbrance in respect of the loans and other liabilities of Demerged Company relating to the Remaining Business of Demerged Company, if any, are concerned, such Encumbrance shall, without any further act, instrument or deed be continued with Demerged Company only on the assets remaining with Demerged Company.
- 4.8 Upon the Scheme becoming effective, the Resulting Company may, provide guarantee to the Government of India, for an amount not exceeding the limit as prescribed under section 186(2) of the Act, for the purpose of ensuring business continuity of the Demerged Company. It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval to such guarantee arrangement, as required



under all the applicable provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and any other Applicable Law, and the Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the same.

- 4.9 Upon the Scheme coming into effect, for the purpose of satisfying any eligibility criteria including technical and/or financial parameters for participating and qualifying in invitations for expression of interest(s) and/or bid(s) and/or tender(s) of any nature meant for any project(s) or contract(s) or work(s) or services or combination thereof, either related to oil and natural gas or pertaining to other than oil and natural gas, including related upstream/downstream ventures, in addition to its own technical experience and/or financial credentials including drawn through other arrangements such as consortium or joint venture etc., the Resulting Company shall have legal capacity, power and authority to claim experience considering works/jobs done in the past and current work in hand with respect to the Oil and Gas Services Undertaking of the Demerged Company. This shall also include benefit with respect to claim of financial credentials such as turnover, net worth and other financial ratios/parameters etc. and management experience and track record of Demerged Company.
- 4.10 Upon the Scheme coming into effect, taxes, if any, paid or payable by the Demerged Company after the Appointed Date and specifically pertaining to Oil and Gas Services Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable.
- 4.11 Upon the Scheme coming into effect, if the Demerged Company is entitled to any unutilized credits (including balances or advances), benefits under the incentive schemes and policies including tax holiday or concessions relating to the Oil and Gas Services Undertaking under any tax laws or Applicable Laws, the Resulting Company shall be entitled as an integral part of the Scheme to claim such unutilised credits, benefit or incentives, as the case may be without any specific approval or permission.
- 4.12 Upon the Scheme becoming effective, subject to clause 4.2 and any other provisions of the Scheme, with respect to any refunds, benefits, incentives, grants, subsidies in relation to or in connection with the Oil and Gas Services Undertaking, the Demerged Company shall, if so required by the Resulting Company, issue notices in such form as the Resulting Company may deem fit and proper stating that pursuant to the Tribunal having sanctioned this Scheme, the relevant refund, benefit, incentive, grants, subsidies, be paid or made good or held on account of the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same, stands transferred to the Resulting Company.
- 4.13 On and from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to maintain and operate the bank accounts of the Demerged Company in the name of





the Demerged Company for such time as may be determined to be necessary by the Resulting Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the Oil and Gas Services Undertaking, after the Effective Date, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

## 5. CONTRACTS

- 5.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments in relation to the Oil and Gas Services Undertaking, to which the Demerged Company is a party and which is subsisting or having effect on or immediately before the Appointed Date shall remain in full force and effect against or in favour of the Resulting Company and shall be binding on and be enforceable by and against the Resulting Company as fully and effectually as if the Resulting Company had at all material times been a party or beneficiary or obligee thereto. The Resulting Company will, if required, enter into a novation agreement in relation to such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above and, if required, cause such contracts, deeds, bonds, agreements, arrangements and other instruments as stated above to be formally taken on record/ recognised by the Appropriate Authorities.
- 5.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Oil and Gas Services Undertaking occurs by virtue of this Scheme, the Resulting Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations, other writings or tripartite arrangements with any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary in order to give effect to the provisions of this Scheme. With effect from the Appointed Date, the Resulting Company shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company to carry out or perform all such formalities or compliances referred to above on the part of the Demerged Company.

## 6. EMPLOYEES

- 6.1 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any



retrenchment compensation, gratuity and other retiral/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.

- 6.2 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.

## 7. LEGAL, TAXATION AND OTHER PROCEEDINGS

- 7.1 Upon the coming into effect of this Scheme, all legal, taxation or other proceedings, whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal), by or against Demerged Company and relating to the Oil and Gas Services Undertaking, under any statute, whether pending on the Appointed Date or which may be instituted any time thereafter, shall be continued and enforced by or against Resulting Company after the Effective Date. Demerged Company shall in no event be responsible or liable in relation to any such legal or other proceedings against Resulting Company. Resulting Company shall be added as party to such proceedings and shall prosecute or defend such proceedings in co-operation with Demerged Company.
- 7.2 If proceedings are taken against Demerged Company in respect of the matters referred to in Clause 7.1 above, it shall defend the same in accordance with the advice of Resulting Company and at the cost of Resulting Company, and the latter shall reimburse and indemnify Demerged Company against all liabilities and obligations incurred by Demerged Company in respect thereof.
- 7.3 Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 7.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Each of the Companies shall make relevant applications in that behalf.

## 8. CONSIDERATION

- 8.1 Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Oil and Gas Services Undertaking into Resulting Company pursuant to the provisions of this Scheme, the Resulting Company shall, without any further application, act, deed, consent or instrument,



issue and allot, on a proportionate basis to each shareholder of the Demerged Company, 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share of the Demerged Company held by such shareholder whose name is recorded in the register of members and records of the depository as members of the Demerged Company as on the Record Date. The equity shares of the Resulting Company to be issued and allotted as provided in Clause 8.1 shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company, and shall rank *pari passu* in all respects with any existing equity shares of Resulting Company, including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.

- 8.2 In case any shareholder's shareholding in the Demerged Company is such that such shareholder becomes entitled to a fraction of an equity share of the Resulting Company, the Resulting Company shall not issue fractional share certificate to such shareholder but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated shares directly to a trustee nominated by the Board of Resulting Company in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay to the Resulting Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Resulting Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of Demerged Company in proportion to their respective fractional entitlements so sold by the trustee.
- 8.3 The Resulting Company shall, if necessary and to the extent required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme, by following the requisite procedure and on payment of applicable fees and duties and the approval of the members of the Resulting Company to this Scheme shall be deemed to be the approval for such increase in the authorized share capital of the Resulting Company.
- 8.4 The issue and allotment of equity shares as provided in Clause 8.1, is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Resulting Company or the Demerged Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Laws as may be applicable were duly complied with. It is clarified that the approval of the members and creditors of the Resulting Company and/ or the Demerged Company to this Scheme, shall be deemed to be their consent/ approval for the issue and allotment of equity shares, pursuant to the aforesaid Clause 8.1.
- 8.5 The issue and allotment of the equity shares as provided in Clause 8.1 shall be deemed to have been carried out as if the procedure laid down under Section 62 of the Act and any other applicable provisions of the Act and any other Applicable Law have been complied with.
- 8.6 The equity shares issued and/or allotted pursuant to Clause 8.1, in respect of such of the equity shares of Demerged Company which are held in



abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.

- 8.7 The equity shares issued pursuant to Clause 8.1, which Resulting Company is unable to allot due to Applicable Laws (including, without limitation, the non-receipt of approvals of Appropriate Authority as required under applicable Law) or any regulations or otherwise shall, pending allotment, be held in abeyance by Resulting Company and shall be dealt with in the manner as may be permissible under the Applicable Law and deemed fit by the Board of Directors of Resulting Company including to enable allotment and sale of such equity shares to a trustee as mentioned in Clause 8.2 above and thereafter make distributions of the net sales proceeds in lieu thereof (after deduction of taxes and expenses incurred) to the eligible shareholders of Demerged Company, in proportion to their entitlements as per the process specified in Clause 8.2 above. If the above cannot be effected for any reason, Resulting Company shall ensure that this does not delay implementation of the Scheme; and shall, take all such appropriate actions as may be necessary under Applicable Laws. Resulting Company and/or the depository shall enter into such further documents and take such further actions as may be necessary or appropriate in this regard and to enable actions contemplated therein.
- 8.8 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholders of Demerged Company, the Board of Directors of Demerged Company shall be empowered prior to or even subsequent to the Record Date, to effectuate such transfers in Demerged Company as if such changes in registered holders were operative as on the Record Date. The Board of Directors of Demerged Company shall be empowered to remove such difficulties that may arise in the course of implementation of this Scheme and registration of new shareholders in Resulting Company on account of difficulties faced in the transition period.
- 8.9 The equity shares issued pursuant to Clause 8.1 shall be in dematerialized form unless otherwise notified in writing by a shareholder of the Demerged Company to the Resulting Company on or before such date as may be determined by the Board of Demerged Company. In the event that such notice has not been received by Resulting Company in respect of any of the shareholders of Demerged Company, the equity shares, shall be issued to such shareholders in dematerialized form provided that the shareholders of Demerged Company shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event that Resulting Company has received notice from any shareholder that the equity shares are to be issued in physical form or if any shareholder has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any shareholder do not permit electronic credit of the shares of Resulting Company, then Resulting Company shall issue the equity shares in physical form to such shareholder or shareholders.
- 8.10 The equity shares issued pursuant to Clause 8.1 shall, in compliance with the Applicable Laws, be listed and admitted to trading on the Stock Exchanges pursuant to this Scheme and the SEBI Circular. Resulting



Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circular and Applicable Law and take all steps to procure the listing of the equity shares issued by it pursuant to Clause 8.1 above.

- 8.11 The equity shares allotted by the Resulting Company in terms of Clause 8.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the Stock Exchanges.
- 8.12 Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 8.13 Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable Resulting Company to issue and allot equity shares to the non-resident equity shareholders of Demerged Company. Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the Governmental Authorities including Reserve Bank of India, for the issue and allotment of equity shares under Clause 8.1 of the Scheme to the non-resident equity shareholders of Demerged Company.

#### **9. ACCOUNTING TREATMENT IN THE BOOKS OF DEMERGED COMPANY**

Demerged Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 9.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall reduce the carrying value of assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in the Resulting Company from the carrying value of assets and liabilities as appearing in its books.
- 9.2 Loans and advances, receivables, payables and other dues outstanding between the Oil and Gas Services Undertaking and the Resulting Company, if any, will stand cancelled and there shall be no further obligation/ outstanding in that behalf.
- 9.3 The difference, being the excess / shortfall of carrying value of assets over the carrying value of liabilities of the Oil and Gas Services Undertaking shall be debited / credited to Goodwill or Capital Reserve account, as the case may be. The Board of Directors of the Demerged Company in consultation with Statutory Auditors, is authorised to account for such difference in any other manner, if such accounting treatment is considered more appropriate.

#### **10. ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY**

Resulting Company shall account for the transfer and vesting of the Oil and Gas Services Undertaking in its books of account as per the applicable accounting standards notified under section 133 of the Act read with



relevant rules issued thereunder and specifically in accordance with the accounting treatment mentioned below.

- 10.1 Upon the Scheme coming into effect and with effect from the Appointed Date, the Resulting Company shall record the assets and liabilities pertaining to the Oil and Gas Services Undertaking, transferred to and vested in it pursuant to this Scheme at their respective carrying values as appearing in the books of the Demerged Company.
- 10.2 Loans and advances, receivables, payables and other dues outstanding between the Demerged Company and the Resulting Company relating to the Oil and Gas Services Undertaking, if any, will stand cancelled and there shall be no further obligation / outstanding in that behalf.
- 10.3 The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued and allotted under Clause 8.1 above to the members of the Demerged Company. Rupees two hundred ninety will be accounted as Securities Premium in the books of Resulting Company for each equity share issued in accordance with Clause 8.1. The consideration is derived taking into account the intrinsic value of shares to be issued by the resulting Company and accordingly the Securities Premium will form part of consideration under Clause 8.1.
- 10.4 The excess / shortfall of Net Assets transferred from Demerged Company pursuant to Clause 10.1 over the aggregate of face value and securities premium of the equity shares allotted pursuant to Clause 8.1 above after giving effect to inter-company balances as per Clause 10.2 shall be adjusted in Capital Reserve / Goodwill, as the case may be, in compliance with applicable accounting standards / Generally Accepted Accounting Principles.
- 10.5 Goodwill, if any, recognised in the books of accounts of the Resulting Company as per Clause 10.4 above, will be amortised in accordance with the amortisation policy formulated taking into consideration the Generally Applicable Accounting Principles or may be adjusted against the balance of Securities Premium Account or Capital Reserve Account or General Reserve Account or Profit and Loss Account, as may be decided by the Board of Directors of the Resulting Company.
- 10.6 To the extent, the balance in Securities Premium Account or Capital Reserve Account is utilised and/or adjusted as per Clause 10.5 above, there shall be reduction of Securities Premium Account or Capital Reserve Account, as the case may be, which shall be effected as an integral part of the Scheme itself and no separate approval shall be required under sections 52 and 66 and other applicable provisions of the Act.
- 10.7 The Board of Directors of the Resulting Company in consultation with Statutory Auditors, is authorised to adopt any other accounting treatment, if such accounting treatment is considered more appropriate.

For the purpose of this Clause 10, "Net Assets" would mean difference between the carrying value of assets and liabilities.

#### 11. TRANSFER OF AUTHORISED SHARE CAPITAL OF THE DEMERGED

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**COMPANY AND AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY AND RESULTING COMPANY**

**11.1 Capital Clause**

Upon coming into effect of this Scheme, authorised equity share capital of INR 22,26,63,400 and authorised preference share capital of INR 5,00,00,000 of the Demerged Company shall stand transferred to and get combined with the authorised capital of the Resulting Company without any further act or deed and without any further payment of the stamp duty or the registration fees. The authorised capital so transferred to Resulting Company shall stand reclassified as 2,72,66,340 equity shares of INR 10 each. Accordingly, Clause V of the Memorandum of Association of the Resulting Company shall automatically stand amended so as to read as under:

*The Authorised Share Capital of the Company is Rs.27,33,23,400 [Rupees Twenty Seven Crore Thirty Three Lakh Twenty Three Thousand Four Hundred Only] divided into 2,73,32,340 [Two Crore Seventy Three Lakh Thirty Two Thousand Three Hundred and Forty] Equity Shares of Rs.10/- [Rupees Ten Only] each.*

Further, Clause V of the Memorandum of Association of the Demerged Company shall automatically stand amended so as to read as under:

*The Authorised Share Capital of the Company is Rs.32,00,00,000 [Rupees Thirty Two Crore Only] divided into 3,20,00,000 [Three Crore Twenty Lakh] Equity Shares of Rs.10/- [Rupees Ten Only] each.*

**11.2 Objects Clause**

Upon the Scheme coming into effect, the main object of the Demerged Company, as outlined herein below, shall be added to the Main Objects of the Resulting Company and Clause III of the Memorandum of Association of the Resulting Company shall stand amended as under:

*"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartegers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air cartage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehouseman, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."*

11.3 It is clarified that the approval of the members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval also to the aforesaid alteration of the Memorandum of Association of the Demerged Company and the Resulting Company as mentioned in Clause 11.1 and Clause 11.2 and the Demerged Company and





the Resulting Company shall not be required to seek separate consent / approval of their shareholders for such alteration of the Memorandum of Association as required under Sections 13, 61 and 64 of the Act and other applicable provisions of the Act.

#### 11.4 Change of name

11.4.1 Upon coming into effect of this Scheme, the name of the Demerged Company shall be altered and changed to "Deep Energy Limited" or any other similar name, as considered appropriate by the Board of Directors of the Demerged Company and as approved by the Registrar of Companies.

11.4.2 Further, upon the coming into effect of this Scheme, and subject to clause 11.4.1, the name of the Resulting Company shall be altered and changed to "Deep Industries Limited" or any other similar name as considered appropriate by the Board of Directors of the Resulting Company and as approved by the Registrar of Companies.

11.4.3 It is clarified that the approval of the respective members of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent / approval, as required under section 13 and other applicable provisions of the Act, also to the alteration and change of the name of the Demerged Company and / or Resulting Company as provided in Clause 11.4.1 and Clause 11.4.2 above and the approval of this Scheme by the Tribunal shall be considered as specific direction from the competent authority as required under Rule 8 of Companies (Incorporation) Rules, 2014. The Demerged Company and the Resulting Company shall not be required to seek separate consent / approval of their respective members for the alteration of the name of the Demerged Company and the Resulting Company as required under sections 13 and other applicable provisions of the Act.

### PART C

#### REDUCTION AND REORGANISATION OF SHARE CAPITAL OF THE RESULTING COMPANY

#### 12. REDUCTION AND CANCELLATION OF EQUITY SHARES OF THE RESULTING COMPANY

12.1 Upon allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the shareholding pattern of the Demerged Company, the paid up equity share capital of Rs.6,60,000 of the Resulting Company as mentioned in Clause 2.2 shall stand cancelled, extinguished and annulled on and from the Effective Date and the paid up equity capital of the Resulting Company to that effect shall stand cancelled and reduced, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to Section 66 of the Act as also any other applicable provisions of the Act. Pursuant to such cancellation of shares, the

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Resulting Company shall pay an amount not exceeding Rs.6,60,000 to the shareholders of the Resulting Company whose name appear in the register of members of the Resulting Company as on the date of approval of this Scheme by the Board of Directors of the Resulting Company in the proportion of their shareholding on such date.

- 12.2 The aforesaid reduction of the share capital of the Resulting Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Section 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 12.3 Upon the cancellation of shares as provided in Clause 12.1, the Resulting Company shall debit its share capital account in its books of account with the aggregate face value of the shares of Resulting Company that are cancelled pursuant to Clause 12.1.
- 12.4 The excess of the amount of share capital cancelled over the amount paid to the shareholders as per Clause 12.1 above, if any, shall be credited to Capital Reserve account.

#### **PART D**

#### **GENERAL TERMS AND CONDITIONS**

#### **13. REMAINING BUSINESS**

- 13.1 The Remaining Business and all the assets, investments, liabilities and obligations of the Demerged Company, shall continue to belong to and be vested in and be managed by the Demerged Company.
- 13.2 All legal, taxation and/ or other proceedings by or against the Demerged Company under any statute, whether pending on the Effective Date or which may be instituted at any time thereafter, and relating to the Remaining Business of the Demerged Company (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced against the Demerged Company.
- 13.3 If proceedings are taken against the Resulting Company in respect of matters referred to in Clause 13.2 above relating to the Remaining Business, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company, and the latter shall reimburse and indemnify the Resulting Company, against all liabilities and obligations incurred by the Resulting Company in respect thereof.
- 13.4 Up to and including the Effective Date:
- (i) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;





- (ii) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and
- (iii) all assets and properties acquired by Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.

#### **14. DIVIDENDS**

- 14.1 The Demerged Company and Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending 31 March 2018 and such future accounting periods consistent with the past practice or in ordinary course of business, whether interim or final.
- 14.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and/ or the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and/ or the Resulting Company, as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and/ or the Resulting Company as the case may be.

#### **15. CONDUCT OF BUSINESS UPTO THE EFFECTIVE DATE**

- 15.1 With effect from the date of approval of this Scheme by the respective Boards of the Companies and up to and including the Effective Date:
  - 15.1.1 The Demerged Company with respect to the Oil and Gas Services Undertaking shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for themselves or on behalf of its respective affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:
    - (a) when the same is expressly provided in this Scheme; or
    - (b) when the same is in the ordinary course of business; or
    - (c) when written consent of the Resulting Company has been obtained in this regard.
  - 15.1.2 The Demerged Company with respect to Oil and Gas Services Undertaking shall not undertake (i) any material decision in relation



to its business and affairs and operations other than that in the ordinary course of business; (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business); and (iii) any new business, or discontinue any existing business or change the capacity of facilities other than that in the ordinary course of business, except with the written concurrence of the Resulting Company.

15.1.3 The Demerged Company with respect to Oil and Gas Services Undertaking shall not vary the terms and conditions of employment of any of its employees, except in the ordinary course of business or pursuant to any pre-existing obligation undertaken except with the written concurrence of the Resulting Company.

15.1.4 The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to carry on the business of the Oil and Gas Services Undertaking and to give effect to the Scheme.

15.2 For the purpose of giving effect to the order passed under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act in respect of this Scheme by the Tribunal, the Resulting Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the demerger of the Oil and Gas Services Undertaking, in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Act. The Resulting Company shall always be deemed to have been authorized to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and facilitate and carry out any formalities or compliances as are necessary for the implementation of this Scheme. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of this Scheme, the Resulting Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all immovable properties, including mutation and/ or substitution of the ownership or the title to, or interest in the immovable properties which shall be made and duly recorded by the Appropriate Authority(ies) in favour of the Resulting Company as the case may be pursuant to the sanction of the Scheme by the Tribunal and upon the effectiveness of this Scheme in accordance with the terms hereof, without any further act or deed to be done or executed by the Resulting Company as the case may be. It is clarified that the Resulting Company shall be entitled to engage in such correspondence and make such representations, as may be necessary, for the purposes of the aforesaid mutation and/ or substitution.

## 16. FACILITATION PROVISIONS

16.1 It is clarified that approval of the Scheme by the shareholders of Demerged Company and Resulting Company under sections 230 to 232 read with Section 66 of the Act shall be deemed to be their approval under Section 188 and other applicable provisions of the Act and Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure 23 | Page



Requirements) Regulations, 2015 and that no separate approval of the Board or audit committee or shareholders shall be required to be sought by the Demerged Company or Resulting Company.

- 16.2 It is clarified that all guarantees provided by the Demerged Company in respect of the Oil and Gas Services Undertaking shall be valid and subsisting till adequate arrangements/ guarantees have been provided in respect of the same by the Resulting Company.

#### **17. PROPERTY IN TRUST**

- 17.1 Notwithstanding anything contained in this Scheme, upon the Scheme coming into effect, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom and pertaining to the Oil and Gas Services Undertaking are transferred, vested, recorded, effected and/ or perfected, in the records of the Appropriate Authority(ies), regulatory bodies or otherwise, in favour of the Resulting Company, the Resulting Company shall be deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement. It is clarified that till entry is made in the records of the Appropriate Authority(ies) and till such time as may be mutually agreed by the Demerged Company and the Resulting Company, the Demerged Company will continue to hold the property and / or the asset, license, permission, approval, as the case may be, in trust on behalf of the Resulting Company.

#### **18. APPLICATIONS/ PETITIONS TO THE TRIBUNAL**

- 18.1 The Companies shall dispatch, make and file all applications and petitions under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act before the Tribunal for sanction of this Scheme under the provisions of Applicable Law, and shall apply for such approvals as may be required under Applicable Law.
- 18.2 The Companies shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals which the Demerged Company and Resulting Company may require to own the assets and/ or liabilities of the Oil and Gas Services Undertaking, as the case may be, and to carry on the business of the Oil and Gas Services Undertaking, as the case may be.

#### **19. MODIFICATION OR AMENDMENTS TO THIS SCHEME**

- 19.1 On behalf of the Demerged Company and the Resulting Company, the Board of the respective companies acting themselves or through authorized persons, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of this Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Boards of the Demerged Company and the Resulting Company) and solve all difficulties that may arise in carrying out this



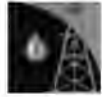
Scheme and do all acts, deeds and things necessary for putting this Scheme into effect.

- 19.2 For the purpose of giving effect to this Scheme or to any modification thereof the Boards of the Demerged Company and the Resulting Company acting themselves or through authorized persons may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on both Companies, in the same manner as if the same were specifically incorporated in this Scheme. It is clarified that individual companies acting themselves or through authorized persons may individually approach the Tribunal or any other Appropriate Authority to seek clarifications for implementation of the Scheme.
- 19.3 It is clarified that if any modifications are required post satisfaction of the conditions precedent mentioned in Clause 20 and the Scheme having been made effective, the Effective Date shall not be affected by any such modifications that might be required to be made and the Effective Date for such modified Scheme shall be same as the date on which Scheme was made effective prior to the modifications.

## 20. CONDITIONS PRECEDENT

- 20.1 Unless otherwise decided (or waived) by the Demerged Company and/or the Resulting Company, the Scheme is conditional upon and subject to the following conditions precedent:
- 20.1.1 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 20.1.2 approval of the Scheme by requisite majority of each class of shareholders and creditors of the Demerged Company and the Resulting Company as may be required under the Act and as may be directed by the Tribunal;
- 20.1.3 the Demerged Company complying with provisions of the SEBI Circular, including seeking approval of the shareholders of the Demerged Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders, of the Demerged Company, against it as required under the SEBI Circulars. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- 20.1.4 the sanction and order of the Tribunal, under Sections 230 to 232 read with Section 66 of the Act being obtained by the Demerged Company and the Resulting Company;
- 20.1.5 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the





- 20.1.6 such approvals and sanctions including sanction of any Appropriate Authority, if any, as may be required by Applicable Law in respect of the Scheme, being obtained.
- 20.2 Without prejudice to Clause 20.1 and subject to the satisfaction or waiver of the conditions mentioned in Clause 20.1 above, the Scheme shall be made effective in the order as contemplated below:
- 20.2.1 Part B of the Scheme shall be made effective subject to the satisfaction or waiver of conditions mentioned in Clause 20.1;
- 20.2.2 Part C of the Scheme shall be made effective simultaneously with the implementation of Part B of the Scheme.
- 20.3 On the approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company and such other classes of persons of the said Companies, if any, pursuant to Clause 20.1, such shareholders and classes of persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise, to the extent applicable, in relation to the demerger and capital reduction set out in this Scheme and related matters and to this Scheme itself.

**21. EFFECT OF NON-RECEIPT OF PERMITS AND MATTERS RELATING TO REVOCATION/ WITHDRAWAL OF THIS SCHEME**

- 21.1 The Demerged Company and the Resulting Company acting through their respective Boards shall each be at liberty to withdraw from this Scheme: (a) in case any condition or alteration imposed by any Appropriate Authority is unacceptable to any of them; or (b) they are of the view that coming into effect of the respective parts to this Scheme could have adverse implications on the respective companies.
- 21.2 If this Scheme is not effective within such period as may be mutually agreed upon between the Demerged Company and the Resulting Company through their respective Boards or their authorised representative, this Scheme shall become null and void and each Company shall bear and pay its respective costs, charges and expenses for and/ or in connection with this Scheme.

**22. RECONSTRUCTION OF ACCOUNTS**

Upon coming into effect of this Scheme, the accounts of the Demerged Company and Resulting Company, as and from the Appointed Date, shall be reconstructed in accordance with and pursuant to the terms of this Scheme.

**23. TAXES**

- 23.1 Resulting Company will be the successor of the Demerged Company vis-à-vis the Oil and Gas Services Undertaking. Hence, it will be deemed that the benefits of any tax credits, whether, central, state, or local, availed vis-à-vis the Oil and Gas Services Undertaking and the obligations, if any, for the payment of taxes relating to the Oil and Gas Services Undertaking shall be deemed to have been availed by Resulting Company or as the case may be, deemed to be the obligation of Resulting Company.





- 23.2 All taxes (including income tax, goods and service tax, sales tax, excise duty, custom duty, service tax, VAT, etc.) paid or payable by the Demerged Company in respect of the operations and/or profits of the Oil and Gas Services Undertaking before the Appointed Date, shall be on account of the Demerged Company and, in so far as it relates to the tax payment (including income tax, goods and service tax, sales tax, excise duty, custom duty, service tax, VAT, etc.) by the Demerged Company in respect of the profits or activities or operations of Oil and Gas Services Undertaking after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Resulting Company (except as specifically provided in relation to the Remaining Business) and shall, in all proceedings, be dealt with accordingly.
- 23.3 Upon coming into effect of this Scheme, the Demerged Company and Resulting Company shall file / revise their income tax returns, TDS certificates, TDS returns, and other statutory returns, if required, and shall have the right to claim refunds, credit of tax deducted at source, credit of foreign taxes paid/withheld, etc., if any (except as specifically provided in relation to the Remaining Business), as may be required consequent to implementation of this Scheme. Such returns shall be filed based on reconstructed accounts, as mentioned in Clause 22 above, drawn up with effect from Appointed Date and any tax including Minimum Alternate Tax shall be computed accordingly. Further, the Demerged Company and Resulting Company shall have the right to revise and file the aforesaid returns, notwithstanding that the statutory period for such revision and filing may have expired.

#### 24. COSTS

- 24.1 Subject to Clause 21 above, all costs, charges, levies and expenses (including, but not limited to, stamp duty, etc.) in relation to or in connection with the Scheme and incidental to the completion of the Scheme and of carrying out the terms of this Scheme shall be borne as mutually agreed by the Board of Directors of Demerged Company and Resulting Company.





DCS/AMAL/SD/R37/1241/2018-19

August 28, 2018

The Company Secretary,  
**DEEP INDUSTRIES LTD.**  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad, Gujarat- 380058

Sir,

**Sub: Observation letter regarding the Draft Composite Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Ltd and Deep CH4 Private Ltd.**

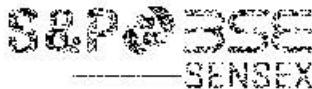
We are in receipt of Draft Composite Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Ltd and Deep CH4 Private Ltd and their respective shareholders and Creditors filed as required under SEBI Circular No. GFD/CIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated August 28, 2018, has inter alia given the following comment(s) on the draft scheme of arrangement:

- "Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars."
- "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."
- "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office: Plot 25, P.J. Towers, Colaba Street, Mumbai-400 001, India  
T: 021 22 2222-1234567 | E: corp.compl@bseindia.com | www.bseindia.com  
Corporate Identity Number: U67120M-10005910-55188





(2)

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCI T

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements

Yours faithfully,

  
**Nitinkumar Pujari**  
Senior Manager





## National Stock Exchange Of India Limited

Ref: NSE/LIST/16990

August 29, 2018

The Managing Director  
Deep Industries Limited,  
12A & 14 Abhishree Corporate Park,  
Ambli Bopal Road,  
Ahmedabad – 380015.

**Kind Attn.: Mr. Rupesh Savla**

Dear Sir,

**Sub: Observation Letter for Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Limited and Deep CH4 Private Limited and their respective shareholders and creditors.**

We are in receipt of the Scheme of Arrangement in the nature of demerger and reduction of capital between Deep Industries Limited and Deep CH4 Private Limited and their respective shareholders and creditors vide application dated June 15, 2018.

Based on our letter reference no Ref: NSE/LIST/54060 dated July 16, 2018 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated August 28, 2018, has given following comments:

- a. *The Company shall disclose the additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circulars.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

This Document is Digitally Signed





Continuation Sheet

The validity of this “Observation Letter” shall be six months from August 29, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For **National Stock Exchange of India Limited**

Divya Poojari  
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

This Document is Digitally Signed





**Oil & Gas Exploration  
Production & Services**

Date: 13/07/2018

To,  
**The Department of Listing Obligations,**  
BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001

Scrip Code: 532760

Subject: Filing of Compliant Report

Ref No: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the Scheme of arrangement between Deep Industries Limited and Deep CH4 Limited

Dear Sir,

We refer to the captioned application dated 15 June 2018 with your good office.

As per Para I(A)(6)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, a report, in the prescribed format as per Annexure III of the Circular, showing status of complaints as on date is enclosed herewith as Annexure I.

We request you to take above on record and oblige.

If you require any further information / clarifications, we would be happy to provide the same.

For Deep Industries Limited

  
Akshii Soni  
Company Secretary



Encl: As above



Registered Office:

12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India, Tel # 02717 296510, +91 98256 00533 | Fax # 02717 296520  
Email: info@deepindustries.com | Website: http://www.deepindustries.com  
CIN : L63090GJ1991PLC014833



## ANNEXURE 1

Scheme of Arrangement among Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors

**COMPLAINTS REPORT**  
For the period from 21 June 2018 to 13 July 2018

## Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

## Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
1.	Not Applicable	Not Applicable	Not Applicable





Oil & Gas Exploration  
Production & Services

Date: 03/08/2018

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G-Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

Subject: Filing of Complaint Report

Ref No: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 for the Scheme of arrangement between Deep Industries Limited and Deep CH4 Limited.

Dear Sir,

We refer to the captioned application dated 15 June 2018 with your good office.

As per Para I(A)(6)(b) of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, a report, in the prescribed format as per Annexure III of the Circular, showing status of complaints as on date is enclosed herewith as Annexure 1.

We request you to take above on record and oblige.

If you require any further information / clarifications, we would be happy to provide the same.

For, Deep Industries Limited

  
Rupesh Savla  
Managing Director



Encl: As above



Registered Office:  
12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058  
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520  
Email: info@deepindustries.com | Website: http://www.deepindustries.com  
CIN : L63090GJ1991PLC014833



## ANNEXURE I

Scheme of Arrangement among Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors

**COMPLAINTS REPORT**  
For the period from 12 July 2018 to 03 August 2018

## Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange / SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

## Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved / Pending)
1.	Not Applicable	Not Applicable	Not Applicable





## BOARD'S REPORT

To  
The Members  
Deep Industries Limited,  
Ahmedabad

Your Directors have pleasure in presenting 28<sup>th</sup> Annual Report together with the audited financial statement of your Company for the Financial Year ended 31<sup>st</sup> March, 2018.

## FINANCIAL RESULTS:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read with Rule 7 of the (Companies Accounts) Rules, 2014.

The standalone and consolidated financial performance of the Company, for the Financial Year ended on 31<sup>st</sup> March, 2018 are summarized below:

Particulars	( ` In Lakhs)			
	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from Operations	30049.25	27738.05	31267.54	27738.05
Other Income	668.71	928.79	698.32	929.40
Total Income	30717.96	28666.84	31965.86	28667.45
Less: Total Expenses	18989.42	17740.58	20097.06	17740.55
Profit Before Tax	11728.54	10926.26	11868.80	10926.90
Less: Tax Expenses	4126.48	3406.99	4124.00	3406.93
Profit/(Loss) for the Year	7602.06	7519.26	7744.80	7519.96
Other Comprehensive Income/ (Loss) for the year	4.83	(14.85)	4.82	(14.85)
Total Comprehensive Income/ (Loss) for the year	7606.89	7504.41	7745.42	7030.15
Earning per Equity Share (Basic and Diluted)	23.76	25.05	24.19	23.47

## COMPANY PERFORMANCE (STANDALONE &amp; CONSOLIDATED BASIS):

1. The Company's Standalone revenues from operations increased to ` 30049.25 Lakhs in the year 2017-18 from ` 27738.05 Lakhs in 2016-17 showing growth of 8.33 % compared to the previous year, while Consolidated revenues from operations increased to ` 31267.54 Lakhs in the year 2017-18 from ` 27738.05 Lakhs for the year 2016-17.
2. Company's Standalone net profit increased to ` 7602.06 Lakhs in the year 2017-18 from ` 7519.26 Lakhs in the year 2016-17 showing growth of 1.10 % as compared to previous year.

However, your Directors are expecting to achieve better results in time to come and to continue the position of market leader in coming years.

## Subsidiary Performance:

Deep Industries Limited has five subsidiaries as follows as Deep Natural Resources Limited, Prabha Energy Private Limited, Deep Energy LLC, Deep Onshore Drilling Services Private Limited and Deep International DMCC.

- Deep Natural Resources Limited has earned total revenue of ` 8365.00 in the year 2017-18 as compared to revenue earned of ` 9643.00 in the year 2016-17. And it has earned total profit of ` 355.70 in the year 2017-18 as compared to total profit earned of ` 2852.00 in the year 2016-17.
- Prabha Energy Private Limited has earned total revenue of ` 29.48 Lakhs in the year 2017-18 as compared to revenue earned of ` 0.44 Lakhs in the year 2016-17. And it has earned total profit of ` 8.72 Lakhs in the year 2017-18 as compared to total profit earned of ` 0.16 Lakhs in the year 2016-17.
- Deep Onshore Drilling Private Limited has earned total revenue of ` 4732.00 in the year 2017-18 And it has earned total profit of ` 2547.00 in the year 2017-18
- Deep Energy LLC has loss of ` 0.008 Lakhs in the year 2017-18 as compared to loss of ` 0.5 Lakhs incurred in the year 2016-17.
- Deep International DMCC has Profit of ` 136.45 Lakhs in the year 2017-18.





**DIVIDEND:**

Your Directors have recommended final dividend of ` 1.5/- (15%) per Equity Share each of ` 10/- for financial year ended on 31<sup>st</sup> March, 2018, the Proposal is subject to the approval of shareholders at the ensuing Annual General Meeting will be paid to (i) those Equity Shareholders whose name appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 18<sup>th</sup> September, 2018 (Record Date) and (ii) to those members whose particulars as beneficial owners are furnished for this purpose, by the Depositories, viz. National Securities Depository Limited and Central Depository Services (India) Limited.

**TRANSFER TO RESERVES:**

The Board has not transferred the amount to General Reserves and an amount of ` 27,090.47 Lakhs is retained as surplus in the Statement of profit and Loss of Standalone financials.

**FIXED DEPOSITS:**

During the year under review, your Company has not accepted any fixed deposits within the meaning of Chapter V of the Companies Act, 2013.

**SHARE CAPITAL:**

The paid up Equity Share Capital as on March 31, 2018 was ` 32.00 Crore. During the period under review, the Company has not granted any stock options nor sweat equity. The Company has also not purchased of its own shares by employees or by trustees for the benefit of employees.

Your Company's equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of March 31, 2018, 99.99% of the equity shares of your Company were held in demat form.

**PARTICULARS OF LOANS, GURANTEES OR INVESTMETS:**

During the year under review, the Company has not given any loan and provided any guarantee. The Company has made investment under the provisions of Section 186 of Companies Act, 2013. The said details are given in the notes to the Financial Statements.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT- 9, as required under Section 92 of the Companies Act, 2013 is annexed to this Report as Annexure- A and forms integral part of this report.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANY:**

Your Company has total 5 subsidiaries as on 31<sup>st</sup> March, 2018 as under

- 1) Prabha Energy Pvt. Ltd.
- 2) Deep Natural Resources Ltd.
- 3) Deep Energy LLC
- 4) Deep Onshore Drilling Services Pvt. Ltd.
- 5) Deep International DMCC

The annual financial statements and related detailed information of the subsidiary companies shall be made available to the shareholders of the holding and seeking such information on all working days during business hours. The financial statements of the subsidiary companies shall be kept for inspection by any shareholder/s during working hours at the Company's registered office and that of the respective subsidiary companies concerned. As provided under Section 129(3) of the Companies Act, 2013 and rules made thereunder a statement containing the salient features of the financial statement of its subsidiaries in AOC-1 format under the rules is attached to the financial statements .

**SCHEME OF ARRANGEMENT:**

The Board of Directors of the Company at its meeting held on 26 May, 2018 have, inter alia, considered and approved the draft Scheme of Arrangement in the nature of Demerger in accordance with the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Deep Industries Limited (Demerged Company) and Deep CH4 Limited (Resulting Company) and their respective shareholders and creditors.

The Scheme of Arrangement provides for transfer and vesting of Oil and Gas Services Undertaking from the Demerged Company into the Resulting Company. The Oil and Gas Exploration and Production business shall continue to be carried on by the Demerged Company.



Pursuant to the Scheme becoming effective, the Resulting Company shall issue shares to the shareholders of the Demerged Company and subsequently such shares shall be listed on Bombay Stock Exchange Limited ('BSE') and National Stock Exchange Limited ('NSE'). Pursuant to such issuance of shares by Resulting Company, the shareholders of the Demerged Company shall become shareholders in Resulting Company in the same ratio (inter se) as they hold shares in the Demerged Company.

The Scheme as aforesaid is subject to necessary approvals by the Stock Exchanges, Securities and Exchange Board of India, shareholders and creditors of the companies, Ahmedabad Bench of the National Company Law Tribunal and such other statutory and regulatory approvals as may be required.

#### DIRECTORS:

##### Appointment:

During the year under review, there was no appointment and resignation of any directors. However, Mr. Prem Singh Mangatsingh Sawhney, Mr. Dharen Shantilal Savla, Mr. Sanjay Harkishandas Parekh has been resigned from the post of Directorship and Mr. Hemendrakumar Chamanlal Shah has been appointed as an Additional Independent Director with effect from 26.06.2018.

##### Directors Retire by Rotation:

In accordance with the provisions of section 152[6] of the Act and in terms of the Articles of Association of the Company, Mr. Rupesh Kantilal Savla (DIN:00126303), Managing Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

##### Independent Directors:

The terms and conditions of appointment of Independent Directors are in accordance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as per the provisions of the Companies Act, 2013 ("Act") read with Schedule IV to the Act.

Your Company has received annual declarations from all the Independent Directors of the Company under sub-section (7) of section 149 confirming that they meet with the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances which may affect their status as Independent Director during the year.

#### KEY MANAGERIAL PERSONNEL

There is no change in Key Managerial Personnel during the year. However Mr. Dharen Shantilal Savla has been resigned from the post of directorship (Whole Time Director) with effect from 26.06.2018.

##### Policy on Appointment & Remuneration of Directors, Key Managerial Personnel and other Employees

The Board has on its recommendation of Nomination and Remuneration Committee, framed a Policy relating to appointment & remuneration of Directors, Key Managerial Personnel & other employees in relation in accordance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 178(3) of the Companies Act, 2013, is given in the Corporate Governance Report forming part of the Annual Report.

##### Criteria for Performance Evaluation

During the year under review, the board considered and refined the criteria as well as the process for performance evaluation of itself, that of its Committees and individual Directors as follows:

Evaluation	Criteria For evaluation
Board	<ul style="list-style-type: none"> <li>Degree of fulfillment of key responsibilities including focus on strategic and policy issues.</li> <li>Effectiveness of Board process and information sharing.</li> <li>Board culture and dynamics.</li> <li>Quality of decisions.</li> <li>Establishment and delineation of responsibilities to Committees.</li> <li>Quality of relationship between Board and the Management.</li> </ul>
Committee	<ul style="list-style-type: none"> <li>Degree of fulfillment of key responsibilities.</li> <li>Frequency and effectiveness of meetings.</li> <li>Committee dynamics, especially openness of discussions, including with the Board.</li> <li>Adequacy of Committee composition.</li> <li>Quality of relationship of the committee with the Board and the Management.</li> </ul>
Individual Directors	<ul style="list-style-type: none"> <li>Participation in Board in terms of adequacy (time &amp; content).</li> <li>Contribution through expertise and perspective.</li> <li>Guidance / support to Management outside Board / Committee meetings.</li> </ul>



Manner of evaluation of board, its committees and individual directors

The evaluation of Board, its Committees and Individual Directors was carried out as per the process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors for the evaluation of the Board and its Committees, Individual Directors (i.e. Independent and Non Independent Directors), were co-ordinated by the Chairman of the Board and the feedback received was discussed in the meeting in case of evaluation of the Board and Committee and was discussed with Individual Directors in case of their evaluation.

The evaluation of Chairperson was co-ordinated by the Chairman of the Independent Directors meeting.

**DETAILS OF MEETINGS OF THE BOARD AND ITS COMMITTEES:**

The details of the number of meeting of Board of Directors and its Committees, held during the financial year indicating the number of meetings attended by each directors are given in the Corporate Governance Report which forms a part of this report.

**COMPOSITION OF AUDIT COMMITTEE:**

The board has constituted audit committee which comprise two non-executive Independent Directors namely Mr. Kirit Joshi (Chairman), Mr. Arun Mandke (Member) and One Executive Non- Independent Director, Mr. Paras Savla(Member). More details are given under Corporate Governance Report.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of section 134[3][c] of the Companies Act, 2013, in relation to the financial statements of the Company for the year ended 31<sup>st</sup> March, 2018, the board of Directors state that :

- (a) in preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any,
- (b) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit of the Company for the year ended on that date,
- (c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities,
- (d) the annual financial statements have been prepared on going concern basis,
- (e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively, and
- (f) the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THIER ADEQUACY:**

The details in respect of internal financial control and their adequacy are included in the Management and Discussion & Analysis, which forms part of this report.

**RISK MANAGEMENT:**

The Company manages, and monitors on the principal risks and uncertainties that can impact its ability to achieve its objectives. Pursuant to section 134 (3) (n) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, The Company has framed Risk Management Policy. At present the company has not identified any element of risk which may threaten the existence of the company.

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks. The Company has formally framed a Risk Management Policy to identify and assess the key risk areas, monitor and report compliance and effectiveness of the policy and procedure.

Discussion on risks and concerns are covered in the Management Discussion and Analysis Report, which forms part of this Annual Report.

**CORPORATE SOCIAL RESPONSIBILITY(CSR):**

The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committees are provided in the Corporate Governance Report. The Annual Report on CSR activities is provided in Annexure-B.



**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to creating a healthy & conducive working environment that enables women employees to work without fear of prejudice, gender and sexual harassment and/or any such orientation in implicit or explicit form. The Company considers sexual harassment as a gross misconduct. Pursuant to the provisions of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules framed there under, the Company has adopted a "Policy on Protection of Women against Sexual Harassment at Work Place". Through this Policy, the Company seek to provide protection to its women employees against sexual harassment at work place and thereby provide mechanism for redressal of complaints relating to matters connected therewith or incidental thereto.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received. - NIL
- No. of complaints disposed off – Not Applicable

**INDUSTRIAL RELATIONS:**

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Management.

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Separate reports on Corporate Governance compliance along with the required Certificate from Practicing Company Secretary of the Company regarding compliance of the conditions of Corporate Governance and Management Discussion and Analysis as stipulated by SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015 forms part of this Annual Report.

**PROHIBITION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prohibition of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company has formulated the Code of Practices and Procedures for Fair Disclosure in terms of the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board is responsible for implementation of the Code. The Policy is available on our website. [www.deepindustries.com](http://www.deepindustries.com).

**RELATED PARTY TRANSACTIONS:**

All contracts/arrangement/transactions entered into by the Company during the Financial Year with related parties were on an arm's length basis and were in the ordinary course of business and were placed before the audit committee for their approval, wherever applicable. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC- 2 is as attached in Annexure- C .

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:**

There have been no material changes and commitments, affecting the financial position of the Company since the close of financial year i.e. since 31<sup>st</sup> March, 2018 Further, it is confirmed that there has been no change in the nature of business of the Company.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

**AUDITORS:**

Statutory Auditors and their Report:

M/s Dhirubhai Shah & Co. LLP, Chartered Accountants, Ahmedabad [Firm Registration No. 102511W] were appointed as Statutory Auditors of your Company at the 26th Annual General Meeting held on September 22, 2016 for a term of five consecutive years from conclusion of 26<sup>th</sup> Annual General Meeting till the conclusion of Thirty First Annual General Meeting to be held in the year 2021.



The Company has received written consent letter along with certificate from Auditor under the provisions of the Companies Act, 2013, to the effect that their appointment, if made, would be within the prescribed limits and are not disqualified for appointment and further they are independent of management.

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

#### Secretarial Auditors & Secretarial Audit Report:

Pursuant to provisions of section 204 of the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Board has appointed M/s Shilpi Thapar & Associates, a firm of Company Secretaries in Whole-Time Practice to undertake the Secretarial Audit of the Company for the financial year 2017-18.

The Secretarial Audit Report for the Financial Year 2017-18 carried out by M/s Shilpi Thapar and Associates, (CP No.:6779, FCS: 5492), in the form "MR-3" is annexed herewith as Annexure - D . The Secretarial Audit Report does not contain any major qualification, reservations or adverse remarks which call for explanation.

#### Internal Auditors:

The board has Re-appointed M/s R.R Khandol & Co., Chartered Accountant (FRN: 0112488) as an Internal Auditors of the Company for F.Y 2018-19.

#### REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

#### WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

The Company promotes ethical behavior in all its business activities and has established a vigil mechanism for its Directors, Employees and Stakeholders associated with the Company to report their genuine concerns. The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Whistle Blower Policy, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee.

The Whistle Blower Policy has been appropriately communicated within the Company and has also been posted on the Website of the Company <http://www.deepindustries.com/Pages/Policies.aspx>.

#### LISTING OF SHARES:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) with scrip code No. 532760 and on National Stock Exchange of India Limited (NSE) with scrip code of DEEPIND. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2018-19 have been paid.

#### INSURANCE:

All movable properties as owned by the Company continued to be adequately insured against risks.

#### PARTICULARS OF EMPLOYEES:

The information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the separate annexure forming part of this Report as Annexure- E.

There was no employee drawing salary as prescribed under Section 197 of the Companies Act, 2013 read with rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### HUMAN RESOURCES:

The well disciplined workforce which has served the Company lies at the very foundation of the Company's major achievements and shall well continue for the years to come. The success of the Company and good track record are largely attributable to the remarkable commitment, dedication and hard work of the employees. The Company has strongly embedded core values and all employees are trained and encouraged to use these values in their daily operations and the bases for making decisions. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company has always recognized talent and has judiciously followed the principle of rewarding performance. This has helped to ensure all employees are aligned and focused on key objectives and key performance indicators critical for the Company's performance. Remuneration and performance are strongly linked together through bonus schemes and increments.



CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO:

The information to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are set out in Annexure- F to this Report.

AKNOWLEDGEMENTS:

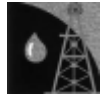
Your Directors wish to place on record their deep sense of appreciation for the commitment displayed by all the employees of the Company resulting in successful performance during the year under review.

Our Directors also take this opportunity to place on record the co-operation, assistance and continued support extended by the Banks, Government Authorities, Vendors and Shareholders during the year under review.

for and on behalf of the Board of Directors

Date : August 20, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN:00145639



ANNEXURE A TO THE BOARD'S REPORT

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2018

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L63090GJ1991PLC014833
ii.	Registration Date	01/01/1991
iii.	Name of the Company	Deep Industries Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non Govt. Company
v.	Address of the Registered office and contact details	12A & 14, Abhishree Corporate park, Ambli Bopal Road, Ambli, Ahmedabad - 380058 Contact Details: Tel (02717) 298510. E-mail- info@deepindustries.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner Off C G Road , Ellisbridge, Ahmedabad 380006. Tel No : +91 79 26465179 /86 / 87 Email: ahmedabad@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Support activities for petroleum and natural gas mining	0910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	Deep Natural Resources Limited	U11200GJ2009PLC057871	Subsidiary	70%	Section 2(87)
2.	Prabha Energy Private Limited	U40102GJ2009PTC057716	Subsidiary	78.45%	Section 2(87)
3.	Deep Energy LLC	N.A.	Subsidiary	90%	Section 2(87)
4.	Deep Onshore Drilling Services Private Limited	U11200GJ2016PTC092985	Subsidiary	99%	Section 2(87)
5.	Deep International DMCC	N.A.	Subsidiary	100%	Section 2(87)

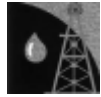
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-Wise Share Holding

Category of Shareholders	No. of Shares at the beginning of the year 31/03/2017				No. of Shares at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Shareholding of									
Promoter & Promoter Group									
1) Indian									
a) Individual/HUF	19172990	194	19173184	59.9162	5443465	0	5443465	17.0108	-42.9054
b) Central Govt/ State Govt(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Financial Institutions/Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Any Other (Specify)									
Bodies Corporate	1291351	0	1291351	4.0355	1228000	0	1228000	3.8375	-0.1980
Trust	0	0	0	0.0000	13645382	0	13645382	42.6418	-42.6418
Sub-total(A)(1):-	20464341	194	20464535	63.9517	20316847	0	20316847	63.4901	-0.4616

2) Foreign										
a) Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(b) Government	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Any Other (Specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Sub-total(A)(2):-	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Total Shareholding of Promoter and Promoter										
Group(A)=(A)(1)+(A)(2)	20464341	194	20464535	63.9517	20316847	0	20316847	63.4901	-0.4616	
B. Public Shareholding										
1. Institutions										
a) Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(b) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Foreign Portfolio Investor	2550348	0	2550348	7.9698	1918742	0	1918742	5.9961	-1.9737	
(f) Financial Institutions / Banks	67205	0	67205	0.2100	20853	0	20853	0.0652	-0.1448	
(g) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(h) Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(i) Any Other (Specify)	0	0	0	0	0	0	0	0	0	
Sub-total (B)(1)	2617553	0	2617553	8.1799	1939595	0	1939595	6.0612	-2.1187	
[2] Central Government/ State Government(s)/ President of India	0	0	0	0.0000	1751	0	1751	0.0055	0.0055	
Sub Total (B)(2)	0	0	0	0.0000	1751	0	1751	0.0055	0.0055	
3. Non Institutions										
a) Individuals										
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3666374	361	3666735	11.4585	4649446	261	4649707	14.5303	3.0718	
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2234300	0	2234300	6.9822	2054691	0	2054691	6.4209	-0.5613	
(b) NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(c) Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
(e) Any Other (Specify)										
Foreign Nationals	0	0	0	0.0000	26	0	26	0.0001	0.0001	
Hindu Undivided Family	322083	0	322083	1.0065	399574	0	399574	1.2487	0.2422	
NRI (Non Repat)	78496	0	78496	0.2453	74163	0	74163	0.2318	-0.0135	
NRI (Repat)	399156	0	399156	1.2474	311760	0	311760	0.9743	-0.2731	
Foreign Portfolio Investor (Individual)	3550	0	3550	0.0111	0	0	0	0.0000	-0.0111	
Clearing Member	147460	0	147460	0.4608	198666	0	198666	0.6208	0.1600	
Bodies Corporate	2066132	0	2066132	6.4567	2053220	0	2053220	6.4163	-0.0404	
Sub Total (B)(3)	8917551	361	8917912	27.8685	9741546	261	9741807	30.4431	-2.5746	
Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	11535104	361	11535465	36.0483	11682892	261	11683153	36.5099	0.4616	
Total (A)+(B)	31999445	555	32000000	100.0000	31999739	261	32000000	100.0000	0.0000	
(C) Non Promoter - Non Public										
[1] Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000	
[2] Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000	
Total (A)+(B)+(C)	31999445	555	32000000	100.0000	31999739	261	32000000	100.0000	0.0000	





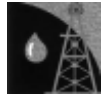
ii. Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholders at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% Change in shareholding during the year
		No. of Shares held	% of total Share of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares held	% of total Share of the company	% of Shares Pledged/ encumbered to total shares	
1.	RUPESH KANTILAL SAVLA	2516842	7.8651	0.0000	100	0.0003	0.0000	-7.8648
2	SHITAL RUPESH SAVLA	6015098	18.7972	0.0000	100	0.0003	0.0000	-18.7969
3	ADINATH EXIM RESOURCES LTD	1228000	3.8375	0.0000	1228000	3.8375	0.0000	0.0000
4	KANTILAL VELJI SAVLA- HUF	967820	3.0244	0.0000	0	0.0000	0.0000	-3.0244
5	PRABHABEN KANTILAL SAVLA	611561	1.9111	0.0000	100	0.0003	0.0000	-1.9108
6	DHAREN SHANTILAL SAVLA	3164048	9.8877	0.0000	2058822	6.4338	0.0000	-3.4539
7	PARAS SHANTILAL SAVLA	400580	1.2518	0.0000	100	0.0003	0.0000	-1.2515
8	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.2188	0.0000	3568474	11.1515	0.0000	9.9327
9	MITA MANOJ SAVLA	1633792	5.1056	0.0000	1331021	4.1594	0.0000	0.9462
10	PRITI PARAS SAVLA	2346298	7.3322	0.0000	2052625	6.4145	0.0000	-0.9177
11	AVANI DHAREN SAVLA	277046	0.8658	0.0000	100	0.0003	0.0000	-0.8655
12	MANOJ SHANTILAL SAVLA	241199	0.7537	0.0000	100	0.0003	0.0000	-0.7534
13	SHAIL M SAVLA	175000	0.5469	0.0000	100	0.0003	0.0000	-0.5466
14	SHANTILAL MURJIBHAI SAVLA	88755	0.2774	0.0000	100	0.0003	0.0000	-0.2771
15	MANOJ SHANTILAL SAVLA- HUF	118688	0.3709	0.0000	0	0.0000	0.0000	-0.3709
16	SHANTILAL MURJIBHAI SAVLA- HUF	117286	0.3665	0.0000	0	0.0000	0.0000	-0.3665
17	KANVEL SHARE BROKERS PVT LTD	63351	0.1980	0.0000	0	0.0000	0.0000	-0.1980
18	PRABHABEN SHANTILAL SAVLA	58880	0.1840	0.0000	100	0.0003	0.0000	-0.1837
19	AARAV SAVLA	97	0.0003	0.0000	97	0.0003	0.0000	0.0000
20	RUPESH SAVLA HUF	97	0.0003	0.0000	0	0.0000	0.0000	-0.0003
21	RUPESH SAVLA FAMILY TRUST	0	0.0000	0.0000	10076908	31.4903	0.0000	31.4903
	Total	20464535	63.9518	0.0000	20316847	63.4901	0.0000	28.0397

Note: \* Changes occurs due to Inter-se transfer of Shares among promoter Groups on 26<sup>th</sup> September, 2017 & 27<sup>th</sup> September, 2017.

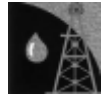
iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of the Company
1	RUPESH SAVLA FAMILY TRUST	0	0.0000			0	0.0000
	Transfer			26 Sep 2017	6335630	6335630	19.7988
	Transfer			27 Sep 2017	63351	6398981	19.9968
	By way of Gift			27 Sep 2017	3677927	10076908	31.4903
	AT THE END OF THE YEAR					10076908	31.4903
2	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.2188			390000	1.2188
	Transfer			26 Sep 2017	3178474	3568474	11.1515
	AT THE END OF THE YEAR					3568474	11.1515
3	DHAREN SHANTILAL SAVLA	3164048	9.8877			3164048	9.8877
	Transfer			26 Sep 2017	(1105226)	2058822	6.4338
	AT THE END OF THE YEAR					2058822	6.4338



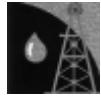
DEEP INDUSTRIES LIMITED

4	PRITI PARAS SAVLA	2346298	7.3322			2346298	7.3322
	Transfer			26 Sep 2017	(293673)	2052625	6.4145
	AT THE END OF THE YEAR					2052625	6.4145
5	MITA MANOJ SAVLA	1633792	5.1056			1633792	5.1056
	Transfer			26 Sep 2017	(302771)	1331021	4.1594
	AT THE END OF THE YEAR					1331021	4.1594
6	ADINATH EXIM RESOURCES LTD	1228000	3.8375			1228000	3.8375
	AT THE END OF THE YEAR					1228000	3.8375
7	PRABHABEN SHANTILAL SAVLA	58880	0.1840			58880	0.1840
	Transfer			26 Sep 2017	(58780)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
8	SHANTILAL MURJIBHAI SAVLA	88755	0.2774			88755	0.2774
	Transfer			26 Sep 2017	(88655)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
9	SHITAL RUPESH SAVLA	6015098	18.7972			6015098	18.7972
	Transfer			23 Jun 2017	(97560)	5917538	18.4923
	Transfer			07 Jul 2017	(1)	5917537	18.4923
	Transfer			26 Sep 2017	(2337071)	3580466	11.1889
	By way of Gift			27 Sep 2017	(3580366)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
10	AVANI DHAREN SAVLA	277046	0.8658			277046	0.8658
	Transfer			26 Sep 2017	(276946)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
11	PARAS SHANTILAL SAVLA	400580	1.2518			400580	1.2518
	Transfer			26 Sep 2017	(400450)	130	0.0004
	Transfer			27 Sep 2017	(30)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
12	MANOJ SHANTILAL SAVLA	241199	0.7537			241199	0.7537
	Transfer			26 Sep 2017	(241099)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
13	RUPESH KANTILAL SAVLA	2516842	7.8651			2516842	7.8651
	Transfer			26 Sep 2017	(2516742)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
14	PRABHABEN KANTILAL SAVLA	611561	1.9111			611561	1.9111
	Transfer			26 Sep 2017	(513900)	97661	0.3051
	By way of Gift			27 Sep 2017	(97561)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
15	SHAIL M SAVLA	175000	0.5469			175000	0.5469
	Transfer			26 Sep 2017	(174900)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
16	AARAV RUPESH SAVLA	97	0.0003			97	0.0003
	AT THE END OF THE YEAR					97	0.0003
17	KANTILAL VELJI SAVLA HUF	967820	3.0244			967820	3.0244
	Transfer			26 Sep 2017	(967820)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
18	MANOJ SHANTILAL SAVLA HUF	118688	0.3709			118688	0.3709
	Transfer			26 Sep 2017	(118688)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
19	SHANTILAL MURJIBHAI SAVLA HUF	117286	0.3665			117286	0.3665
	Transfer			26 Sep 2017	(117286)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
20	KANVEL SHARE BROKERS PVT LTD	63351	0.1980			63351	0.1980
	Transfer			27 Sep 2017	(63351)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
21	RUPESH SAVLA HUF	97	0.0003			97	0.0003
	Transfer			26 Sep 2017	(97)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000



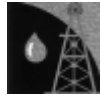
iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	& of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	& of total Shares of the Company
1	R L TRADECOM PRIVATE LIMITED	1279213	3.9975			1279213	3.9975
	AT THE END OF THE YEAR					1279213	3.9975
2	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	632282	1.9759			632282	1.9759
	Transfer			26 May 2017	203333	835615	2.6113
	Transfer			09 Jun 2017	(6190)	829425	2.5920
	Transfer			06 Oct 2017	(14721)	814704	2.5460
	Transfer			27 Oct 2017	(20525)	794179	2.4818
	Transfer			22 Dec 2017	(13000)	781179	2.4412
	Transfer			29 Dec 2017	(53000)	728179	2.2756
	Transfer			05 Jan 2018	(12000)	716179	2.2381
	Transfer			23 Feb 2018	(4376)	711803	2.2244
	Transfer			02 Mar 2018	(4266)	707537	2.2111
	Transfer			09 Mar 2018	(1296)	706241	2.2070
	AT THE END OF THE YEAR					706241	2.2070
3	HESHIKA GROWTH FUND	409263	1.2789			409263	1.2789
	Transfer			21 Apr 2017	(25000)	384263	1.2008
	AT THE END OF THE YEAR					384263	1.2008
4	RAKESH RAJKRISHAN AGGARWAL	372000	1.1625			372000	1.1625
	AT THE END OF THE YEAR					372000	1.1625
5	RAJULDEVI G CHOWDHARY	0	0.0000			0	0.0000
	Transfer			22 Sep 2017	244949	244949	0.7655
	AT THE END OF THE YEAR					244949	0.7655
6	AUCTOR INVESTMENTS LIMITED	259250	0.8102			259250	0.8102
	Transfer			21 Apr 2017	(25000)	234250	0.7320
	AT THE END OF THE YEAR					234250	0.7320
7	PLUTUS TERRA INDIA FUND	418588	1.3081			418588	1.3081
	Transfer			21 Apr 2017	(65000)	353588	1.1050
	Transfer			28 Apr 2017	(62275)	291313	0.9104
	Transfer			19 May 2017	(100000)	191313	0.5979
	Transfer			28 Jul 2017	8000	199313	0.6229
	Transfer			05 Jan 2018	(8000)	191313	0.5979
	Transfer			16 Mar 2018	20000	211313	0.6604
	AT THE END OF THE YEAR					211313	0.6604
8	JIGNESH P SHAH	273844	0.8558			273844	0.8558
	Transfer			29 Dec 2017	(40000)	233844	0.7308
	Transfer			12 Jan 2018	(35000)	198844	0.6214
	AT THE END OF THE YEAR					198844	0.6214
9	KUNAL RAKESH AGGARWAL	150000	0.4688			150000	0.4688
	Transfer			03 Nov 2017	(100000)	50000	0.1563
	Transfer			26 Jan 2018	100000	150000	0.4688
	AT THE END OF THE YEAR					150000	0.4688
10	RITA KEVAL SHAH	50000	0.1563			50000	0.1563
	Transfer			07 Apr 2017	97561	147561	0.4611
	AT THE END OF THE YEAR					147561	0.4611
11	ANTARA INDIA EVERGREEN FUND LTD	259250	0.8102			259250	0.8102
	Transfer			21 Apr 2017	(50000)	209250	0.6539
	Transfer			28 Apr 2017	(25000)	184250	0.5758



DEEP INDUSTRIES LIMITED

	Transfer			05 May 2017	(25000)	159250	0.4977
	Transfer			19 May 2017	(88000)	71250	0.2227
	Transfer			04 Aug 2017	30000	101250	0.3164
	AT THE END OF THE YEAR						
12	NOMURA SINGAPORE LIMITED	434361	1.3574			434361	1.3574
	Transfer			07 Apr 2017	(75000)	359361	1.1230
	Transfer			21 Apr 2017	(159361)	200000	0.6250
	Transfer			12 May 2017	(59055)	140945	0.4405
	Transfer			19 May 2017	(17757)	123188	0.3850
	Transfer			16 Jun 2017	50000	173188	0.5412
	Transfer			30 Jun 2017	50000	223188	0.6975
	Transfer			21 Jul 2017	(66792)	156396	0.4887
	Transfer			04 Aug 2017	50000	206396	0.6450
	Transfer			12 Jan 2018	(106396)	100000	0.3125
	AT THE END OF THE YEAR						
13	JM FINANCIAL SERVICES LIMITED	9125680	28.5178			9125680	28.5178
	Transfer			07 Apr 2017	(9026708)	98972	0.3093
	Transfer			14 Apr 2017	1752	100724	0.3148
	Transfer			21 Apr 2017	662	101386	0.3168
	Transfer			28 Apr 2017	(1962)	99424	0.3107
	Transfer			05 May 2017	1005	100429	0.3138
	Transfer			12 May 2017	(837)	99592	0.3112
	Transfer			19 May 2017	546	100138	0.3129
	Transfer			26 May 2017	(2439)	97699	0.3053
	Transfer			02 Jun 2017	(75)	97624	0.3051
	Transfer			09 Jun 2017	1216	98840	0.3089
	Transfer			16 Jun 2017	389	99229	0.3101
	Transfer			23 Jun 2017	(99040)	189	0.0006
	Transfer			30 Jun 2017	377	566	0.0018
	Transfer			07 Jul 2017	1569	2135	0.0067
	Transfer			14 Jul 2017	(2049)	86	0.0003
	Transfer			21 Jul 2017	64	150	0.0005
	Transfer			28 Jul 2017	135	285	0.0009
	Transfer			04 Aug 2017	149758	150043	0.4689
	Transfer			11 Aug 2017	(145785)	4258	0.0133
	Transfer			18 Aug 2017	(1240)	3018	0.0094
	Transfer			25 Aug 2017	(2454)	564	0.0018
	Transfer			01 Sep 2017	8218	8782	0.0274
	Transfer			08 Sep 2017	12558	21340	0.0667
	Transfer			15 Sep 2017	(18997)	2343	0.0073
	Transfer			22 Sep 2017	555	2898	0.0091
	Transfer			29 Sep 2017	63447	66345	0.2073
	Transfer			06 Oct 2017	(62435)	3910	0.0122
	Transfer			13 Oct 2017	73657	77567	0.2424
	Transfer			20 Oct 2017	(66812)	10755	0.0336
	Transfer			27 Oct 2017	4969	15724	0.0491
	Transfer			03 Nov 2017	(4106)	11618	0.0363
	Transfer			10 Nov 2017	849	12467	0.0390
	Transfer			17 Nov 2017	(3164)	9303	0.0291
	Transfer			24 Nov 2017	(142)	9161	0.0286
	Transfer			01 Dec 2017	(7217)	1944	0.0061
	Transfer			08 Dec 2017	(891)	1053	0.0033
	Transfer			15 Dec 2017	(231)	822	0.0026
	Transfer			22 Dec 2017	655	1477	0.0046
	Transfer			29 Dec 2017	1814	3291	0.0103
	Transfer			30 Dec 2017	(1000)	2291	0.0072



## DEEP INDUSTRIES LIMITED

Transfer			05 Jan 2018	(471)	1820	0.0057
Transfer			12 Jan 2018	10593	12413	0.0388
Transfer			19 Jan 2018	(8222)	4191	0.0131
Transfer			26 Jan 2018	(3488)	703	0.0022
Transfer			02 Feb 2018	277	980	0.0031
Transfer			09 Feb 2018	239	1219	0.0038
Transfer			16 Feb 2018	(712)	507	0.0016
Transfer			23 Feb 2018	625	1132	0.0035
Transfer			02 Mar 2018	220	1352	0.0042
Transfer			09 Mar 2018	706	2058	0.0064
Transfer			16 Mar 2018	1218	3276	0.0102
Transfer			23 Mar 2018	(2502)	774	0.0024
Transfer			31 Mar 2018	631	1405	0.0044
AT THE END OF THE YEAR					1405	0.0044

### v Shareholding of Directors & Key Managerial Personnel:

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	& of total shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	& of total Shares of the Company
1	PARAS SHANTILAL SAVLA	400580	1.2518			400580	1.2518
	Transfer			26 Sep 2017	(400450)	130	0.0004
	Transfer			27 Sep 2017	(30)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
2	RUPESH KANTILAL SAVLA	2516842	7.8651			2516842	7.8651
	Transfer			26 Sep 2017	(2516742)	100	0.0003
	AT THE END OF THE YEAR					100	0.0003
3	DHAREN SHANTILAL SAVLA	3164048	9.8877			3164048	9.8877
	Transfer			26 Sep 2017	(1105226)	2058822	6.4338
	AT THE END OF THE YEAR					2058822	6.4338
4	SANJAY HARKISHANDAS PAREKH	1350	0.0042			1350	0.0042
	Transfer			21 April 2017	2000	3350	0.0104
	Transfer			29 Sep 2017	1000	4350	0.0136
	AT THE END OF THE YEAR					4350	0.0136

### V. INDEBTEDNESS

(` in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25364.12	NIL	N.A	25364.12
ii) Interest due but not paid	16.00			16.00
iii) Interest accrued but not due				
Total (i+ii+iii)	25380.12	NIL	N.A	25380.12
Change in Indebtedness during the financial year				
- Addition	11849.09	NIL	N.A	11849.09
- Reduction	15474.39	NIL	N.A	15474.39
Net Change	3625.30	NIL	N.A	3625.30
Indebtedness at the end of the financial year				
i) Principal Amount	21738.86	NIL	N.A	21738.86
ii) Interest due but not paid	15.96	NIL	N.A	15.96
iii) Interest accrued but not due				
Total (i+ii+iii)	21754.82	NIL	N.A	21754.82



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

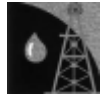
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(` in Crore)

Sr. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Paras Savla Chairman & Managing Director	Mr. Rupesh Savla Managing Director	Mr. Dharen Savla Wholetime Director	
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	0.30	0.30	0.30	0.90
	b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	—	—	0.01	0.01
	c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	—	—	—	
2	Stock Option	—	—	—	
3	Sweat Equity	—	—	—	
4	Commission	—	—	—	
5	Others, please specify	—	—	—	
	Total (A)	0.31	0.30	0.31	0.91
	Ceiling as per the Act		10% Net Profit is ` 7.61 Crore		

B. Remuneration to other directors:

Particulars of Remuneration		Mr. Kirit Joshi	Mr. Arun Mandke	Mrs. Renuka Upadhyay	Mr. Sanjay Parekh	Total
1.	Independent Directors					
	a) Fee for attending board, committee meetings	20000	20000	30000	—	70000
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (1)	20000	20000	30000	—	70000
2.	Other Non Executive Directors					
	a) Fee for attending board, committee meetings	—	—	—	—	—
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (1)+(2)					70000



## C. Remuneration to Key Managerial Personnel Other Than MD /Manager/WTD ( ` In Lakhs)

Sr. No.	Particulars of Remuneration	Mr. Rohan Shah (CFO)	Mr. Akshit Soni (CS)	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	14.16	4.36	18.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	
2.	Stock Option	—	—	
3.	Sweat Equity	—	—	
4.	Commission			
	- as % of profit	—	—	
	- others, specify...	—	—	
5.	Others, please specify	—	—	
6.	Total	14.16	4.36	18.52

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding					
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

for and on behalf of the Board of Directors

Date : August 10, 2018  
Place : AhmedabadPARAS SAVLA  
Chairman & Managing Director  
DIN:00145639



## ANNEXURE B TO THE BOARD'S REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES AS PER SECTION 135 OF THE COMPANIES ACT, 2013.

1. Brief outline of the Company's CSR Policy, including overview of the projects or programmes proposed to be undertaken and a reference to a web-link to the CSR Policy and projects or programmes:-

DIL's CSR policy is aimed at demonstrating care for the community through its focus on education & skill development, eradicating hunger, health & wellness and environmental sustainability.

The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company. Visit the web link <http://deepindustries.com/uploads/Corporate%20Social%20Responsibility%20Policy.pdf>

The Company has outlined the following thrust areas in the CSR Policy:

- i) Swasthya – Health, Safety and Environment,
- ii) Shiksha and Sodh – Education, Knowledge Enhancement and Research, and
- iii) Saath – Social care, concern and outreach in times of emergencies.

The Board of Directors, on the recommendation of CSR Committee, approved the CSR spending. CSR activities focus on community healthcare, medical & research, education and knowledge enhancement including allied activities, poverty, social care and concern including old age homes.

2. Composition of CSR Committee:

- Mr. Paras Savla – Chairman
- Mr. Rupesh Savla - Member
- Mr. Kirit Joshi – Member

3. Average Net profit of the Company for last three years:

₹ 60,15,54,299/-

4. Prescribed CSR expenditure [2% of the amount as in item No. 3 above].

₹ 1,20,31,086/-

5. Details of CSR spend for the financial year:

- a) Total amount spent for the financial year: ₹ 1,20,38,174/-
- b) Amount unspent, if any: NIL
- c) Manner in which amount spent during financial year is detailed below.

Sr. No.	CSR Projects / Activities	Sector in which projects are covered	Location of the Projects / Programme	Amount Budgeted	Amount spent: on project	Cumulative expenditure upto the reporting period	Amount spent direct/ Implementing Agency
1.	Contribution towards Education	Education	Ahmedabad, Gujarat	1,65,000/-	1,65,000/-	1,65,000/-	Riverside Education Foundation
2	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	30,30,000/-	30,30,000/-	30,30,000/-	YUVA Unstoppable
3	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	17,39,506/-	17,39,506/-	17,39,506/-	YUVA Unstoppable
4	Contribution towards Education	Education	Ahmedabad, Gujarat	10,000/-	10,000/-	10,000/-	Riverside Education Foundation
5	Contribution towards Education	Development 360000 opportunity for Youth organized by Education	Ahmedabad, Gujarat	2,51,000/-	2,51,000/-	2,51,000/-	Shri Kutchhi Jain Sewa Samaj





Sr. No.	CSR Projects / Activities	Sector in which projects covered	Location of the Projects / Programme	Amount Budgeted	Amount spent: on project	Cumulative expenditure upto the reporting period	Amount spent direct/ Implementing Agency
6	Contribution towards Educational Projects	Education	Kutch, Gujarat	3,00,000/-	3,00,000/-	3,00,000/-	Shrimati Niranjana Pankaj Mehta Charitable Trust
7	Contribution towards Sports Activities	Sports	Ahmedabad, Gujarat	15,000/-	15,000/-	15,000/-	Synapse 2018
8	Donation for All Gujarat Sports Council	Sports	Ahmedabad, Gujarat	20,000/-	20,000/-	20,000/-	All Gujarat Sports Council of the Deaf
9	Contribution towards implementation of digital smart classroom for government schools.	Education	Ahmedabad, Gujarat	20,07,668/-	20,07,668/-	20,07,668/-	YUVA Unstoppable
10	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	20,00,000/-	20,00,000/-	20,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
11	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	25,00,000/-	25,00,000/-	25,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
			Total	1,20,38,174/-	1,20,38,174/-	1,20,38,174/-	

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Not Applicable.

7. Responsibility Statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

The implementation and monitoring of Corporate Social Responsibility [CSR] Policy, is in compliance with CSR objectives and policy of the Company.

Date : August 10, 2018  
Place : Ahmedabad

Paras Savla  
Chairman (CSR Committee)  
DIN:00145639

Rupesh Savla  
Managing Director  
DIN:00126303

ANNEXURE-C

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:-

1.	Details of contracts or arrangements or transactions not at arm's length basis:	There were no contracts or arrangements or transactions entered into during the year ended March, 2018, which are not at arm's length basis.
2.	Details of material contracts or arrangement or transactions at arm's length basis:	
	A. Name(s) of the related party and nature of relationship:	NIL
	B. Nature of contracts/arrangements/transactions:	NIL
	C. Duration of the contracts / arrangements/transactions:	NIL
	D. Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
	E. Date(s) of approval by the Board, if any:	NIL
	F. Amount paid as advances, if any:	NIL

For and on behalf of the Board of Directors of

Date : August 10, 2018  
Place: Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
Din : 00145639



ANNEXURE-D TO THE BOARD'S REPORT  
Form No. MR-3

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
DEEP INDUSTRIES LIMITED  
(CIN: L63090GJ1991PLC014833)  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad- 380058.  
Gujarat.

Dear Sir/Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practices by M/s. DEEP INDUSTRIES LIMITED (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed with Regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2018 (hereinafter referred to as 'Audit Period') ,generally complied with the statutory provisions listed hereunder and also the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined on test basis, the books, papers, minutes book, forms and returns filed and other records maintained by the company and produced before us for the financial year ended on 31<sup>st</sup> March,2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and The Companies Act, 1956 (to the extent applicable during our Audit Period) and the Rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent the same was applicable to the company;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (vi) The Company has not identified any other specific laws which are presently applicable to it.
- 2) We have also examined compliances with applicable clauses of the following:-
- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India under provisions of The Companies Act, 2013 w.e.f.1<sup>st</sup> July, 2015 and
  - (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Based on the above said information provided by the company, we report that during the financial year under report, the company has generally complied with the provisions, as applicable of the above mentioned Acts including the applicable provisions of the Companies Act,2013 and Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent mentioned below :-

- (i) In an instance, the company has published the specified information in newspapers subsequent to the submission of the same to Stock Exchanges.

We further report that compliance related e-forms was filed by the company with Ministry of Corporate Affairs (MCA) beyond the time limit prescribed under Companies Act,2013 by paying additional fees.

We further report that the compliance of applicable Labour laws and financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. There were no change in board composition during the year under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda were sent in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Based on the representation made by the company and its officers. Majority decision is carried through and that there were no dissenting member's views on any of the matter during the year that were required to be captured and recorded as part of the minutes. The minutes of the meetings are prepared in concise manner.
- c) Based on general review of compliance mechanisms established by the Company and on basis of management representations and compliances certificates issued by department heads, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., -

- (i) Special Resolution was passed in terms of Section 62(1)(c) of the Companies Act , 2013 and other applicable laws in the Annual General Meeting of the Company held on 1st September, 2017 for creating , offering , issuing and allotting securities amounting upto Rs. 150 Crores. However, the Company has not allotted any securities in pursuance of the same till the date of issue of this report.

For Shilpi Thapar & Associates  
Company Secretaries

CS Shilpi Thapar  
Membership No. : 5492  
COP No. : 6779

DATE: 20/08/2018  
PLACE: Ahmedabad



To  
The Members,  
Deep Industries Limited  
(CIN: L63090GJ1991PLC014833)  
12A & 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad- 380058.  
Gujarat.

Our report of even date is to be read along with this letter:

MANAGEMENT RESPONSIBILITY:

- i. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company, related party transactions figures and AS-18 disclosures of the Company provided to us or verified compliances of laws other than those mentioned above;
- iv. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- v. We have obtained Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Shilpi Thapar & Associates  
Company Secretaries

CS Shilpi Thapar  
Membership No. : 5492  
COP No. : 6779

DATE: 20/08/2018  
PLACE: Ahmedabad



## ANNEXURE - E TO THE BOARD'S REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary or Manager, if any during the financial year 2017-18, and ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2017-18

Sr. No	Name	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the FY2017-18
1.	Mr. Paras Savla	Chairman & MD	12.32	-
2.	Mr. Rupesh Savla	Managing Director	12.32	-
3.	Mr. Dharen Savla	Whole Time Director	12.73	-
4.	Mr. Preamsingh Sawhney	Non-Executive Director	-	-
5.	Mr. Kirit Joshi	Independent Director	0.08	-
6.	Mr. Arun Mandke	Independent Director	0.08	-
7.	Mr. Sanjay Parekh	Independent Director	-	-
8.	Mrs. Renuka Upadhyay	Independent Director	0.12	-
9.	Mr. Rohan Shah	Chief Financial Officer	Not Applicable	10.71%
10.	Mr. Akshit Soni	Company Secretary	Not Applicable	10.00%

Notes:

- a) The remuneration of Independent Directors includes only sitting fees paid to them for the financial year 2017-18.  
b) Median remuneration of the Company for all the employees is ₹ 2,43,516/- for the financial year 2017-18.
- (ii) The percentage increase in the median remuneration of employees in the financial year : 6.80%
- (iii) The number of permanent employees on the rolls of the Company: 414 as on 31<sup>st</sup> March, 2018
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year & its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The average annual increase in the salaries of the employees, other than managerial personnel was 6.48%, whereas there is no increase in Managerial Remuneration.
- (v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:  
It is affirmed that the remuneration is as per the Remuneration Policy of the Company.

For, and on behalf of Board of Director

Date : August 10, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN: 00145639



## ANNEXURE F TO THE BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO  
[pursuant to section 134(1)(m) of the Companies Act, 2013 read with Rule 8 of the Companies [Accounts] Rules, 2014.]

## A. CONSERVATION OF ENERGY :

- (i) Steps taken for conservation of energy

Energy conservation continues to receive priority attention at all levels in the Company. All efforts are made to conserve and optimize use of energy by using natural gas as alternate fuel to run equipments, with continuous monitoring, improvement in maintenance systems and through improved operational techniques

- (ii) Steps taken by the Company for utilizing alternate sources of energy

Company is using equipment running on Natural Gas in place of Diesel

- (iii) The Capital investment on energy conservation equipments

## B. TECHNOLOGY ABSORPTION:

- (i) the efforts towards technology absorption

Updation of Technology is a continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to adopt new products and technology required in the Oil and Gas Industry.

- (ii) the benefit derived like product improvement, cost reduction, product development or import substitution

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year;

(a) the details of technology imported

(b) the year of import

(c) whether the technology been fully absorbed

(d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof

- (iv) the expenditure incurred on Research and Development

## C. FOREIGN EXCHANGE EARNING AND OUTGO:

(` in Lakhs)

Particulars	2017-18	2016-17
Earnings	9072.46	6612.43
Outgo	2677.03	6378.82

For and on behalf of the Board of Directors

Date : August 10, 2018  
Place : Ahmedabad

PARAS SAVLA  
Chairman & Managing Director  
DIN:00145639



**Dhirubhai Shah & Co**  
**CHARTERED ACCOUNTANTS**

4th Floor, Aditya Building,  
 Near Sardar Patel Seva Samaj,  
 Mithakhai Six Roads, Ellisbridge,  
 Ahmedabad 380006.

**Independent Auditor's Report**

**To the Members of Deep Industries Limited**

**Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Deep Industries Limited ("the Company"), which comprise the balance sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), and the Statement of Cash flows and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

**Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.



Phone : (079) 2640 3325/26 | Website : [www.dbsgroup.in](http://www.dbsgroup.in) | E-Mail : [info@dbsgroup.in](mailto:info@dbsgroup.in)

1st Floor Cama Chambers,  
 73 Nagindas Master Road,  
 Mumbai : 400025

204 Sektor Complex,  
 Opp. Aps Tower, Old Padra Road,  
 Vadodra : 390015



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31 March, 2018, and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

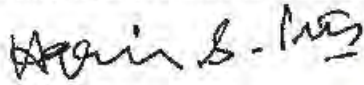
### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of accounts required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 37 to the standalone Ind AS financial statements;
- ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For Dhirubhai Shah & Co  
Chartered Accountants  
Firm's Registration Number: 102511W



Harish B. Patel  
Partner  
Membership number: 014427



Ahmedabad  
26<sup>th</sup> May 2018

**Annexure- A to the Independent Auditor's Report**

The Annexure referred to in Independent Auditors' Report to the members of the company on the standalone Ind AS financial statements for the year ended 31 March 2018, we report that:

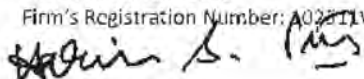
- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the programme of verification is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As per information and explanation given to us, inventory of spares and consumables has been physically verified by the management at the year end. On the basis of our examination of the inventory records produced before us, in our opinion the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in books of accounts.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the provisions of clauses (iii)(a), (iii)(b) & (iii)(c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 prescribed by Central Government under subsection (1) of section 148 of the Companies Act, hence this clause is not applicable to the company.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST, cess and any other statutory dues with the appropriate authorities. However, in case of delays in few instances the same has been deposited along with interest due thereon. According to information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, GST, cess and any other material statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax, sales tax, custom duty, excise duty, GST and cess which have not been deposited on account of any dispute. However, the particulars of dues as at 31st March, 2018 which have not been deposited on account of a dispute, are as follows:



Name of Statute	Nature of Dues	Amt (Rs. Lakhs)	Related Period	Forum where the dispute is pending
Finance Act, 1994	Service tax	96.36	F.Y. 2006-07 to 2011-2012	CESTAT, Ahmedabad
Finance Act, 1994	Service tax	101.88	F Y 2012-13 to 30.09.2014	CESTAT, Ahmedabad
Finance Act, 1994	Service tax	1.70	F Y 2009-10	CESTAT, Ahmedabad
Income Tax Act, 1961	Income-Tax	6.14	F Y 2013-14	IT(A)

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution, banks, and government or debenture holders during the year.
- (ix) According to information and explanations given to us, the Company has not raised money by ways of initial public offer or further public offer (including debt instruments) during the year under audit. According to further information and explanations given to us, the term loans raised during the year were applied for the purpose for which those were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment of shares during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Dhirubhai Shah & Co  
Chartered Accountants  
Firm's Registration Number: A02811W



Harish B Patel  
Partner

Membership number: 014427  
Ahmedabad  
26<sup>th</sup> May 2018



**Annexure - B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Deep Industries Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.





**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Dhirubhai Shah & Co**  
Chartered Accountants  
Firm's Registration Number: 102511W

**Harish B Patel**  
Partner  
Membership number: 014427

Ahmedabad  
26<sup>th</sup> May 2018



## DEEP INDUSTRIES LIMITED

STATEMENT OF ASSETS AND LIABILITIES AS AT 31st MARCH, 2018

	Note No.	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2017 Rs. In Lakhs	As at 01-04-2016 Rs. In Lakhs
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
(a) Property, Plant and Equipment	4	50,919.40	51,852.18	37,322.29
(b) Capital Work in Progress	4	1,373.03	1,542.41	10,225.58
(c) Intangible Assets	4	14.09	10.53	11.57
(d) Financial Assets				
(i) Investments	5	1,877.53	1,808.53	1,334.80
(ii) Others	6	89.22	71.02	62.48
(e) Other Non-Current Assets	7	66.59	107.31	93.36
		<u>54,280.86</u>	<u>58,452.87</u>	<u>49,016.08</u>
<b>CURRENT ASSETS</b>				
(a) Inventories	8	1,096.52	1,085.49	532.36
(b) Financial Assets				
(i) Investments	9	9,205.50	2,313.83	413.06
(ii) Trade Receivables	10	8,481.94	6,615.02	5,537.74
(iii) Cash and Cash Equivalents	11	3,045.73	1,479.60	380.59
(c) Bank balances other than above (ii)	12	1,393.80	984.42	1,018.53
(d) Loans	13	6.23	14.02	5.51
(e) Others	14	87.45	98.33	70.72
(f) Other Current Assets	15	1,437.54	1,790.07	4,110.61
		<u>24,734.21</u>	<u>14,933.21</u>	<u>12,520.02</u>
<b>TOTAL ASSETS</b>		<u>79,015.07</u>	<u>73,386.09</u>	<u>61,536.10</u>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	16	3,200.00	3,200.00	2,980.00
(b) Other Equity	17	42,346.16	35,452.52	22,910.32
		<u>45,546.16</u>	<u>38,652.52</u>	<u>25,890.32</u>
<b>LIABILITIES</b>				
<b>NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	18	14,369.89	17,713.72	18,549.13
(ii) Trade Payable	19	45.26	11.22	46.05
(iii) Others	20	159.86	147.95	105.82
(b) Deferred Tax Liabilities (Net)	21	5,343.36	4,390.73	3,585.46
(c) Provisions	22	53.41	32.63	-
		<u>19,971.88</u>	<u>22,695.23</u>	<u>22,487.46</u>
<b>CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	23	1,358.79	1,341.54	1,944.81
(ii) Trade Payables	24	1,717.50	1,092.27	1,450.41
(iii) Others	25	7,840.46	8,749.74	9,308.10
(b) Other Current Liabilities	26	687.99	103.85	71.30
(c) Provisions	27	3.71	1.27	-
(d) Current Tax Liabilities (Net)	28	1,888.63	479.12	444.75
		<u>13,697.02</u>	<u>12,127.31</u>	<u>13,218.40</u>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<u>79,015.07</u>	<u>73,386.09</u>	<u>61,536.10</u>
Corporate Information, Basis of Preparation & Significant Accounting Policies	13			

The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

\*A true and correct report of even date attached\*

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511/W

Harish B. Patel  
Partner  
Membership Number: 014627  
Place: AHMEDABAD  
Dated: 26/05/2018



Prasanna Savla  
Chairman & Managing Director  
DIN: 00145529

Rohan Shah  
Chief Financial Officer  
Place: AHMEDABAD  
Dated: 26/05/2018

Rupesh Savla  
Managing Director

DIN: 00125303

Akshay Senil  
Chief Executive Officer

## DEEP INDUSTRIES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

	Note No.	2017-18 Rs. in Lakhs	2016-17 Rs. in Lakhs
<b>INCOME</b>			
Revenue from operations	29	30,049.25	27,738.05
Other income	30	668.71	928.79
<b>TOTAL INCOME</b>		<b>30,717.96</b>	<b>28,666.84</b>
<b>EXPENSES</b>			
Operating expense	31	9,077.30	8,449.72
Employee benefits expense	32	2,312.83	1,992.99
Finance Costs	33	1,157.24	2,228.03
Depreciation and amortization expenses	4	3,878.30	3,351.89
Other expenses	34	2,563.75	1,717.94
<b>TOTAL EXPENSES</b>		<b>18,989.42</b>	<b>17,740.58</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>11,728.54</b>	<b>10,926.26</b>
Exceptional items (net)		-	-
<b>Profit/(Loss) before tax</b>		<b>11,728.54</b>	<b>10,926.26</b>
<b>Tax Items</b>			
Current tax		3,490.16	2,437.51
Carry over tax provisions (written back)		-16.34	-31.77
Deferred tax asset / (liability)		652.66	1,004.25
<b>Total tax items</b>		<b>4,126.48</b>	<b>3,406.99</b>
<b>Profit/(Loss) for the year</b>		<b>7,602.06</b>	<b>7,519.26</b>
<b>Other Comprehensive Income</b>			
Items that will not be re-classified to Profit or Loss	35		
Re-measurement gains/ (losses) on post-employment benefit plans		5.02	-16.07
Items that will be re-classified to Profit or Loss			
Re-measurement gains/ (losses) on fair valuation of financial instruments		-0.20	1.17
<b>Other Comprehensive Income/ (Loss) for the year</b>		<b>4.83</b>	<b>-14.85</b>
<b>Total Comprehensive Income/ (Loss) for the year</b>		<b>7,606.89</b>	<b>7,504.41</b>
<b>Earnings Per Equity Share (Basic and Diluted)</b>	36	<b>23.76</b>	<b>25.05</b>

Corporate Information, Basis of Preparation & Significant Accounting Policies

3

The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

Harish B. Patel  
Partner  
Membership Number: D14427  
Place: AHMEDABAD  
Dated : 26/05/2018

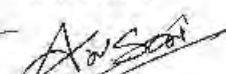


ON BEHALF OF THE BOARD OF DIRECTORS

  
Paras Savla  
Chairman & Managing  
Director  
DIN : 00145639

  
Rupesh Savla,  
Managing Director  
DIN : 00126309

  
ROHAN SHAH  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

  
AKSHAY SONI  
Company Secretary



## DEEP INDUSTRIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

	2017-18 Rs. in Lakhs	2016-17 Rs. in Lakhs
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (loss) Before Tax	11,728.54	10,926.25
Adjustments for:		
Depreciation and amortization	3,878.30	3,351.89
Interest and finance charges	1,157.24	2,228.03
Interest income	(73.08)	(157.06)
(Gain)/Loss on fixed assets sold/ discarded (net)	132.78	(0.60)
(Gain)/Loss on investments sold/ discarded (net)	(401.20)	(167.58)
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)	(189.43)	(603.29)
Bad debts / advances written off		
Provision for bad & doubtful debts/advances (written back)		
Liability no longer required written back		
Provision no longer required written back		
Provision for gratuity and leave encashment/ (written back)		
Others	190.25	21.14
<b>Operating Profit before Working Capital Changes</b>	<b>16,423.40</b>	<b>15,592.78</b>
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(1,410.28)	1,318.48
(Increase)/decrease in inventories	(40.59)	(423.59)
Increase/(decrease) in trade payables, other liabilities and provisions	(275.57)	(4,000.08)
<b>Cash Generated from Operations</b>	<b>(1,726.44)</b>	<b>12,487.59</b>
Income taxes paid	(1,100.00)	(1,300.00)
<b>Net Cashflow from Operating Activities</b>	<b>13,596.96</b>	<b>11,187.59</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(4.19)	(12,201.98)
Additions in capital work in progress	-	-
Proceeds from sale of fixed assets	141.71	5.00
Purchase of Investments	(10,568.12)	(7,138.17)
Sale of Investment	4,454.85	4,307.95
Proceeds from Fixed Deposits	(459.06)	386.36
Interest received	73.08	157.06
Profit from sale of investments	-	48.75
<b>Net Cashflow from Investing Activities</b>	<b>(6,361.73)</b>	<b>(14,435.03)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/Payments from Secured Loans	(4,108.11)	4,372.85
Proceeds / Payments from Unsecured Loan	-	(4,165.70)
Proceeds from share warrants	-	6,384.00
Foreign Fluctuation Gain	189.43	603.29
Dividend Income and Dividend Distribution Tax	(693.27)	(525.88)
Interest and finance charges	(1,157.24)	(2,228.03)
<b>Net Cashflow from Financing Activities</b>	<b>(5,769.19)</b>	<b>4,446.53</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>1,466.04</b>	<b>1,199.15</b>
Cash and bank balances at the beginning of the year	1,579.69	380.59
Cash and bank balances at the end of the year	3,045.73	1,579.69



**NOTES:**

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Figures in bracket indicate cash outflow.
- 3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

Cash and cash equivalents at the end of the year consist of cash on hand, cheques, draft on hand and balance with banks as follows:

DETAIL OF CASH AND CASH EQUIVALENTS	As at 31-03-2018 Rs. In Lakhs	As at 31-03-2017 Rs. In Lakhs
Balances with banks:		
In current accounts	1,594.54	1,107.18
In deposits with original maturity of less than 3 months	1,276.37	459.30
In Escrow Accounts	170.71	1.02
Cash on hand	4.11	12.19
	<b>3,045.73</b>	<b>1,579.69</b>

"As per our report of even date attached"

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

*Harish B. Patel*

Harish B. Patel  
Partner  
Membership Number: 014427  
Place: AHMEDABAD  
Dated : 26/05/2018



## ON BEHALF OF THE BOARD OF DIRECTORS

*Pare's Savla*  
Pare's Savla  
Chairman & Managing  
Director  
DIN : 00145639

*Rupesh Savla*  
Rupesh Savla  
Managing Director  
DIN : 00126303

*Rehan Shah*  
Rehan Shah  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Ashut Soni*  
Ashut Soni  
Company Secretary

## DEEP INDUSTRIES LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2018

## (A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2018

(Rs. In Lakhs)

Balance as at 1st April, 2017	Changes during the year	Balance as at 31st March, 2018
3,200.00	-	3,200.00

For the year ended 31st March, 2017

(Rs. In Lakhs)

Balance as at 1st April, 2016	Changes during the year	Balance as at 31st March, 2017
2,920.00	280.00	3,200.00

## (A) OTHER EQUITY

For the year ended 31st March, 2018

Particulars	Capital Reserve	General Reserve	Foreign Currency Monetary Translation Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2017	412.48	980.36	-	13,872.88	20,181.66	(14.85)	35,432.53
Profit/(Loss) for the year	-	-	-	-	7,602.06	-	7,602.06
Proposed Dividend and Dividend Distribution Tax thereon	-	-	-	-	(693.26)	-	(693.26)
Transfer from / to	-	-	-	-	-	-	-
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	4.83	4.83
Balance as at 31st March, 2018	412.48	980.36	-	13,872.88	27,090.47	(10.03)	42,346.16

For the year ended 31st March, 2017

Particulars	Capital Reserve	General Reserve	Foreign Currency Monetary Translation Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2016	412.48	980.36	559.04	1,768.88	13,189.57	-	22,910.32
Profit/(Loss) for the year	-	-	-	-	7,519.26	-	7,519.26
Addition/(Deletion) during the year	-	-	(559.04)	6,104.00	-	-	5,544.96
Proposed Dividend and Dividend Distribution Tax thereon	-	-	-	-	(527.17)	-	(527.17)
Other Comprehensive income/(loss) for the year	-	-	-	-	-	-	-
Remeasurements gain/(loss) on defined benefit plans	-	-	-	-	-	(14.85)	(14.85)
Balance as at 31st March, 2017	412.48	980.36	-	13,872.88	20,181.66	(14.85)	35,432.53

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH &amp; CO

Chartered Accountants

Firm Registration Number: 102511W

Harish B. Patel

Partner

Membership Number: 014427

Place: AHMEDABAD

Dated : 26/05/2018



*Paras Sawla*  
Paras Sawla  
Chairman & Managing Director  
DIN : 00145639

*Rupesh Sawla*  
Rupesh Sawla  
Managing Director  
DIN : 00126303

*Rohan Shah*  
Rohan Shah  
(Chief Financial Officer)  
Place: AHMEDABAD  
Dated : 26/05/2018

*Akshay Soni*  
Akshay Soni  
Company Secretary

**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

**1. CORPORATE INFORMATION**

Deep Industries Limited (DIL) is a well diversified oil & gas company serving the industry since 1991 with business interests in Air and Gas compression, Gas Dehydration, Work over, Drilling and Oil & Gas Exploration and Production. DIL is the first company in India to provide high pressure Air and Gas compressors on charter hire basis. DIL is the largest Natural Gas Compression services provider in India and has also diversified into providing of work-over services to exploration and production (E&P) players through its fleet of rigs.

**2. BASIS OF PREPARATION**

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016. As per the said roadmap, the company is required to apply Ind AS starting from financial year beginning on or after 1st April 2017.

For all period, up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These Financial statements for the year ended 31st March 2018 are the first, the Company has prepared in accordance with Ind AS (Refer Note 47 for information on how the company has adopted Ind AS).

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities which have been measured at fair value, defined benefits plans and contingent consideration. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

**Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

## 2A. USE OF ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

### Critical estimates and judgments

The areas involving critical estimates or judgments are:

- a) Estimation of current tax expense and payable – Refer accounting policies - 3.9
- b) Estimated useful life of property, plant & equipment and intangible assets – Refer accounting policies - 3.1
- c) Estimation of defined benefit obligation – Refer accounting policies - 3.8
- d) Estimation of fair values of contingent liabilities - Refer accounting policies - 3.12
- e) Recognition of revenue - Refer accounting policies - 3.4
- f) Recognition of deferred tax assets for carried forward tax losses – Refer accounting policies - 3.9
- g) Impairment of financial assets – Refer accounting policies - 3.2 & 3.5

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### 3.1 Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts and adjustments, arising from exchange rate variations, attributable to the fixed assets, of those contracts for which option under notification of Accounting Standard-11 was exercised. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment.

### Tangible Fixed Assets:

- (a) Depreciation is charged using straight line method on the basis of the expected useful life as specified in Schedule II to the Act. A residual value of 5% (as prescribed in Schedule II



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods.

Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

An item of intangible asset initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognized. Intangible fixed assets are amortized on straight line basis over their estimated useful economic life.

Capital Work- in- progress

Capital work- in- progress represents directly attributable costs of Plant and Machinery installation including civil and foundation cost till the time project put to use. All other expenses including interest incurred during installation period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the installation as per Ind AS-23 "Borrowing Costs". All these expenses are transferred to fixed assets on commencement of respective projects.

**3.2 Impairment of non-financial assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flows of next five years' projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

In respect of the subsidiaries assets at each balance sheet date, the impairment testing is based on the realizable value of underlying assets as tested by the Board of Directors of the subsidiary.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit and loss section of the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.



**DEEP INDUSTRIES LIMITED  
NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2018**

### 3.3 Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

#### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of transaction.

#### Conversion

Foreign currency monetary items are reported using the closing rate. In case of items which are covered by forward exchange contract, the difference between year end rate and rate on the date of the contract is recognised as exchange difference and premium paid on forward contracts and option contract is recognised over the life of the contract. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise, except of those contracts for which option under notification of Accounting Standard-11 was exercised where they relate to acquisition of Fixed Assets, the difference arising a result in which case they are adjusted to the term loan liabilities account.

### 3.4 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Goods & Service Tax (GST), Service Tax is not received by the Company on its own account. Rather, it is tax collected on value added to the services by the Company on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognized.

- (i) **Service income:**  
Service income is recognised as per the terms of contracts with the customers when the related services are performed or the agreed milestones are achieved and are net of service tax or GST, wherever applicable.
- (ii) **Interest Income:**  
For all deposit instruments measured either at amortized cost or at fair value through other comprehensive income (OCI), interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the



**DEEP INDUSTRIES LIMITED**  
**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST MARCH, 2018**

expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options] but does not consider the expected credit losses.

- (iii) **Dividend income:**  
 Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.
- (iv) Other income is recognised when no significant uncertainty as to its determination or realisation exists.

### 3.5 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### A. Financial Assets

##### a. Initial recognition and measurement:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settles its commitment to purchase or sell the asset.

##### b. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

##### i. Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

##### ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:





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A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**c. Derecognition:**

A financial asset is primarily derecognized when:

- i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.





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- ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

**d. Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS :7
- e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point b and d provided above. The application of simplified approach requires the company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

- a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.



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- b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

**B. Financial liabilities:**

**a. Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**b. Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**i. Financial liabilities at fair value through profit or loss:**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

**ii. Loans and borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**iii. Financial guarantee contracts:**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance



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with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

**c. Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**C. Reclassification of financial assets:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

**D. Offsetting of financial instruments:**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**3.6 Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities



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Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### 3.7 Inventories

Inventories of spare parts and oil are valued at the lower of cost or net realizable value. The cost is determined by Moving Average method (eg: FIFO, WAM etc). The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

### 3.8 Employee benefits

- a. Short Term employee benefits are recognized as expense at undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
- b. Post employment and other long term benefits are recognised as an expense in the statement of profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of Financial Year. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the statement of profit and loss.
- c. Payments to defined contribution retirement benefit scheme, if any, are charged as expense as they fall due.

### 3.9 Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Company operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.



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Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes it down to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period and utilize the MAT Credit Entitlement.

### 3.10 Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs which are not specifically attributable to the acquisition, installation of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period.

### 3.11 Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

### 3.12 Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the





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liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

**3.13 Cash and Cash Equivalents**

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**3.14 Leases**

The determination of whether an arrangement is [or contains] a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

- Lease other than finance lease are operating lease and these leased assets are not recognized in the company's statement of financial position but are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Offices Premises taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.

**3.15 Exceptional items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

**3.16 Trade Receivables**

Trade Receivables are recognized initially at carrying value and subsequently re-measured at amount that would be actually received.



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4 - PROPERTY, PLANT AND EQUIPMENT

	TANGIBLE ASSETS									INTANGIBLE ASSETS		CAPITAL WORK IN PROGRESS	
	Tankers	Vehicles	Air Compressor Packages	Gas Compressor Packages	Rigs	Computers	Shed, Foundation & Road	Office Equipment, Furniture and Fixtures	Other Plant and Machinery	Total	Softwares	Total	Capital Work-in progress
<b>Cost:</b>													
As at 1st April, 2016*	0.45	313.30	115.03	35,736.12	10,494.58	55.22	3,392.04	54.63	66.91	45,158.28	49.28	49.28	10,225.58
Additions	-	48.07	-	6,708.65	8,423.54	3.68	2,486.67	213.63	20.31	17,885.54	-	-	10,157.67
Disposals / transfers	-	20.62	-	-	-	0.01	-	-	-	70.69	-	-	25,880.84
As at 31st March, 2017	0.45	340.75	115.03	37,424.77	18,858.12	58.88	5,863.71	308.25	87.82	63,057.79	49.28	49.28	4,542.41
Additions	-	64.49	-	2,972.51	111.00	7.85	59.31	-	4.25	3,219.42	4.15	4.15	4.18
Disposals / transfers	-	1.53	65.12	340.30	19.55	-	-	-	-	426.80	-	-	1,223.56
As at 31st March, 2018	0.45	403.71	49.91	40,056.98	18,949.58	66.73	5,923.02	308.25	92.07	65,850.41	53.43	53.43	1,323.03
<b>Accumulated depreciation:</b>													
As at 1st April, 2016*	0.43	105.24	96.70	5,133.80	1,591.38	51.14	859.56	10.53	11.11	7,870.98	37.71	37.71	-
Depreciation charged during the year	-	56.06	7.49	1,325.60	515.76	6.53	1,442.27	18.39	3.71	3,350.88	1.04	1.04	-
Disposals / transfers	-	16.22	-	-	-	-	-	-	-	16.22	-	-	-
As at 31st March, 2017	0.43	125.08	99.28	6,459.40	2,107.15	57.67	2,311.84	28.92	15.85	11,205.61	38.75	38.75	-
Depreciation charged during the year	-	41.05	2.47	1,477.32	598.85	6.10	1,718.34	29.28	4.80	3,877.71	0.59	0.59	-
Disposals / transfers	-	0.74	52.14	91.80	4.63	-	-	-	-	152.31	-	-	-
As at 31st March, 2018	0.43	165.39	49.61	7,841.92	2,701.37	63.77	4,030.18	58.20	20.15	14,931.01	39.34	39.34	-
<b>Net book value</b>													
As at 1st April, 2016*	0.02	208.06	18.23	25,582.32	8,845.20	4.08	2,527.48	84.10	54.80	37,327.29	11.57	11.57	10,225.58
As at 31st March, 2017	0.02	215.66	15.76	35,965.36	16,750.98	1.22	3,551.87	279.34	71.97	51,852.18	10.53	10.53	4,542.41
As at 31st March, 2018	0.02	238.31	0.01	32,215.05	16,248.22	2.97	1,892.84	250.66	71.92	50,919.40	14.09	14.09	1,323.03

\* Represents deemed cost as the net book position to IND AS. Cross check & accumulated Depreciation from the previous CMAA have been disclosed for the purpose of better understanding. For the original cost of Asset





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	No. of Shares as on 31.03.2018	As at 31-03-2018 (Rs. in Lakhs)	No. of Shares as on 31.03.2017	As at 31-03-2017 (Rs. in Lakhs)	No. of Shares as on 01.04.2016	As at 01-04-2016 (Rs. in Lakhs)
<b>5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS</b>						
<b>Investments (Unquoted)</b>						
(A) Investments at Cost						
(i) Investments in Equity Shares						
- Investment in Subsidiaries						
30% share in Deep Energy LLC		12.41		12.41		12.41
70% share in Deep National Resources Ltd.	350,000	3.50	350,000	3.50	350,000	3.50
78% share in Prabha Energy Pvt. Ltd.	946,563	1,815.83	945,563	1,845.63	75,000	2.50
99% share in Deep Overseas Drilling Services Pvt. Ltd.	9,900	0.99	9,900	0.99	-	-
100% share in Deep International Offshore Ltd.	50	8.90	-	-	-	-
(ii) Investments in Preference Shares						
- Investment in Mahesh Energy Private Limited	-	-	-	-	656,013	1,324.03
(iii) Other Investments						
- Shares of Mahesh Wagark Co-op Sahakar Bank Ltd.	400	0.10	400	0.10	400	0.10
- National Saving Certificate		1.96		1.96		1.30
		<u>1,873.49</u>		<u>1,864.39</u>		<u>1,331.84</u>
<b>Investments (Quoted)</b>						
(A) Investments at Fair value through OCI						
(i) Investments in Equity Shares						
- Varro Industries Limited	2500	0.54	2500	0.50	7500	0.10
- Power Trading Corporation	1000	3.50	4000	3.74	1000	7.96
		<u>4.04</u>		<u>4.24</u>		<u>8.06</u>
		<u>1,877.53</u>		<u>1,868.63</u>		<u>1,339.90</u>
Market Value of Quoted Investment		4.04		4.24		8.06
Book Value of Unquoted Investment		1,873.49		1,864.39		1,331.84

**6 - NON - CURRENT FINANCIAL ASSETS - OTHERS**  
Unsecured, considered good, unless otherwise stated

Security deposits

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Security deposits	80.22	71.62	62.48
	<u>80.22</u>	<u>71.62</u>	<u>62.48</u>

**7 - OTHER NON CURRENT ASSETS**

Advances other than Capital Advances

Advance to Vendors

Others

Balance with Govt Authorities

Deferred Security Deposits

	31-03-2018 (Rs. in Lakhs)	31-03-2017 (Rs. in Lakhs)	01-04-2016 (Rs. in Lakhs)
Advance to Vendors	3.06	30.25	7.07
Balance with Govt Authorities	54.57	54.57	29.57
Deferred Security Deposits	8.96	16.48	22.72
	<u>66.59</u>	<u>107.31</u>	<u>59.36</u>

**8 - INVENTORIES**

(Value at lower of cost and net realizable value)

a. Stores and Spares

b. Others

- Stock of Oil &amp; Lubricants

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Stores and Spares	587.37	824.33	536.77
Others	509.35	231.60	75.59
	<u>1,096.72</u>	<u>1,055.93</u>	<u>612.36</u>

**9 - CURRENT FINANCIAL ASSETS - INVESTMENTS**

Investments (Quoted)

Investments at Fair Value Through Profit and Loss

Investments in Mutual Funds

- Franklin India Short Term Income Plan  
- Franklin India Ultra Short Bond Fund-Growth  
- Franklin India Ultra Short Debt Fund  
- Franklin India Short Term Growth  
- DSP BlackRock Ultra Short Term Fund  
- Franklin Templeton Low Duration Fund  
- Franklin India Ultra Short Term Fund  
- Franklin India Money Manager Growth Plan

	No. of Units as on 31.03.2018	As at 31-03-2018 (Rs. in Lakhs)	No. of Units as on 31.03.2017	As at 31-03-2017 (Rs. in Lakhs)	No. of Units as on 01.04.2016	As at 01-04-2016 (Rs. in Lakhs)
Investments in Mutual Funds						
- Franklin India Short Term Income Plan	33,897.83	1,243.95	10,378.05	561.37	6,547.66	132.74
- Franklin India Ultra Short Bond Fund-Growth	10,295,423.38	7,476.36	11,086,831.71	2,623.17	677,578.53	213.23
- Franklin India Ultra Short Debt Fund	7,917.80	85.70	10,977.49	279.17	-	-
- Franklin India Short Term Growth	2,587,846.31	461.15	-	-	-	-
- DSP BlackRock Ultra Short Term Fund	7,436,952.63	965.85	-	-	-	-
- Franklin Templeton Low Duration Fund	17,045,049.51	3,404.85	-	-	-	-
- Franklin India Ultra Short Term Fund	2,467,531.63	607.64	-	-	-	-
- Franklin India Money Manager Growth Plan	-	-	-	-	4,196.23	0.93
		<u>9,205.50</u>		<u>2,874.83</u>		<u>433.96</u>
Market Value of Quoted Investment		9,205.50		2,874.83		433.96



**10 - CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES**

Unsecured, considered good:

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
8,481.94	6,646.92	5,557.74
<b>8,481.94</b>	<b>6,646.92</b>	<b>5,557.74</b>

**11 - CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS**

A) Balances with Banks

- In Current Accounts

- In EPFC Accounts

- In Escrow Accounts

B) Cash on Hand

As at 31-03-2017 (Rs. in Lakhs)	As at 31-03-2016 (Rs. in Lakhs)	As at 01-04-2015 (Rs. in Lakhs)
1,534.54	1,107.18	317.34
1,276.37	459.36	22.11
170.71	1.02	1.02
<b>3,041.62</b>	<b>1,567.50</b>	<b>370.80</b>
4.11	12.19	9.78
<b>4.11</b>	<b>12.19</b>	<b>9.78</b>
<b>3,045.73</b>	<b>1,579.69</b>	<b>380.59</b>

**12 - CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE**

A) Balances with Banks

- Unpaid Dividend with HDFC Bank

- Unpaid Dividend with IDBI Bank

- Unpaid Warrant with HDFC Bank

B) Others

- Fixed Deposits held as Margin Money

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
2.85	2.00	0.72
2.49	2.47	2.51
-	0.01	0.01
<b>5.30</b>	<b>4.48</b>	<b>3.24</b>
1,388.00	928.94	1,315.29
<b>1,388.00</b>	<b>928.94</b>	<b>1,315.29</b>
<b>1,393.30</b>	<b>933.42</b>	<b>1,318.53</b>

**13 - CURRENT - FINANCIAL ASSETS - LOANS**

Unsecured, considered good:

Loan to Staff

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
6.23	14.02	5.91
<b>6.23</b>	<b>14.02</b>	<b>5.91</b>

**14 - CURRENT - FINANCIAL ASSETS - OTHER**

Accrued Bank Fixed Deposits Interest

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
67.45	98.33	70.72
<b>67.45</b>	<b>98.33</b>	<b>70.72</b>

**15 - CURRENT ASSETS - OTHERS**

Unsecured, considered good, unless otherwise stated

Advances other than Capital Advances

- Balance with Government Authorities

- Foreign Currency Receivable

- Preliminary Expense

- Deferred Forward Premium

- Prepaid Expenses

- Advances to Vendors

- Others

- Advances to Subsidiaries

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
580.95	995.96	376.43
-	-	2,805.77
-	190.25	5.00
-	-	157.82
140.48	165.37	158.41
703.07	422.45	546.03
-	16.14	16.14
13.01	-	-
<b>1,437.54</b>	<b>1,791.07</b>	<b>4,140.61</b>



	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>15 - EQUITY SHARE CAPITAL</b>			
Authorised:			
5,42,66,340 Equ. Sh. of Rs.10 each	5,426.63	5,426.63	5,426.63
Issued, Subscribed and paid-up:			
3,20,00,000 Equity Shares of Rs. 10 each (Fully paid up)	3,200.00	3,200.00	1,794.19
Share Capital Suspense Account:			1,125.91
	<u>3,200.00</u>	<u>3,200.00</u>	<u>2,920.10</u>

16.1 Reconciliation of number of Equity shares outstanding at the beginning & at the end of the reporting year

Particulars (Equity Shares of Rs.10 Each Fully Paid up)	As at 31st March 2018		As at 31st March 2017		As at 01st April 2016	
	No. of Shares	Value Rs.	No. of Shares	Value Rs.	No. of Shares	Value Rs.
At the beginning of the year	32,000,000.00	3,200.00	29,200,000.00	2,920.00	25,200,000.00	2,520.00
Movement during the period (Issue of Equity Shares under QIP)	-	-	2,800,000.00	280.00	-	-
Outstanding at the end of the year	<u>32,000,000.00</u>	<u>3,200.00</u>	<u>32,000,000.00</u>	<u>3,200.00</u>	<u>29,200,000.00</u>	<u>2,920.00</u>

16.2 Details of Equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholders (Equity Shares of Rs.10 Each Fully Paid up)	As at 31st March, 2018		As at 31st March, 2017		As at 01st April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RUPESH SAWLA - FAMILY TRUST	15,276,908	31.49%	-	-	-	-
SHANTILAL SAWLA FAMILY TRUST	3,568,474	11.15%	-	-	-	-
PRITI PARAS SAWLA	2,332,625	7.32%	2,346,285	7.33%	1,610,504.00	5.52%
CHAREN SHANTILAL SAWLA	2,058,822	6.43%	3,104,545	9.69%	400,725.00	1.37%
SHITAL RUPESH SAWLA	-	-	2,315,298	7.24%	2,484,787.00	8.51%
RUPESH K.SAWLA	-	-	2,516,872	7.87%	5,320,526.00	18.22%
MITA MANOJ SAWLA	-	-	7,635,792	23.86%	30,277.00	0.10%
	<u>17,768,829</u>		<u>15,678,672</u>		<u>10,089,318</u>	

16.3 During the FY 2016-17, the Company has offered equity shares to "Qualified Institutional Buyers"(QIBs) through Qualified Institutions in accordance with Chapter VII of Securities and Capital and Disclosure Requirements) Regulations, 2009. Accordingly 28,02,502 equity shares of Rs.10 each were allotted to QIBs on 28th December, 2016 at an issue price of Rs.220 per equity share (including premium of Rs.210 per equity share).

16.4 The Company has only one class of equity shares having a par value of Rs. 10 per share, each shareholder is eligible for one vote per share. The Company declares and pays dividend in Indian Rupees. Dividend Proposed by Board of Directors is subject to approval of Shareholders in the ensuing Annual General Meeting.

16.5 In the event of liquidation, the Equity Shareholders are eligible to receive the remaining Assets of the company after Distribution of all Preferential amount, in proportion to Shareholding.

16.6 Company has not allotted any bonus shares. Shares without consideration in cash and/or bought back any equity shares during the period of five years immediately preceding the Balance sheet date.

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>17 - OTHER EQUITY</b>			
<b>Securities Premium</b>			
Opening balance	13,672.86	7,768.88	7,768.88
Add: Addition during the year	-	6,000.00	-
Less: Written back during the year	-	-	-
Closing balance	<u>13,672.86</u>	<u>13,768.88</u>	<u>7,768.88</u>
<b>Capital Reserve</b>			
Opening balance	412.48	412.48	412.48
Add: Addition during the year	-	-	-
Less: Written back during the year	-	-	-
Closing balance	<u>412.48</u>	<u>412.48</u>	<u>412.48</u>
<b>General Reserve</b>			
Opening balance	980.36	980.36	976.44
Add: Addition during the year	-	-	4.90
Less: Written back during the year	-	-	-
Closing balance	<u>980.36</u>	<u>980.36</u>	<u>981.34</u>
<b>Foreign Currency Monetary Translation Reserve</b>			
Opening balance	-	550.54	797.23
Add/Less : Effect of Foreign Exchange Rate variation during the year	-	22.14	65.15
Less: Transfer to Financial Assets liabilities	-	(782.17)	(323.31)
Closing Balance	-	-	<u>539.07</u>
<b>Profit and Loss</b>			
Opening balance	20,160.95	13,189.57	9,080.83
Add: Net Profit/(Net Loss) for the current year	7,602.68	7,519.26	4,089.49
Add/Less: Adjustments on account of Ind-AS			
- Fair valuation of Financial Liabilities	(583.26)	-	9.22
- Fair valuation of Financial Assets	-	(527.17)	-
- Proposed Dividend for the year	-	-	-
Closing Balance	<u>27,099.47</u>	<u>20,081.66</u>	<u>13,189.57</u>
<b>IVOC Reserve</b>			
Opening balance	(14.85)	-	-
Add/Less: Changes during the current year	4.83	(14.85)	-
Closing balance	<u>(10.02)</u>	<u>(14.85)</u>	<u>-</u>
<b>Total</b>	<u>41,288.33</u>	<u>33,838.54</u>	<u>23,318.83</u>



	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
<b>18 - NON-CURRENT - FINANCIAL LIABILITIES - BORROWINGS</b>			
<b>Secured</b>			
3. Term loans			
From Banks			
- Rupee Term Loans	3,575.50	7,067.17	4,840.00
- Foreign Currency term loans	13,974.64	16,291.31	15,856.97
- Vehicle Loans	104.26	51.61	10.00
From Current Liabilities of Long Term Debt	7,288.55	7,955.40	8,385.51
Total Adjustments of Financial Liabilities as per Ind AS 109			
	<b>14,862.95</b>	<b>17,743.72</b>	<b>14,492.48</b>
Unsecured loans			4,155.70
			<b>4,155.70</b>
	<b>14,862.95</b>	<b>17,743.72</b>	<b>18,648.18</b>

**18.1 Nature of Security and Term of Repayment for Long Term Secured borrowings**

(i) Rupee Term Loans and Foreign Currency Term Loan from State Bank of India, EDI Bank as mentioned above is secured by hypothecation of All Compressor Packages, Gas Compressor Packages, Workover and Drilling rigs and other Vessels and is further secured by personal guarantee of Directors and equitable mortgage of immovable properties situated at Ahmedabad held in the name of Director. Rupee Term Loan and Foreign Currency Term Loan from IDFC Bank and IDFC Bank as mentioned above is secured by hypothecation of Gas Compressor Units, Gas Compressor Packages, Workover Rigs and Drilling rigs and is further secured by personal guarantee of Directors. Maturity/ Repayment Period of Foreign Currency Term Loan is less than 12 Month Year (the Balance Sheet date, the Maturity/ Term Loan for which arrangement is made is more than 12 Months, hence, Foreign Currency Term Loan arrangement is classified as Non-Current Liability).

(ii) Rupee Credits are obtained from members of State Bank of India, Bank of Baroda and IDFC Bank which are backed by Letters of Joint Undertaking from State Bank of India, Industrial Bank - IDFC Bank and IDFC Bank who has sanctioned the Term Loans. Through fulfillment of terms of the Letters of Joint Undertaking are less than 12 Month Year (the Balance Sheet date, the Maturity/ Term Loan for which arrangement is made is more than 12 Months, hence, Rupee Credits arrangement is classified as Non-Current Liability).

Term Loans of IDFC Bank are repayable in five and half year, three years and four years with moratorium period of 6 months. Term Loans of State Bank of India and Industrial Bank are repayable in five years. Term Loans of IDFC Bank are repayable in seven years with moratorium period of 6 months.

**19 - NON-CURRENT - FINANCIAL LIABILITIES - TRADE PAYABLE**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Unsecured, considered good			
Trade Payable	45.23	11.22	46.03
	<b>45.23</b>	<b>11.22</b>	<b>46.03</b>

**20 - NON-CURRENT - FINANCIAL LIABILITIES - OTHERS**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Unsecured, considered good			
Bank's fixed interest accrued but not due on borrowings	150.05	167.50	115.87
	<b>150.05</b>	<b>167.50</b>	<b>115.87</b>

**21 - DEFERRED TAX LIABILITIES (NET)**

	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
Written back during the year	4,892.76	7,695.96	2,223.06
Added during the year	852.06	1,004.25	711.90
Written back during the year			
Closing balance	<b>5,342.88</b>	<b>6,690.27</b>	<b>3,696.96</b>

A. The Net Deferred Tax Expense of INR 362.80 Lakhs (Previous Year: INR 1004.25 Lakhs) for the year has been detailed in the Statement of Profit and Loss.

B. The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to taxes levied by the same tax authority.

C. The major components of income tax expense for the years ended March 31, 2018 and March 31, 2017 are:

**Statement of profit and loss:**

	INR Lakhs	
	Year ended March 31	
	2018	2017
Profit and loss section:		
Current income tax:		
Current income tax charge	3,474	2,703
Adjustments in respect of current income tax of previous year	0	0
Deferred tax:		
Relating to adjustments and reversal of temporary differences	653	701
Income tax expense reported in the statement of profit and loss	<b>4,126</b>	<b>3,407</b>

**Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate:**

	INR Lakhs	
	As At March 31	
	2018	2017
Accounting profit before tax	11,729	9,926
At India's statutory income tax rate of 34.600% (31 March) 2017: 34.000%	4,053	3,381
Adjustments in respect of current income tax of previous years	(16)	(35)
Adjustments in respect of income exempt from tax	-	(1)
Adjustments on accounts of IndAS provisions	-	(4)
Special Rate Tax (like SFCG via 111A)	-	7
Reversal of previously unrecognized tax losses:		
Non-deductible expenses for tax purposes:		
Other non-deductible expenses	38	20
Other temporary differences	46	(18)
At the effective income tax rate of 34.18% (31 March 2017: 34.18%)	<b>4,126</b>	<b>3,407</b>
Income tax expense reported in the statement of profit and loss	<b>4,126</b>	<b>3,407</b>



**22 - NON-CURRENT PROVISION**  
Provision for employee benefit  
 - Provision for Gratuity

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
53.41	32.63	-
<b>53.41</b>	<b>32.63</b>	-

**23 - CURRENT FINANCIAL LIABILITIES - BORROWINGS**  
Secured  
 a) Loans repayable on demand  
 From banks  
 Cash Credits

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,358.73	1,841.54	1,944.81
<b>1,358.73</b>	<b>1,841.54</b>	<b>1,944.81</b>

**23.1 Nature of Security for Current Secured Financial Liabilities**

Cash Credit facilities of State Bank Of India and HDFC Bank is secured by hypothecation of Inventory and Book Debt and further Secured by Personal Guarantee of Director and Equitable Mortgage of immovable property situated at Ahmedabad held in the name of Directors.

**24 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES**  
 Due to micro and small enterprises  
 Due to other than micro and small enterprises

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,717.50	1,002.27	1,450.44
<b>1,717.50</b>	<b>1,002.27</b>	<b>1,450.44</b>

**25 - CURRENT - OTHER FINANCIAL LIABILITIES**  
 Current Maturities of Long Term Debts  
 Unclaimed Dividends  
 Provision for Salary  
 Provision for Other Expense  
 Forward Contract Payable

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
7,384.93	7,536.40	5,861.54
5.30	4.49	3.77
136.78	127.34	123.45
313.45	981.05	783.07
<b>7,840.46</b>	<b>8,749.28</b>	<b>8,036.88</b>

**26 - OTHER CURRENT LIABILITIES**  
 Statutory liabilities  
 Other Liabilities

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
601.59	75.44	50.78
36.40	28.41	70.52
<b>637.99</b>	<b>103.85</b>	<b>121.30</b>

**27 - CURRENT PROVISIONS**  
Provision for employee benefit  
 - Provision for Gratuity

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
3.71	1.27	-
<b>3.71</b>	<b>1.27</b>	-

**28 - CURRENT TAX LIABILITIES (NET)**

Current Tax Liabilities (Net of Advance Tax)

As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)	As at 01-04-2016 (Rs. in Lakhs)
1,888.63	429.12	443.75
<b>1,888.63</b>	<b>429.12</b>	<b>443.75</b>



**29 - REVENUE FROM OPERATIONS**

Sale of Services

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
30,049.25	27,738.05
<b>30,049.25</b>	<b>27,738.05</b>

**30 - OTHER INCOME**

Interest Received/Receivable

From banks

From others

Dividend Income

Profit on sale of Investments

Profit on sale of Fixed Assets

Net gain on foreign currency transaction and translation (other than finance cost)

Kasari/Vatav and Discount

Fair Valuation of Financial Assets

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
64.91	105.80
8.17	58.51
0.01	0.11
25.28	48.75
-	0.60
189.43	609.29
4.99	3.89
375.92	101.73
<b>668.71</b>	<b>928.79</b>

**31 - OPERATING EXPENSE**

Consumption Spares, Oil &amp; Other Operating Expense

Equipment Running &amp; Maintenance Exps

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
6,810.66	7,361.16
2,266.64	1,088.57
<b>9,077.30</b>	<b>8,449.72</b>

**32 - EMPLOYEE BENEFITS EXPENSES**

Salaries, Wages, Bonus etc

Director Remuneration &amp; Perquisites

Contribution to Provident and Other funds

Staff Welfare expenses

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
2,061.32	1,801.66
97.01	101.51
69.09	14.87
85.41	75.06
<b>2,312.83</b>	<b>1,992.99</b>

**33 - FINANCE COSTS**Interest expenses

- Interest Expenses on Hypothecation &amp; Term Loan

- Interest &amp; Finance Charges on Foreign Credit

- Other Interest &amp; Finance Charges

Other borrowing costs

- Bank Charges

- Adjustment on account of Ind-AS

2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
361.35	687.32
620.88	680.78
13.69	511.99
153.81	340.41
7.51	7.52
<b>1,157.24</b>	<b>2,228.03</b>



	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
<b>34 - OTHER EXPENSES</b>		
Electricity, Power and Fuel	97.83	210.28
Repairs, maintenance and refurbishing	660.79	236.68
Rent	176.92	271.23
Rates and taxes	18.81	28.76
Insurance	66.60	87.96
Communication Expense	10.29	15.03
Legal and professional charges	270.02	282.00
Payment to the auditors**	4.95	4.95
Printing Stationery, Xerox and Office Expense	54.23	32.36
Donations	122.90	73.96
Travelling and Conveyance(@)	498.03	449.24
Security Service Charges	31.50	20.79
Advertisement, publicity and business promotion	7.06	11.89
Hotel, Loading and Boarding Expense	76.87	58
Loss on Sale of Fixed Assets	132.78	-
Miscellaneous	143.92	115.62
Preliminary Expense Written off	190.25	21.14
	<b>2,563.75</b>	<b>1,717.94</b>
* includes:		
Repairs to buildings	623.12	96.33
Repairs to machinery	37.67	40.35
** Payments to the auditors for (including service tax)		
- statutory audit	2.45	2.50
- Taxation Matters	0.50	0.50
- limited review fees certification work	1.95	1.95
- out of pocket expenses	0.05	
(@) includes:		
Director Travelling	70.70	58.77
	<b>75.65</b>	<b>63.72</b>
<b>35 - OTHER COMPREHENSIVE INCOME</b>		
Re-measurement gains/ (losses) on post employment benefit plans	5.02	16.02
Re-measurement gains/ (losses) on fair valuation of financial instruments	-0.20	1.17
	<b>4.83</b>	<b>17.19</b>
<b>36 - EARNINGS PER EQUITY SHARE</b>		
Profit/(loss) available for equity shareholders	7,602.06	7,519.26
Weighted average numbers of equity shares outstanding	32,000,000	30,013,150
Nominal value per equity share (in Rupees)	10	10
Earnings / (loss) Per Equity Share- Basic and Diluted (in Rupees)	<b>23.76</b>	<b>25.05</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)
<b>37 - CONTINGENT LIABILITIES AND COMMITMENTS</b>		
<b>CONTINGENT LIABILITIES</b>		
(a) Claims against the Company not acknowledged as debts	-	-
(b) In respect of guarantees given by Banks and/ or counter guarantees given by the Company	5,694.47	7,133.38
(c) Other money for which the company is contingently liable:		
1. Gujarat VAT demand not provided for	-	401.07
2. Service tax demand not provided for	198.24	198.24
3. Service Tax-Merged Companies demand not provided for	1.70	1.70
4. Income tax demand / liabilities not provided for	6.24	6.14

**COMMITMENTS**

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for. Considering nature of activity it is not possible to ascertain the elements of Capital Commitments. Expenditure to be executed on capital account.

	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)
<b>38 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 17 LEASES</b>		
<b>OPERATING LEASE COMMITMENTS</b>		
Future minimum lease amounts payable by the Company in respect of non-cancellable operating leases (other than land) for other services (including rented premises) entered into by the Company:		
Not later than one year	103.12	132.24
Later than one year and not later than five years	193.54	255.18
More than five years	-	41.47

**39 - SEGMENT REPORTING**

The Company is not required to give segment wise revenue details and capital employed as exploration and Production segment has not generated any revenue and the Capital employed for E & P segment is less than 10% of total capital employed of the Company.

**40 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS**

The Company has classified the various benefits provided to employees as under:

**(a) Defined contribution plans**

-Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund - Current Year: Rs. 69.09 Lakhs (Previous Year: Rs. 14.87 Lakhs)

**(b) Defined benefit plans**

-Gratuity

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following **Economic Assumptions**.

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

**Discount Rate**

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.60% p.a. (Previous Year: 7.15% p.a.) compound has been used.

**Salary Escalation Rate**

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:





	Gratuity (Unfunded)	
	As at 31-03-2018	As at 31-03-2017
Discount rate (per annum)	7.60%	7.15%
Future salary increase	8.00% for Next 3 Years & 6.00% thereafter	8.00% for Next 3 years & 6.00% thereafter
Retirement age	56 years	58 years
Withdrawal rates		
- Up to 25 years	15.00%	5.00%
- From 26 to 35 years	12.00%	12.00%
- From 36 to 45 years	9.00%	9.00%
- From 46 to 55 years	6.00%	6.00%
	3.00%	3.00%

	Gratuity (Unfunded)	
	As at 31-03-2018 (Rs. in Lakhs)	As at 31-03-2017 (Rs. in Lakhs)
<b>Change in present value of the defined benefit obligation during the year</b>		
Present value of obligations at the beginning of the year	33.89	10.09
Interest Cost	2.38	0.84
Current Service Cost	21.86	6.04
Benefits Paid		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-2.14	1.58
Actuarial (Gain)/Loss on arising from Experience Adjustment	-2.87	14.44
Past Service Cost	4.01	0.00
Present value of obligation as at the end of the year	57.12	33.89
<b>Change in fair value of plan assets during the year</b>		
Fair Value of plan assets at the beginning of the year	-	-
Interest Income	-	-
Contributions by the employee	-	-
Benefits paid	-	-
Return on plan assets	-	-
Fair Value of plan assets at the end of the year	-	-
<b>Net Asset/ (Liability) recorded in the Balance Sheet</b>		
Present value of obligation as at the end of the year	57.12	33.89
Net Asset/ (Liability)-Current	3.71	1.26
Net Asset/ (Liability)-Non-Current	53.41	32.63
<b>Expenses recorded in the Statement of Profit &amp; Loss during the year</b>		
Interest Cost	2.38	0.84
Current Service Cost	21.86	6.04
Total expenses included in employee benefit expenses	24.24	6.88
<b>Recognized in Other Comprehensive Income during the year</b>		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-2.14	1.58
Actuarial (Gain)/Loss on arising from Experience Adjustment	-2.87	14.44
Recognized in Other Comprehensive Income	-5.01	16.02
<b>Maturity profile of defined benefit obligation</b>		
Within 12 months of the reporting period	3.71	1.26
Between 2 and 5 years	22.56	10.17
Between 6 and 10 years	27.17	16.61
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
Half percentage point increase in discount rate	54.89	32.43
Half percentage point decrease in discount rate	59.50	35.24
Half percentage point increase in salary increase rate	59.28	35.41
Half percentage point decrease in salary increase rate	55.04	32.46
<b>Expected contribution to the defined benefit plan for the next reporting period</b>		
	2017-18 (Rs. in Lakhs)	2016-17 (Rs. in Lakhs)
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	3.71	24.24

#### 41 - CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee in accordance with the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has spent Rs. 1,44,00,000/- at 100% 2% of the average net profits (determined under section 198 of the Companies Act 2013 and within 34% of the Companies Act 1956) made during the immediately three financial years.

Gross amount required to be spent by the Company during the year: Rs. 1,35,45,715 (Previous year - Rs. 72,45,145/-)



## 42 - DERIVATIVE INSTRUMENTS

	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
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## (a) Derivatives outstanding as at balance sheet date

The company has entered into swap deals with HDFC Bank Ltd and IDFC Bank Ltd. to reducing interest cost by moving from NR floating interest rate to LIBOR fixed interest rate with underlying USD revenue contracts. The relevant detail is as under:

## HDFC Bank

<b>Currency Swap - 1</b>	534.03	534.56
Start Date: 27th July, 2015		
End Date: 01st July, 2019		
Underlying USD amount: USD 21,85,258.04		
Fixed LIBOR rate: 6L + 3.95%		
<b>Currency Swap - 2</b>	461.00	406.76
Start Date: 09th November, 2015		
End Date: 15th July, 2018		
Underlying USD amount: USD 18,75,588.83		
Fixed LIBOR rate: 6L + 2.0%		
<b>Currency Swap - 3</b>	300.93	526.04
Start Date: 11th August, 2015		
End Date: 01st July, 2019		
Underlying USD amount: USD 12,29,880.88		
Fixed LIBOR rate: 6L + 3.95%		
<b>Currency Swap - 4</b>	3,026.00	4,160.75
Start Date: 29th July, 2016		
End Date: 25th November, 2020		
Underlying USD amount: USD 6,77,155.66		
Fixed rate: 5.50000% p.a		
<b>Currency Swap - 5</b>	288.89	400.00
Start Date: 01st January, 2017		
End Date: 01st May, 2020		
Underlying USD amount: USD 5,87,048.25		
Fixed LIBOR rate: 5.75% p.a		

## IDFC Bank

<b>Currency Swap - 1</b>	282.77	-
Start Date: 01st March, 2018		
End Date: 07th March, 2019		
Underlying USD amount: USD 46,99,78.52		
Fixed LIBOR rate: 6.04% p.a		

The swap deals have been fair valued and resultant gain / (loss) have been recorded through statement of profit and loss account.

(b) The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at 31st March, 2018, 31st March, 2017 and 1st April, 2016 are as under:

	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Foreign Currency (USD)	(Rs. In Lakhs)	Foreign Currency (USD)	(Rs. In Lakhs)	Foreign Currency (USD)	(Rs. In Lakhs)
<b>Receivables</b>						
Loans and advances given	0.20	13.04	-	-	-	-
Investment in Deep International DMCC (refer Note 5)	0.14	8.80	-	-	-	-
Trade Receivables	28.77	1,871.49	36.48	2,355.59	3.64	42.77
<b>Loans &amp; Advances to Creditors</b>						
For Capital Goods	6.00	379.26	4.04	262.07	3.09	205.23
For Spares & Purchase	0.95	61.68	2.13	157.78	3.75	251.38
<b>Payables</b>						
Trade payables	0.69	44.75	0.32	1.24	1.33	88.11



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 43 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

## (a) Related Parties

## 1. Subsidiaries

- Deep Energy LLC, USA
- Deep Natural Resources Limited
- Prabhat Energy Pvt Ltd.
- Deep Onshore Drilling Services Pvt Ltd
- Deep International DMCC

## 2. Enterprises significantly influenced by KMP, or Relatives of KMP

- Adinath Exim Resources Limited
- Savla Oil & Gas Pvt. Ltd

## 3. Key Management Personnel

Name	Designation
Mr. Paras Savla	Chairman and MD
Mr. Rupesh Savla	Managing Director
Mr. Dharen Savla	Whole Time Director
Mr. Prem Singh Sawhney	Non - Executive Director
Mr. KIRIT Joshi	Independent Director
Mr. Sanjay Parodhi	Independent Director
Mr. Arun Mandlik	Independent Director
Ms. Renuka Upachyay	Independent Director
Mr. Rohan Shah	Chief Financial Officer
Mr. Akshit Soni	Company Secretary

## 4. Relative of Key Management Personnel

- Mr. Manoj Savla
- Mrs. Avantika Savla
- Mrs. Mita Manoj Savla
- Mr. Shail Manoj Savla
- Mrs. Shilpi Rupesh Savla
- Mr. Shonil Paras Savla

## (b) Transactions with related parties:

Nature of Transaction	Subsidiaries		Key Management Personnel		Enterprises significantly		Total	
	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Remuneration, Salary and Sitting Fees	-	-	113.67	116.89	-	-	113.67	116.89
Rent	-	-	136.17	132.45	-	-	136.17	132.49
Perquisites	-	-	1.41	1.53	-	-	1.41	1.53
Investments made during the year	8.90	532.09	-	-	-	-	8.90	532.09

## Balance Outstanding

	Payable		Receivable	
	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)	As at 31-03-2018 (Rs. In Lakhs)
Investments held in Subsidiaries	-	-	-	1,862.53
Key Management Personnel and their relatives	-	-	-	1,330.44
Enterprises controlled by Directors or their relatives	-	-	-	-
Total	-	-	-	1,871.43

## Notes:

(i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company with-a-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

## 44. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 - Quoted (and unquoted) prices in active markets for identical assets or liabilities.

Level 2 - Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 - Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

## I. Figures as at April 01, 2016

Financial Instrument	Note No.	Carrying Amount		Total	Fair value			Total	
		FVTPL	FVOCI		Level 1	Level 2	Level 3		
<b>Non Current Assets</b>									
<b>Financial Assets</b>									
(i) Investments	5	-	-	1,111.84	1,111.84	-	-	-	
(ii) Loans	6	-	-	-	-	-	-	-	
<b>Current Assets</b>									
<b>Financial Assets</b>									
(i) Investments	9	413.96	-	413.96	413.96	-	-	413.96	
(ii) Trade Receivables	10	-	-	5,577.74	5,577.74	-	-	-	
(iii) Cash and Cash Equivalents	11	-	-	480.59	480.59	-	-	-	
(iv) Bank balances other than above (i)-(iii)	12	-	-	1,318.53	1,318.53	-	-	-	
(v) Loans	13	-	-	5.51	5.51	-	-	-	
(vi) Others	14	-	-	70.72	70.72	-	-	-	
<b>TOTAL</b>		<b>413.96</b>	<b>-</b>	<b>413.96</b>	<b>5,664.93</b>	<b>9,078.89</b>	<b>413.96</b>	<b>-</b>	<b>413.96</b>
<b>Non Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	18	-	-	18,659.15	18,659.15	-	-	-	
(ii) Trade Payable	19	-	-	46.05	46.05	-	-	-	
(iii) Others	20	-	-	105.81	105.81	-	-	-	
<b>Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	23	-	-	1,944.81	1,944.81	-	-	-	
(ii) Trade Payable	24	-	-	1,450.44	1,450.44	-	-	-	
(iii) Others	25	-	-	9,308.22	9,308.22	-	-	-	
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>21,504.35</b>	<b>31,504.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## II. Figures as at March 31, 2017

Financial Instrument	Note No.	Carrying Amount		Total	Fair value			Total	
		FVTPL	FVOCI		Level 1	Level 2	Level 3		
<b>Non Current Assets</b>									
<b>Financial Assets</b>									
(i) Investments	5	-	-	1,887.50	1,887.50	-	-	-	
(ii) Loans	6	-	-	-	-	-	-	-	
(iii) Others	8	-	-	71.62	71.62	-	-	-	
<b>Current Assets</b>									
<b>Financial Assets</b>									
(i) Investments	9	2,813.83	-	2,813.83	2,813.83	-	-	2,813.83	
(ii) Trade Receivables	10	-	-	6,576.02	6,576.02	-	-	-	
(iii) Cash and Cash Equivalents	11	-	-	1,579.69	1,579.69	-	-	-	
(iv) Bank balances other than above (i)-(iii)	12	-	-	933.42	933.42	-	-	-	
(v) Loans	13	-	-	14.02	14.02	-	-	-	
(vi) Others	14	-	-	96.33	96.33	-	-	-	
<b>TOTAL</b>		<b>2,813.83</b>	<b>-</b>	<b>2,813.83</b>	<b>11,208.59</b>	<b>14,072.42</b>	<b>2,813.83</b>	<b>-</b>	<b>2,813.83</b>
<b>Non Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	18	-	-	17,744.71	17,744.71	-	-	-	
(ii) Trade Payable	19	-	-	11.22	11.22	-	-	-	
(iii) Others	20	-	-	147.40	147.58	-	-	-	
<b>Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	23	-	-	1,641.54	1,641.54	-	-	-	
(ii) Trade Payable	24	-	-	1,002.27	1,002.27	-	-	-	
(iii) Others	27	-	-	8,449.28	8,743.28	-	-	-	
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>29,495.98</b>	<b>29,495.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 44. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS (Contd.)

iii. Figures as at March 31, 2018

Financial Instrument	Note No.			Carrying Amount		Total	Fair value			Total
		FVTPL	FVOCI	Total Fair Value	Amortised Cost		Level 1	Level 2	Level 3	
<b>Non Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	5	-	4.04	4.04	1,875.49	1,877.53	1.04	-	-	7.01
(ii) Loans	-	-	-	-	-	-	-	-	-	-
(iii) Others	6	-	-	-	80.22	80.22	-	-	-	-
<b>Current Assets</b>										
<b>Financial Assets</b>										
(i) Investments	9	9,205.50	-	9,205.50	-	9,205.50	9,205.50	-	-	9,205.50
(ii) Trade Receivables	17	-	-	-	8,481.94	8,481.94	-	-	-	-
(iii) Cash and Cash Equivalents	23	-	-	-	3,045.73	3,045.73	-	-	-	-
(iv) Bank balances other than above (ii)	22	-	-	-	1,493.30	1,393.30	-	-	-	-
(v) Loans	15	-	-	-	6.23	6.23	-	-	-	-
(vi) Others	24	-	-	-	67.45	67.45	-	-	-	-
<b>TOTAL</b>		<b>9,205.50</b>	<b>4.04</b>	<b>9,209.54</b>	<b>14,948.36</b>	<b>24,157.90</b>	<b>9,209.54</b>	<b>-</b>	<b>-</b>	<b>9,209.54</b>
<b>Non Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	28	-	-	-	14,369.89	14,369.89	-	-	-	-
(ii) Trade Payable	19	-	-	-	45.26	45.26	-	-	-	-
(iii) Others	20	-	-	-	159.36	159.36	-	-	-	-
<b>Current Liabilities</b>										
<b>Financial Liabilities</b>										
(i) Borrowings	23	-	-	-	1,358.73	1,358.73	-	-	-	-
(ii) Trade Payable	24	-	-	-	1,717.50	1,717.50	-	-	-	-
(iii) Others	25	-	-	-	7,840.46	7,840.46	-	-	-	-
<b>TOTAL</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>25,491.80</b>	<b>25,491.80</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

During the reporting period ending March 31, 2017 and March 31, 2016, there were no transfers between Level 1 and Level 2 fair value measurements.

## IV. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Other Non-Current Financial Assets  
Borrowings (Non-Current)

As at 31-03-18      As at 31-03-17      As at 31-03-2016  
Discounted Cash Flow method using the risk adjusted discount rate.

No financial instruments have been routed through Other Comprehensive Income and hence separate reconciliation disclosure relating to this same is not applicable.



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The company's financial risk management policy is set by the Managing Board.

**Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the active process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

Refer Note 13 for interest rate profile of the Company's interest-bearing financial instrument at the reporting date.

**Foreign currency risk**

The Company operates locally, however, the nature of its operations requires it to transact in INR and USD and consequently the Company is exposed to foreign exchange risk in USD.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies. Being net forex gainer Company is having natural hedge position in USD currency.

**I. Foreign Currency Exposure**

Refer Note 41 for foreign currency exposure as at March 31, 2017, March 31, 2016 and April 01, 2015 respectively.

**II. Foreign Currency Sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

(Rs. in lakhs)

Currency	2017-18		2016-17	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(145.82)	145.82	(182.81)	182.81
Total	(145.82)	145.82	(182.81)	182.81

**Credit risk**

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. Almost all customers of the Company are either public sector undertakings or multinational Companies.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring on the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- (i) Actual or expected significant adverse changes in business;
- (ii) Actual or expected significant changes in the operating results of the counterparty;
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation;
- (iv) Significant increase in credit risk on other financial instruments of the same counterparty;
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

## 45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Non-current financial assets - loans		
Current financial assets - loans	6.23	14.02
<b>Total (A)</b>	<b>6.23</b>	<b>14.02</b>

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Trade Receivables	8,481.94	6,646.92
<b>Total (A)</b>	<b>8,481.94</b>	<b>6,646.92</b>

## Grand Total (A+B)

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

II. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	(Rs. in lakhs)	
	As at 31-03-2018	As at 31-03-2017
Up to 3 months	6,195.62	5,042.63
3 to 6 months	980.87	958.12
More than 6 months	1,005.45	645.17
<b>Total</b>	<b>8,481.94</b>	<b>6,646.92</b>

IV. Provision for expected credit losses against "II" and "III" above

The company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

## Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

## Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31-03-2018			As at 31-03-2017		
	Less than 1		Total	Less than 1		Total
	year	1 to 5 years		year	1 to 5 years	
Non-current financial liabilities - borrowings	-	14,369.89	14,369.89	-	17,743.72	17,743.72
Non-current financial liabilities - Trade Payable	-	45.26	45.26	-	11.22	11.22
Non-current financial liabilities - Others	-	159.96	159.96	-	147.96	147.96
Current financial liabilities - Borrowings	1,358.73	-	1,358.73	1,841.54	-	1,841.54
Current financial liabilities - Trade Payables	1,717.50	-	1,717.50	1,002.27	-	1,002.27
Current financial liabilities - Others	7,840.46	-	7,840.46	8,749.28	-	8,749.28
<b>Total</b>	<b>10,916.69</b>	<b>14,575.11</b>	<b>25,491.80</b>	<b>11,593.09</b>	<b>17,902.90</b>	<b>29,495.99</b>

## Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at	
	31-03-2018	31-03-2017
Total Debt	14,369.89	17,743.72
Equity	3,200.00	3,200.00
<b>Capital and net debt</b>	<b>17,569.89</b>	<b>20,943.72</b>
Gearing ratio	81.79%	84.72%



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

## II, Reconciliation of equity as at 1st April, 2016

	Reference	Indian GAAP	Adjustments	Ind AS
<b>ASSETS</b>				
<b>1. NON-CURRENT ASSETS:</b>				
(a) Property, Plant and Equipment		27,322.29	-	27,322.29
(b) Capital Work in Progress		10,225.58	-	10,225.58
(c) Intangible Assets		11.57	0.00	11.57
(d) Financial Assets				
(i) Investments		1,334.91	(0.02)	1,334.89
(ii) Loans		-	-	-
(iii) Others		88.24	(25.78)	62.46
(e) Other Non Current Assets		36.57	22.72	59.29
<b>TOTAL NON-CURRENT ASSETS</b>		<b>49,019.25</b>	<b>(3.08)</b>	<b>49,016.17</b>
<b>2. CURRENT ASSETS</b>				
(a) Inventories		632.35	0.01	632.36
(b) Financial Assets				
(i) Investments		401.79	12.27	413.96
(ii) Trade Receivables		5,557.74	-	5,557.74
(iii) Cash and Cash Equivalents		380.59	-	380.59
(iv) Bank Balances other than above (i)		1,318.51	0.02	1,318.53
(v) Loans		5.51	0.00	5.51
(vi) Others		70.72	-	70.72
(c) Other Current Assets		4,140.61	-	4,140.61
<b>TOTAL CURRENT ASSETS</b>		<b>12,507.81</b>	<b>12.20</b>	<b>12,520.02</b>
<b>TOTAL ASSETS</b>		<b>61,527.06</b>	<b>9.12</b>	<b>61,536.19</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
(a) Equity share capital		2,920.00	-	2,920.00
(b) Other equity	₹ 4,25.5	22,374.02	536.29	22,910.31
<b>TOTAL EQUITY</b>		<b>25,294.02</b>	<b>536.29</b>	<b>25,830.32</b>
<b>LIABILITIES</b>				
<b>1. NON-CURRENT LIABILITIES</b>				
(a) Financial liabilities				
(i) Financial liabilities				
(i) Borrowings		18,649.13	-	18,649.13
(ii) Trade Payables		46.05	-	46.05
(iii) Others		105.82	-	105.82
(a) Deferred Tax Liabilities (Net)		3,686.45	-	3,686.45
(c) Other Non Current Liabilities		-	-	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>22,487.46</b>	<b>-</b>	<b>22,487.46</b>
<b>2. CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings		1,344.81	-	1,344.81
(ii) Trade Payables		1,450.44	-	1,450.44
(iii) Other Financial Liabilities		3,307.63	506.47	3,814.10
(b) Other Current Liabilities		71.30	-	71.30
(c) Provisions		313.64	(933.64)	-
(d) Current Tax Liabilities (Net)		443.75	0.00	443.75
<b>TOTAL CURRENT LIABILITIES</b>		<b>33,745.57</b>	<b>(527.16)</b>	<b>33,218.40</b>
<b>TOTAL LIABILITIES</b>		<b>36,233.03</b>	<b>(527.16)</b>	<b>35,705.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>61,527.06</b>	<b>9.13</b>	<b>61,536.19</b>





## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

## III. Reconciliation of equity as at 31st March, 2017

	Reference	Indian GAAP	Adjustments	IND AS
<b>ASSETS</b>				
<b>1. NON-CURRENT ASSETS:</b>				
(a) Property, Plant and Equipment		51,852.18		51,852.18
(b) Capital Work in Progress		4,542.41		4,542.41
(c) Intangible Assets		10.53	0.00	10.53
(d) Financial Assets				
(i) Investments	**	1,867.00	1.83	1,868.83
(ii) Loans		91.34	-91.34	-
(iii) Others		0.66	70.96	71.62
(e) Other Non Current Assets		90.83	16.48	107.31
<b>TOTAL NON-CURRENT ASSETS</b>		<b>58,454.94</b>	<b>(2.06)</b>	<b>58,452.87</b>
<b>2. CURRENT ASSETS</b>				
(a) Inventories		1,055.93	-	1,055.93
(b) Financial Assets				
(i) Investments		2,699.92	113.91	2,813.83
(ii) Trade Receivables		6,646.92	-	6,646.92
(iii) Cash and Cash Equivalents		1,579.69	-	1,579.69
(iv) Bank balances other than above (ii)		933.43	-0.01	933.42
(v) Loans		14.02	-	14.02
(vi) Others		98.33	-	98.33
(c) Other Current Assets		1,791.07	-	1,791.07
<b>TOTAL CURRENT ASSETS</b>		<b>14,819.31</b>	<b>113.90</b>	<b>14,933.21</b>
<b>TOTAL ASSETS</b>		<b>73,274.25</b>	<b>111.84</b>	<b>73,386.09</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
(a) Equity share capital		3,200.00	-	3,200.00
(b) Other equity	** , # , % , \$ , @	34,627.43	805.09	35,432.52
		<b>37,827.43</b>	<b>805.09</b>	<b>38,632.52</b>
<b>LIABILITIES</b>				
<b>1. NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	@	17,743.72	-	17,743.72
(ii) Trade Payables		11.22	-	11.22
(iii) Others	**	147.96	-	147.96
(a) Deferred Tax Liabilities (Net)		4,690.70	-	4,690.70
(c) Other Non Current Liabilities		32.63	-	32.63
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>12,626.23</b>	<b>0.00</b>	<b>12,626.23</b>
<b>2. CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings		1,841.54	-	1,841.54
(ii) Trade Payables		1,002.27	-	1,002.27
(iii) Other Financial Liabilities		7,640.89	1,108.39	8,749.29
(b) Other Current Liabilities		103.86	-	103.86
(c) Provisions		1,802.91	-1,801.65	1.26
(d) Current Tax Liabilities (Net)		429.12	-	429.12
<b>TOTAL CURRENT LIABILITIES</b>		<b>12,820.59</b>	<b>-693.26</b>	<b>12,127.33</b>
<b>TOTAL LIABILITIES</b>		<b>35,446.82</b>	<b>(693.26)</b>	<b>34,753.57</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>73,274.25</b>	<b>111.84</b>	<b>73,386.09</b>



## DEEP INDUSTRIES LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

Reconciliation of total comprehensive income for the year ended 31st March, 2017

Reference	Indian GAAP	Adjustments	IND AS
<b>REVENUES</b>			
Revenue from operations	27,738.05	-	27,738.05
Other income	819.71	109.07	325.79
<b>Total REVENUE</b>	<b>28,557.76</b>	<b>109.07</b>	<b>28,666.84</b>
<b>EXPENSES</b>			
Operating Expense	8,449.73	-	8,449.72
Employees Benefits Expense	2,009.01	-16.02	1,992.99
Finance costs	2,226.50	7.52	2,228.03
Depreciation and amortization expense	3,351.89	-	3,351.89
Other expenses	1,717.94	0.00	1,717.94
<b>TOTAL EXPENSES</b>	<b>17,749.07</b>	<b>(8.50)</b>	<b>17,740.57</b>
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX</b>	<b>10,808.69</b>	<b>117.57</b>	<b>10,926.26</b>
Exchange gain / (loss)	-	-	-
Exceptional items (net)	-	-	-
<b>PROFIT BEFORE TAX</b>	<b>10,808.69</b>	<b>117.57</b>	<b>10,926.26</b>
<b>TAX EXPENSES</b>			
Current tax	2,437.51	-	2,437.51
Deferred tax/credit	-34.77	-	-34.77
Earlier years tax provisions (written back)	1,004.25	-	1,004.25
<b>PROFIT FOR THE YEAR</b>	<b>7,401.70</b>	<b>117.57</b>	<b>7,519.26</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
(A) (i) Items that will not be classified to profit or loss			
- Re-measurement gains/ (losses) on post-employment defined benefit plans	-	-16.02	-16.02
(A) (ii) Items that will be classified to profit or loss			
- Re-measurement gains/ (losses) on account of equity instruments	-	1.17	1.17
<b>OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>		<b>-14.85</b>	<b>-14.85</b>
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>	<b>7,401.70</b>	<b>102.72</b>	<b>7,504.40</b>

Summary of reconciliation of net profit between previous Indian GAAP and Ind AS

Particulars	Rs. in lakhs As at 31/03/2017
Net profit under previous GAAP	7,401.70
Adjustment as per Ind AS	
On account of unwinding of security deposit balances	(0.18)
On account of fair valuation of financial assets	101.73
Re-measurement gains/ (losses) on post-employment defined	16.02
<b>Net profit as per Ind AS</b>	<b>7,519.27</b>
Actual loss on employee defined benefit plan through OCI	-16.02
Re-measurement gains/ (losses) on account of equity instruments	1.17
<b>Total comprehensive income</b>	<b>7,504.42</b>

Summary of reconciliation of equity between previous Indian GAAP and Ind AS

Particulars	Rs. in lakhs	
	As at 31/03/2017	As at 01/04/2016
Equity under previous GAAP	34,627.44	22,374.04
Adjustment as per Ind AS		
On account of unwinding of security deposit balances	-3.24	-3.06
On account of fair valuation of financial assets	115.08	12.18
Adjustment of Proposed Dividends	693.24	527.17
<b>Equity under Ind AS</b>	<b>35,492.52</b>	<b>22,910.32</b>





**\*\* Fair Valuation adjustments for financial assets and financial liabilities:**

- Under IGAAP, security deposits given and taken were required to be carried at book value. Under Ind AS, the said concept has shifted from book value to fair value hence the same has been adjusted after considering FVTPL.

**# Deferred Tax on Ind AS adjustments:**

IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under GAAP. In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

**% Actuarial loss on defined benefit plan:**

Both under IGAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under IGAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, re-measurements (comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

**\$ Effect of changes in revaluation surplus:**

Para 39 to 42 of the Ind AS 16 "Property, Plant & Equipment" mandates that any change in the revaluation surplus is required to be routed through other comprehensive income (OCI). Accordingly, additional depreciation arising out of revalued property is also required to be routed through OCI account. The said effect has been eliminated from statement of profit and loss and has been shown under OCI.

**@ Fair valuation of borrowing through profit and loss account**

Ind AS 109 mandates financial instruments that are classified as fair value through profit or loss account to be fair valued whenever the financial statements are prepared. As per the provisions of Ind AS 105, where any transaction costs have been incurred at the time of obtaining term loan, then the said costs are required to be amortized at "Effective Interest Rate" (EIR) in time span of the said term loan.

**~ Others:**

**Sale of goods:**

Under the IGAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses.

**Other comprehensive Income:**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statements of profit and loss as 'other comprehensive income' include re-measurements of defined benefit plans and fair value gains or (losses) on FVOCI equity instruments and corresponding tax impact thereon. The concept of other comprehensive income did not exist under previous GAAP.

**Statement of cash flows:**

The transition from IGAAP to Ind AS has not had a material impact on the statement of cash flows.

"As per our report of even date attached

ON BEHALF OF THE BOARD OF DIRECTORS

For DHIRUBHAI SHAH & CO  
Chartered Accountants  
Firm Registration Number: 102511W

*Handwritten signature of Harish B. Patel*

Harish B. Patel  
Partner  
Membership Number: 014427  
Place: AHMEDABAD  
Date: 26th May, 2018



*Handwritten signature of Parash Savla*  
PARASH SAVLA  
Chairman & Managing Director  
DIN: 00145539

*Handwritten signature of Rohan Shah*  
ROHAN SHAH  
(Chief Financial Officer)  
Place: AHMEDABAD  
Date: 26th May, 2018

*Handwritten signature of Rupesh Savla*  
RUPESH SAVLA  
Managing Director  
DIN: 00126933

*Handwritten signature of Akshat Soni*  
AKSHAT SONI  
Company Secretary



# DEEP CH4 PRIVATE LIMITED

2017-18

AUDITORS

**Punit Prajapati & Co.**

Chartered Accountants

B-810, Titanium City Centre,  
Nr. Sachin Tower, 100ft Anandnagar Road,  
Satellite, Ahmedabad -380015.  
Ph: 079-26934101/2, E-mail: punitca@gmail.com

Punit Prajapati & Co.  
Chartered Accountants

## INDEPENDENT AUDITORS' REPORT

To,

THE MEMBERS OF THE  
**DEEP CH4 PRIVATE LIMITED**  
14 GROUND FLOOR, ABHISHREE CORPORATE PARK, AMBLI BOPAL  
ROAD, AMBLI, AHMEDABAD GUJARAT-380058.

### **Report on the Financial Statements**

We have audited the accompanying Financial Statements of M/s. DEEP CH4 PRIVATE LIMITED, which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit & Loss for the year ended March 31, 2018, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, The aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018.
- (ii) in the case of the Statement Profit & Loss of the profit/loss of the company for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, does not apply as per para 1(2) (v) of the said order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit & Loss dealt with by this Report are in agreement with the books of account;



- d. in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors, as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, does not apply as per notification issued on 13.06.2017 in Sr. No. 9A
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to:
- i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Date: June 04, 2018  
Place: Ahmedabad

**For Punit Prajapati & Co.**  
Chartered Accountants  
FRN:126513W



*Punit Prajapati*

**Punit Prajapati**  
Partner  
M.N. 120089

**DEEP CH4 PRIVATE LIMITED**

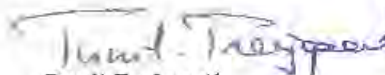
Balance Sheet as at 31st March, 2018

CIN : U14292GJ2006PTC049371

Particulars	Note	₹	
		As At 31 March, 2018	As At 31 March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	6,60,000	6,60,000
Reserves and Surplus	4	2,01,797	1,74,114
	<i>Total</i>	<b>8,61,797</b>	<b>8,34,114</b>
<b>Current Liabilities</b>			
Short-Term Provisions	5	11,800	5,900
	<i>Total</i>	<b>11,800</b>	<b>5,900</b>
	<b>TOTAL</b>	<b>8,73,597</b>	<b>8,40,014</b>
<b>ASSETS</b>			
<b>Current Assets</b>			
Current Investment	8	8,54,353	8,32,767
Cash and Cash Equivalents	7	19,244	7,247
	<i>Total</i>	<b>8,73,597</b>	<b>8,40,014</b>
	<b>TOTAL</b>	<b>8,73,597</b>	<b>8,40,014</b>

See Accompanying Notes to the Financial Statements  
In terms of our report of even date attached

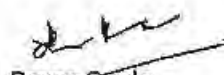
For Punit Prajapati & Co.  
Chartered Accountants

  
Punit Prajapati

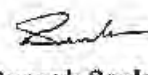
Partner  
M.N. 120089, FRN:126513W  
Date: June 04, 2018  
Place: Ahmedabad



For and on Behalf of the Board

  
Parag Savla

Director  
DIN-00145639  
Date: June 04, 2018  
Place: Ahmedabad

  
Rupesh Savla

Director  
DIN-00126303



**DEEP CH4 PRIVATE LIMITED**

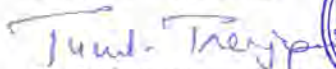
Profit &amp; Loss Statement for the Year Ended 31st March, 2018

CIN : U14292GJ2006PTC049371

Particulars	Note	₹	
		For the Year Ended 31 March, 2018	For the Year Ended 31 March, 2017
Other Income	8	36,586	37,775
<i>Total Revenue</i>		<b>36,586</b>	<b>37,775</b>
<b>EXPENSES</b>			
Finance Costs		3,003	3,450
Other Expenses	9	5,900	12,180
<i>Total Expenses</i>		<b>8,903</b>	<b>15,630</b>
<b>Profit Before Tax</b>		<b>27,683</b>	<b>22,145</b>
<b>Tax Expense</b>			
Current Tax	-	-	-
<b>Profit for the Year</b>		<b>27,683</b>	<b>22,145</b>
<b>Earning Per Equity Share</b>			
Basic (for 66000 Shares of Rs. 10 Each)		0.42	0.34
Diluted (for 66000 Shares of Rs. 10 Each)		0.42	0.34

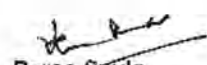
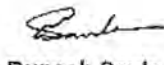
See Accompanying Notes to the Financial Statements  
In terms of our report of even date attached

For Punit Prajapati & Co.  
Chartered Accountants

  
Punit Prajapati  
Partner  
M.N. 120089, FRN:126513W  
Date: June 04, 2018  
Place: Ahmedabad



For and on Behalf of the Board

   
Paras Savla                      Rupesh Savla  
Director                              Director  
DIN-00145639                      DIN-00126303  
Date: June 04, 2018  
Place: Ahmedabad

## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## NOTES TO THE FINANCIAL STATEMENTS AS ON MARCH 31, 2018

**Note 1 CORPORATE INFORMATION**

Deep CH4 Private Limited was incorporated as a Private Limited Company on 15<sup>th</sup> November, 2006 Under Companies Act of 1956 with Register of Companies, Ahmedabad vide Registration No.: 049371. (CIN: U14292GJ2006PTC049371)

DEEP CH4 Private Limited is incorporated to carry on all or any of the business of prospecting, exploring, developing, opening and working mines, drilling and sinking shafts or wells and to pump, refine raise, dig and quarry coal bed methane, minerals, ores, gases such as methane gas i.e. CH4.

**Note 2 SIGNIFICANT ACCOUNTING POLICIES****1. Accounting Convention**

The financial statements are prepared under the historical cost convention. These statements have been prepared in accordance with applicable mandatory accounting standards and relevant presentation requirements of the Companies Act, 2013.

**2. Revenue Recognition**

The Company generally follows accrual system of accounting as required under section 128(1)(ii) of the Companies Act, 2013.

**3. Fixed Asset and Depreciation**

There is no fixed assets.

**4. Inventories**

The company does not carry any inventory.

**5. Investments**

Investment are stated at cost or market value whichever is less. Dividend Income is Recognised as and when declared and credited in form of additional units by mutual fund. Being investment in mutual fund on which dividend is being reinvested and considering the principle of materiality, dividend income and cost of investment derived based on the value reinvested as confirmed by the mutual fund account statement.

**6. Retirement Benefit**

- i) Gratuity provision are not applicable to the Company for the year under review.
- ii) Provident Fund Act does not apply to the Company.

**7. Earning Per Share**

The Company reports basic and diluted earning per share (EPS) in accordance with Accounting Standard-20 on earning per share. Basic EPS is computed by dividing net profit or loss for the year by weighted average number of equity shares outstanding during the year.

**8. Expenses**

All material known liabilities are provided on the basis of available information/estimates.

**9. Contingent Liabilities**

Contingent Liabilities, if any, not provided for are disclosed by way of notes to the accounts.

**10. Taxation**

**Income Tax** :Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

**Note 3 Share Capital**

Particulars	2018	2017
<b>Authorised Capital</b>		
66000 Equity Shares of Rs.10 Each.	6,60,000	6,60,000
<b>Issued, Subscribed and Paid up Capital</b>		
66000 Equity Shares of Rs.10 Each Fully Paid Up.	6,60,000	6,60,000
<b>Total</b>	<b>6,60,000</b>	<b>6,60,000</b>





## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## (a) Reconciliation of the Shares Outstanding at Beginning and at end of the year

Particulars	2018	2017
Number of Shares Outstanding at Beginning of the Year	66,000	66,000
Addition During the Year	0	0
Number of Shares Outstanding at End of the Year	66,000	66,000

## (b) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees, if any.

## (c) Details of shareholders holding more than 5% shares in the company

Share Holder		2018	2017
Paras Shantilal Savla	Shares	33,000	33,000
	Percentage	50.00%	50.00%
Rupesh Kantilal Savla	Shares	33,000	33,000
	Percentage	50.00%	50.00%

## Note 4 Reserves and Surplus

Particulars	2018	2017
<b>Reserves and Surplus</b>		
<b>Surplus</b>		
Balance at the Beginning of the Year	1,74,114	1,61,969
Add : Profit & Loss A/c	27,683	22,145
	2,01,797	1,74,114
Balance Carried Forward	2,01,797	1,74,114

## Note 5 Short-Term Provisions

Particulars	2018	2017
Audit Fees	11,800	5,500
Total	11,800	5,500

## Note 6 Current Investment

Particulars	2018	2017
Trade Investment		
<u>Unquoted</u>		
Number of Units	853	831
IDFC Mutual Fund	854353	832767
( Market Value Unquoted Investment as on 31.03.2018 is Rs.854353/- and Previous Year Market Value Rs. 832767/- )		
Total	8,54,353	8,32,767

## Note 7 Cash and Cash Equivalents

Particulars	2018	2017
Balances With Banks	13,702	1,705
Cash on Hand	5,542	5,542
Total	19,244	7,247



## DEEP CH4 PRIVATE LIMITED

(All amounts in ₹)

## Note 8 Other Income

Particulars	2018	2017
Dividend Income (Mutual Fund)	36,586	37,775
Total	36,586	37,775

## Note 9 Other Expenses

Particulars	2018	2017
Payments to the Auditor		
As Auditor	5,900	5,900
Professional Fees	0	750
ROC Expenses	0	2,000
Preliminary Expenses Written Off	0	3,530
Total	5,900	12,180

## Note 10 Miscellaneous

- Balances of Trade Receivable, Creditors for Expenses and Loans & Advances are subject to confirmations from parties.
- Previous Year's figures are regrouped or rearrange for better presentation.

In terms of our report of even date attached

**For Punit Prajapati & Co.**

Chartered Accountants

*Punit Prajapati*  
Punit Prajapati

Partner

M.N. 120089, FRN:126513W

Date: June 04, 2018

Place: Ahmedabad



**For and on Behalf of the Board**

*Paras Savla*  
Paras Savla

Director

DIN-00145639

Date: June 04, 2018

Place: Ahmedabad

*Rupesh Savla*  
Rupesh Savla

Director

DIN-00126303



**NIRBHAY**

CAPITAL SERVICES PRIVATE LIMITED

CATEGORY - I MERCHANT BANKER

CIN-U67120GJ2006PTC047985

To,  
**The Board of Directors,**  
**Deep Industries Limited**  
 12A & 14, Abhishree Corporate Park,  
 Ambli Bopal Road,  
 Ambli, Ahmedabad -380058,  
 Gujarat, India.

Dear Sir / Madam,

**Subject: Scheme of Arrangement under Sections 230-232 of the Companies Act, 2013 read with other applicable provisions and rules made thereunder involving Deep Industries Limited ("Company" or "Demerged Company") and Deep CH4 Limited ("DCL" or "Resulting Company") and their respective shareholders and creditors (the "Scheme")**

This is with reference to our engagement letter dated August 24, 2018 entered with the Company for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to DCL made in the abridged prospectus, prepared by the Company and DCL, to be sent to the shareholders of the Company, pursuant to the Scheme.

The Scheme involves the demerger, transfer and vesting of Oil and Gas Services Undertaking as defined in the Scheme on a going concern basis to DCL and the consequent issue of the shares by Deep CH4 Limited in the manner as set out in the Scheme and the applicable laws. Accordingly, we have been provided the Abridged Prospectus dated August 28, 2018 ("Abridged Prospectus", enclosed as Annexure 1), as prepared by the Company and DCL. The Abridged Prospectus will be circulated to the members of the Company at the time of seeking their approval to the Scheme as part of the explanatory statement to the Notice to the Shareholders.



TRUST WITHOUT FEAR

Registered Office : 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad-380 054, Gujarat, India.  
 Phone : +91-79-26870649, +91-79-48970649 Fax : +01-79-26870228, Web : www.nirbhaycapital.com - email : info@nirbhaycapital.com

Based on the information, undertakings, documents and confirmations furnished to us by the Company and DCL, we hereby confirm that the information pertaining to DCL contained in the Abridged Prospectus is accurate and adequate, in terms of the paragraph 3(a) of Annexure I of the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") read with Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, as applicable ("Format of Abridged Prospectus").

The above confirmation is based on the information and explanations furnished to us by the representatives of Company and DCL during the course of our due diligence. While conducting our due diligence exercise, we have assumed the genuineness of all signatures, authenticity of all the documents, information and statements submitted to us as the original and conformity of copies or extracts submitted to us with that of original documents. We have relied upon the information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit or verification of financial information and its accuracy and accordingly we are unable to and do not express any opinion on the fairness of any such financial information referred to in the Abridged Prospectus. Apart from the details pertaining to DCL, we do not express any opinion nor certify the content included in the Abridged Prospectus including risk factors, outstanding litigations and claims, details of the scheme and its benefits. This certificate is based on the information as at August 28, 2018. This certificate is a specific purpose certificate issued in terms with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed to be, a certification of compliance of the Scheme with the provisions of applicable law including company, taxation and securities markets related laws or as regards any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Scheme or as to how the holders of equity shares of the Company should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Scheme for or as to the financial performance of the Company or DCL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no



responsibility) as to whether shareholders/investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/ subsidiaries/associates etc.).

**For Nirbhay Capital Services Private Limited**



(Akshesh Dave)

**Vice-President - Merchant Banking**



**Date: September 22, 2018**

**Place: Ahmedabad**

**Enclosure: Abridged Prospectus**

Annexure 4

**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS  
(AS PROVIDED IN PART D OF SCHEDULE VIII OF THE ICDR REGULATIONS)**

This Document contains information pertaining to unlisted entity involved in the proposed Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their respective shareholders and creditors in terms of requirements specified in Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

**THIS ABRIDGED PROSPECTUS CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU  
HAVE RECEIVED ALL PAGES**

**Deep CH4 Limited**

**Corporate Identification Number (CIN): U1429GJ2006PLCO49371**

**Registered Office:** 14, Ground Floor, Abhishree Corporate Park, Ambli Bopal Road, Ambli,  
Ahmedabad – 380058, Gujarat, India

**Tel:** 02717 298510

**Fax:** 02717 298520

**Contact Person:** Ms. Disha Shah

**E-mail:** deepch4lid@yahoo.com

**Promoters of Deep CH4 Limited<sup>\*\*</sup>:**

Sr. No.	Name of the Promoters	PAN	Address
1	Paras Shantilal Savla	AADPS0170N	35/36, Basant Bahar-1, Opp. Sterling Club, Bopal, Ahmedabad - 380058
2	Rupesh Kantilal Savla	AACPS6257P	13 Krishna Society, Near Law Garden, Ellisbridge, Ahmedabad - 380006

*\*\*Upon the Scheme of Arrangement (as defined hereinafter) becoming effective, the promoters of Deep CH4 Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations")*

**CONSIDERATION UNDER THE SCHEME OF ARRANGEMENT AND LISTING DETAILS**

Pursuant to the Scheme of Arrangement between Deep Industries Limited ("Demerged Company") and Deep CH4 Limited ("Resulting Company") and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of Deep Industries Limited to Deep CH4 Limited ("Scheme"), each shareholder of Deep Industries Limited shall be issued 1 (One) fully paid up equity share of face value of INR. 10 (Indian Rupees Ten) each of Deep CH4 Limited for every 1 (One) equity share held by such shareholder in Deep Industries Limited. Upon such allotment of equity shares by Deep CH4 Limited and with effect from the Effective Date, in order to ensure that the shareholding pattern of Deep CH4 Limited be the same as the shareholding pattern of Deep Industries Limited, the existing paid up equity share capital of Deep CH4 Limited of Rs.6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of Deep CH4 Limited. Further, pursuant to the Scheme of Arrangement, subject to applicable laws and receipt of requisite approvals.





including exemption from Rule 19(2)(b) of the Securities Contracts (Regulations) Rules, 1957 (the "SCRR") to be obtained from the Securities Exchange Board of India ("SEBI"), the Equity Shares would be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

#### DETAILS OF THE STATUTORY AUDITOR

**Name:** Dhruvhai Shah & Co LLP  
Chartered Accountant  
Firm Registration No. – 102511W/W100298  
**Address:** 4<sup>th</sup> Floor, Aditya Building, Near Sardar Patel Seva Samaj, Mithakhadi Six Roads, Ellis bridge, Ahmedabad -380 006.  
**Phone** : 079-26403325/26  
**E-mail** : info@dbsgroup.in

#### INDEX CONTENT

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#### DETAILS OF PROMOTERS OF DEEP CH4 LIMITED\*

Sr. No.	Name of Promoters	No. of Shares Held	% of Holding
1	Paras Shantilal Savla	5,500	8.33%
2	Rupesh Shantilal Savla	16,500	25%
<b>Total Shareholding</b>		<b>22,000</b>	<b>33.33%</b>

Name of the Listed Group Company of Deep CH4 Limited: Deep Industries Limited

\*Upon the Scheme of Arrangement becoming effective, the promoters and group companies of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.



**BUSINESS OVERVIEW AND STRATEGY OF DEEP CH4 LIMITED**

Deep CH4 was incorporated with the object of being engaged in the business of carrying on all or any of the business of prospecting, exploring, developing, opening and working mines, drilling and sinking shafts or wells and to pump, refine, raise, dig and quarry coal bed methane, minerals, ores, gases such as methane gas i.e. CH4.

Further, upon the Scheme coming into effect, the main object of Deep Industries Limited, as outlined herein below, shall be added to the Main Object of Deep CH4 Limited and Clause III of the Memorandum of Association of Deep CH4 Limited shall stand amended as under:

*"To provide latest equipments like Air Compressor, Gas Compressor, rigs and other equipments, efficient services like operation and maintenance, man power deployment and execution of turnkey projects related to oil gas sector on charter hire basis and carry on business of transport operators, cartagers and haulage contractors, garage proprietors, owners, charterers and lessors of road vehicles of every description and to act as carriers of goods by road, rail, water, air carriage contractors, forwarding, transporting and commission agents, custom agents, wharfingers, cargo superintendents, packers, warehousemen, store-keeper and job-masters and carry on anywhere in India and out of India the business of running of transportation of all kinds on such lines/routes as the Company may deem fit and to transport all types of goods and generally to carry on the business of the common carriers."*

**BOARD OF DIRECTORS**

Set forth below are the details regarding the Board of Directors of Deep CH4 Limited as on date:

Sr. No.	Name of the Director	Designation	Experience including other directorships
1	Paras Shantilal Savla	Director	Mr. Paras Savla has overall experience of 26 years. Other than Deep CH4 Limited, he holds directorships in: 1) Deep Industries Limited 2) Prabha Energy Private Limited 3) Deep Onshore Drilling Service Pvt. Ltd. 4) Deep Natural Resources Limited 5) Deep Methan Pvt Ltd. 6) Adinath Exam Resources Ltd 7) Savla Oil And Gas Private Limited
2	Rupesh Kantilal Savla	Director	Mr. Rupesh Savla has overall experience of 22 years. Other than Deep CH4 Limited, he holds directorships in: 1) Deep Industries Limited 2) Deep Natural Resources Limited 3) Savla Oil And Gas Private Limited 4) Deep Onshore Drilling Services Pvt. Ltd. 5) Deep Methane Private Limited 6) Prabha Energy Private Limited
3	Dharen Shantilal Savla	Director	Mr. Dharen Savla has overall experience of 14 years. Other than Deep CH4 Limited, he holds directorships in:





			1) Deep Natural Resources Limited 2) Deep Onshore Drilling Services Pvt.Ltd. 3) Deep Methane Private Limited 4) Prabha Energy Private Limited
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**DETAILS AND REASONS FOR NON-DEPLOYMENT OR DELAY IN DEPLOYMENT OF PROCEEDS OR CHANGES IN UTILIZATION OF ISSUE PROCEEDS OF PAST PUBLIC ISSUES, IF ANY, OF DEEP CH4 LIMITED IN THE PRECEDING 10 YEARS**

Not Applicable

**CAPITAL STRUCTURE OF DEEP CH4 LIMITED AS ON DATE**

Sr. No.	Particulars	Description of Equity Shares
1	Authorized Share Capital	66,000 equity shares of face value of INR 10 each
2	Issued, Subscribed and Paid-up Equity Share Capital	66,000 equity shares of face value of INR 10 each

**PRE & POST SCHEME SHAREHOLDING PATTERN OF DEEP CH4 LIMITED (BASED ON SHAREHOLDING PATTERN OF DEEP INDUSTRIES AS ON JUNE 30, 2018)**

Sr. No.	Particulars	Number of Equity Shares prior to Scheme of Arrangement becoming effective	% of holding prior to Scheme of Arrangement becoming effective	Number of Equity Shares post Scheme of Arrangement becoming effective	% of holding post Scheme of Arrangement becoming effective
1.	Promoter and promoter group*	6,60,000	100%	2,03,16,847	63.49%
2.	Public			1,16,83,153	36.51%
3.	Non-Promoter – Non Public				
	<b>Total</b>	<b>6,60,000</b>	<b>100%</b>	<b>3,20,00,000</b>	<b>100%</b>

Note: Promoter shareholding includes shares held jointly with nominees.

\*Upon the Scheme of Arrangement becoming effective, the promoters and promoter group of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.

**AUDITED FINANCIALS**

**Standalone Financial Information**

(All amounts are in Rs. except where otherwise stated)

Particulars	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
Total revenue from operations (net)	36,586	37,775	41,731
Net Profit / (Loss)	27,683	22,145	29,202



before tax and extraordinary items			
Net Profit / (Loss) after tax and extraordinary items	27,683	22,145	29,202
Equity Share Capital (Face value of Rs. 10/- each)	6,60,000	6,60,000	6,60,000
Reserves and Surplus / Other Equity	2,01,797	1,74,114	1,51,969
Net worth	8,61,797	8,34,114	8,11,969
Basic earnings per share (in Rs.)	0.42	0.34	0.44
Return on net worth (%)	3.21%	2.65%	3.60%
Net asset value per share (in Rs.)	13.06	12.64	12.30

#### RISK FACTORS

The below mentioned risks are top risks applicable to Deep CH4 Limited:

1. The Scheme of Arrangement is subject to (i) approval of shareholders and creditors of Deep Industries Limited and Deep CH4 Limited; (ii) sanction by the National Company Law Tribunal in accordance with Section 230 to 232 of the Companies Act, 2013; (iii) exemption under Rule 19(2)(b) of SCRR from SEBI; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of Equity Shares. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed, which will adversely impact Deep CH4 Limited's ability to conduct its business activities as contemplated in the said Scheme of Arrangement.
2. The efforts of Deep CH4 Limited at integrating acquired businesses, pursuant to the Scheme of Arrangement becoming effective, based on prevailing market conditions, may not yield timely or effective results or at all, which may affect its financial condition and results of operations. Deep CH4 Limited's failure to derive anticipated synergies could expose it to potential risks of integrating acquired businesses. Deep CH4 Limited's inability to generate sufficient revenue to offset the costs of acquisition could significantly disrupt its ability to manage acquired business and adversely affect its financial condition and results of operations.
3. Changes in the regulatory environment in which Deep CH4 Limited operates could have a material adverse effect on its business, financial condition, result of operations and prospects. The regulatory and policy environment in which Deep CH4 Limited operates is evolving and subject to change. Such changes may adversely affect its business, results of operations and prospects, to the extent that Deep CH4 Limited is unable to suitably respond to and comply with any changes in applicable law and policy.
4. The Equity Shares of Deep CH4 Limited have never been publicly traded and after the Scheme of Arrangement becoming effective, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to sell the Equity Shares issued pursuant to the Scheme of Arrangement at or above the deemed acquisition cost or at all.



**SUMMARY OF OUTSTANDING LIABILITIES, CLAIMS AND REGULATORY ACTIONS**

1. Total number of outstanding litigations against Deep CH4 Limited and the amount involved  
NIL
2. Brief details of top material outstanding litigations against Deep CH4 Limited and the amount involved  
NIL
3. Regulatory action, if any -- disciplinary action taken by SEBI or Stock Exchanges against the Promoter / Group Companies in Last 5 Financials years including outstanding action

The Company, its promoters or directors have not been directly or indirectly, debarred from accessing the capital market and have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. However, SEBI in its order SEBI/WUM/MPB/VD/ID-6/162/2018 dated 16th April 2018, has observed that Mr. Rupesh Savla, director of Deep Industries Limited, traded in the scrip of Deep Industries Limited while in possession of unpublished price sensitive information. SEBI has directed freezing of bank accounts (to the extent of amount to be transferred to the Escrow Account) and demat accounts of Mr. Rupesh Savla till the amount of gains from the said transaction are credited to an Escrow Account with a lien in favour of SEBI. The director has contested above the claim of SEBI.

4. Brief details of outstanding criminal proceedings against the promoter\*

NIL

*\*Upon the Scheme of Arrangement becoming effective, the promoters of Deep CH4 Limited shall be identified in accordance with SEBI ICDR Regulations.*

**RATIONALE AND BENEFITS OF THE DRAFT SCHEME OF ARRANGEMENT**

- (i) Deep Industries Limited primarily operates in two business segments: (i) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services; and (ii) oil and gas exploration and production. Each of the businesses carried on by Deep Industries Limited by itself and along with its subsidiaries including Oil and Gas Services Business have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for Oil and Gas Services Business is separate and distinct from oil and gas exploration and production business. The Oil and Gas Services Business and oil and gas exploration and production business of Deep Industries Limited are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which Oil and Gas Services Business and oil and gas exploration and production business of Deep Industries Limited are required to be handled and managed. In order to lend greater/enhanced focus to the operation of the said businesses, it is proposed to re-organize the Oil and Gas Services Undertaking by way of demerger and transfer of the same from Deep Industries Limited to Deep CH4 Limited. The proposed demerger would result in segregation of Oil and Gas Services Undertaking into Resulting Company and housing of active exploration and production assets relating to oil and gas exploration and production business with the Demerged Company.



- (ii) The proposed segregation would enable greater/enhanced focus of the management in the Oil and Gas Services Business and oil and gas exploration and production business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses.
- (iii) The management believes that the proposed demerger will result in unlocking the true value of Oil and Gas Services Business thereby creating enhanced value for shareholders and will also allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders connected with Deep Industries Limited.
- (iv) The proposed demerger will also provide scope for independent collaboration and expansion for each of the businesses as well as enable attracting investors and provide better flexibility in accessing capital for each of the businesses carried on by Deep Industries Limited.

#### ANY OTHER IMPORTANT INFORMATION AS PER DEEP CH4 LIMITED

Nil

#### DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For, Deep Industries Limited

  
 Akshat Soni  
 Company Secretary and Compliance Officer  
 Membership No. 34152

Date: 28.08.2018

Place: Ahmedabad



## Dhnanjay Trivedi & Associates

**CHARTERED ACCOUNTANTS**

302/2, Ankur, Nr. Ship Building, C. G. Road, Ahmedabad-380 006 • M : 98260 63874 • Email : dhnanjay\_trivedi09@yahoo.co.in

Ref. No.

Date:

### TO WHOM SO EVER IT MAY CONCERN

We refer to the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 and NSE Circular NSE/CMJ/2017/12 dated 01 2017, in this regard, for scheme filed by a listed company with SEBI / Stock Exchanges, the listed company is required to obtain the valuation report to display workings, relative fair value per share and fair share exchange ratio. The details required as required to be submitted in the format as under:

#### Computation of Fair Share Exchange Ratio:

Valuation Approach	Deep Industries Limited		Deep CH4 Limited	
	Value per share	Weight	Value per share	Weight
Asset Approach	-	-	-	-
Income Approach	-	-	-	-
Market Approach	-NOT	APPLICABLE	-	-
Relative Value per Share	-	-	-	-
Exchange Ratio (rounded off)	-	-	-	-

**Ratio: \_\_\_ equity shares of Deep Industries Limited of INR \_\_\_ each fully paid up for every \_\_\_ equity shares of Deep CH4 Limited of INR \_\_\_ each fully paid up**

However, as per Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the listed entity / resulting company. Further, Para I(A)(4)(d) of the said Circular clarifies that 'no change in shareholding pattern' would include a case where a listed entity (say, 'entity A') demerges a unit and makes it a separate company (say, 'entity B') and all the following conditions are fulfilled:

- (i) Shareholding of entity B is comprised only of the shareholders of entity A
- (ii) Shareholding pattern of entity B is the same as in entity A
- (iii) Every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger

We understand that a Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors has been submitted to stock exchanges for their approval. In the instant case, the Scheme provides that upon the Scheme becoming effective, the existing paid-up share capital of Deep CH4 Limited (the Resulting Company) shall be cancelled and pursuant to the demerger, every shareholder of Deep Industries Limited (the Demerged Listed Company) will become shareholder of Deep CH4 Limited in the same proportion as shares held by such shareholders in Deep Industries Limited. Further, there will





## Dhananjay Trivedi & Associates

CHARTERED ACCOUNTANTS

302/2, Aniket, Nr. Shilp Building, C. G. Road, Ahmedabad-380 006. • M : 98250 63874 • Email : dhananjay\_trivedi09@yahoo.co.in

Ref. No. \_\_\_\_\_

Date \_\_\_\_\_

not be any change in the shareholding pattern of Deep Industries Limited. Considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para 1(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable.

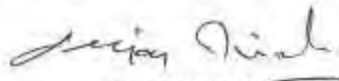
In our opinion and to the best of our information and according to the explanation given to us, considering the above, we certify that the valuation required by the SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017 and NSE Circular No: E/CML/2017/12 dated 01/2017 in the manner specified therein will not be applicable in the instant case. Further, fairness opinion of the merchant banker on valuation will also not be required in the instant case.

This certificate is issued for onward submission to the National Stock Exchange of India Limited and BSE Limited and should not be used for any other purpose without our prior written consent.

Yours faithfully,

For DHANANJAY TRIVEDI AND ASSOCIATES  
CHARTERED ACCOUNTANTS

Dated: 6<sup>th</sup> July, 2018  
Place : Ahmedabad

  
PROPRIETOR  
DHANANJAY TRIVEDI

Mem No 43156  
FRN 101298W







CATEGORY - I MERCHANT BANKER  
CIN-U67120GJ2006PTC047985

To,  
The Board of Directors,  
Deep Industries Limited,  
12A and 14, Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad - 380058

**Subject: Fairness Opinion on the report of M/s Dhananjay Trivedi & Associates, Chartered Accountants, with respect to the proposed Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors**

Dear Sirs,

We understand that a Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited and their shareholders and creditors has been submitted to stock exchanges for their approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, for scheme filed by a listed company with SEBI / Stock Exchanges, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with NSE Circular NSE/CML/2017/12 dated June 1, 2017 requires the listed company to obtain the valuation report to display workings, relative fair value per share and fair share exchange ratio in the prescribed format. Further, the listed entity is also required to submit a fairness opinion by a SEBI registered merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted entity.

However, as per Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the listed entity / resulting company. Further, Para I(A)(4)(d) of the said Circular clarifies that 'no change in shareholding pattern' would include a case where a listed entity (say, 'entity A') demerges a unit and makes it a separate company (say, 'entity B') and all the following conditions are fulfilled:

- (i) Shareholding of entity B is comprised only of the shareholders of entity A
- (ii) Shareholding pattern of entity B is the same as in entity A
- (iii) Every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger



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Phone : +91-79-26870649, +91-79-48970649 Fax : +01-79-26870228, Web. : www.nirbhaycapital.com - email : info@nirbhaycapital.com



CATEGORY - I MERCHANT BANKER

CIN-U67120GJ2006PTC047985

In this regard, M/s Dhananjay Trivedi & Associates, Chartered Accountants, have certified that the requirement of valuation report is not applicable for the proposed Scheme pursuant to Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 vide certificate dated July 6, 2018. Based on the examination of the proposed Scheme, it has been observed by M/s Dhananjay Trivedi & Associates, Chartered Accountants, that:

- (i) Upon the Scheme becoming effective, the existing paid-up share capital of Deep CH4 Limited (the Resulting Company) shall be cancelled and pursuant to the demerger, every shareholder of Deep Industries Limited (the Demerged Listed Company) will become shareholder of Deep CH4 Limited in the same proportion as shares held by such shareholders in Deep Industries Limited.
- (ii) Further, there will not be any change in the shareholding pattern of Deep Industries Limited.
- (iii) Considering that the post scheme shareholding pattern of the Resulting Company would be same as that of the Demerged Company and every shareholder in the resulting Company would hold equity shares in the same proportion as held by it in the Demerged Company, in view of provisions of Para I(A)(4)(b) of Annexure-I of the SEBI Circular dated 10 March 2017, the requirement of obtaining valuation report is not applicable.

Based on our examination of the Scheme of Arrangement, the shareholding pattern of Deep Industries Limited and Deep CH4 Limited before and after the proposed Scheme of Arrangement and the certificate of M/s Dhananjay Trivedi & Associates, Chartered Accountants dated July 6, 2018 and considering the information and explanation given to us, it is our opinion that the conclusion of M/s Dhananjay Trivedi & Associates, Chartered Accountants, that the requirement of valuation report is not applicable for the proposed Scheme pursuant to Para I(A)(4)(b) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 is Fair.

Yours faithfully,

For Nirbhay Capital Services Private Limited

(Akshesh Dave)  
Vice President (Merchant banking)



Date: 12/07/2018  
Place: Ahmedabad

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# Walker Chandniok & Co LLP

**Strictly Private and Confidential**

To,

**Board of Directors  
Deep Industries Limited  
12A&14,  
Abhishree Corporate Park,  
Ambli Bopal Road, Ambli,  
Ahmedabad, Gujarat.**

**Walker Chandniok & Co LLP**  
16th Floor, Tower J  
IndoBulls Finance Centre  
53 Marg, Ekpateshwar (W)  
Mumbai-400013  
India

T +91 22 6626 2007  
F +91 22 6626 2001

Date 25 May 2018

**Sub: Recommendation of Share Entitlement Ratio for the proposed demerger of Oil and Gas Services Business of Deep Industries Limited**

Dear Sir / Madam,

We refer to our engagement letter and subsequent discussions with the management of Deep Industries Limited (referred to as "the Company"/"Client"/"Deep Industries") requesting Walker Chandniok & Co LLP (hereinafter referred to as "WCC") for recommendation of the Share Entitlement Ratio for the proposed demerger of the Oil and Gas Services Business of Deep Industries (referred to as "Oil and Gas Services Business") into Deep CH4 Private Limited ("Resulting Company") under the Draft Scheme of Arrangement under Sections 230 to 232 together with Sections 13, 61, 64, 66 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Draft Scheme") with effect from 1 April 2017 (hereinafter referred to as the "Appointed Date").

WCC has been hereafter referred to as "Valuer" or "we" in this Share Entitlement Ratio Report ("Report").

## **SCOPE AND PURPOSE OF THIS REPORT**

Deep Industries, incorporated in 1991, provides services such as air and gas compression, work over rigs, drilling rigs and gas dehydration services (together referred to as "Oil and Gas Services Business") to oil and gas companies in India. The company has recently started Oil and Gas Services Business in Dubai under the entity named Deep International DMCC. The company is also involved in the business of exploration and production of oil and gas, including coal bed methane gas. It's Oil and Gas Services Business activities mainly include:

- (i) **Air and Natural Gas Compression** - Deep Industries provides high pressure Air and Gas Compression services on charter hire basis. The company's current fleet includes 6 Air Compressors & 40 Natural Gas Compressors range from 50 HP to 2000 HP, deployed throughout India at various sites under service contracts running with various customers.
- (ii) **Gas Dehydration** - Deep Industries also provides Gas Dehydration units on charter hire basis in India. The process of Gas dehydration involves removing water and heavier hydrocarbons from the natural gas.



Chartered Accountants

Office: 6-Bangalore, Chhatrapati Shivaji Maharaj, Gandhinagar, Ahmedabad, Gandhinagar, New Delhi, Jaipur, Lucknow and Pune

Walker Chandniok & Co LLP is registered with the Institute of Cost Accountants of India (ICAI) and is a member of the Institute of Cost Accountants of India (ICAI).  
WCC is a Chartered Accountant (Firm) registered with the Institute of Cost Accountants of India (ICAI).  
WCC is a Chartered Accountant (Firm) registered with the Institute of Cost Accountants of India (ICAI).



## Walker Chandio & Co LLP

- (iii) **Rig Business** - DIL operates onshore mechanical rigs in India. It also provides Operation and Maintenance services for work over Rigs. Presently, the company has Work over Rigs ranging from 150 HP to 1000 HP and Drilling Rigs from 350 HP to 1500 HP, Coing Rig and Air Drilling Rig.

We understand that the management of Deep Industries ("Management") is contemplating a demerger of the Oil and Gas Services Business into Resulting Company (hereinafter referred to as the "Proposed Demerger") through the Draft Scheme.

In this regard, WCC has been requested by Deep Industries to submit a report recommending Share Entitlement Ratio ("Report") to be placed before the Audit Committee/ Board of Directors of the Company.

The Share Entitlement Ratio will be determined on the basis of the proposed capital structure of the Resulting Company as desired by the Management.

This Report is our deliverable for the above engagement.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

### SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

1. Draft Scheme of Arrangement.
2. Existing Share Capital Structure of Deep Industries.
3. Proposed Share Capital Structure of Resulting Company.
4. Other relevant details regarding Deep Industries, its undertakings and Proposed Demerger exercise.

The Company has been provided with the opportunity to review the draft report (excluding the recommended Share Entitlement Ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

### SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

The recommendation contained herein is not intended to represent value at any time other than valuation date of 25 May 2018 ("Valuation Date").

This Report, its contents and the results herein are (i) specific to the purpose as per the terms of our engagement; and (ii) are based on the data detailed in the section – Sources of Information. Events and transactions occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report, unless required by regulatory authorities.





## Walker Chandiook & Co LLP

The recommendation rendered in this Report only represent our recommendation based upon information till date furnished by the Management (or its executives / representatives) and obtained from other sources and the said recommendation shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this report.

The determination of a Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single undisputed Share Entitlement Ratio. While we have provided our recommendation of the Share Entitlement Ratio based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the Share Entitlement Ratio at which the Proposed Demerger shall take place will be with the Board of Directors of the Companies who should take into account other factors such as their own assessment of the Proposed Demerger and input of other advisors.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Company. We have not independently investigated or otherwise verified the data provided by the Company. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Company, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Company. Our conclusions are based on the assumptions and information given by and on behalf of the Company and reliance on public information. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our analysis/results. Accordingly, we assume no responsibility for any error in the information furnished by the Company or obtained from public domain and their impact on the Report. However nothing has come to our attention to indicate that the information provided / obtained was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited / unaudited balance sheet of the Company.

This Report does not look into the business/ commercial reasons behind the Proposed Demerger nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Demerger as compared with any other alternative business transaction or other alternatives or whether or not such alternatives could be achieved or are available.

No investigation / inspection of the Company's claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid.  
The fee for the engagement is not contingent upon the results reported.





## Walker Chandlok & Co LLP

We owe responsibility to only the Boards of Directors of the Company that have appointed us under the terms of our engagement letters and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Company, their directors, employees or agents.

We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Entitlement Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

This Report is subject to the laws of India.

The Report should be used in connection with the Scheme.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties other than in connection with the proposed Scheme of Arrangement, without our prior written consent except for disclosures to be made to relevant regulatory authorities including stock Entitlements and SEBI.

This Report does not in any manner address the prices at which equity shares of the Company will trade following announcement of the Proposed Demerger and we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting(s) to be held in connection with the Proposed Demerger.

### SHAREHOLDING PATTERN

#### DEEP INDUSTRIES

The Issued and subscribed equity share capital of Deep Industries as on the date of the Report is INR 320.0 million consisting of 32,000,000 equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Sr. No.	Shareholder	Percentage
1.	Promoter Group	63.5%
2.	Non-promoter Group	36.5%
	<b>Total</b>	<b>100.0%</b>





## Walker Chandniok & Co LLP

### RESULTING COMPANY

The capital structure of the Resulting Company as desired by the Management is equal to that of the capital structure of Deep Industries.

Upon Scheme becoming effective, the proposed issued and subscribed equity share capital of the Resulting Company would be INR 320.0 million consisting of 32,000,000 equity shares of face value of INR 10 each. The desired shareholding pattern is as follows:

Sr. No.	Shareholder	Percentage
1.	Promoter Group	63.5%
2.	Non-promoter Group	36.5%
	<b>Total</b>	<b>100.0%</b>

### BASIS OF SHARE ENTITLEMENT RATIO

As per the Draft Scheme, we understand that upon the Draft Scheme becoming effective and upon the issue of shares by Resulting Company to the shareholders of Deep Industries, the existing equity shares of the Resulting Company shall, without any application or deed, stand cancelled without any payment.

Once the Scheme is implemented, all the shareholders of Deep Industries would also become the shareholders of the Resulting Company, and their shareholding in the Resulting Company would mirror their shareholding in Deep Industries.

The effect of the demerger is that each shareholder of Deep Industries becomes the owner of shares in two companies instead of one. No shareholder is, under the Scheme, required to dispose off any part of his shareholding either to any of the other shareholders or in the market or otherwise. The Scheme does not envisage dilution of holding of any one or more shareholders as a result of the operation of the Scheme. Post Demerger, the percentage holding of a shareholder in the Resulting Company and in Deep Industries would remain unchanged from the proportion of capital held by such shareholder in Deep Industries.

Considering that the shareholders of Deep Industries shall hold shares in the Resulting Company in the same proportion as in Deep Industries, the proposed demerger of Oil and Gas Services Business of Deep Industries to the Resulting Entity will be value-neutral to shareholders of Deep Industries.





## Walker Chandiook & Co LLP

In view of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the Share Entitlement Ratio for the Proposed Demerger as follows:

For every 1 (One) equity share of Deep Industries (of face value INR 10/- each fully paid up); issue of 1 (One) equity share of the Resulting Company (of face value INR 10/- each fully paid up) for the demerger and vesting of Oil and Gas Services Business in to the Resulting Company.

The above recommended Share Entitlement Ratio is arrived at by considering the capital structure as desired by the Management.

Respectfully submitted,  
For **Walker Chandiook & Co LLP**  
Chartered Accountants  
ICAI Firm Registration No: 001076N/ N500013

**Huneed Contractor**  
Partner  
Membership No: 41456  
Date: 25 May 2018







## Walker Chandiook &amp; Co LLP

**Annexure 1: Fair Entitlement Ratio recommended by Walker Chandiook & Co.**

As the proposed capital structure of the Resulting Company is as desired by the Management and considering the fact that the shareholding of the shareholders of Deep Industries in the Resulting Company would mirror their shareholding in Deep Industries, there is no requirement of undertaking valuation exercise for determining Share Entitlement Ratio. Hence, we have not carried out valuation of the Oil and Gas Services Business.

Valuation Approach	Equity Value in INR Million	Weight
Cost Approach	NA	NA
Income Approach	NA	NA
<u>Market Approach:</u>		
<i>Market Price Method</i>	NA	NA
<i>Comparable Companies Multiple Method</i>	NA	NA

NA= Not Applicable/Adopted

**Entitlement Ratio –**

1 (One) equity share of the Resulting Company of INR 10 each fully paid up for every 1 (One) equity share of Deep Industries of INR 10 each fully paid up.





**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DEEP INDUSTRIES LIMITED IN ITS MEETING HELD ON 26 MAY 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:**

**1. Background**

- 1.1 The proposed Scheme of Arrangement between Deep Industries Limited (“Demerged Company”) and Deep CH4 Limited (“Resulting Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of Deep Industries Limited vide resolution dated 26<sup>th</sup> May 2018. As per the provisions of Sections 230 to 232 of the Companies Act, 2013, governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of the Scheme on equity shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.
- 1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
- 1.3 The proposed scheme involves demerger of Oil and Gas Services Undertaking from Deep Industries Limited into Deep CH4 Limited.
- 1.4 The following documents were placed before the Board:
  - 1.4.1 Draft Scheme of Arrangement duly initiated by the Company Secretary for the purpose of identification;
  - 1.4.2 Report of the Audit Committee of the Board of Directors dated 26 May 2018;
  - 1.4.3 Certificate dated 25 May 2018 issued by Walker Chandiook & Co. LLP, Chartered Accountants on share entitlement ratio

**2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Creditors, Employees and KMPs of Deep Industries Limited**

- 2.1 Upon the Scheme coming into effect, there will not be any change in the shareholding pattern of Deep Industries Limited.
- 2.2 The rights of the creditors of Deep Industries Limited shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned. There are no debenture-holders in Deep Industries Limited as on date and therefore, the question of effect of the Scheme on any such debenture-holders or Debenture Trustee does not arise.
- 2.3 As on date, Deep Industries Limited has no outstanding Public Deposits and therefore, the question of effect of the Scheme on any such Public Depositor or Deposit Trustee does not arise.
- 2.4 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- 2.5 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.



2.6 None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Demerged Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Resulting Company and/or to the extent that the relatives of the said directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.

**3. Share Entitlement Ratio**

3.1 Walker Chandio& Co LLP, Independent Chartered Accountants, have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that considering that upon the Scheme becoming effective, the shareholders of the Demerged Company shall hold shares in the Resulting Company in the same proportion as in the Demerged Company, the proposed demerger of Oil and Gas Services Business of the Demerged Company to the Resulting Company will be value-neutral to the shareholders of the Demerged Company. Considering the same, the report recommended share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for every one equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company.

3.2 Based on the report of Walker Chandio& Co LLP, the Board of Directors approved the share entitlement ratio as under:  
Pursuant to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of the Demerged Company to the Resulting Company, each shareholder of the Demerged Company shall be issued 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share held by such shareholder in the Demerged Company.

3.3 No special valuation difficulties were reported by the Valuer.

By Order of the Board,  
For **Deep Industries Limited**,

Paras Savla, Director  
DIN:00145639

Date: 26<sup>th</sup> May, 2018



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF DEEP CH4 LIMITED IN ITS MEETING HELD ON 26 MAY 2018 EXPLAINING THE EFFECT OF THE SCHEME ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:**

**1. Background**

- 1.1 The proposed Scheme of Arrangement between Deep Industries Limited (“Demerged Company”) and Deep CH4 Limited (“Resulting Company”) and their respective shareholders and creditors (“the Scheme”) was approved by the Board of Directors of Deep CH4 Limited vide resolution dated 26<sup>th</sup> May 2018. As per the provisions of the Sections 230 to 232 of the Companies Act, 2013, governing scheme of arrangement between Companies, the Directors are required to adopt a report explaining the effect of Scheme on equity shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and the same is required to be circulated to the equity shareholders along with the Notice convening the meeting.
- 1.2 This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
- 1.3 The proposed scheme involves demerger of Oil and Gas Services Undertaking from Deep Industries Limited into Deep CH4 Limited.
- 1.4 The following documents were placed before the Board:
  - 1.4.1 Draft Scheme of Arrangement;
  - 1.4.2 Certificate dated 25 May 2018 issued by Walker Chandio& Co. LLP, Chartered Accountants on share entitlement ratio

**2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders), Creditors, Employees and KMPs of Deep CH4 Limited**

- 2.1 Pursuant to the scheme, the Resulting Company shall issue to each shareholder (promoter as well as non-promoter equity shareholders) of the Demerged Company, 1 fully paid up equity share of face value of INR 10 each of the Resulting Company for every 1 equity share held by such shareholder in the Demerged Company. Upon such allotment of equity shares by the Resulting Company and with effect from the Effective Date, in order to ensure that the shareholding pattern of the Resulting Company be the same as the Demerged Company, the existing paid up equity share capital of the Resulting Company of Rs. 6,60,000 shall stand cancelled, extinguished and annulled on and from the Effective Date, which shall be regarded as reduction of equity share capital of the Resulting Company, pursuant to section 66 of the Act as also any other applicable provisions of the Act.
- 2.2 As on date, Deep CH4 Limited has no outstanding creditors, debentures, Public Deposits and therefore, the question of effect of the Scheme on any such creditors, debenture-holders, debenture trustee, Public Depositor or Deposit Trustee does not arise.
- 2.3 With effect from the Effective Date, all employees of the Demerged Company engaged in or in relation to the Oil and Gas Services Undertaking shall become the employees of the Resulting Company without any interruption of service on the terms and conditions not less favourable than those on which they are engaged by the Demerged Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Demerged Company with any of the aforesaid employees or union representing them. The Resulting Company agrees that the services of all such employees with the Demerged Company prior to the demerger shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other retirement/ terminal benefits. The decision on whether or not an employee is part of the Oil and Gas Services Undertaking, shall be decided by the Demerged Company, and shall be final and binding on all concerned.
- 2.4 The accumulated balances, if any, standing to the credit of the aforesaid employees, in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds created by the Demerged Company, as the case may be, of which they are members, will be transferred respectively to such provident fund, pension fund, gratuity fund, superannuation fund or any other funds nominated by the Resulting Company and/ or such new provident fund, pension fund, gratuity fund, superannuation fund or any other funds to be established in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities, if applicable, by the Resulting Company. Pending the transfer as aforesaid, the dues of the said employees in respect of the above funds would be continued to be deposited in the existing provident fund, pension fund, gratuity fund, superannuation fund or any other funds respectively of the Demerged Company.



- 2.5 None of the Directors, the Key Managerial Personnel (as defined under the Act and rules framed thereunder) of the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of the equity shares held by them in the Demerged Company and/or the Resulting Company and/or to the extent that the two directors of Resulting Company, namely, Mr. Paras Savla and Mr. Rupesh Savla are also the directors of Demerged Company and/or to the extent that the relatives of the said directors hold shares in the respective companies and/or to the extent the directors and their respective relatives are the beneficiaries / trustees of the trust that hold shares in the respective companies.
3. Share Entitlement Ratio
- 3.1 Walker Chandiook & Co LLP, Independent Chartered Accountants, have provided a report in respect of issuance of equity shares by the Resulting Company to the equity shareholders of the Demerged Company. The report states that considering that upon the Scheme becoming effective, the shareholders of the Demerged Company shall hold shares in the Resulting Company in the same proportion as in the Demerged Company, the proposed demerger of Oil and Gas Services Business of the Demerged Company to the Resulting Company will be value-neutral to the shareholders of the Demerged Company. Considering the same, the report recommended share entitlement ratio of one equity share of Resulting Company of face value of Rs.10 each for every one equity share of Demerged Company of face value of Rs.10 in consideration of demerger and vesting of Oil and Gas Services Undertaking from Demerged Company into Resulting Company.
- 3.2 Based on the report of Walker Chandiook & Co LLP, the Board of Directors approved the share entitlement ratio as under:  
Pursuant to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors involving demerger of Oil and Gas Services Undertaking of the Demerged Company to the Resulting Company, each shareholder of the Demerged Company shall be issued 1 (One) fully paid up equity share of face value of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (One) equity share held by such shareholder in the Demerged Company.
- 3.3 No special valuation difficulties were reported by the Valuer.

By Order of the Board,  
For Deep CH4 Limited ,

Paras Savla, Director  
DIN:00145639

Date: 26<sup>th</sup> May, 2018



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
C A (CAA) NO. 103 OF 2018

In the matter of the Companies Act, 2013;
And
In the matter of Sections 230 to 232 read with Section 66
and other applicable provisions of the Companies Act,
2013;
And
In the matter of Scheme of Arrangement between Deep
Industries Limited and Deep CH4 Limited and their
respective shareholders and creditors

Deep Industries Limited

CIN: L63090GJ1991PLC014833

A company incorporated under the provisions of the
Companies Act, 1956 and having its registered office at 12A
& 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli,
Ahmedabad – 380058 in the state of Gujarat
... Applicant De-merged Company

FORM OF PROXY

Name of the member(s):
Registered address:
E-mail ID:
Reg. Folio No. / Client ID:
DP ID No.:

I, the undersigned, the Unsecured Creditor of Deep Industries Limited, do hereby appoint Mr./Ms. .... and failing
him/her ..... as my Proxy to act for me at the meeting of the Unsecured Creditors of the Applicant Company to
be held on Tuesday, the 30th day of October 2018 at 02:00 p.m., at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road,
Nr. Ashok Vatika, Ahmedabad- 380 058 in the state of Gujarat; for the purpose of considering, and if thought fit, approving,
with or without modification(s), the said Scheme of Arrangement between Deep Industries Limited and Deep CH4 Limited, as
proposed between the company and its creditors (the "Scheme of Arrangement"), and at such meeting and any adjournment/
adjournments thereof, to vote, for me and in my name ..... (here, "if for" insert "for", "if against" insert
"against" and in the latter case, strike out the words below after "Scheme") the said Scheme either with or without modification(s)
as my proxy may approve.

Dated this ..... day of .....2018

Signature .....

Name:.....

Address:.....

Affix
Re. 1
Revenue
Stamp

Notes:

- 1. The proxy must be deposited at the registered office of Deep Industries Limited at 12A and 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat, India, at least 48 (forty eight) hours before the scheduled time
of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be an Unsecured Creditor of Deep Industries Limited.
6. No person shall be appointed as a proxy who is a minor.
7. The proxy of an Unsecured Creditor blind or incapable of writing would be accepted if such Unsecured Creditor has
attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and
address: provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have
certified at the foot of proxy that all such insertions have been made by him at the request and in the presence of the
Unsecured Creditor before he attached his signature or mark.
8. The proxy of an Unsecured Creditor who does not know English would be accepted if it is executed in the manner
prescribed in point no. 7 above and the witness certifies that it was explained to the Unsecured Creditor in the language
known to him, and gives the Unsecured Creditor's name in English below the signature.





**DEEP INDUSTRIES LIMITED**

CIN: L63090GJ1991PLC014833

Registered Office:12A&14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058

Tel(02717)298510 Fax(02717)298520 Website:[www.deepindustries.com](http://www.deepindustries.com) E-mail:info@deepindustries.com

**ATTENDANCE SLIP**

**Unsecured Creditor – October 30, 2018**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

Fullname of the creditor attending:\_\_\_\_\_

Name of the Proxy:\_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the meeting convened for unsecured creditors of Deep Industries Limited pursuant to the directions of National Company Law Tribunal, Bench at Ahmedabad being held at Hotel Planet Landmark, Ambli Bopal Road, Off .S.G. Road, Nr .Ashok Vatika, Ahmedabad-380058, on Tuesday, 30th October, 2018 at 02:00 p.m.

\_\_\_\_\_  
Creditor's/Proxy's Signature

(To be signed at the time of handing over the slip)

**Notes:**

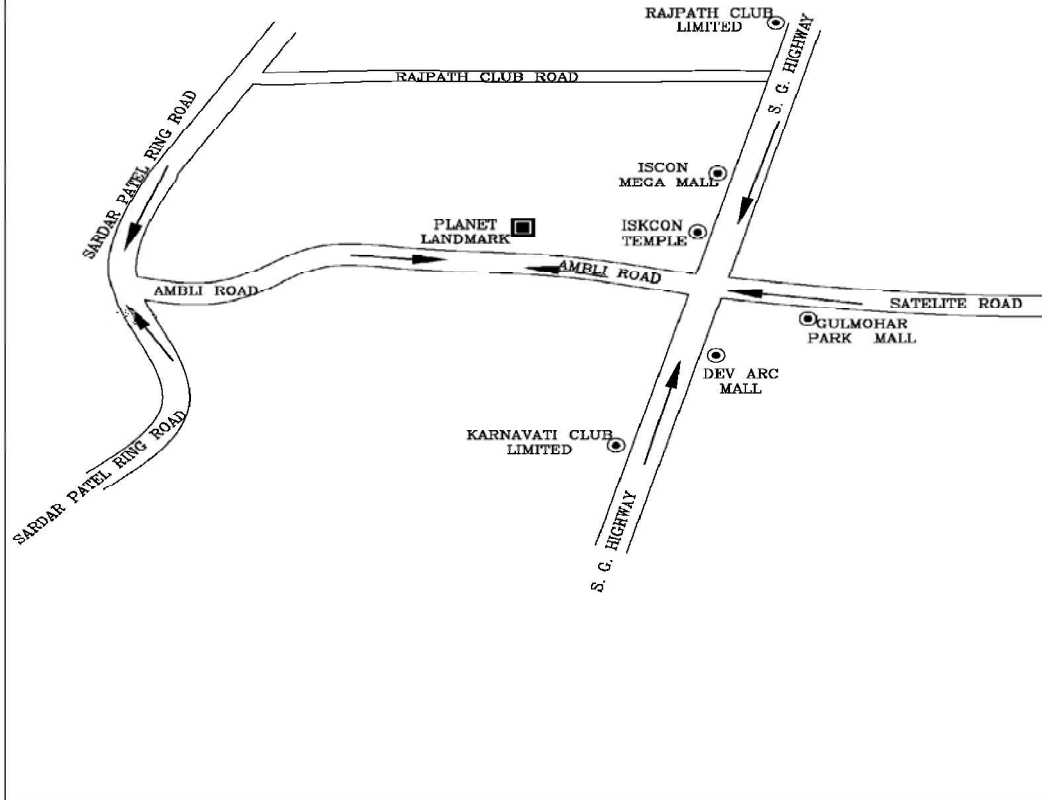
1. Unsecured Creditors attending the meeting in person or by proxy or through authorized representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Unsecured Creditors who come to attend the meeting are requested to bring their copy of the Scheme with them.





ROUTE MAP OF VENUE OF THE MEETING

HOTEL PLANET LANDMARK  
AMBLI BOPAL ROAD,  
AHMEDABAD,  
GUJARAT, INDIA.



Through Courier



## DEEP INDUSTRIES LIMITED

Registered Office :

12A &14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058

Tel (02717) 298510 Fax (02717) 298520

CIN: L63090GJ1991PLC014833

E-mail: [info@deepindustries.com](mailto:info@deepindustries.com) Website: [www.deepindustries.com](http://www.deepindustries.com)