



**Oil & Gas Exploration
Production & Services**

November 01, 2018

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

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.

Scrip Code : 532760

Symbol: DEEPIND

Sub: Voting Results of the meeting of Equity Shareholders of the Company held on 30th October, 2018 pursuant to the order passed by National Company Law Tribunal, Bench at Ahmedabad dated 19th September, 2018.

Dear Sir / Madam,

Pursuant to the order passed by National Company Law Tribunal, Bench at Ahmedabad dated 19th September, 2018, the NCLT Convened meeting of the Equity Shareholders of the Company was held on Tuesday, the 30th October, 2018 at 11:30 a.m. at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G.Road, Nr. Ashok Vatika, Ahmedabad-380 058 for approving the Scheme of Arrangement between 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. ("Scheme").

Further; the Company has provided voting facility through (i) e-voting, (ii) postal ballot, and (iii) polling paper at the venue of the meeting to the Equity Shareholders of the Company.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

1. Voting results of Equity Shareholders (including Public Shareholders) along with the Consolidated Scrutinizer's Report - **Annexure A.**



Registered Office:
12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380 058,
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520
Email: info@deepindustries.com | Website: <http://www.deepindustries.com>
CIN : L63090GJ1991PLC014833



2. Separate Scrutinizer's Report in respect of Voting results of the Public Shareholders - **Annexure B.**

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders (including Public Shareholders) of the Company.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully,

For, Deep Industries Limited


Akshit Soni
Company Secretary & Compliance Officer



Encl : As Above

Deep Industries Limited
Voting Results of the NCLT Convened Meeting of Equity Shareholders dated 30th October, 2018

Date of NCLT convened Meeting	30-10-2018
Total number of shareholders on cut off date i.e. 24-09-2018	20613
No. of shareholders present in the meeting either in person or through proxy	45
Promoters and Promoter Group	9
Public	36
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group	NA
Public	NA

Agenda wise disclosure

Resolution No. 1 - Approval of 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 – 232 read with section 66 and other applicable provisions of the Companies Act, 2013.

Resolution Required:		Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	20316847	20316847	100.0000	20316847	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		20316847	100.0000	20316847	0	100.0000	0.0000	0
Public Institutions	E-Voting	1454955	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	10228198	1656596	16.1964	1655596	1000	99.9396	0.0604	0
	Poll		250	0.0024	250	0	100.0000	0.0000	1
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1656846	16.1988	1655846	1000	99.9396	0.0604	1
Total		32000000	21973693	68.6678	21972693	1000	99.9954	0.0046	1

Note: Thus the resolution was passed with requisite majority.





PRT & ASSOCIATES

1449/1, 1st Floor, RMG House, M.: +91 89800 26497
Mithakhali Gam, Navrangpura, E-mail: premnarayan.cs@gmail.com
Ahmedabad - 380006.
Gujarat, India

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 01st November, 2018

To,
The Chairman, Mr. Dhananjay Trivedi
(Meeting of Equity Shareholders as per NCLT directions)
DEEP INDUSTRIES LIMITED
Reg. Office: 12A & 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli,
Ahmedabad - 380058,
Gujarat, India

REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, REMOTE E-VOTING AND POLL AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF DEEP INDUSTRIES LIMITED HELD ON TUESDAY, THE 30TH DAY OF OCTOBER 2018 AT 11.30 A.M AT HOTEL PLANET LANDMARK, AMBLI-BOPAL ROAD, OFF. S.G. ROAD, NR. ASHOK VATIKA, AHMEDABAD- 380 058, GUJARAT, INDIA

1. I, Premnarayan Tripathi, Proprietor of M/s. PRT & Associates, Company Secretaries, having office at 1449/1, First Floor, RMG House, Navrangpura, Ahmedabad - 380006, Gujarat, India, have been appointed by the National Company Law Tribunal Ahmedabad Bench vide its order dated 19th September 2018 as Scrutinizer for the purpose of scrutinizing:
 - a. The voting through postal ballot and remote e-voting process (electronic voting) held between 30th September, 2018 from 9.00 A.M. to 29th October, 2018 till 5.00 P.M. pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 6(3)(xi) of the Companies (Comprises, Arrangements and Amalgamations) Rules, 2016, as amended (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations); and





- b. The poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the venue of the Meeting in respect of the resolution contained in the Notice dated 24th September 2018 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the Company (the Meeting), held on Tuesday, 30th October, 2018 At 11.30 AM at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380058, Gujarat, in the matter of proposed Scheme of Arrangement involving De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (LODR) Regulations, 2015 relating to voting through remote e-voting and postal ballot on the resolution contained in the Notice of the Meeting.
3. The Company has appointed Central Depository Services Limited ("CDSL"), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015 to provide remote e-voting facility to the Equity Shareholders of the Company.
4. My responsibility as Scrutinizer for the voting process (through postal ballot and remote e-voting), was restricted to scrutinize the postal ballot papers, remote e-voting process and ballot papers polled at the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on postal ballots, ballot papers polled at the meeting and the reports generated from the remote e-voting system provided by CDSL.
5. The voting was conducted to consider, and if thought fit, to pass the following resolution with or without modification:

"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 reenactment(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 amended 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."*

6. The Shareholders holding shares as on the "cut off" date i.e. 24th September 2018 were entitled to vote on the proposed resolution reproduced above.
7. The e-voting period commenced on Sunday, 30th September 2018 at 9:00 A.M and ended on Monday, 29th October 2018 at 5:00 P.M.
8. Accordingly, the electronic votes cast were taken into account and at the end of this voting period on 29th October 2018 at 5:00 P.M. the e-voting portal was blocked for voting.
9. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the Shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence, there is no requirement of maintaining the list of shares with differential voting rights.
10. The details containing, inter alia, list of Equity Shareholders, who voted "For" or "Against" the resolution through e-voting were generated from the e-voting website of Central Depository Services Limited ("CDSL") www.evotingindia.com.
11. 45 Shareholders holding 1,79,58,003 shares in aggregate were present in person or through proxy or through authorised representative at the NCLT Convened Meeting of the Equity Shareholders; out of which, 25 Shareholders holding 251 shares cast their vote. Out of such 25 shareholders, vote cast by 1 shareholder holding 1 share was invalid. Remaining 20 shareholders did not exercise their right to vote at the meeting.





12. The postal ballot papers and votes cast through the e-voting module of CDSL were diligently scrutinized. The ballot papers and votes cast through the e-voting module of CDSL were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Link Intime India Private Limited) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting.
13. **The summary of voting through postal ballot, remote e-voting and poll at the NCLT convened meeting is as under:**

Resolution No. 1:- SPECIAL RESOLUTION

Approval of Scheme of Arrangement involving De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited

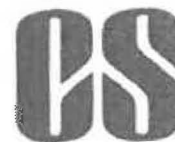
(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members Votes	% of total number of members voted	Number of Votes cast by Members	% of total number of valid votes cast
Postal Ballot	0	0%	0	0%
Remote E-Voting	51	67.1053%	2,19,72,443	99.9943%
Polling Papers	24	31.5789%	250	0.0011%
TOTAL	75	98.6842%	2,19,72,693	99.9954%

(ii) Voted **against** the resolution:

Mode of Voting	Number of Members Votes	% of total number of members voted	Number of Votes cast by Members	% of total number of valid votes cast
Postal Ballot	0	0%	0	0%
Remote E-Voting	1	1.3158%	1,000	0.0046%
Polling Papers	0	0%	0	0%
TOTAL	1	1.3158%	1,000	0.0046%





(iii) Invalid Votes:

Number of Members present and voted (in person)	Number of votes casted by them (Shares)
1	1

14. List of Equity Shareholders who votes "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed as Annexure I and II.

15. The poll papers and all other relevant records were sealed and handed over to the Directors authorized by the Board for safe keeping.

For PRT & Associates
Company Secretaries

Premnarayan Tripathi
Proprietor

FCS : 8851
COP: 10029



Contd sign by
the Chairman

Dharmraj Bivadi

Place: Ahmedabad

Date: 1st November 2018



PRT & ASSOCIATES

1449/1, 1st Floor, RMG House, M.: +91 89800 26497
Mithakhali Gam, Navrangpura, E-mail: premnarayan.cs@gmail.com
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COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 01st November, 2018

To,
The Chairman, Mr. Dhananjay Trivedi
(Meeting of Equity Shareholders as per NCLT directions)
DEEP INDUSTRIES LIMITED
Reg. Office: 12A & 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli,
Ahmedabad – 380058,
Gujarat, India

**REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT,
REMOTE E-VOTING AND POLL AT THE NCLT CONVENED MEETING OF THE
PUBLIC SHAREHOLDERS OF DEEP INDUSTRIES LIMITED HELD ON
TUESDAY, THE 30TH DAY OF OCTOBER 2018 AT 11.30 A.M AT HOTEL PLANET
LANDMARK, AMBLI-BOPAL ROAD, OFF. S.G. ROAD, NR. ASHOK VATIKA,
AHMEDABAD- 380 058, GUJARAT, INDIA**

1. I, Premnarayan Tripathi, Proprietor of M/s. PRT & Associates, Company Secretaries, having office at 1449/1, First Floor, RMG House, Navrangpura, Ahmedabad – 380006, Gujarat, India, have been appointed by the National Company Law Tribunal Ahmedabad Bench vide its order dated 19th September 2018 as Scrutinizer for the purpose of scrutinizing:





- a. The voting through postal ballot and remote e-voting process (electronic voting) held between 30th September 2018 from 9.00 A.M. to 29th October 2018 till 5.00 P.M. pursuant to the provisions of Section 108 and 110 of the Companies Act 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Rule 6(3)(xi) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations) and SEBI Circular No. CFD/ DIL3/ CIR/2017/21 dated 10th March 2017; and
 - b. The poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 conducted at the venue of the Meeting in respect of the resolution contained in the Notice dated 24th September 2018 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the Company (the Meeting), held on Tuesday, 30th October 2018 At 11.30 AM at Hotel Planet Landmark, Ambli-Bopal Road, off. S.G. Road, Nr. Ashok Vatika, Ahmedabad- 380058 Gujarat, in the matter of proposed Scheme Arrangement involving De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (LODR) Regulations, 2015 relating to voting through remote e-voting and postal ballot on the resolution contained in the Notice of the Meeting.
 3. The Company has appointed Central Depository Services Limited ("CDSL"), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015 to provide remote e-voting facility to the Equity Shareholders of the Company.
 4. My responsibility as Scrutinizer for the voting process (through postal ballot and remote e-voting), was restricted to scrutinize the postal ballot papers, remote e-voting process and ballot papers polled at the meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on postal ballots, ballot papers polled at the meeting and the reports generated from the remote e-voting system provided by CDSL.





5. Further to my consolidated Scrutinizer's Report of even date, I submit my report in respect of public shareholders as under:

Resolution No. 1:- SPECIAL RESOLUTION

Approval of Scheme of Arrangement Involving De-merger of Oil and Gas Services Business of Deep Industries Limited into Deep CH4 Limited

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members Votes	% of total number of members voted	Number of Votes cast by Members	% of total number of valid votes cast
Postal Ballot	0	0%	0	0%
Remote E-Voting	35	58.3333%	16,55,596	99.9245%
Polling Papers	24	40.0000%	250	0.0151%
TOTAL	59	98.3333%	16,55,846	99.9396%

(ii) Voted **against** the resolution:

Mode of Voting	Number of Members Votes	% of total number of members voted	Number of Votes cast by Members	% of total number of valid votes cast
Postal Ballot	0	0	0	0
Remote E-Voting	1	1.6667%	1,000	0.0604%
Polling Papers	0	0	0	0
TOTAL	1	1.6667%	1,000	0.0604%





(iii) Invalid Votes:

Number of Members present and voted (in person)	Number of votes casted by them (Shares)
1	1

- List of Public Shareholders who votes "FOR", "AGAINST" and those whose votes were declared invalid for resolution is enclosed as Annexure I and II.
- The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

For PRT & Associates
Company Secretaries

Premnarayan Tripathi
Proprietor

FCS : 8851
COP: 10029



Counter sign by
The
Premnarayan Tripathi

Place: Ahmedabad

Dated: 1st November 2018