

**Oil & Gas Exploration
Production & Services**

May 26, 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: Disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”)

Ref: Draft Scheme of Arrangement in accordance with the provisions of section 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, between Deep Industries Limited (referred to as “Demerged Company”) and Deep CH4 Private Limited (referred to as “Resulting Company”) and their respective shareholders and creditors (“Scheme”)

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform you that 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 accordance with the provisions of section 230 to 232 and other applicable provisions of the Companies Act, 2013 between Deep Industries Limited and Deep CH4 Private Limited 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.

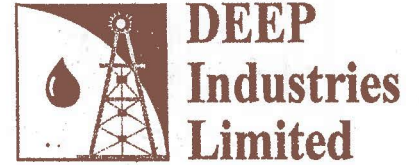
Pursuant to the Scheme becoming effective, the Resulting Company shall issue shares to the shareholders of the Demerged Company and subsequently such shares shall be listed on Bombay Stock Exchange Limited (‘BSE’) and National Stock Exchange Limited (‘NSE’). Pursuant to such issuance of shares by Resulting 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.



Registered Office:

12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380053
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520
Email: info@deepindustries.com | Website: <http://www.deepindustries.com>
CIN : L63090GJ1991PLC014833





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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.

The Scheme as approved by the Board of Directors will be available on the website of the Company at www.deepindustries.com post submitting the same to the Stock Exchanges.

In terms of the Listing Regulations read with SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March, 2017, we are furnishing herewith the details of the Scheme as **Annexure 1**.

Thanking you,

For **Deep Industries Limited**



Akshit Soni

Company Secretary & Compliance Officer

Place: Ahmedabad

Date: 26 May, 2018



Registered Office:

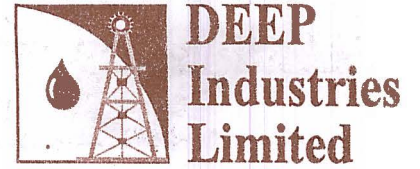
12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520
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Annexure – 1

(a) Brief details of the division to be demerged	Deep Industries Limited ("Demerged Company") is a public listed company incorporated under the provisions of the Companies Act 1956 on 1 st January, 1991 having its registered office at 12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058 in the state of Gujarat. It operates primarily in two business segments: (a) Oil and Gas Services Business comprising of air and natural gas compression services, gas dehydration, work over and drilling rig services and (b) oil and gas exploration and production. It is desired to segregate the Oil and Gas Services Undertaking by way of demerger and transfer the same from Demerged Company to Resulting Company.
(b) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	Turnover of the demerged undertaking for FY 2017-18: Rs.300.49 Cr. Total turnover of the listed entity : Rs.300.49 Cr. Percentage to total turnover of the listed entity: 100%
(c) Rationale for demerger	(i) The Demerged Company primarily operates in two business segments: (i) Oil and Gas Services Business; and (ii) Oil and Gas Exploration and Production. Each of the businesses carried on by the Demerged Company have significant potential for growth and profitability. It is believed that the proposed demerger will lead to greater/enhanced focus to the operation of the said businesses and it is desired to re-organize and segregate the Oil and Gas Services Undertaking by way of demerger and transfer the same from the Demerged Company to the Resulting 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 whereby facilitating the management to efficiently exploit opportunities for each of the

	<p>businesses.</p> <p>(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 the Demerged Company.</p> <p>(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 the Demerged Company.</p>
<p>(d) Brief details of change in shareholding pattern (if any) of all Companies</p>	<p><u>Deep Industries Limited</u></p> <p>There will be no change in the shareholding pattern of Deep Industries Limited on demerger of the Demerged Undertaking from Demerged Company into Resulting Company.</p> <p><u>Deep CH4 Private Limited</u></p> <p>Pursuant to demerger of Oil and Gas Services Undertaking of Demerged Company into Resulting Company, Resulting Company will issue equity shares to the shareholders of Demerged Company in share exchange ratio as per the following details. Post the Scheme becoming effective and upon issuance of shares by the Resulting Company to the shareholders of the Demerged Company as per the below share exchange ratio, the shareholding pattern of the Resulting Company shall be same as the shareholding pattern of the Demerged Company.</p>
<p>(e) In case of cash consideration – amount or otherwise share exchange ratio</p>	<p>The share exchange ratio shall be as under:</p> <p>1 (one) fully paid up equity share of INR 10 (Indian Rupees Ten) each of the Resulting Company for every 1 (one) equity share of the Demerged Company</p> <p>The Scheme does not involve payment of any cash consideration pursuant to demerger.</p>



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(f) Whether listing would be sought for the Resulting Company	Pursuant to the Scheme becoming effective, the Resulting Company shall seek listing on BSE Limited and National Stock Exchange of India Limited
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Kindly take the above on record.

For Deep Industries Limited,


Akshat Soni
Company Secretary & Compliance Officer



Place: Ahmedabad

Date: 26 May, 2018



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