



DEEP INDUSTRIES LIMITED

Regd. Office: 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058
CIN: L63090GJ1991PLC014833, **E-mail:** info@deepindustries.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the Members of the Company will be held on Friday, the 23rd day of October, 2015 at 10:30 a.m at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G. Road, Nr. Ashok Vatika, Ahmedabad - 380 058, Gujarat to transact the following business as a special business:

ITEM NO. 1:

To Increase and re-classify the Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rules made thereunder, the Authorized Share Capital of the Company be increased and re-classified from present ` 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores and Fifty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each to ` 43,00,00,000/- (Rupees Forty Three Crores only) divided into 3,80,00,000 (Three Crores and Eighty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each and 50,00,000 (Fifty Lacs) Preference Shares of ` 10/- (Rupees Ten only) each by creation of additional 30,00,000 (Thirty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each ranking pari-passu with the existing shares of the Company and new 50,00,000 (Fifty Lacs) Preference Shares of ` 10/- (Rupees Ten only) each, and consequently the Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the following new clause.

V. The Authorized Share Capital of the Company is ` 43,00,00,000/- (Rupees Forty Three Crores Only) divided into 3,80,00,000 (Three Crores and Eighty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each and 50,00,000 (Fifty Lacs) Preference Shares of ` 10/- (Rupees Ten only) each with power to classify or reclassify, increase or reduce such capital from time to time and power to divide the shares in the capital for the time in accordance with the Regulations of the Company and the Legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively preferential, qualified or special rights, privileges or conditions including as to voting and to vary, modify, or abrogate the same in such manner as may be permitted by the Act or as may for time to time being provided for by these presents and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

Date : 23.09.2015
Place : Ahmedabad

By Order of Board of Directors
Bhavika Bhatt
Company Secretary
Membership No. A24762

Registered Office:
Deep Industries Limited
12A & 14, Abhishree Corporate Park,
Ambli- Bopal Road,
Ambli,
Ahmedabad – 380058
CIN: L63090GJ1991PLC014833
E-mail:info@deepindustries.com



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provision of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business, as set out in the notice is annexed hereto and forms part of this Notice.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
5. Electronic copy of the Notice of EGM is being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their E-mail address, physical copies of the Notice of the Extraordinary General Meeting is being sent in the permitted mode.
6. Members are requested to bring their Attendance Slip along with their copy of the Notice of Extraordinary General Meeting to the Meeting.
7. Members are requested to provide their Client ID and DP ID numbers at the meeting for easy identification.

8. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at Extraordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th October, 2015 (9.00 a.m.) and ends on 22nd October, 2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th October, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 / Address Sticker indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 relevant <Company Name> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



CONTACT DETAILS

COMPANY:	Deep Industries Limited 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad 380 058 E-mail: cs@deepindustries.com
REGISTRAR AND TRANSFER AGENTS:	Linkintime India Private Limited E-mail: ahmedabad@linkintime.co.in
E-VOTING AGENCY:	Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com
SCRUTINIZER:	Ms. Shilpi Thapar - Practising Company Secretary M/s Shilpi Thapar & Associates E-mail: shilpi@shilpithapar.com

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

The present Authorized Share Capital of the Company is ` 35 Crores (Thirty Five Crores only), out of which ` 29.20 Crores (Rupees Twenty Nine Crores and Twenty Lacs only) is the issued, subscribed and paid up share capital.

The Company in order to meet its growth objective and to strengthen its financial position, it is required to generate long-term resources by issuing securities. Therefore, it is deemed appropriate to increase and re-classify the Authorized Share Capital of the Company. The Authorized Share Capital of the Company is proposed to increase and re-classify from present ` 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores and Fifty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each to ` 43,00,00,000/- (Rupees Forty Three Crores only) divided into 3,80,00,000 (Three Crores and Eighty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each and 50,00,000 (Fifty Lacs only) Preference Shares of ` 10/- (Rupees Ten only) each by creation of additional 30,00,000 (Thirty Lacs) Equity Shares of ` 10/- (Rupees Ten only) each ranking pari-passu with the existing shares of the Company and new 50,00,000 (Fifty Lacs) Preference Shares of ` 10/- (Rupees Ten only) each, and consequently the Clause V (Capital Clause) of the Memorandum of Association of the Company is required to be altered as mentioned in the Item No. 1.

The provisions of the Companies Act, 2013 and rules framed thereunder require the Company to seek the approval of the Members for re-classification and increase of the Authorized Share Capital and for the alteration of Capital Clause of the Memorandum of Association of the Company.

Your Directors recommend the Special Resolution at Item No. 1 of this Notice, for your approval as set out at Item No. 1 of the accompanying notice.

The Promoters, Directors and Key Managerial Personnel of the Company or their relatives are deemed to be interested in the proposed Resolution to the extent of their direct or indirect shareholding in the Company or to the extent of the shareholding of the Companies/ Institutions/ Trusts of which are Directors or members or Trustees with or without any beneficial interest.

Date : 23.09.2015
Place : Ahmedabad

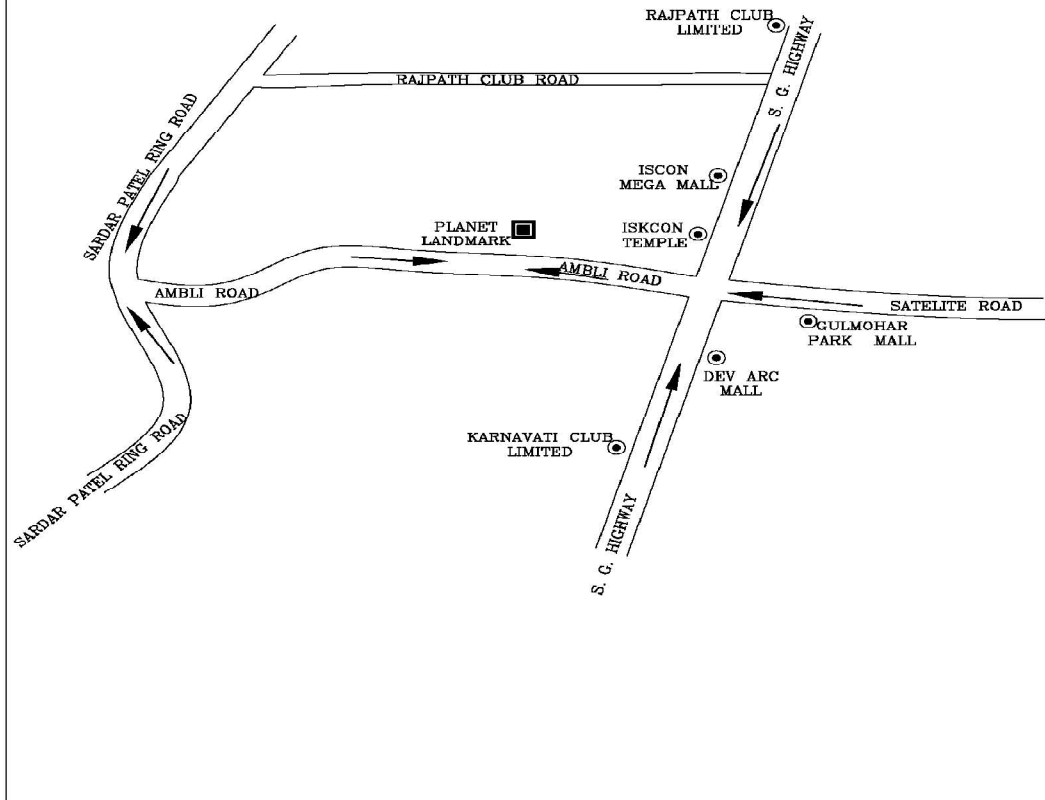
By Order of Board of Directors
Bhavika Bhatt
Company Secretary
Membership No. A24762

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ROUTE MAP OF VENUE OF AGM

HOTEL PLANET LANDMARK
AMBLI BOPAL ROAD,
AHMEDABAD,
GUJARAT, INDIA.



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 E-mail: info@deepindustries.com

ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares

For Physical Shares

DP ID:	REGD FOLIO NO. :
Client ID:	NO. OF SHARES HELD:

Full name of the member 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 **Extraordinary General Meeting** of the Company being held at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G. Road, Nr. Ashok Vatika, Ahmedabad - 380 058 on Friday, 23rd October, 2015 at 10:30 a.m.

Member's / Proxy's Signature

(To be signed at the time of handing over the slip)

Note: Persons attending the Extraordinary General Meeting are requested to bring their copies of notice of Extraordinary General Meeting.

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CIN: L63090GJ1991PLC014833

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Website: www.deepindustries.com E-mail: info@deepindustries.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We, being the member(s) of _____ Shares of the above named Company, hereby appoint;

1. Name: _____	E-mail Id: _____
Address: _____	Signature: _____

or failing him

2. Name: _____	E-mail Id: _____
Address: _____	Signature: _____

or failing him

3. Name: _____	E-mail Id: _____
Address: _____	Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 23rd day of October, 2015 at 10:30 a.m. at Hotel Planet Landmark, Ambli Bopal Road, Off. S.G. Road, Nr. Ashok Vatika, Ahmedabad - 380 058 and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Particulars of Resolution	Option	
		For	Against
	Special Business		
1.	To Increase and re-classify the Authorized Share Capital and consequent Alteration of Memorandum of Association of the Company		

Signed this _____ day of _____ 2015

Signature of Shareholder(s)

Affix Revenue Stamp of 1

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective should be duly Completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.