

**Ravi Kapoor
&
Associates**

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Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

March 17, 2023

To,
The Chairman
DEEP INDUSTRIES LIMITED
12A & 14 Abhishree Corporate Park,
Ambli Bopal Road, Ambli, Ahmedabad- 380058

Respected Sir,

Sub.: Scrutinizer Report

The Board of Directors of Deep Industries Limited (hereinafter referred to as "Company"), at its meeting held on February 06, 2023 appointed the undersigned as Scrutinizer to ensure that the process of Postal Ballot as prescribed under Section 110 of the Companies Act, 2013 (hereinafter referred to as "Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "Rules") is complied with.

In terms of section 110 of the Act and in terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (the "MCA Circulars"), requiring social distancing, companies are advised to take all the decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting.

The MCA has further clarified vide it's circular no. 11/2022 dated December 28, 2022 that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2023, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as well as the framework provided in the MCA Circulars is applicable mutatis mutandis.

The Company has accordingly sent Postal Ballot Notice by email to all its shareholders for passing of 3 Ordinary Resolutions and 1 Special Resolution for the special businesses as mentioned in the notice of postal ballot dated February 06, 2023 who have registered their email addresses with the Company or depository / depository participants/Registrar and Share Transfer Agent (RTA) and the communication of assent / dissent of the members are taken place through the remote e-voting system or casting vote by sending scan copy of dully filled



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and signed postal ballot form on e-mail to scrutiniser. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were requested to communicate their assent or dissent through the remote e-voting system only.

The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by members of the Company and as permissible under the Act, notice to the shareholders were sent through e-mail whose e-mail id were registered with the Company/Depository Participant/Registrar and Transfer Agent. The Company has also provided an option for remote e-voting to those shareholders, who held shares in Physical form. The remote e-voting portal remained open for voting from Wednesday, February 15, 2023 at 9:00 Hours IST and ends on Thursday, March 16, 2023 at 17:00 Hours IST both days inclusive. The shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday, February 10, 2023 were entitled to vote on the resolutions (item nos. 1 to 4 as set out in notice of postal ballot dated February 6, 2023).

A public notice in newspaper informing the members about dispatch of notice and commencement of postal ballot was published on Tuesday, February 14, 2023. Members have been informed that those shareholders who were members of the Company as on cut-off date, i.e. Friday, February 10, 2023, and who have not , received notice of postal ballot and postal ballot form can request for a duplicate copy of postal ballot notice, if so required, and the postal ballot notice and postal ballot form can be downloaded from the website of the Company or website of Central Depository Services (India) Limited (CDSL).

The Shareholders were required to cast their vote online through remote e-voting on or before Thursday, March 16, 2023 at 17:00 Hours IST on the basis of User-id and password provided to them by Central Depository Services (India) Limited (CDSL).

Remote e-voting register was kept bearing particulars of names, address, folio nos. of shares along with assent, dissent, abstained as well as less voting was recorded herein. Summary of the remote e-voting with their pattern of voting is as per **Annexure-A**.

As per Section 110(2) of the Companies Act, 2013 read with Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, if a resolution is assented to by a requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e. Thursday, March 16, 2023 at 17:00 Hours IST.

The term "requisite majority" which refers to the context of ordinary resolution and special resolution as defined under section 114 of the Act, means:



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- a) Intention to propose the resolution as ordinary / special resolution duly specified in the notice as the case may be
- b) Notice required under the Act was duly given
- c) The votes cast in favour of the resolution is more than the votes cast against in case of ordinary resolution and in case of special resolution the votes cast in favour is three times more than the votes cast against.

As the conditions prescribed under section 114 of the Act are complied with, all the resolutions are considered to have been approved by the shareholders.

You are requested to take note of the above and oblige. We are enclosing report generated from the website of CDSL, with regard to electronic voting for your records.

Thanking you

Yours truly,

**For, Ravi Kapoor & Associates
Company Secretaries**

RAVI
KAPOOR

Digitally signed
by RAVI
KAPOOR
Date: 2023.03.18
13:05:39 +05'30'

**(Ravi Kapoor)
Proprietor
Scrutinizer
FCS - 2587
COP- 2407
UDIN- F002587D003286879**



Countersigned by

**Mr. Paras S Savla
Chairman
Deep Industries Limited**

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Annexure-A

Voting Pattern of Electronic Vote

Particulars	No. of Share holders Voted in favour	No. of shares in favour	% of shares in favour	No. of Shareholders voted against	No. of shares against	% of shares against	No. of Shareholders Votes abstained	No. of Shares abstained	No. of Share holder s - Invalid Votes	No. of Shares - Invalid Votes
RESOLUTION 1 (Ordinary Resolution) Sub-Division of every 1 (one) equity share of the nominal/face value of Rs. 10/- (Rupees ten only) each into 2 (two) equity shares of the nominal/face value of Rs. 5/- (rupees five only) each	100	20878953	100	2	23	Negligible	1	434	Nil	Nil



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Particulars	No. of Share holders Voted in favour	No. of shares in favour	% of shares in favour	No. of Shareholders voted against	No. of shares against	% of shares against	No. of Shareholders Votes abstained	No. of Shares abstained	No. of Share holder s - Invalid Votes	No. of Shares - Invalid Votes
RESOLUTION 2 (Ordinary Resolution) Alteration of Capital clause of the Memorandum of Association of the Company	98	20878391	100	3	40	Negligible	2	979	Nil	Nil
RESOLUTION 3 (Special Resolution) To adopt the new Memorandum of Association as per Companies Act, 2013	97	20876573	99.99	4	1858	0.01	2	979	Nil	Nil
RESOLUTION 4 (Ordinary Resolution) To consider and approve	81	558009	99.61	6	2191	0.39	15	2031911 3	1	97



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Particulars	No. of Share holder s Voted in favour	No. of shares in favour	% of shares in favour	No. of Shareholders voted against	No. of shares against	% of shares against	No. of Shareholders Votes abstained	No. of Shares abstained	No. of Share holder s - Invalid Votes	No. of Shares - Invalid Votes
material related party transaction (s) proposed to be entered by Company										

**For, Ravi Kapoor & Associates
Company Secretaries**

**(Ravi Kapoor)
Proprietor
Scrutinizer
FCS - 2587
COP- 2407
UDIN- F002587D003286879**



Countersigned by

**Mr. Paras S Savla
Chairman
Deep Industries Limited**