Dhirubhai Shah & Co
CHARTERED ACCOUNTANTS
4th Floor, Aditya Building,
Near Sardar Patel Seva Samaj,
Nr. Ellisbridge,
Ahmedabad 380006.

Independent Auditor's Report on Quarterly Standalone Financial Results & Year Ended Standalone Financial Results of Deep Industries Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
Board of Directors of Deep Industries Limited

We have audited the quarterly standalone Ind AS financial results of Deep Industries Limited ('the Company') for the quarter ended March 31, 2018 & for the year ended March 31, 2018 ('the Statement') attached herewith, being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The standalone Ind AS financial results for the quarter and year ended March 31, 2018 have been prepared on the basis of the standalone financial results for the nine-month period ended December 31, 2017, the audited annual standalone financial statements as at and for the year ended March 31, 2018, and the relevant requirements of the Regulation and the Circular, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these standalone financial results based on our review of the standalone financial results for the nine-month period ended December 31, 2017 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard specified under Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual standalone financial statements as at and for the year ended March 31, 2018; and relevant requirements of the Regulation and the Circular.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly standalone financial results as well as year ended results:

(i) are presented in accordance with the requirements of Regulation 33 (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 in this regards ; and

(ii) give a true and fair view of the net profit including other comprehensive income and other financial information for the quarter ended March 31, 2018 as well as the standalone financial results for the year ended March 31, 2018.

DHIRUBHAI SHAH & CO. FRN 102511W AHMEDABAD CHARTERED ACCOUNTANTS

For, **Dhirubhai Shah & Co**
Chartered Accountants
Firm Registration No. 102511W

Harish B. Patel

Harish B Patel
Partner
M. No. 014427

Ahmedabad
May 26, 2018

Dhirubhai Shah & Co
CHARTERED ACCOUNTANTS
4th Floor, Aditya Building,
Near Sardar Patel Seva Samaj,
Mithakhali Six Roads, Ellisbridge,
Ahmedabad 380006.

Independent Auditor's Report on Consolidated Financial Results & Consolidated Year Ended Results of Deep Industries Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To
Board of Directors of Deep Industries Limited

We have audited the IND AS consolidated financial results of Deep Industries Limited ("the Company") and its subsidiaries (collectively referred as "Group") for the year ended March 31, 2018 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The consolidated financial results for the year ended March 31, 2018 have been prepared on the basis of the relevant requirements of the Regulation and the Circular, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our audit of the consolidated financial results for the year ended March 31, 2018 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard specified under Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual consolidated financial statements as at and for the year ended March 31, 2018; and relevant requirements of the Regulation and the Circular.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statement of Deep Energy LLC, USA included in the consolidated year to date results whose consolidated financial statement reflects total assets of Rs.15,99,671/- as at 31.03.2018; as well as the total revenue of Rs. NIL as at 31.03.2018 & Deep International DMCC, Dubai included in the consolidated year to date results whose consolidated financial statement reflects total assets of Rs. 9,56,14,613/- as at 31.03.2018; as well as the total revenue of Rs. 12,18,29,400/- as at 31.03.2018.

We have relied on the unaudited financial statements of the aforesaid overseas subsidiaries for the year ended 31st march, 2018 as certified by the management and furnished to us and our report in so far as it relates to the amounts included in respect of the same is based solely on such unaudited financial statement.

In our opinion and to the best of our information and according to the explanations given to us, these consolidated year to date results:

(i) include the year ended results of the following entity:

Deep Industries Limited
Deep Natural Resources Limited
Prabha Energy Private Limited
Deep Onshore Drilling Services Private Limited
Deep Energy LLC, USA
Deep International DMCC, Dubai

DHIRUBHAI SHAH & CO
FRN 102511W
AHMEDABAD
CHARTERED ACCOUNTANTS

(ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 in this regard; and

(iii) give a true and fair view of the net profit including other comprehensive income and other financial information for the year ended March 31, 2018.

DHIRUBHAI SHAH & CO
FRN 102511W
AHMEDABAD
CHARTERED ACCOUNTANTS

For, **Dhirubhai Shah & Co**
Chartered Accountants
Firm Registration No. 102511W

Harish B. Patel
Partner
M. No. 014427

Ahmedabad
May 26, 2018

DEEP INDUSTIRES LIMITED

REGI. OFFICE :12A &14, ABHISHREE CORPORATE PARK, AMBLI BOPAL ROAD, AMBLI, AHMEDABAD - 380058

Ph.: 02717-298510 Fax: 02717-298520, E-mail: cs@deepindustries.com; website:www.deepindustries.com, CIN:L63090GL1991PLC014833

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2018

(Rs. In Lakhs except per share data)

Sr. No.	Particulars	Standalone					Consolidated	
		Quarter Ended			Year Ended		Year Ended	
		31.03.2018 Audited	31.12.2017 Unaudited	31.03.2017 Audited	31.03.2018 Audited	31.03.2017 Audited	31.03.2018 Audited	31.03.2017 Audited
1	**Income from operations**							
	(a) Revenue from Operations	7911.98	7466.18	7489.59	30049.25	27738.05	31267.54	27738.05
	(b) Other Income	145.38	289.16	764.07	668.71	928.79	698.32	929.40
	Total Revenue	8057.36	7755.34	8253.66	30717.96	28666.84	31965.86	28667.45
2	**Expenses**							
	a. Cost of Material Consumed	2236.69	2481.09	2832.18	9117.90	8873.31	9582.68	8873.31
	b. Purchase of stock-in-trade	-	-	-	-	-	-	-
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.64	(20.38)	-260.15	(40.60)	(423.59)	(40.60)	(423.59)
	d. Employee benefits expenses	687.09	618.25	554.15	2312.83	1992.99	2342.48	1992.99
	e. Finance Costs	355.68	276.55	383.92	1157.24	2228.03	1158.08	2227.62
	e. Depreciation and amortisation expense	985.47	975.68	949.78	3878.30	3351.89	3878.30	3351.89
	f. Other expenses	837.77	624.20	661.14	2563.75	1717.94	3176.12	1718.31
	Total Expenses	5125.34	4955.39	5121.02	18989.42	17740.57	20097.06	17740.53
3	**Profit / (Loss) from ordinary activities before exceptional items and tax**	2932.02	2799.95	3132.64	11728.54	10926.27	11868.80	10926.92
4	Exceptional items	-	-	-	-	-	-	-
5	**Profit/(Loss) from ordinary activities before Tax**	2932.02	2799.95	3132.64	11728.54	10926.27	11868.80	10926.92
6	**Tax expense**							
	a. Provision for Taxation (Net)	926.84	750.94	535.18	3490.16	2437.51	3490.16	2437.51
	b. Earlier year tax provision (written back)	(16.34)	0.00	(34.77)	(16.34)	(34.77)	(16.34)	(34.77)
	c. Provision for Deferred Tax Liability/(Asset)	162.31	210.58	240.06	652.66	1004.25	650.18	1004.19
7	**Profit / (Loss) for the period before non-controlling interest**	1859.21	1838.43	2392.16	7602.06	7519.27	7744.80	7519.99
8	Non-Controlling Interest	-	-	-	-	-	(4.20)	(474.96)
9	**Net Profit after tax and Non -Controlling Interests**	1,859.21	1,838.43	2,392.16	7,602.06	7,519.27	7,749.00	7,045.03
10	**Other Comprehensive Income (OCI)**							
	a. Items that will not be reclassified to profit or loss (net of tax)	5.02	-	(16.02)	5.02	(16.02)	5.02	(16.02)
	b. Items that will be reclassified to profit or loss (net of tax)	(0.20)	-	1.17	(0.20)	1.17	(0.20)	1.17
	Total Other Comprehensive Income	1864.03	1838.43	2377.31	7606.89	7504.42	7753.82	7030.17
11	**Total Comprehensive Income attributable to:**							
	a. Owners	1864.03	1838.43	2377.31	7606.89	7504.42	7749.62	6555.21
	b. Non Controlling Interest	-	-	-	-	-	4.20	474.96
12	Paid-up equity share capital (equity shares having face value of Rs. 10/- each fully paid up)	3200.00	3200.00	3200.00	3200.00	3200.00	3200.00	3200.00
13	Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year (i.e. Other Equity)				42346.16	35432.52	42487.95	35431.96
14	**Earnings Per Share (EPS)**							
	(of Rs 10/- each) (not annualised)							
	(a) Basic (in Rs.)	5.81	5.75	7.97	23.76	25.05	24.22	23.47
	(b) Diluted (in Rs.)	5.81	5.75	7.97	23.76	25.05	24.21	23.47

DEEP INDUSTRIES LTD GUJARAT

NOTES

1 These above standalone & consolidated audited financial results were reviewed by the Audit Committee, and were approved by the Board of Directors, in their respective meetings held on 26th May, 2018.

2 The above results for the quarter and year ended on March 31, 2018 has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other recognised accounting practices and policies to the extent applicable. Beginning 1st April 2017, the Company has for the first time adopted Ind AS with a transition date of 1st April 2016.

3 The format of the above results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30th November, 2015 has been modified to comply with the requiremetns of SEBI's Circular dated 5th July, 2016, Ind AS and Schedule III [Division II] to the Companies Act, 2013.

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

5 The statement includes the result for the quarter ended 31.03.2018 being the balancing figure between audited figures in respect of full financial year & published year to date figures upto third quarter of the current financial year which were subject to limited review

6 The Board of Directors of the Company at its meeting held on May 26, 2018 , inter alia, has recommended a Dividend of Rs.1.5/- [@15 %] per equity share on 3,20,00,000 equity shares of Rs. 10/- each for the financial year ended on March 31, 2018.

7 Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

8 The reconciliation of net profit or loss reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	Standalone		Consolidated
	Corresponding 3 months ended 31/03/2017 in the previous year	Corresponding Year to date figures for the period ended 31/03/2017 in the previous year	Corresponding Year to date figures for the period ended 31/03/2017 in the previous year
Net Profit / (Loss) as per previous Indian GAAP after tax & non-controlling interest	**2323.18**	**7401.70**	**6,927.41**
On account of unwinding of interest	-0.05	-0.18	-0.19
Fair valuation adjustments for financial assets	53.01	101.73	101.78
Re-measurement gains/ (losses) on post employment defined benefit plans	16.02	16.02	16.02
Net Profit as per Ind-AS	**2392.16**	**7519.27**	**7045.02**
Actuarial loss on employee defined benefit plan - through OCI	-16.02	-16.02	-16.02
Re-measurement gains/ (losses) on account of equity instruments	1.17	1.17	1.17
Total Comprehensive Income	**2377.31**	**7504.42**	**7030.17**

9 The reconciliation of Other Equity reported in accordance with Indian GAAP & in accordance with Ind AS is given below:

Description	Standalone	Consolidated
	Year Ended 31/03/2017	Year Ended 31/03/2017
Other Equity as per previous Indian GAAP	**34627.44**	**34626.88**
Adjustment as per Ind AS:		
On account of unwinding of security deposit balances	(3.24)	8.93
On account of fair valuation of financial assets	115.08	102.92
Adjustment of Proposed Dividend	693.24	693.24
Equity under Ind AS	**35432.52**	**35431.96**

Date: 26/05/2018
Place: Ahmedabad

DEEP INDUSTRIES LTD. GUJARAT

For, DEEP INDUSTRIES LIMITED

Paras Savla
Chairman & Managing Director
DIN:00145639

DEEP INDUSTRIES LIMITED

Statement of Assets and Liabilities as at 31st March, 2018 is as under:

PARTICULARS	STANDALONE		CONSDOLIDATED	
	As at 31-03-18 Rs. In Lakhs	As at 31-03-17 Rs. In Lakhs	As at 31-03-18 Rs. In Lakhs	As at 31-03-17 Rs. In Lakhs
ASSETS				
NON-CURRENT ASSETS				
(a) Property, Plant and Equipment	**50,919.40**	51,852.18	**50,919.91**	51,852.69
(b) Capital Work in Progress	**1,323.03**	4,542.41	**4,723.60**	7,307.87
(c) Intangible Assets	**14.09**	10.53	**14.09**	10.53
(d) Financial Assets				
(i) Investments	**1,877.53**	1,868.83	**6.10**	5.64
(ii) Loans	-	-	-	-
(iii) Others	**80.22**	71.62	**123.24**	184.36
(e) Other Non-Current Assets	**66.59**	107.31	**66.68**	108.28
	54,280.86	58,452.87	**55,853.62**	59,469.36
CURRENT ASSETS				
(a) Inventories	**1,096.52**	1,055.93	**1,868.17**	1,055.93
(b) Financial Assets				
(i) Investments	**9,205.50**	2,813.83	**9,563.53**	2,815.22
(ii) Trade Receivables	**8,481.94**	6,646.92	**8,481.94**	6,646.92
(iii) Cash and Cash Equivalents	**3,045.73**	1,579.69	**3,840.07**	1,592.63
(iv) Bank balances other than above (ii)	**1,393.30**	933.43	**1,393.30**	933.43
(v) Loans	**6.23**	14.02	**6.23**	14.16
(vi) Others	**67.45**	98.33	**1,522.81**	647.89
(c) Other Current Assets	**1,437.54**	1,791.07	**1,689.40**	1,871.60
	24,734.21	14,933.22	**28,365.45**	15,577.79
TOTAL ASSETS	**79,015.07**	73,386.09	**84,219.07**	75,047.15
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share Capital	**3,200.00**	3,200.00	**3,200.00**	3,200.00
(b) Other Equity	**42,346.16**	35,432.52	**42,487.95**	35,431.96
(b) Non Controlling Interest	-	-	**507.17**	502.97
	45,546.16	38,632.52	**46,195.12**	39,134.93
LIABILITIES				
NON-CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	**14,369.89**	17,743.72	**15,653.49**	17,918.72
(ii) Trade Payable	**45.26**	11.22	**45.56**	11.22
(iii) Others	**159.96**	147.96	**983.91**	674.19
(b) Deferred Tax Liabilities (Net)	**5,343.36**	4,690.70	**5,339.43**	4,689.25
(c) Provision	**53.41**	32.63	**53.41**	32.63
	19,971.88	22,626.23	**22,075.80**	23,326.01
CURRENT LIABILITIES				
(a) Financial Liabilities				
(i) Borrowings	**1,358.73**	1,841.54	**1,358.73**	1,841.54
(ii) Trade Payables	**1,717.50**	1,002.27	**3,572.06**	1,101.28
(iii) Others	**7,840.46**	8,749.28	**8,427.39**	9,107.98
(b) Other Current Liabilities	**687.99**	103.86	**697.58**	105.15
(c) Provisions	**3.71**	1.27	**3.71**	1.26
(d) Current Tax Liabilities (Net)	**1,888.63**	429.12	**1,888.69**	429.00
	13,497.02	12,127.33	**15,948.16**	12,586.21
TOTAL EQUITY & LIABILITIES	**79,015.07**	73,386.09	**84,219.07**	75,047.15

Date: 26/05/2018

Place: Ahmedabad

DEEP INDUSTRIES LTD. GUJARAT

For, DEEP INDUSTRIES LIMITED

Paras Savla

Chairman & Managing Director

DIN:00145639

DEEP INDUSTRIES LIMITED

Oil and Gas
Exploration, Production
and Services

27th
Annual Report
2016-2017

DEEP INDUSTRIES LIMITED
27th Annual Report 2016-2017

BOARD OF DIRECTORS

Mr. Paras S. Savla	Chairman & Managing Director
Mr. Rupesh K. Savla	Managing Director
Mr. Dharen S. Savla	Whole-Time Director
Mr. Premsingh M. Sawhney	Non-Executive Director
Mr. Kirit V. Joshi	Independent Director
Mr. Arun N. Mandke	Independent Director
Mr. Sanjay Parekh	Independent Director
Mrs. Renuka Upadhyay	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Rohan Shah	Chief Financial Officer
Mr. Akshit Soni	Company Secretary

BANKERS
State Bank of India
HDFC Bank Ltd.
Indusind Bank Ltd.
Exim Bank Ltd.
IDFC Bank Ltd

AUDITORS
M/s. Dhirubhai Shah & Doshi
Chartered Accountants

SECRETARIAL AUDITOR
M/s Shilpi Thapar & Associates
Practicing Company Secretary

SHARE TRANSFER AGENT
M/s. Link Intime India Private Limited
506-508, Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre,
Near St. Xavier's College Corner,
Off C. G. Road, Ahmedabad 380 009

REGISTERED OFFICE
12A & 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli,
Ahmedabad – 380058
CIN: L63090GJ1991PLC014833
Phone: 02717- 298510 Fax: 02717-298520
E-mail: info@deepindustries.com
Website: www.deepindustries.com

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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

NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of Deep Industries Limited (CIN: L63090GJ1991PLC014833) will be held on Friday, the 1st September, 2017 at 10:00 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements (including audited consolidated financial Statements) of the company for the financial year ended 31st March, 2017 which includes the Balance Sheet, statement of profit & Loss, cash flow statement as at the date, the Auditor's Report and Board's Report thereon.
2. To declare dividend of ` 1.8/- per equity shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Paras Shantilal Savla (DIN: 00145639), who retires by rotation and being eligible offers himself for re – appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the resolution passed by Members at 26th Annual General Meeting appointing M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) as Statutory Auditors of the Company to hold office untill the conclusion of the 31st Annual General Meeting of the Company to be held in 2021, the Company hereby ratifies and confirm the appointment of M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W) as a Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS:

5. **CHANGE IN PLACE OF KEEPING THE STATUTORY REGISTERS OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provision of Section 88, 94 and such other applicable provisions of the Companies Act, 2013('Act'), read with the Companies (Management & Administration) Rules, 2014 and any other applicable rules, circulars and notifications framed there under (including any statutory modification(s),enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded to keep, maintain, preserve the Register of Members together with the Index of members of the Company, registers of duplicate shares and/or any other registers required to be maintain under section 88 of Act and copies of the Annual Returns of the Company filled under section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office premises of Registrar and Transfer Agent (RTA) of the Company M/s Link Intime India Pvt. Ltd., 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad - 380009, and such other places as the RTA, or any other its office or place within the Ahmedabad city, instead of the Registered Office of the Company."

   "RESOLVED FURTHER THAT the Registers, Indices, Returns, Books, Certificates, and documents of the Company required to be maintain and kept open for inspection by the Members and/or any other person entitle thereto under the Act, be kept open for inspection, at the place where they are kept, to the extent, in the manner and on the payment of the fees, if any, specified in the Act and except when the registers and books are closed under the provision of the Act or Articles of Association of the Company."

   "RESOLVED FURTHER THAT any one Director and/or, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby severally authorized to sign and submit such documents or forms or intimation and to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

6. **TO ACCORD CONSENT TO THE BOARD TO CREATE, OFFER , ISSUE AND ALLOT SECURITIES AMOUNTING TO ` 150 CRORES (RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) PURSUANT TO SECTION 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS:**

   To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "**Special Resolution".**

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force, the "Companies Act"), the provisions of the Memorandum and Articles of Association of the Company, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the Stock Exchanges and / or any other competent authorities from time to time to the extent applicable, and subject to such required further approvals, permissions, consents and sanctions as may be necessary from members of the Company, SEBI, Stock Exchanges, RBI, GOI and any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, 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 include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value 10/- each ("Equity Shares"), by way of Preferential Issue/Private Placement/ Bonus Issue, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares subject to the alteration of capital clause in Memorandum and Articles of Association of the Company, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/ or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, Qualified Institutions Placement ("QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/ requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ` 150 Crores (Rupees One Hundred Fifty Crores Only) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment in trenches or otherwise shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects."

"**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time."

"**RESOLVED FURTHER THAT** any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as

permitted under applicable law on the QIP Floor Price. "

"**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares."

"**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, (including any amendments thereto or re-enactment thereof, for the time being in force) and other applicable pricing provisions issued by the Ministry of Finance."

"RESOLVED FURTHER THAT in the event of the issue of Securities as aforesaid by way of Preferential Issue in terms of Chapter VII of SEBI (ICDR) Regulations, as amended from time to time and the relevant provisions/ rules of/ under Companies Act, 2013:

a) The relevant date for the purpose of determining the pricing of the Securities would, pursuant to Chapter VII of the SEBI (ICDR) Regulations, and/ or other applicable regulations, be, in case of issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue, or in case of preferential issue of convertible securities, either the relevant date referred to above or a date thirty days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares;

b) The tenure and pricing shall be determined in compliance with principles and provisions set out in the regulations 75 and 76 (including 76A and 76B), respectively, of Chapter VII of the SEBI (ICDR) Regulations, as amended from time to time;

c) The Securities so issued would be locked-in as set out in regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, as amended from time to time;

d) The allotment of the Securities so issued shall be completed within a period of 15 days from the passing of the shareholders' resolution or from the date of receipt of any approval or permission by any regulatory authority.

"**RESOLVED FURTHER THAT** the Issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions: (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto; (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; (c) in the event of merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares, Securities, non-convertible debentures or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, 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 authorised to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or any other officer(s) of the Company in such manner as they may deem fit in their absolute discretion."

7. TO RECLASSIFY THE EXISTING 2 PROMOTERS GROUP INTO PUBLIC CATEGORY:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a "**Special Resolution".**

"RESOLVED THAT pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, request of Mrs. Rita Keval Shah and Mr. Sanjay Karani, person constituting the promoter group holding 0.46% of the paid up capital of the company to be removed from the list of promoters/ promoter group in the shareholding pattern being field by the Company and to reclassify the above referred persons from 'promoter and promoter group category' to 'public category' be and is hereby accepted and the same shall be communicated to the Bombay Stock Exchange Limited (BSE) & National Stock Exchange Limited (NSE) for their approval."

"RESOLVED FURTHER THAT Mr. Paras Savla, Managing Director and Mr. Akshit Soni, Company Secretary be and is hereby severally authorized to file the necessary applications before the BSE & NSE and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter."

By Order of Board of Directors

Date : August 4, 2017
Place : Ahmedabad

Akshit Soni
Company Secretary
Membership No. 34152

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. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In respect of the Ordinary Resolution at Item No. 3 a statement giving additional information on the Director(s) seeking re-appointment is annexed herewith as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT ANNUAL GENERAL 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) in number and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. 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.
4. 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. A proxy form is annexed to this report.
5. Corporate members intending to send their authorized representatives to attend the AGM pursuant to section 113 of the Companies Act, 2013 are requested to send the company a duly certified copy of the Board Resolution together with specimen signature of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.
6. The Register of Members and the Share Transfer Books of the Company will remain closed From Saturday, 26th August, 2017 to Friday, 1st September, 2017 (both days inclusive) for the purpose of 27th Annual General Meeting & to determine the entitlement of the shareholders to receive dividend for the year 2016-17, if declared at the meeting.

7. Members seeking any information or clarification on the accounts are requested to send written queries to the Company at least 10 days before the date of the meeting to enable the Management to keep the required information available at the meeting.

8. All documents referred to in the accompanying notice requiring the approval of the members at the meeting shall be available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. to 5:00 p.m. except Saturday prior to the date of Annual General Meeting i.e. on 1st September, 2017.The notice and the Annual Report are available on the Company's website www.deepindustries.com.

9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

10. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Link Intime India Private Limited.

11. In Compliance with the circular of Ministry of Corporate Affairs for "Green Initiative in the Corporate Governance" by allowing/ permitting service of Documents etc in electronic forms, electronic copy of the Annual Report for the year 2016-17 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 Annual Report for the year 2016-17 is being sent in the permitted mode.

12. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with M/s. Link Intime India Private Limited. (in case of Shares held in physical form).

13. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website www.deepindustries.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to cs@deepindustries.com.

14. Members/proxies are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.

15. Members are requested to provide their Client ID and DP ID numbers at the meeting for easy identification.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar & Share Transfer Agent M/s. Link Intime India Private Limited.

    In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

17. Transfer of Unclaimed and/or Unpaid Amounts to the Investor Education Protection Fund (IEPF).

    a. In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred within 30 days of becoming due to IEPF maintained by the Central Government.

    b. Accordingly, during the financial year 2017-18, the Company has transferred unclaimed final dividend amount for the financial year ended 31st March, 2010 on 20th July, 2017 to IEPF.

    c. In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.

18. A route map giving directions to reach the venue of the 27th Annual General Meeting is given at the end of the Notice.

19. **Voting through electronic means:**

    In Compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time together with Regulation 44 of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote for business to be transacted in this notice of AGM by electronic means through e-Voting services provided by Central Depository Services (India) Limited (CDSL). Members who are holding shares in physical or dematerialized form as on 25.08.2017 shall exercise their vote by electronic means.

"Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as August 25, 2017. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

The instructions for members voting electronically are as under:

(i) The voting period begins on 29th August, 2017 at 9.00 a.m. and ends on 31st August, 2017 at 5.00 p.m. During this period, the shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of Friday, 25th August, 2017, 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" tab.

(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 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 reach directly 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 of Deep Industries Limited for 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 IOS, Android & 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

- 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 linked in the login 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.

(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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from Sl. No. (i) To Sl. No. (xix) above to cast vote.

(B) The voting period begins on 29th August, 2017 at 9:00 a.m. and ends on 31st August, 2017 at 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 25th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.

13. 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:	M/s. 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 - Practicing Company Secretary M/s Shilpi Thapar & Associates E-mail:shilpi@shilpithapar.com

14. At the ensuing Annual General Meeting, Mr. Paras Savla, retires by rotation and being eligible, offers himself for re-appointment.

Details of Director Seeking Re-appointment at the Annual General Meeting

The information or details required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to him are given below:

Particulars	Mr. Parasbhai Shantilal Savla (DIN No. 00145639)
Date of Birth and Age	DOB: 25th August 1971 Age: 45 Years
Date of Appointment	01st June, 2009
Qualification	Commerce Graduate from Gujarat University
Experience & Expertise	Mr. Parasbhai Savla aged 45 years, is having more than 23 years of experience in Finance and Oil & Gas sector.
Name of Public Companies in which he hold directorship other than Deep Industries Limited	Adinath Exim Resources Limited- Chairman & Director Deep Natural Resources Limited- Director
Chairman/Member of committee of the Board of Public companies other than Deep Industries Limited	Audit Committee of Adinath Exim Resources Limited- Member Stakeholder Relationship Committee of Adinath Exim Resources Limited- Member Nomination & Remuneration Committee of Adinath Exim Resources Limited- Member
Relationship with other Directors	Brother of Mr. Dharen Shantilal Savla, Whole-Time Director of the Company
No. of shares held in the Company	400580 (1.25%)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO.5

CHANGE IN PLACE OF KEEPING THE STATUTORY REGISTERS OF THE COMPANY:

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company.

However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Link Intime India Private Limited at its office premises at 506-508, Amarnath Business Centre -1, (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006 or any other its office or place within the Ahmedabad city.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

ITEM NO.6

TO ACCORD CONSENT TO THE BOARD TO CREATE, OFFER, ISSUE AND ALLOT SECURITIES AMOUNTING TO ` 150 CRORES (RUPEES ONE HUNDRED AND FIFTY CRORES ONLY) PURSUANT TO SECTION 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS:

This special resolution contained in the Notice under Item No. 6 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares by way of Preferential Allotment/Private Placement/ Right Issue, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-convertible Debentures, preference shares subject to amendment in capital clause of Memorandum and Articles of Association of the Company and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be

made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount upto ` 150.00 Crore (Rupees One Hundred Fifty Crores Only) or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution or any further approvals required from members of the company, SEBI, Stock exchanges, GOI and other statutory authorities and utilize the proceeds to meet capital expenditure and working capital requirements of the Company and general corporate purposes. The special resolution also seeks to empower the Board to issue Eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Eligible Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription. As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Copies of the documents referred in the proposed resolution shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (9 am to 5 pm) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for your approval.

None of the Directors, Manager, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution except to the extent of their/related parties shareholdings in the Company.

ITEM NO. 7

TO RECLASSIFY THE EXISTING 2 PROMOTERS GROUP INTO PUBLIC CATEGORY:

In the light Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, persons who are no longer desirous of being classified as Promoters of the Company, must submit a request to the Company stating the same, which has to be accepted by the Board of Directors and their request will then be acceded subject to the approval of the shareholders of the Company. The acceptance of the Board and the approval of the shareholders shall thereafter be sent to the Stock Exchange for their clearance in order to reclassify the shareholding pattern of the Company.

The board has received application cum undertaking from Mrs. Rita keval Shah & Mr. Sanjay Karani for re-classify them from Promoter Group category to Public category. The Board at their meeting on 4th August, 2017, deliberated on the aforesaid matter and it was therefore noted that these shareholders have merely included in the "promoter Category" through scheme of amalgamation as approved by High Court of Gujarat being shareholders of Kanvel Finance Private Limited(Transferor Company) which amalgamated into Deep Industries Limited and hence not participated in the day to day management of the Company. Further they did not hold any position as a Director or a KMP in the company nor holds any controlling /majority stake in the company and also none of the following promoters group has entered into any shareholders agreement with the company nor have any veto rights or special rights as to voting power or control of the company.

Therefore, considering the aforementioned grounds, the Board decided to accept the application cum undertaking from Mrs. Rita Keval Shah and Mr. Sanjay Laxmichand Karani in order to declassify them from the Promoter and Promoter group category to Public Category. At present, Mrs. Rita Keval Shah holds 147561 Shares i.e. 0.4611% of paid up capital of the company and Mr. Sanjay Karani holds 97 Shares i.e. 0.0003% of paid up capital of the company are part of the Promoter Group of the Company.

The Board of Directors accordingly recommend this special resolution for the approval of the Members.

None of the Directors and/or Key Managerial personnel of the Company or their relatives to the extent of their shareholding are, in any way, deemed to be concerned or interested in the said resolution.

By Order of Board of Directors
Akshit Soni
Company Secretary
Membership No. 34152

Date : August 4, 2017
Place : Ahmedabad

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

BOARD'S REPORT

To
The Members
Deep Industries Limited,
Ahmedabad

Your Directors have pleasure in presenting 27th Annual Report together with the audited financial statement of your Company for the Financial Year ended 31st March, 2017.

FINANCIAL PERFORMANCE SUMMARY:

(` In Lakhs)

Particulars	Standalone		Consolidated	
	2016-17	**2015-16**	**2016-17**	**2015-16**
Sales/ Income from Operation	27738.05	16907.17	27738.05	16914.67
Other Income	819.71	86.47	820.24	86.65
Expenditure	12176.67	7291.16	12177.05	7291.05
Profit Before Interest and Depreciation	16381.09	9702.48	16381.24	9710.27
Less: Interest	2220.50	1502.57	2220.02	1503.28
Profit Before Depreciation	14160.59	8199.91	14161.22	8206.99
Less: Depreciation	3351.89	2042.05	3351.89	2042.05
Profit Before Tax	10808.7	6157.86	10809.33	6164.94
Less: Provision for: Current Taxation	2437.51	1290.69	2437.51	1292.19
(Excess)/Short Provision of Taxation	(34.77)	(5.82)	(34.76)	(5.82)
Deferred Taxation	1004.25	783.40	1004.19	783.31
Net Profit	**7401.71**	**4089.59**	**7402.39**	**4095.26**
Balance brought forward from last year	12653.28	9090.86	12646.31	9078.36
Exceptional Items (Profit/Loss)	0.00	0.00	0.00	0.00
Profit available for appropriation	20054.99	13180.45	20048.70	13173.62
APPROPRIATIONS:				
Transfer to General Reserve	0.00	0.00	0.00	0.00
Minority Interest	0.00	0.00	(474.96)	(0.14)
Proposed Dividend	(576.00)	(438.00)	(576.00)	(438.00)
Proposed Dividend Distribution Tax	(117.26)	(89.17)	(117.26)	(89.17)
Balance carried to Balance Sheet	19361.73	12653.28	18880.48	12646.31

COMPANY PERFORMANCE (STANDALONE & CONSOLIDATED BASIS):

1. The Company's Standalone revenues from operations increased to ` 27738.05 Lakhs in the year 2016-17 from ` 16907.17 Lakhs in 2015-16 showing growth of 64.06 % compared to the previous year, while Consolidated revenues from operations increased to ` 27738.05 Lakhs in the year 2016-17 from ` 16914.67 Lakhs for the year 2015-16.

2. Company's Standalone net profit increased to ` 7401.71 Lakhs in the year 2016-17 from ` 4089.59 Lakhs in the year 2015-16 showing growth of 80.99% 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 four subsidiaries as follows as Deep Natural Resources Limited, Prabha Energy Private Limited, Deep Energy LLC and Deep Onshore Drilling Services Private Limited.

- Deep Natural Resources Limited has earned total revenue of ` 0.08 lakhs in the year 2016-17 as compared to revenue earned of ` 7.56 lakhs in the year 2015-16. And it has earned total profit of ` 0.01 lakhs in the year 2016-17 as compared to total profit earned of ` 0.89 lakhs in the year 2015-16.
- Prabha Energy Private Limited has earned total revenue of ` 0.44 lakhs in the year 2016-17 as compared to revenue earned of ` 0.12 lakhs in the year 2015-16. And it has earned total profit of ` 0.17 in the year 2016-17 as compared to total profit earned of ` 0.06 in the year 2015-16.
- Deep Energy LLC has earned profit of ` 0.5 lakhs in the year 2016-17 as compared to loss of ` (1.26) lakhs incurred in the year 2015-16.

DIVIDEND:

Your Directors have recommended final dividend of ` 1.8/- (18%) per Equity Share each of ` 10/- for financial year ended on 31st March, 2017, 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 25th August, 2017 (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 ` 19361.73 Lakhs is retained as surplus in the Statement of profit and Loss of Standalone financials.

SCHEME OF ARRANGEMENT:

The Hon'ble High Court of Gujarat vide its order dated 25th April, 2016, has sanctioned the Scheme of arrangement in nature of amalgamation and restructure of share capital between Deep Industries Limited (DIL) and Kanvel Finance Private Limited (KFPL) and Kanvel Oil and Gas Private Limited (KOGPL) and Prabhavati Properties Private Limited (PPPL) and Savla Enterprise Private Limited (SEPL)and Yash Organochem Private Limited (YOGPL) and their respective shareholders and creditors. This order was filled with the Registrar of Companies on 16th May, 2016. Accordingly, the scheme has become operational with effect from 16th May, 2016. From the effective date, KFPL, KOGPL, PPPL, SEPL and YOGPL stand dissolved (without being wound up) and merged with DIL. Pursuant to the scheme of amalgamation 1,12,58,080 Equity shares of ` 10/- each held by the transferors Companies (i.e. KFPL, KOGPL, PPPL, SEPL and YOGPL) stand cancelled and equivalent number of shares of ` 10/- at par, fully paid-up, were allotted to the shareholders of the Transferor Companies on 29th June, 2016.

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.

CAPITAL INFUSION

During the year under review, the Company successfully completed its fund raising through Qualified Institutional Placement ('QIP') of equity shares in the month of December 2016 resulting in a capital infusion of ` 2.80 crore. The Company has issued 2800000 equity shares at price of ` 228 per Equity Share (including ` 218/- towards share premium) to Qualified Institutional Buyers on 16th December, 2016.

SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2017 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, 2017, 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 4 subsidiaries as on 31st March, 2017 as under

1) Prabha Energy Pvt. Ltd.

2) Deep Natural Resources Pvt. Ltd.

3) Deep Energy LLC

4) Deep Onshore Drilling Services Pvt. Ltd.

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

DIRECTORS:

Appointment:

During the year under review, there was no appointment of any directors. However, Mr. Premsingh Mangatsingh Sawhney has been re-designated from Executive Professional Whole Time Director to Non Executive Professional Director with effect from 01.01.2017.

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. Paras Savla (DIN:00145639), 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.

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	• Degree of fulfillment of key responsibilities including focus on strategic and policy issues. • Effectiveness of Board process and information sharing. • Board culture and dynamics. • Quality of decisions. • Establishment and delineation of responsibilities to Committees. • Quality of relationship between Board and the Management.

Committee	• Degree of fulfillment of key responsibilities. • Frequency and effectiveness of meetings. • Committee dynamics, especially openness of discussions, including with the Board. • Adequacy of Committee composition. • Quality of relationship of the committee with the Board and the Management.
Individual Directors	• Participation in Board in terms of adequacy (time & content). • Contribution through expertise and perspective. • Guidance / support to Management outside Board / Committee meetings.

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 31st March, 2017, the board of Directors state that :

(a) that 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) that 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, 2017 and of the profit of the Company for the year ended on that date,
(c) that 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) that the annual financial statements have been prepared on going concern basis,
(e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively, and
(f) that 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 & conductive 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

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 31st March, 2017 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:

The Hon'ble High Court of Gujarat vide its order dated 25th April, 2016, has sanctioned the Scheme of arrangement in nature of amalgamation and restructure of share capital between Deep Industries Limited (DIL) and Kanvel Finance Private Limited (KFPL) and Kanvel Oil and Gas Private Limited (KOGPL)and Prabhavati Properties Private Limited (PPPL)and Savla Enterprise Private Limited (SEPL)and Yash Organochem Private Limited (YOGPL) and their respective shareholders and creditors.

AUDITORS:

Statutory Auditors and their Report:

M/s Dhirubhai Shah & Doshi, 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 26th Annual General Meeting till the conclusion of Thirty First Annual General Meeting to be held in the year 2021, subject to ratification by the Members at every Annual General Meeting.

Pursuant to the provision of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the Company shall ratify their appointment at every year.

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 2016-17.

The Secretarial Audit Report for the Financial Year 2016-17 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 appointed M/s R.R Khandol & Co., Chartered Accountant (FRN: 0112488) as an Internal Auditors of the Company for F.Y 2017-18.

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 2017-18 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 4, 2017
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 31.03.2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule12(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)

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 31/03/2016				No. of Shares at the end of the year 31/03/2017				% 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	7978455	0	7978455	27.3235	19172990	194	19173184	59.9162	32.5927
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)	0	0	0	0	0	0	0	0	0
Bodies Corporate	12486080	0	12486080	42.7605	1291351	0	1291351	4.0355	-38.7250
Sub-total(A)(1):-	20464535	0	20464535	70.0840	20464341	194	20464535	63.9517	-6.1323

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)									
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)	20464535	0	20464535	70.0840	20464341	194	20464535	63.9517	-6.1323
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	228693	0	228693	0.7832	2550348	0	2550348	‘7.9698	7.1866
(f) Financial Institutions /									
Banks	151811	0	151811	0.5199	67205	0	67205	0.2100	-0.3099
(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)									
Sub-total (B)(1)	380504	0	380504	1.3031	2617553	0	2617553	8.1799	6.8768
[2] Central Government/									
State Government(s)/									
President of India									
Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
3. Non Institutions									
a) Individuals									
(i) Individual shareholders	2744752	111	2744863	9.4002	3666374	361	3666735	11.4585	2.0583
holding nominal share									
capital upto Rs. 1 lakh									
(ii) Individual shareholders	1982700	0	1982700	6.7901	2234300	0	2234300	6.9822	0.2731
holding nominal share									
capital in excess of									
Rs 1 lakh									
(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)									
Hindu Undivided Family	351642	0	351642	1.2043	322083	0	322083	1.0065	-0.1978
NRI (Non Repat)	8888	0	8888	0.0304	78496	0	78496	0.2453	0.2149
NRI (Repat)	80180	0	80180	0.2746	399156	0	399156	1.2474	0.9728
Foreign Portfolio Investor									
(Individual)	0	0	0	0.0000	3550	0	3550	0.0111	0.0111
Clearing Member	859546	0	859546	2.9437	147460	0	147460	0.4608	-2.4829
Bodies Corporate	2327142	0	2327142	7.9697	2066132	0	2066132	6.4567	-1.5130
Sub Total (B)(3)	8354850	111	8354961	28.6129	8917551	361	8917912	27.8685	-0.7444
Total Public									
Shareholding(B)=									
(B)(1)+(B)(2)+(B)(3)	8735354	111	8735465	29.9160	11535104	361	11535465	36.0483	6.1323
Total (A)+(B)	29199889	111	29200000	100.0000	31999445	555	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)	29199889	111	29200000	100.0000	31999445	555	32000000	100.0000	0.0000

Note:

- Company has issued & allotted 2800000 Equity Shares under QIP issue during F.Y 2016-17.
- 1,12,58,080 shares were issued to the shareholders of Kanvel Finance Private Limited (KFPL) and Kanvel Oil and Gas Private Limited (KOGPL) and Prabhavati Properties Private Limited (PPPL) and Savla Enterprise Private Limited (SEPL) and Yash Organochem Private Limited (YOGPL) pursuant to the scheme of amalgamation with the Company and 1,12,58,080 shares being held by transferor Companies had been cancelled. However there was no net change in the paid up capital due to Scheme of amalgamation.

ii. Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholders at the beginning of the year - 2016			Shareholding at the end of the year - 2017			% Change in share-holding 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.	KANVEL FINANCE PVT LTD	4591080	15.7229	0.0000	0	0.0000	0.0000	-15.7229
2	SAVLA ENTERPRISE PVT LTD	3121000	10.6884	0.0000	0	0.0000	0.0000	-10.6884
3	RUPESH KANTILAL SAVLA	2516842	8.6193	0.0000	2516842	7.8651	0.0000	-0.7542
4	PRABHAVATI PROPERTIES PVT LTD	2282500	7.8168	0.0000	0	0.0000	0.0000	-7.8168
5	SHITAL RUPESH SAVLA	1752000	6.0000	0.0000	6015098	18.7972	0.0000	12.7972
6	YASH ORGANOCHEM P LTD	1263500	4.3271	0.0000	0	0.0000	0.0000	-4.3271
7	ADINATH EXIM RESOURCES LTD	1228000	4.2055	0.0000	1228000	3.8375	0.0000	-0.3680
8	KANTILAL VELJI SAVLA- HUF	695800	2.3829	0.0000	967820	3.0244	0.0000	0.6415
9	PRABHABEN KANTILAL SAVLA	514000	1.7603	0.0000	611561	1.9111	0.0000	-0.1508
10	DHAREN SHANTILAL SAVLA	400725	1.3723	0.0000	3164048	9.8877	0.0000	8.5154
11	PARAS SHANTILAL SAVLA	400550	1.3717	0.0000	400580	1.2518	0.0000	-0.1199
12	SHANTILAL SAVLA FAMILY TRUST (MANOJ SHANTILAL SAVLA BENIFICIARY)	390000	1.3356	0.0000	390000	1.2188	0.0000	-0.1168
13	MITA MANOJ SAVLA	302771	1.0369	0.0000	1633792	5.1056	0.0000	4.0687
14	PRITI PARAS SAVLA	277221	0.9494	0.0000	2346298	7.3322	0.0000	6.3828
15	AVANI DHAREN SAVLA	277046	0.9488	0.0000	277046	0.8658	0.0000	-0.0830
16	MANOJ SHANTILAL SAVLA	200000	0.6849	0.0000	241199	0.7537	0.0000	0.0688
17	SHAIL M SAVLA	175000	0.5993	0.0000	175000	0.5469	0.0000	-0.0524
18	RITA KEVAL SHAH	50000	0.1712	0.0000	50000	0.1563	0.0000	-0.0149
19	SHANTILAL MURJIBHAI SAVLA	26500	0.0908	0.0000	88755	0.2774	0.0000	0.1866
20	MANOJ SHANTILAL SAVLA- HUF	0	0.0000	0.0000	118688	0.3709	0.0000	'0.3709
21	SHANTILAL MURJIBHAI SAVLA- HUF	0	0.0000	0.0000	117286	0.3665	0.0000	0.3665
22	KANVEL SHARE BROKERS PVT LTD	0	0.0000	0.0000	63351	0.1980	0.0000	0.1980
23	PRABHABEN SHANTILAL SAVLA	0	0.0000	0.0000	58880	0.1840	0.0000	0.1840
24	AARAV SAVLA	0	0.0000	0.0000	97	0.0003	0.0000	0.0003
25	RUPESH SAVLA HUF	0	0.0000	0.0000	97	0.0003	0.0000	0.0003
26	SANJAY LAXMICHAND KARANI	0	0.0000	0.0000	97	'0.0003	0.0000	0.0003
	Total	20464535	70.0840	0.0000	20464535	63.9517	0.0000	-6.1323

Note: 1,12,58,080 shares were issued to the shareholders of Kanvel Finance Private Limited (KFPL) and Kanvel Oil and Gas Private Limited (KOGPL) and Prabhavati Properties Private Limited (PPPL) and Savla Enterprise Private Limited (SEPL) and Yash Organochem Private Limited (YOGPL) pursuant to the scheme of amalgamation with the Company and 1,12,58,080 shares being held by transferor Companies had been cancelled. However there was no net change in the paid up capital due to Scheme of amalgamation.

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

Sr.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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 KANTILAL SAVLA	2516842	8.6193			2516842	7.8651
	Transfer			21 Oct 2016	2803744	5320586	16.6268
	Transfer			31 Mar 2017	(2803744)	2516842	7.8651
	AT THE END OF THE YEAR					2516842	7.8651

2	SHITAL RUPESH SAVLA	1752000	6.0000			1752000	5.4750
	Transfer			21 Oct 2016	682732	2434732	7.6085
	Transfer			31 Mar 2017	671377	3106109	9.7066
	Transfer			31 Mar 2017	2803744	5909853	18.4683
	Transfer			31 Mar 2017	5245	5915098	18.4847
	Transfer			31 Mar 2017	10000	5925098	18.5159
	Transfer			31 Mar 2017	10000	5935098	18.5472
	Transfer			31 Mar 2017	10000	5945098	18.5784
	Transfer			31 Mar 2017	10000	5955098	18.6097
	Transfer			31 Mar 2017	10000	5965098	18.6409
	Transfer			31 Mar 2017	10000	5975098	18.6722
	Transfer			31 Mar 2017	10000	5985098	18.7034
	Transfer			31 Mar 2017	10000	5995098	18.7347
	Transfer			31 Mar 2017	10000	6005098	18.7659
	Transfer			31 Mar 2017	10000	6015098	18.7972
	AT THE END OF THE YEAR					6015098	18.7972
3	ADINATH EXIM RESOURCES LTD	1228000	4.2055			1228000	3.8375
	AT THE END OF THE YEAR					1228000	3.8375
4	DHAREN SHANTILAL SAVLA	400725	1.3723			400725	1.2523
	Transfer			21 Oct 2016	968140	1368865	4.2777
	Transfer			30 Mar 2017	(263639)	1105226	3.4538
	Transfer			31 Mar 2017	317129	1422355	4.4449
	Transfer			31Mar 2017	229598	1651953	5.1624
	Transfer			31 Mar 2017	195264	1847217	5.7726
	Transfer			31 Mar 2017	1316831	3164048	9.8877
	AT THE END OF THE YEAR					3164048	9.8877
5	KANTILAL VELJI SAVLA- HUF	695800	2.3829			695800	2.1744
	Transfer			21 Oct 2016	272020	967820	3.0244
	AT THE END OF THE YEAR					967820	3.0244
6	PRABHABEN KANTILAL SAVLA	514000	1.7603			514000	1.6063
	Transfer			21 Oct 2016	671377	1185377	3.7043
	Transfer			30 Mar 2017	7561	1192938	3.7279
	Transfer			30 Mar 2017	10000	1202938	3.7592
	Transfer			30 Mar 2017	10000	1212938	3.7904
	Transfer			30 Mar 2017	10000	1222938	3.8217
	Transfer			30 Mar 2017	10000	1232938	3.8529
	Transfer			30 Mar 2017	10000	1242938	3.8842
	Transfer			30 Mar 2017	10000	1252938	3.9154
	Transfer			30 Mar 2017	10000	1262938	3.9467
	Transfer			30 Mar 2017	10000	1272938	3.9779
	Transfer			30 Mar 2017	10000	1282938	4.0092
	Transfer			31 Mar 2017	(671377)	611561	1.9111
	AT THE END OF THE YEAR					611561	1.9111
7	PARAS SHANTILAL SAVLA	400550	1.3717			400550	1.2517
	Transfer			21 Oct 2016	204004	604554	1.8892
	Transfer			30 Mar 2017	(203974)	400580	1.2518
	AT THE END OF THE YEAR					400580	1.2518
8	SHANTILAL SAVLA FAMILY						
	TRUST (MANOJ SHANTILAL						
	SAVLA BENIFICIARY)	390000	1.3356			390000	1.2188
	AT THE END OF THE YEAR					390000	1.2188
9	MITA MANOJ SAVLA	302771	1.0369			302771	0.9462
	Transfer			21 Oct 2016	909376	1212147	3.7880
	Transfer			30 Mar 2017	(909376)	302771	0.9462
	Transfer			31 Mar 2017	359110	661881	2.0684
	Transfer			31 Mar 2017	971911	1633792	5.1056
	AT THE END OF THE YEAR					1633792	5.1056

10	PRITI PARAS SAVLA	277221	0.9494			277221	0.8663
	Transfer			21 Oct 2016	1333283	1610504	5.0328
	Transfer			30 Mar 2017	425554	2036058	6.3627
	Transfer			30 Mar 2017	250082	2286140	7.1442
	Transfer			30 Mar 2017	203974	2490114	7.7816
	Transfer			30 Mar 2017	909376	3399490	10.6234
	Transfer			30 Mar 2017	263639	3663129	11.4473
	Transfer			31 Mar 2017	(1316831)	2346298	7.3322
	AT THE END OF THE YEAR					2346298	7.3322
11	AVANI DHAREN SAVLA	277046	0.9488			277046	0.8658
	Transfer			21 Oct 2016	620818	897864	2.8058
	Transfer			30 Mar 2017	(425554)	472310	1.4760
	Transfer			31 Mar 2017	(195264)	277046	0.8658
	AT THE END OF THE YEAR					277046	0.8658
12	MANOJ SHANTILAL SAVLA	200000	0.6849			200000	0.6250
	Transfer			21 Oct 2016	1013110	1213110	3.7910
	Transfer			31 Mar 2017	(971911)	241199	0.7537
	AT THE END OF THE YEAR					241199	0.7537
13	SHAIL M SAVLA	175000	0.5993			175000	0.5469
	AT THE END OF THE YEAR					175000	0.5469
14	MANOJ SHANTILAL SAVLA- HUF	0	0.0000			0	0.0000
	Transfer			21 Oct 2016	477798	477798	1.4931
	Transfer			31 Mar 2017	(359110)	118688	0.3709
	AT THE END OF THE YEAR					118688	0.3709
15	SHANTILAL MURJIBHAI SAVLA- HUF	0	0.0000			0	0.0000
	Transfer			21 Oct 2016	472613	472613	1.4769
	Transfer			30 Mar 2017	(250082)	222531	0.6954
	Transfer			31 Mar 2017	(5245)	217286	0.6790
	Transfer			31 Mar 2017	(10000)	207286	0.6478
	Transfer			31 Mar 2017	(10000)	197286	0.6165
	Transfer			31 Mar 2017	(10000)	187286	0.5853
	Transfer			31 Mar 2017	(10000)	177286	0.5540
	Transfer			31 Mar 2017	(10000)	167286	0.5228
	Transfer			31 Mar 2017	(10000)	157286	0.4915
	Transfer			31 Mar 2017	(10000)	147286	0.4603
	Transfer			31 Mar 2017	(10000)	137286	0.4290
	Transfer			31 Mar 2017	(10000)	127286	0.3978
	Transfer			31 Mar 2017	(10000)	117286	0.3665
	AT THE END OF THE YEAR					117286	0.3665
16	SHANTILAL MURJIBHAI SAVLA	26500	0.0908			26500	0.0828
	Transfer			21 Oct 2016	379384	405884	1.2684
	Transfer			31 Mar 2017	(317129)	88755	0.2774
	AT THE END OF THE YEAR					88755	0.2774
17	KANVEL SHARE BROKERS PVT LTD	0	0.0000			0	0.0000
	Transfer			21 Oct 2016	63351	63351	0.1980
	AT THE END OF THE YEAR					63351	0.1980
18	PRABHABEN SHANTILAL SAVLA	0	0.0000			0	0.0000
	Transfer			21 Oct 2016	288478	288478	0.9015
	Transfer			31 Mar 2017	(229598)	58880	0.1840
	AT THE END OF THE YEAR					58880	0.1840
19	RITA KEVAL SHAH	50000	0.1712			50000	0.1563
	Transfer			21 Oct 2016	97561	147561	0.4611
	Transfer			30 Mar 2017	(7561)	140000	0.4375
	Transfer			30 Mar 2017	(10000)	130000	0.4063
	Transfer			30 Mar 2017	(10000)	120000	0.375
	Transfer			30 Mar 2017	(10000)	110000	0.3438

	Transfer			30 Mar 2017	(10000)	100000	0.3125
	Transfer			30 Mar 2017	(10000)	90000	0.2813
	Transfer			30 Mar 2017	(10000)	80000	0.25
	Transfer			30 Mar 2017	(10000)	70000	0.2188
	Transfer			30 Mar 2017	(10000)	60000	0.1875
	Transfer			30 Mar 2017	(10000)	50000	0.1563
	AT THE END OF THE YEAR					50000	0.1563
20	SANJAY LAXMICHAND KARANI	0	0.0000			0	0.0000
	Transfer			21 Oct 2016	97	97	0.0003
	AT THE END OF THE YEAR					97	0.0003
21	RUPESH SAVLA HUF	0	0.0000			0	0.0000
	Transfer			23 Sep 2016	97	97	0.0003
	AT THE END OF THE YEAR					97	0.0003
22	AARAV SAVLA	0	0.0000			0	0.0000
	Transfer			23 Sep 2016	97	97	0.0003
	AT THE END OF THE YEAR					97	0.0003
23	KANVEL FINANCE PVT LTD	4591080	15.7229			4591080	14.3471
	Transfer			30 Sep 2016	(4591080)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
24	SAVLA ENTERPRISE PVT LTD	3121000	10.6884			3121000	9.7531
	Transfer			30 Sep 2016	(3121000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
25	PRABHAVATI PROPERTIES PVT LTD	2282500	7.8168			2282500	7.1328
	Transfer			30 Sep 2016	(2282500)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
26	YASH ORGANOCHEM P LTD	1263500	4.3271			1263500	3.9484
	Transfer			30 Sep 2016	(1263500)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Note: 1,12,58,080 shares were issued to the shareholders of Kanvel Finance Private Limited (KFPL) and Kanvel Oil and Gas Private Limited (KOGPL) and Prabhavati Properties Private Limited (PPPL) and Savla Enterprise Private Limited (SEPL) and Yash Organochem Private Limited (YOGPL) pursuant to the scheme of amalgamation with the Company and 1,12,58,080 shares being held by transferor Companies had been cancelled. However there was no net change in the paid up capital due to Scheme of amalgamation.

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 - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		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	1454213	4.9802			1454213	4.5444
	Transfer			30 Sep 2016	(50000)	1404213	4.3882
	Transfer			07 Oct 2016	(25000)	1379213	4.3100
	Transfer			21 Oct 2016	(50000)	1329213	4.1538
	Transfer			28 Oct 2016	(50000)	1279213	3.9975
	AT THE END OF THE YEAR					1279213	3.9975
2	OLD MUTUAL GLOBAL INVESTORS						
	SERIES PUBLIC LIMITED COMPANY	0	0.0000			0	0.0000
	Transfer			27 Jan 2017	503389	503389	1.5731
	Transfer			24 Mar 2017	70000	573389	1.7918
	Transfer			31 Mar 2017	58893	632282	1.9759
	AT THE END OF THE YEAR					632282	1.9759
3	NOMURA SINGAPORE LIMITED	0	0.0000			0	0.0000
	Transfer			29 Apr 2016	100000	100000	0.3125
	Transfer			03 Jun 2016	25000	125000	0.3906
	Transfer			10 Jun 2016	50000	175000	0.5469

	Transfer			17 Jun 2016	25000	200000	0.6250
	Transfer			15 Jul 2016	90000	290000	0.9063
	Transfer			26 Aug 2016	(58002)	231998	0.7250
	Transfer			30 Sep 2016	50000	281998	0.8812
	Transfer			07 Oct 2016	(25000)	256998	0.8031
	Transfer			14 Oct 2016	(20227)	236771	0.7399
	Transfer			25 Nov 2016	25000	261771	0.8180
	Transfer			02 Dec 2016	25144	286915	0.8966
	Transfer			23 Dec 2016	1240000	1526915	4.7716
	Transfer			30 Dec 2016	(140000)	1386915	4.3341
	Transfer			06 Jan 2017	(90639)	1296276	4.0509
	Transfer			13 Jan 2017	(233786)	1062490	3.3203
	Transfer			20 Jan 2017	(388961)	673529	2.1048
	Transfer			27 Jan 2017	(164168)	509361	1.5918
	Transfer			24 Mar 2017	(50000)	459361	1.4355
	Transfer			31 Mar 2017	(25000)	434361	1.3574
	AT THE END OF THE YEAR					434361	1.3574
4	PLUTUS TERRA INDIA FUND	0	0.0000			0	0.0000
	Transfer			23 Dec 2016	450000	450000	1.4063
	Transfer			27 Jan 2017	(19062)	430938	1.3467
	Transfer			03 Mar 2017	(8750)	422188	1.3193
	Transfer			31 Mar 2017	(3600)	418588	1.3081
	AT THE END OF THE YEAR					418588	1.3081
5	HESHIKA GROWTH FUND	0	0.0000			0	0.0000
	Transfer			23 Dec 2016	450000	450000	1.4063
	Transfer			27 Jan 2017	(25000)	425000	1.3281
	Transfer			03 Mar 2017	(8750)	416250	1.3008
	Transfer			31 Mar 2017	(6987)	409263	1.2789
	AT THE END OF THE YEAR					409263	1.2789
6	RAKESH R. AGGARWAL	372000	1.2740			372000	1.1625
	Transfer			05 Aug 2016	(35000)	337000	1.0531
	Transfer			28 Oct 2016	(188000)	149000	0.4656
	Transfer			10 Mar 2017	223000	372000	1.1625
	AT THE END OF THE YEAR					372000	1.1625
7	JIGNESH P SHAH	273844	0.9378			273844	0.8558
	AT THE END OF THE YEAR					273844	0.8558
8	AUCTOR INVESTMENTS LIMITED	0	0.0000			0	0.0000
	Transfer			23 Dec 2016	300000	300000	0.9375
	Transfer			27 Jan 2017	(25000)	275000	0.8594
	Transfer			03 Mar 2017	(8750)	266250	0.8320
	Transfer			31 Mar 2017	(7000)	259250	0.8102
	AT THE END OF THE YEAR					259250	0.8102
9	ANTARA INDIA EVERGREEN FUND LTD	36503	0.1250			36503	0.1141
	Transfer			08 Apr 2016	65497	102000	0.3188
	Transfer			22 Apr 2016	10000	112000	0.3500
	Transfer			08 Jul 2016	30000	142000	0.4438
	Transfer			23 Sep 2016	(95085)	46915	0.1466
	Transfer			07 Oct 2016	25000	71915	0.2247
	Transfer			23 Dec 2016	228085	300000	0.9375
	Transfer			27 Jan 2017	(25000)	275000	0.8594
	Transfer			03 Mar 2017	(8750)	266250	0.8320
	Transfer			31 Mar 2017	(7000)	259250	0.8102
	AT THE END OF THE YEAR					259250	0.8102
10	KUNAL RAKESH AGGARWAL	150000	0.5137			150000	0.4688
	AT THE END OF THE YEAR					150000	0.4688

11	NEELKAMAL MOTILAL PAREKH	168371	0.5766			168371	0.5262
	Transfer			13 May 2016	(1500)	166871	0.5215
	Transfer			30 Sep 2016	(4000)	162871	0.5090
	Transfer			07 Oct 2016	(500)	162371	0.5074
	Transfer			28 Oct 2016	(15548)	146823	0.4588
	Transfer			25 Nov 2016	(4500)	142323	0.4448
	Transfer			09 Dec 2016	(85000)	57323	0.1791
	Transfer			16 Dec 2016	(7500)	49823	0.1557
	Transfer			20 Jan 2017	10000	59823	0.1869
	Transfer			03 Feb 2017	(8000)	51823	0.1619
	Transfer			10 Feb 2017	(22025)	29798	0.0931
	Transfer			17 Feb 2017	(5000)	24798	0.0775
	Transfer			03 Mar 2017	(2000)	22798	0.0712
	Transfer			10 Mar 2017	(1000)	21798	0.0681
	AT THE END OF THE YEAR					21798	0.0681
12	JAINAM SHARE CONSULTANTS PVT. LTD	121723	0.4169			121723	0.3804
	Transfer			08 Apr 2016	4895	126618	0.3957
	Transfer			15 Apr 2016	(3420)	123198	0.3850
	Transfer			22 Apr 2016	(13100)	110098	0.3441
	Transfer			29 Apr 2016	2655	112753	0.3524
	Transfer			06 May 2016	10415	123168	0.3849
	Transfer			13 May 2016	(13120)	110048	0.3439
	Transfer			20 May 2016	335	110383	0.3449
	Transfer			27 May 2016	825	111208	0.3475
	Transfer			03 Jun 2016	258	111466	0.3483
	Transfer			10 Jun 2016	3577	115043	0.3595
	Transfer			17 Jun 2016	(3689)	111354	0.3480
	Transfer			24 Jun 2016	790	112144	0.3505
	Transfer			30 Jun 2016	(2101)	110043	0.3439
	Transfer			01 Jul 2016	1000	111043	0.3470
	Transfer			08 Jul 2016	(990)	110053	0.3439
	Transfer			15 Jul 2016	115	110168	0.3443
	Transfer			22 Jul 2016	(120)	110048	0.3439
	Transfer			29 Jul 2016	2199	112247	0.3508
	Transfer			05 Aug 2016	(815)	111432	0.3482
	Transfer			12 Aug 2016	150	111582	0.3487
	Transfer			19 Aug 2016	48570	160152	0.5005
	Transfer			26 Aug 2016	101435	261587	0.8175
	Transfer			02 Sep 2016	(3475)	258112	0.8066
	Transfer			09 Sep 2016	(145464)	112648	0.3520
	Transfer			16 Sep 2016	(150)	112498	0.3516
	Transfer			23 Sep 2016	(67392)	45106	0.1410
	Transfer			30 Sep 2016	146194	191300	0.5978
	Transfer			07 Oct 2016	880	192180	0.6006
	Transfer			14 Oct 2016	(2170)	190010	0.5938
	Transfer			21 Oct 2016	(180450)	9560	0.0299
	Transfer			28 Oct 2016	(8880)	680	0.0021
	Transfer			04 Nov 2016	284	964	0.0030
	Transfer			11 Nov 2016	20112	21076	0.0659
	Transfer			18 Nov 2016	(20933)	143	0.0004
	Transfer			25 Nov 2016	(109)	34	0.0001
	Transfer			02 Dec 2016	(29)	5	0.0000
	Transfer			16 Dec 2016	561	566	0.0018
	Transfer			23 Dec 2016	905	1471	0.0046
	Transfer			30 Dec 2016	8530	10001	0.0313
	Transfer			06 Jan 2017	14650	24651	0.0770

	Transfer			13 Jan 2017	(13778)	10873	0.0340
	Transfer			20 Jan 2017	340	11213	0.0350
	Transfer			27 Jan 2017	(1015)	10198	0.0319
	Transfer			03 Feb 2017	(241)	9957	0.0311
	Transfer			10 Feb 2017	(49)	9908	0.0310
	Transfer			17 Feb 2017	270	10178	0.0318
	Transfer			24 Feb 2017	(414)	9764	0.0305
	Transfer			03 Mar 2017	120	9884	0.0309
	Transfer			10 Mar 2017	310	10194	0.0319
	Transfer			17 Mar 2017	(799)	9395	0.0294
	Transfer			24 Mar 2017	2050	11445	0.0358
	Transfer			31 Mar 2017	284	11729	0.0367
	AT THE END OF THE YEAR					11729	0.0367
13	PRABHUDAS LILLADHER PVT. LTD.	200350	0.6861			200350	0.6261
	Transfer			08 Apr 2016	(350)	200000	0.6250
	Transfer			15 Apr 2016	2480	202480	0.6328
	Transfer			22 Apr 2016	(1880)	200600	0.6269
	Transfer			29 Apr 2016	137	200737	0.6273
	Transfer			06 May 2016	(43)	200694	0.6272
	Transfer			13 May 2016	(170)	200524	0.6266
	Transfer			20 May 2016	(164)	200360	0.6261
	Transfer			27 May 2016	203	200563	0.6268
	Transfer			03 Jun 2016	199	200762	0.6274
	Transfer			10 Jun 2016	(445)	200317	0.6260
	Transfer			17 Jun 2016	(78)	200239	0.6257
	Transfer			24 Jun 2016	1400	201639	0.6301
	Transfer			30 Jun 2016	(639)	201000	0.6281
	Transfer			08 Jul 2016	1300	202300	0.6322
	Transfer			15 Jul 2016	(2190)	200110	0.6253
	Transfer			22 Jul 2016	(10)	200100	0.6253
	Transfer			29 Jul 2016	(100)	200000	0.6250
	Transfer			05 Aug 2016	536	200536	0.6267
	Transfer			12 Aug 2016	164	200700	0.6272
	Transfer			26 Aug 2016	(199279)	1421	0.0044
	Transfer			02 Sep 2016	(64)	1357	0.0042
	Transfer			09 Sep 2016	50	1407	0.0044
	Transfer			16 Sep 2016	(171)	1236	0.0039
	Transfer			23 Sep 2016	389	1625	0.0051
	Transfer			30 Sep 2016	(1325)	300	0.0009
	Transfer			07 Oct 2016	3100	3400	0.0106
	Transfer			14 Oct 2016	(3100)	300	0.0009
	Transfer			21 Oct 2016	(50)	250	0.0008
	Transfer			28 Oct 2016	746	996	0.0031
	Transfer			04 Nov 2016	(316)	680	0.0021
	Transfer			11 Nov 2016	(80)	600	0.0019
	Transfer			18 Nov 2016	(300)	300	0.0009
	Transfer			02 Dec 2016	(200)	100	0.0003
	Transfer			09 Dec 2016	50	150	0.0005
	Transfer			16 Dec 2016	151	301	0.0009
	Transfer			23 Dec 2016	(76)	225	0.0007
	Transfer			06 Jan 2017	(125)	100	0.0003
	Transfer			27 Jan 2017	450	550	0.0017
	Transfer			03 Feb 2017	(4)	546	0.0017
	Transfer			10 Feb 2017	54	600	0.0019
	Transfer			17 Feb 2017	(50)	550	0.0017
	Transfer			24 Feb 2017	50	600	0.0019

	Transfer				03 Mar 2017	(68)	532	0.0017
	Transfer				10 Mar 2017	118	650	0.0020
	Transfer				17 Mar 2017	(50)	600	0.0019
	Transfer				31 Mar 2017	100	700	0.0022
	AT THE END OF THE YEAR						700	0.0022
14	GENERAL INSURANCE CORPORATION OF INDIA		150000	0.5137			150000	0.4688
	Transfer				02 Sep 2016	(73188)	76812	0.2400
	Transfer				23 Sep 2016	(50000)	26812	0.0838
	Transfer				30 Sep 2016	(26812)	0	0.0000
	AT THE END OF THE YEAR						0	0.0000
15	TRUPTI VORA		140000	0.4795			140000	0.4375
	Transfer				29 Apr 2016	(140000)	0	0.0000
	AT THE END OF THE YEAR						0	0.0000
16	SWISS FINANCE CORPORATION (MAURITIUS) LIMITED		130000	0.4452			130000	0.4063
	Transfer				08 Apr 2016	(130000)	0	0.0000
	AT THE END OF THE YEAR						0	0.0000

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	20320.08	4165.70	**N.A**	24485.78
ii) Interest due but not paid	24.89	223.52		248.41
iii) Interest accrued but not due				
Total(i+ii+iii)	**20344.97**	**4389.22**	**N.A**	**24734.19**
Change in Indebtedness during the financial year				
- Addition	22936.08	2851.66	**N.A**	25787.74
- Reduction	17900.93	7240.88	**N.A**	25141.81
Net Change	**5035.15**	**(4389.22)**	**N.A**	**645.93**
Indebtedness at the end of the financial year				
i) Principal Amount	25364.12	**NIL**	**N.A**	25364.12
ii) Interest due but not paid	16.00	**NIL**	**N.A**	16.00
iii) Interest accrued but not due				
Total (i+ii+iii)	**25380.12**	**NIL**	**N.A**	**25380.12**

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	Mr. Premsingh Sawhney Non-Executive 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	0.05	0.95
	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	0.30	0.05	0.96
	Ceiling as per the Act		10% Net Profit is ` 7.40 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	30000	30000	—	80000
	b) Commission	—	—	—	—	—
	c) Other, Please Specify	—	—	—	—	—
	Total (1)	**20000**	**30000**	**30000**	**—**	**80000**
2.	Other Non Executive Directors					
a)	Fee for attending board, committee meetings			—		
b)	Commission			—		
c)	Other, Please Specify			—		
	Total (2)			—		
	Total (1)+(2)					**80000**

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 section17 (1) of the Income-tax Act,1961	12.64	3.96	**16.60**
	(b) Value of perquisites u/s17(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	12.64	3.96	**16.60**

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			NIL		
	Punishment					
	Compounding					
C.	**OTHER OFFICERS IN DEFAULT**					
	Penalty					
	Punishment					
	Compounding					

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:

` 36,22,57,262/-

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

` 72,45,145/-

5. Details of CSR spend for the financial year:

a) Total amount spent for the financial year: **` 73,91,000/-**

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 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 relief to poor by providing food & milk through foundation	Eradicating hunger, poverty & malnutrition	Ahmedabad, Gujarat	5000/-	5000/-	5000/-	Avval Foundation Trust, Ahmedabad
2.	Contribution towards old age homes for Senior Citizens	Setting up old agehomes, day care centres and suchother facilities for Senior Citizens	Ahmedabad, Gujarat	5000/-	5000/-	5000/-	Avval Foundation Trust, Ahmedabad

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
3.	Donation towards corpus fund of the society	Promoting Healthcare, Education including special education, Gender Equality Programme, Conservation of natural Resources & Disaster Management Programme, Animal warfare Programme	Delhi	21000/-	21000/-	21000/-	Divya Jyot Jagruti Sanstha
4	Contribution towards Education	Education	Ahmedabad, Gujarat	10,000/-	10,000/-	10,000/-	Riverside Education foundation
5	Contribution towards old Age Home, Dhyan Yoga Kendra and Ayurvedic dispensary	Setting up old age Homes, Education, and health care	Uttar Pradesh	3,00,000	3,00,000	3,00,000/-	Brahmavetta Shree Devaraha Hans Baba Trust
6	Contribution towards Education	Education	Ahmedabad, Gujarat	1,50,000/-	1,50,000/-	1,50,000/-	Riverside Education foundation
7	Contribution towards old Age Home, Dhyan Yoga Kendra and Ayurvedic dispensary	Setting up old age Homes, Education, and health care	Uttar Pradesh	5,00,000/-	5,00,000/-	5,00,000/-	Brahmavetta Shree Devaraha Hans Baba Trust
8	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
9	Donation towards expenditure of yoga, Educational projects and allied activities	Education	Ahmedabad, Gujarat	24,00,000/-	24,00,000/-	24,00,000/-	Yog Sadhna Academy Trust, Ahmedabad
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
			Total	73,91,000/-	73,91,000/-	73,91,000/-	

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 4, 2017
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, 2017, 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

PARAS SAVLA
Chairman & Managing Director
Din : 00145639

Date : August 4, 2017
Place: Ahmedabad

ANNEXURE-D TO THE BOARD'S REPORT
Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017
[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, 2017 (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 further report that maintenance of proper and updated books, papers, Minutes Book, filing of forms and returns, with applicable statutory authority is responsibility of management of the company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. 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 31st March,2017, 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.1st 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 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 very few instances, the Company has published the specified information in the Newspapers subsequent to the submission of the same to the Stock Exchange(s).

We further report that certain compliance 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.

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.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on 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.

c) Based on general review of compliance mechanisms established by the Company and on basis of management representations, 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) Approval of Scheme of Arrangement in nature of Amalgamation and Restructure of Share Capital: The Hon'ble High Court of Gujarat vide order dated 25th April, 2016 bearing Order Number O/16298-16303/2016 sanctioned the Scheme of Arrangement in nature of Amalgamation and restructure of Share Capital between Deep Industries Limited (Transferee Company) and Kanvel Finance Private Limited , Kanvel Oil and Gas Private Limited , Prabhavati Properties Private

Limited , Savla Enterprise Private Limited and Yash Organochem Private Limited (Transferor Companies) under section 391-394 read with section 100-103 of The Companies Act,1956.

As an integral part of the Scheme of Arrangement in nature of amalgamation and restructure of share capital sanctioned by the Hon'ble High Court of Gujarat ,the Authorized Share Capital of Transferor Companies having the aggregate value of ` 16,26,63,400/- stand transferred and consolidated with the Authorised Share Capital of the Transferee Company. Further, pursuant to Scheme of Arrangement, the Company allotted 1,12,58,080 equity shares of ` 10/- each to shareholders of respective Transferor Companies. The Scheme of Arrangement was effective w.e.f. 16th May, 2016.

(ii) Issue of Securities amounting to ` 125 Crores: - Special Resolution was passed in terms of Section 62(1)(c) of the Companies Act, 2013 and other applicable laws in the Extraordinary General Meeting of the Company held on 28th November, 2016 for creating, offering, issuing and allotting securities amounting upto ` 125 Crores.

(iii) Allotment of Equity Shares by means Qualified Institutional Placement ("QIP") :- Pursuant to the approval of shareholders in its meeting dated 28.11.2016, the Company has allotted 28,00,000 Equity Shares of ` 10/- each at the issue price of ` 228 /- per equity share to Qualified Institutional Buyers ("QIB's") by means of Qualified Institutional Placement at its Qualified Institutional Placement Committee Meeting held on 16.12. 2016 and BSE, NSE has granted listing and trading approval for the said equity shares accordingly.

For Shilpi Thapar & Associates
Company Secretaries

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

DATE: July 27, 2017
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 2016-17, and ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2016-17

Sr. No	Name	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in Remuneration in the FY2016-17
1.	Mr. Paras Savla	Chairman & MD	13.59	-
2.	Mr. Rupesh Savla	Managing Director	13.16	-
3.	Mr. Dharen Savla	Whole Time Director	13.16	-
4.	Mr. Premsingh Sawhney	Non-Executive Director	2.10	(15.03 %)
5.	Mr. Kirit Joshi	Independent Director	0.09	-
6.	Mr. Arun Mandke	Independent Director	0.13	-
7.	Mr. Sanjay Parekh	Independent Director	-	-
8.	Mrs. Renuka Upadhyay	Independent Director	0.13	-
9.	Mr. Rohan Shah	Chief Financial Officer	Not Applicable	10.00%
10.	Mr. Akshit Soni*	Company Secretary	Not Applicable	

Notes:

a) The remuneration of Independent Directors includes only sitting fees paid to them for the financial year 2016-17.

b) Median remuneration of the Company for all the employees is ` 2,28,018/- for the financial year 2016-17.

c) *Mr. Akshit Soni was appointed as Company secretary of the Company w.e.f. 19th March, 2016. Since his appointment was for part of the year in F.Y 2015-16, the disclosure with respect to percentage increase in his remuneration is not made.

(ii) The percentage increase in the median remuneration of employees in the financial year : **46.03%**

(iii) The number of permanent employees on the rolls of the Company: **340** as on 31st March, 2017

(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 9.67%, whereas there is no increase in Managerial Remuneration. However, Remuneration of Mr. Premsingh Sawhney, Non Executive Director has decrease by 9.09%

(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

PARAS SAVLA
Chairman & Managing Director
DIN: 00145639

Date : August 4, 2017
Place : Ahmedabad

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

(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 begining 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	2016-17	2015-16
Earnings	6612.43	246.02
Outgo	5648.25	4183.88

For and on behalf of the Board of Directors

Date : August 4, 2017
Place : Ahmedabad

PARAS SAVLA
Chairman & Managing Director
DIN:00145639

MANAGEMENT DISCUSSION AND ANALYSIS

Deep Industries Limited (DIL) is a well diversified Oil & Gas Company serving the industry since 1991 with business interest in Air and Gas Compression, Work Over, Drilling, Gas Dehydration and Oil & Gas Exploration and Production. DIL is the first Company in India to provide high pressure Air and Gas compression and Gas Dehydration Services on charter hire basis. DIL is the largest Natural Gas Compression services provider and is the largest Gas Dehydration Service provider in India. DIL is providing work-over and drilling services to exploration and production (E&P) Companies through its fleet of rigs. DIL is in Exploration and Production Business of Oil, Gas and Coal Bed Methane.

OPPORTUNITIES AND THREATS

The Oil and Gas sector in India is full of opportunities across its value chain and sub sectors. This sector offers great future opportunities driven by factors such as vastly unexplored and under explored sedimentary basins, Unconventional hydrocarbon exploration activities gaining momentum in India.

The Oil and Gas sector has many opportunities but at the same time, some fundamental issues can hinder its progress and thwart the achievement of its growth objectives. Shortages of skilled manpower, technology and equipment in upstream sector and general low oil & gas price regime may throw some critical challenges for the sector. However DIL has been able to provide stellar growth in these difficult market conditions through its commitment to provide cost effective and timely solutions.

In order to reduce dependence on few clients, DIL has identified various opportunities outside India & has started bidding.

STRATEGY OF THE COMPANY

Deep Industries Limited is in business of Oil and Gas field services and Exploration and Production. DIL is planning to increase its drilling, gas compression and gas dehydration capacity. Company is focused on exploring and developing the acreages that it has acquired in NELP and CBM rounds. Company is also looking to expand oilfield services overseas through strategic tie-ups and acquisitions.

GAS COMPRESSION BUSINESS

Deep Industries Limited is the largest Natural Gas Compression service provider in India. Company has executed various natural gas compression projects with various Public and Private sector companies in India during last Two Decades. The Company executes compression contracts on turnkey basis, which includes supply of Equipment, Installation, Commissioning and Operation & Maintenance of gas engine driven compressor packages. DIL is able to provide the right solution to accommodate client's time-frame and budget. DIL has built its equipments fleet to offer a wide range of compression requirements.

GAS DEHYDRATION BUSINESS

Generally gas produced from the wells is saturated with water and also contains heavier hydrocarbons (C_6+). Water and heavy hydrocarbons need to be removed from the gas for its transmission through pipeline. As per Statutory compliance requirement it is compulsory to maintain the water and hydrocarbon dew point below specified limits.

DIL is the pioneer in providing Gas Dehydration Systems on Build, Own and Operate basis in India. DIL is largest Gas Dehydration Service provider in India. In a short span of time DIL has been able to provide services at various production facilities at 11 sites and total capacity above 3.3 MMSCMD.

As per statutory requirement, maintaining of Water & hydrocarbon dew point is must for gas transmission through pipeline. DIL is expecting growth in this business segment in coming years.

DRILLING AND WORK OVER BUSINESS

DIL holds a fleet of Onshore Workover & Drilling Rigs ranging from 150 HP TO 1000 HP. Company has 9 workover Rigs of various capacities and 3 Drilling Rigs operating with various renowned E&P Companies in Oil & Gas sector across India. DIL is successfully serving these contracts since last decade.

OIL AND GAS EXPLORAITON AND PRODUCTION BUSINESS

DIL and its subsidiary companies are holding large acreage of onshore exploration & production assets in both conventional and unconventional category. Out of 10 blocks, 4 blocks are in development phase, one in appraisal phase and rest in

exploration phase. DIL has acquired 25% stake in North Karanpura CBM block through its subsidiary PEPL. This block is in development phase. DIL is the joint operator of this block along with ONGC. DIL has a strong management team with decades of experience in oil & gas and CBM asset development.

COALBED METHANE (CBM) PROJECTS

North Karanpura CBM Block:

North Karanpura CBM block was awarded to consortium of ONGC & IOCL during first CBM bid round in 2001. ONGC through international competitive bidding process awarded its 25% participating interest and joint operatorship to Prabha Energy Private Limited (PEPL), a subsidiary of DIL. ONGC has already completed exploration work by drilling 9 core holes and 7 test wells during Exploration Phase I & II prior to the competitive bidding process. Exploration work indicated good CBM reservoir parameters like coal thickness, gas content, saturation levels and permeability. Gas-In-Place (GIP) for the development area (sector C) is about 22.93 billion cubic meter (BCM) of gas. Field Development Plan has been approved by the Government of India in 2012. All the statutory clearance like environmental clearance, mining lease and other approvals has been granted by the government. PEPL plans to start development activities in H2 FY 2017-18.

SR-CBM-2005/III (India)

DIL has completed Phase-I of the CBM contract by drilling 9 core holes and 5 production test wells. DIL has acquired CBM reservoir parameters like coal thickness, gas content, permeability etc from the phase-I campaign and a fairway area has been identified. After developing the necessary infrastructure, the production test wells have been drilled and produced for a limited period. Approval to conclude the CBM potential further is awaited from the DGH.

Melak Mendung III CBM (Indonesia)

The block is located in Indonesia and covers an area of about 996 sq. Kms with a prognosticated in place gas resource of 2900 bcf. The Production Sharing Contract for the block signed with SKKMIGAS on 1st August 2011. DIL has stopped all the operations in the block as the major PI holder of the block is not interested for investment in the block. DIL will take a view on exiting the block in the due course.

OIL & GAS BLOCKS

Marginal Fields:

The three Onshore Marginal Fields were awarded to DIL by Oil and Natural Gas Corporation Limited (“ONGC”), during April 2007, as a part of its “Marginal Field Monetization Program”. The Fields are part of the Jaisalmer-Mari High basin containing 1.42 BCM of gas reserves, spread across 100 Km2 and are located in the state of Rajasthan approximately 100 kms northwest of Jaisalmer. DIL has completed all its committed work program of the assessment period and has submitted development plans for the three fields. For early monetization DIL in coordination with ONGC is actively looking for gas utilization tie-ups for monetizing the gas produced from these fields.

NELP VII:

DIL signed the Production Sharing Contract for SR-ONN-2005/1 block with Government of India under the New Exploration Licensing Policy (NELP) VII round in 2008. The block is located in the state of Chhattisgarh. Application for Petroleum Exploration License (PEL) for carrying out exploration work submitted to the state government and grant of the same is awaited. Company has completed the Environment Impact Assessment (EIA) studies. North - Eastern part of the block falls under Reserve forest area. As per the requirement of Environmental Clearance, DIL awaits approval of Forest Clearance from MoEF.

NELP IX:

Deep Energy LLC, subsidiary of Deep Industries Limited, along with its consortium partners was awarded with 3 on land oil & gas blocks under NELP IX bidding round. The Production Sharing Contracts for three blocks were signed with the Government of India in 2012. Two blocks (VN-ONN-2010/1 & VN-ONN-2010/2) are located in Madhya Pradesh with cumulative area of around 8600 sq. km. One block, CB-ONN-2010/3 is located in the highly prospective Cambay basin in Gujarat. Application for Petroleum Exploration Licenses have been filed with the respective State Governments for all the three blocks. Grant for PEL is expected in due course. Deep Energy LLC subsidiary of DIL along with its consortium partners have filed an application to surrender the block VN-ONN/2010/2.

FINANCIAL ANALYSIS OF DEEP INDUSTRIES LIMITED

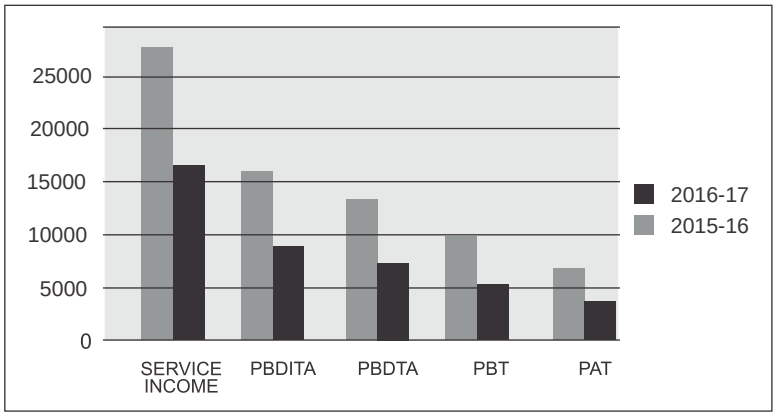
SERVICE INCOME

(` In Lakhs)

Nature of Services	FY 16-17	FY 15-16	Change	Change%
Air, Gas Compression & Work Over Operations Services	27738.05	16907.17	10830.88	64.06
Total Business Income	27738.05	16907.17	10830.88	64.06

(` In Lakhs)

Particulars	FOR THE YEAR 2016-17	FOR THE YEAR 2015-16
SERVICE INCOME	27738.05	16907.17
EBDITA	16381.10	9547.83
EBDTA	14160.59	8199.91
PBT	10808.70	6157.86
PAT	7401.71	4089.59



OTHER INCOME

Other Income increased from ` 86.47 Lakhs to ` 819.71 Lakhs. The Major increase was due to accounting of Foreign Currency Fluctuation Gain of ` 619.00 Lakhs.

OPERATING EXPENSES

Operating Expenses has increased from ` 4006.19 Lakhs to ` 8449.72 Lakhs. Operating Expense as a percentage of Operating Income has increased from 23.57% to 29.59% however the same is well within Industry norms.

STAFF COST

Employees' Remuneration & Benefits has increased from ` 1446.15 Lakhs to ` 2009.01 Lakhs which shows increase of 38.92% in actual terms with increase in number of employees with increased business operations. However, the same has been decreased from 8.51% to 7.03% in terms of percentage of operating income as compare to previous year. Staff cost also includes Director's Remuneration.

OTHER COST

Other Expense has decreased from ` 1838.82 Lakhs to ` 1717.94 Lakhs.

FINANCIAL CHARGES

Interest & Financial Charges has increased from 1502.56 Lakhs to 2220.50 as compared to previous year with increase in Bank loans followed by addition of Plant and Machinery. Financial Charges as a percentage of operating income has decreased from 8.84% to 7.78% compare to previous year.

DEPRECIATION

Depreciation has increased from ` 2042.05 Lakhs to ` 3351.89 Lakhs. This shows increase of 64.14% over the previous year with addition of Fixed Assets.

RISKS & CONCERN

1. Scarcity of skilled personnel in market.
2. Material Risk as not being able to procure right configuration units in timely manner.
3. Dependency on few clients.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has built adequate systems of internal controls to safeguard all assets against loss from unauthorized use or disposition as well as ensuring the preparation of timely and accurate financial information. Regular internal audits and checks are carried out to provide assurance that adequate systems are in place and that the responsibilities at various levels are discharged effectively.

HEDGING POLICY

In order to reduce the uncertainty arising on account of exchange rate movements and currency movement on foreign exchange exposures, Company has in place the hedging policy to secure forex exposures either naturally or otherwise so that the volatility does not impact the core business of the Company. The policy aims at monitoring the market condition for favorable development and minimising the risk arising out of forex fluctuations with minimum cost of hedging.

HUMAN RESOURCES & DEVELOPMENT

The Company values its Human Resources most and continued in its endeavors to ensure work-life balance of its employees. The Company believes that employees are the key to achievement of Company's objectives and strategies. The Company provides to the employees a fair and equitable work environment and support from their peers with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the task assigned. We provide our employees outstanding career development opportunities and reward to the staff for their good performance and loyalty to the organization. In order to meet steady flow of talent, Company has appointed experienced professionals in Technical as well as Commercial Departments. Apart from that, as a strategic policy, every year, Company hires new pool of talent from reputed technical / petroleum institutes through campus selection process.

HEALTH, SAFETY & ENVIRONMENT

Being a service provider to high risk industry, safety of employees is utmost priority of Company. While providing services, Company ensures compliance to all Rules and Regulations regarding Health, Safety and Environment protection. Imparting essential health and safety training such as MVT, Firefighting etc is being followed on regular basis.

CAUTIONARY STATEMENT

Statement in Management Discussion and Analysis may be forward looking within the meaning of applicable securities laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook.

The Company assumes no responsibilities in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

For and on behalf of the Board of Directors

Date : August 4, 2017
Place : Ahmedabad

PARAS SAVLA
Chairman & Managing Director
DIN:00145639

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE CODE:

The Good Corporate Governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process stipulated by Securities and Exchange Board of India (SEBI). It is a process or a set of systems to ensure that Company is managed to suit the best interest of all Stakeholders. At your company, the Board is at the core of its Corporate Governance Practice and considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creating and safeguarding their wealth. The Concept of Corporate Governance hinges on total transparency, integrity, accountability of the management and the Board of Directors. The Company has strong legacy of fair, transparent and ethical governance practices. We take pleasure in reporting that your Company's existing policies and procedures are in conformity with the requirements stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – "Listing Regulations" and the Company is committed to maintain the highest Standard of Corporate Governance to maintain proper Compliance with all the applicable legal and regulatory requirements under which the Company is carrying out its activities.

1. BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The primary role of the Board is to protect the interest and enhance the value for all the stakeholders. It conducts the overall strategic supervision and control by setting policies, reporting mechanism and accountability and decision making process to be followed.

The Chairman and Managing Director is in overall control and responsible for the working of the Company. He gives strategic directions, lays down the policy guidelines and ensures the implementation of the decisions of the Board and its committees.

The Composition of the Board of Directors, with reference to the number of Executive and Non-Executive Directors, meet with the requirements of the Code of Corporate Governance. As on March 31, 2017, the Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on date of this Report, the Board comprises of an optimum combination of Executive and Non-Executive Directors with one Woman Director. Out of Eight Directors Three Directors are Executive Directors, Five directors are Non-Executive directors and out of five Non-executive directors, Four members are Independent Directors including one women Director. As required under the provisions of section 149(1) of the Companies Act, 2013 and Rules made there under and Listing Regulations. Non-Executive and Independent Directors have expert knowledge in the fields of finance, taxation, legal and industry. Thus the Board represents a balanced mix of professionals, who bring the benefits of their knowledge and expertise. The maximum tenure of independent directors is in compliance with the Companies Act, 2013.

Details of the composition of the Board, attendance of Directors at Board meetings and other related matters are as under:

Name of Directors	Category of Directorship	Attendance Particulars			No. of Shares held as on 31st March, 2017	No. of Directorship and Committee Membership/Chairmanships in other Companies*		
		No. of board meeting held	No. of board meeting attended	Attendance at last AGM		Director	Member	Chairman
Mr. Paras S. Savla	CMD - Executive	7	7	Yes	400580	2	2	0
Mr. Rupesh K. Savla	MD - Executive	7	6	Yes	2516842	1	0	0
Mr. Dharen S. Savla	WTD - Executive	7	5	Yes	3164048	1	0	0
Mr. Premsingh M. Sawhney	NED (NI)*	7	6	Yes	-	0	0	0
Mr. Kirit Joshi	NED (I)	7	5	No	-	0	0	0
Mr. Arun Mandke	NED (I)	7	2	No	-	0	0	0
Mr. Sanjay Parekh	NED (I)	7	2	No	1350	0	0	0
Mrs. Renuka Upadhyay	NED (I)	7	4	No	-	1	1	0

1. *Chairmanship/Membership of the Audit Committee and Stakeholders Relationship Committee of other Companies is considered.
2. *Excludes Directorship in Private/Foreign Companies, One Person Companies and Companies incorporated Under Section 8 of the Companies Act, 2013.
3. Mr. Premsingh M. Sawhney was re-designated as Non-executive Non-Independent Director from Executive Director w.e.f. 29th December, 2016.
4. The said Independent Directors have furnished their declaration that they qualify the conditions of being independent as per Section 149(6) of the Companies Act, 2013 and Listing Regulations which were placed before the Board.

5. Except Shri Paras Savla and Shri Dharen Savla, who are related to each other as brothers, none of the other Directors are related to any other Director on the Board in term of definition of 'relative' as per the Companies Act, 2013.
6. CMD – Chairman & Managing Director, MD – Managing Director, WTD –Whole time Director, NED (I) – Non Executive Director (Independent), NED (NI) – Non Executive Director (Non-Independent).
7. At the time of appointment of an Independent Director, a formal letter of appointment is given to him/ her, which inter alia explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. All our Directors are aware and also updated, whenever required, of their role, responsibilities, liabilities and obligations under the provisions of the Companies Act, 2013 and Rules made there under, Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Familiarization programmes is posted on the website of the Company and any member can visit the Company's website by clicking the link http://www.deepindustries.com/Uploads/Programmes%20for%20IDs%20_2016-17_201707250114485631.pdf. The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business, Minimum Four Board Meetings are required to be held in each year and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present during all the meetings During the Financial Year ended on 31st March, 2017, 7 (Seven) meetings of the Board of Directors were held on following dates:

   19/05/2016, 29/06/2016, 28/07/2016, 25/10/2016, 27/10/2016, 29/12/2016 and 06/02/2017.

   While constituting the Committee of Directors, the requirement that a Director shall not be a member of more than 10 committees and Chairman of more than 5 committees have been ensured and complied with. None of the Independent Director serves as an Independent Director in more than seven listed companies.

   During the year, one meetings of the Independent Directors were held on 19.05.2016. The Independent Directors, interalia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

2. AUDIT COMMITTEE

The Company has set up an Audit Committee in accordance with the Companies Act, 2013 and Listing Regulations. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for Internal financial controls, governance and reviewing the Company's Statutory and Internal Audit activities. During the year, the Board has revised the terms of reference of the Committee to give effect to the new requirements under the Listing Regulations.

Terms of reference:

The terms of reference of Audit Committee is wide enough to cover the matters specified for Audit Committee under Listing Regulations, as well as in Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013;
  b. Changes, if any, in accounting policies and practices and reasons for the same;
  c. Major accounting entries involving estimates based on the exercise of judgment by management;
  d. Significant adjustments made in the financial statements arising out of audit findings;
  e. Compliance with listing and other legal requirements relating to financial statements;
  f. Disclosure of any related party transactions; and
  g. Modified opinion(s) in the draft Audit Report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;

- Reviewing the adequacy of internal audit function, if any, Including the Structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and Creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an Arm's Length pricing basis and to review and approve such transactions subject to the approval of the Board;
- Statement of deviations.

As on 31st March, 2017, the composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Designation	Category	Committee meeting attended
Mr. Kirit Joshi	Chairman	Non- Executive, Independent	4
Mr. Paras Savla	Member	Executive,Non- Independent	4
Mr. Arun Mandke	Member	Non- Executive, Independent	3

Four Meetings of Audit Committee were held during the financial year 2016-17 on 19.05.2016, 28.07.2016, 25.10.2016 and 06.02.2017 and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present during all the meetings.

All the members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of accounting practices, financial and internal controls. The Chairman of the Committee was not present at the last Annual General Meeting as he was not in town.

Composition of the Committee is available on Company's website: http://www.deepindustries.com/Pages/Committees%20of%20Board%20Of%20Directors.aspx

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has Stakeholders Relationship Committee of Directors to consider and oversee resolution of grievances of security holders and investors of the Company.

Terms of reference:

1. Oversee and review all matters connected with the transfer/ transmission of the Company's securities;
2. Monitor redressal of investors'/ shareholders'/ security holders' grievances.
3. Oversee the performance of the Company's Registrar and Transfer Agents.
4. Approval and monitoring of dematerialization of shares and all matters incidental thereto;
5. Issue of share certificate on dematerialization of shares from time to time.

This Committee consists of 3 Directors and all the directors are Non-Executive Directors.

Mr. Akshit Soni, was appointed as Company Secretary & Compliance Officer of the Stakeholders' Relationship Committee with effect from 19th March, 2016.

Address of Compliance Officer :- 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380 058

During the year under review, the Committee met for 4 times on 19/05/2016, 28/07/2016, 25/10/2016 and 06/02/2017. As on 31st March, 2017, the composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Name	Designation	Category	Committee meeting attended
Mr. Arun Mandke	Chairman	Non- Executive, Independent	3
Mr. Kirit Joshi	Member	Non- Executive, Independent	4
Mrs. Renuka Upadhyay	Member	Non-Executive,Independent	2

During the period under review, Company has not received any Complaint from Shareholders. There is no outstanding complaint as on 31st March, 2017.

Composition of the Committee is available on Company's website: http://www.deepindustries.com/Pages/Committees%20of%20Board%20Of%20Directors.aspx

4. NOMINATION AND REMUNERATION COMMITTEE

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, 2015.

Terms of reference:

1. Formulating of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every directors' performance;
5. To recommend /review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defied assessment criteria;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable;

During the year under review, the Committee met for 2 times on 28/07/2016 & 26/12/2016. As on 31st March, 2017, the composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name	Designation	Category	Committee meeting attended
Mr. Kirit Joshi	Chairman	Non- Executive, Independent	2
Mr. Arun Mandke	Member	Non- Executive, Independent	2
Mrs. Renuka Upadhyay	Member	Non- Executive,Independent	2

Composition of the Committee is available on Company's website: http://www.deepindustries.com/Pages/Committees%20of%20Board%20Of%20Directors.aspx

Performance Evaluation Criteria for Independent Directors

- Participation in Board in terms of adequacy (time & content).
- Contribution through expertise and perspective.
- Guidance / support to Management outside Board / Committee meetings.

- **REMUNERATION OF DIRECTORS**

Remuneration Policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

The Executive and Promoter Group Directors are not being paid sitting fees for attending meetings of the Board of Directors and its committees. Other than sitting fees paid to Non- Executive Directors, there were no material pecuniary relationship or transactions by the Company with any of the Non- Executive Director and Independent Directors.

Details of Remuneration of Managing Directors and Executive Director for the Financial Year 2016-17 are as under:

Sr No.	Name of Director	Relationship with Directors	Amount Paid (` In Lakhs)	Sitting Fees
1.	Mr. Paras Savla (Chairman & Managing Director)	Brother of Mr. Dharen Savla	31	-
2.	Mr. Rupesh Savla (Managing Director)	-	30	-
3.	Mr. Dharen Savla (Whole Time Director)	Brother of Mr. Paras Savla	30	-
4	Mr. Premsingh Sawhney (Non-Executive Director)	-	5	-
5	Mr. Kirit Joshi	-	-	0.20
6	Mr. Arun Mandke	-	-	0.30
7	Mrs. Renuka Upadhyay	-	-	0.30
8.	Mr. Sanjay Parekh	-	-	-

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on the criteria such as industry benchmarks, the Company's performance vis-a-vis the industry, responsibilities shouldered, performance/track record, macro economic review on remuneration packages of heads of other organizations and is decided by the Board of Directors. The Company pays remuneration by way of salary, perquisites and allowances, incentive remuneration to its Executive Directors within the limits prescribed under the Companies Act, 2013.

Criteria for payment of payment to non-executive directors

The Non Executive Directors of the Company are paid by way of sitting fees only.

Criteria for making payment to Non-executive Directors includes attendance of Board or Committee Meeting, and guidance/ support to the management outside the board /committee meeting. Company pays remuneration to Non-executive directors within limit prescribed by the Act.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013 and rules made there under.

Terms of reference

Terms of Reference of the Committee, inter alia includes the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and rules made there under.
2. To recommend the amount of expenditure to be incurred on the CSR activities.
3. To monitor the implementation of framework of CSR Policy.
4. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

During the year under review, the Committee met for 3 times on 19/05/2016, 28/07/2016 and 30/03/2017. As on 31 st March, 2017, the composition of the Corporate Social Responsibility Committee and the details of meetings attended by its members are given below:

Name	Designation	Category	Committee meeting attended
Mr. Paras Savla	Chairman	Executive, Non-Independent	3
Mr. Rupesh Savla	Member	Executive, Non-Independent	2
Mr. Kirit Joshi	Member	Non- Executive, Independent	3

6. ROUTINE TRANSACTION COMMITTEE

The Company has Routine Transaction Committee of the Directors to speed up the routine business matters and to comply with other statutory formalities of the Company.

Terms of Reference

The Committee shall have empowered to do all such acts, things and deeds as may be considered necessary for carrying on ordinary course of business of the Company, including but not restricted to:

(a) Applying for the tender in the name or on behalf of the Company;

(b) Opening or Closing of Company's bank account(s);

(c) Making application to or representation before any statutory, legislative or judicial authority or government department;

(d) Appointment of agents or authorize any person to discharge their obligation(s) or duty (ies) or to exercise their right(s) and power.

The Routine Transaction Committee comprised of three members viz Mr. Paras Savla, Mr. Rupesh Savla and Mr. Dharen Savla. Mr. Paras Savla is the Chairman of the Committee.

7. GENERAL BODY MEETING

Details of last three Annual General Meetings:

Year	AGM/EGM	Date	Time	Venue	No. of Special Resolution passed
2013-14	24th	11/09/2014	10:30 A.M.	Conference Hall, GCA Club House, Sardar Patel Stadium, Motera, Ahmedabad-380005, Gujarat	6
2014-15	25th	30/09/2015	10:30 A.M.	Hotel Planet Landmark, Ambli Bopal Road, Off. S.G. Road, Nr. Ashok Vatika, Ahmedabad-380058, Gujarat.	5
2015-16	26th	22/09/2016	10:00 A.M.	Hotel Planet Landmark, Ambli Bopal Road, Off. S.G. Road, Nr. Ashok Vatika, Ahmedabad-380058, Gujarat.	NIL
Details of Other General Meetings					
2016-17	EGM	28/11/2016	10:00 A.M.	Hotel Planet Landmark, Ambli Bopal Road, Off. S.G. Road, Nr. Ashok Vatika, Ahmedabad-380058, Gujarat.	1

-	Details of Special Resolutions passed in the immediately preceding three AGMs
AGM/ EGM	**Particulars of Special resolution Passed**
24th AGM	Re-appoitment of Mr. Dharen Savla as Whole Time Director for a period of 5 years w.e.f. 21st June, 2014 to 20th June, 2019
	Increase in remuneration & Variation in terms and conditions of appointment of Mr. Paras Savla, Managing Director w.e.f. 01st June, 2014
	Increase in remuneration & Variation in terms and conditions of appointment of Mr. Rupesh Savla, Managing Director w.e.f. 01st June, 2014
	To accord consent to the Board under section 180(1)(c) of the companies act to borrow money which may exceed paid up capital and free reserves of the company provided that the amount so borrowed shall not exceed ` 500 Crores (Rupees Five Hundred Crores Only)
	To accord consent to the Board under section 180(1)(a) of the companies act, 2013 to create mortgage/charge the property of the company .
	To amend the Articles of Association of the Company.
25th AGM	To re appoint Mr. Paras Shantilal Savla (DIN : 00145639) as Managing Director of the company for a period of 5 (five) years with effect from 01st March, 2015

	To re appoint Mr. Rupesh Kantilal Savla (DIN00126303) as Managing Director of the company for a period of 5 (five) years with effect from 01st March, 2015
	To accord consent to the Board under section 180(1)(c) of the companies act to borrow money which may exceed paid up capital and free reserves of the company provided that the amount so borrowed shall not exceed Rs. 750 crores (rupees Seven Hundred and Fifty Crores)
	To accord consent to the Board under section 180(1)(a) of the companies act, 2013 to create mortgage/charge the property of the company not exceeding Rs. 750 crores (Rupees Seven Hundred and Fifty Crores)
	To accord consent to the board to create, offer, issue and allot issue securities not exceeding ` 250 crores (Rupees Two Hundred and Fifty Crores only) pursuant to section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and other applicable laws
EGM	To accord consent to the board to create, offer, issue and allot securities amounting upto ` 125 Crores (Rupees One Hundred and Twenty Five Crores Only) pursuant to section 62(1) (c) and other applicable provisions of the Companies Act, 2013 and other applicable laws.
	- No special resolution have been passed in the 26th AGM

- **POSTAL BALLOT:**

During the year under review, there was no special resolution passed through Postal Ballot. There is no immediate proposal for passing any resolution through Postal Ballot.

8. OTHER DISCLOSURES

a. Related Party Transaction

There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large. All the related party contracts / arrangements and transactions are entered into by the Company on arm's length basis and are put forth for the approval of the Audit Committee and Board of Directors, as applicable, in compliance with the said policy. Omnibus approval from the Audit Committee has been obtained for the transactions which are within the prescribed limit.

In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated Related Party Transactions Policy. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. The Related Party Transaction Policy is available on the website of the Company http://www.deepindustries.com/Pages/Policies.aspx

b. Material Subsidiary Policy

The Company has also formulated Policy on determining Material Subsidiaries as required under Listing Regulations, which is uploaded on the website of the Company http://www.deepindustries.com/Pages/Policies.aspx.

c. Policy On Disclosure of Material Events / Information and Policy on Preservation of Documents / Records and Archival Policy on website Disclosures which is uploaded on the website of the Company http://www.deepindustries.com/Pages/Policies.aspx

d. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the Capital Markets during the last three years:

There were no instances of material non-compliance and no penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during last three years.

e. Reconciliation of share capital audit:

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

f. Code of Conduct:

The Code of Conduct for the Directors and Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company. The Members of the Board and senior management of the Company have submitted their affirmation on compliance with the Code of Conduct for the effective period. A declaration to this effect forms part of this Annual Report.

g. CEO/CFO Certification

In terms of the Listing Regulations, the certification by Chief Financial Officer of the Company has been obtained that the financial results of the Company for the year ended 31st March, 2017 do not contain any false or misleading statements or figures and do not omit any material facts which may make the statements or figures contained therein misleading, was placed before the Board of Directors of the Company as required by Listing Regulations.

h. Details of unclaimed shares in terms of the Listing Regulations as on 31st March, 2017.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. as on April 1, 2016	4	1489
Number of Shareholders who approached the Company / Registrars and Transfer Agents (RTA) for transfer of shares from Unclaimed Suspense Account during the year ended 31st March, 2017	Nil	Nil
Number of Shareholders who approached the Company / Registrars and Transfer Agents (RTA) for transfer of shares from Unclaimed Suspense Account during the year ended 31st March, 2017.	**Nil**	**Nil**
Aggregate number of Shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. as on March 31, 2017	4	1489

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

i. Vigil Mechanism and Whistle Blower Policy

The Company has a Vigil Mechanism and whistle blower policy to deal with any instance of fraud and mismanagement. The employees of the Company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination with any person for a genuinely raised concern. During the year under review, no employee was denied access to the Audit Committee.

The Vigil mechanism and Whistle Blower Policy is available on the website of the Company http://www.deepindustries.com/Pages/Policies.aspx

j. Policy on protection of Women against Sexual Harassment at Work Place

The Company is committed to creating a healthy & conductive 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 thereunder", 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.

Pursuant to the Policy, the Company has formed a Complaint Redressal Committees at each administrative unit/ office of the Company with majority women members. During the year under review, no case was reported under the Policy.

k. Mandatory & Non Mandatory Clauses

The Company has complied with all mandatory requirements laid down by Listing Regulations. The non-mandatory requirements complied with have been disclosed at the relevant places.

l. Disclosure of Compliance with Corporate Governance

The Company has submitted quarterly compliance report on Corporate Governance with Stock Exchanges and complied with the Corporate Governance requirements specified in the Listing Regulations.

The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub – regulation (2) of Regulation 46 of Listing Regulations.

SUBSIDIARY COMPANIES :

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments

of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Company does not have any material non-listed Indian subsidiary companies.

9. MEANS OF COMMUNICATION

a) Quarterly/Half yearly/ Yearly Results: The quarterly, half yearly and annual results of the Company are approved and taken on record by the Board of Directors within 45 days (for I, II, III quarter)/60 days (for IV quarter) from the end of quarter.

b) Newspapers: The Approved Results are also published within 48 hours in English and Gujarati Newspapers.

c) Stock Exchanges: The Approved Results were sent to the both Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) & Bombay Stock Exchange Limited (BSE) as per Listing Regulations.

d) Website: These results are also available on Company's website i.e. 'www.deepindustries.com'.

Also available on the website of the Stock Exchanges :

1. www.bseindia.com

2. www.nseindia.com

e) Presentations made to institutional investors or to the analysts.

Detailed presentations are made to institutional investors and financial analysts on the Company's audited quarterly as well as audited annual financial results. These presentations are also uploaded on the Company's website (www.deepindustries.com) & website of the Stock Exchanges (www.bseindia.com & www.nseindia.com)

10. GENERAL SHAREHOLDER INFORMATION

(i) 27th Annual General Meeting

- Date : 1st September, 2017
- Time : 10.00 a.m.
- Venue : Hotel Planet Landmark,
  Ambli Bopal Road, Off. S.G.Road, Nr. Ashok Vatika,
  Ahmedabad 380 058
- Remote E-voting Period: begins on 29th August, 2017 at 9.00 a.m. and ends on 31st August, 2017 at 5.00 p.m.
- Cut off date (Record date) for remote e-voting period- : Friday, 25th August, 2017

(ii) Financial calendar for the year 2017-18

Financial year – 1st April to 31st March

Date of Book closure: 26th August, 2017 to 1st September, 2017 (Both days inclusive)

Board Meeting for approval of quarterly results (tentative schedule)	
June 30, 2017	: On 4th August, 2017
September 30, 2017	: On or before 14th November, 2017
December 31, 2017	: On or before 14th February, 2018
March 31, 2018	: On or before 30th May, 2018

(iii) Dividend payment

The Board of Directors at their meeting held on 02/05/2017 recommended a final dividend of ` 1.8/- per Equity Share of the face value of ` 10/- each for the financial year 2016-2017, subject to approval of the Shareholders at ensuing Annual General Meeting.

* Final dividend to be paid/credited = on or before 30th September, 2017

(subject to the approval of shareholders in the ensuing Annual General Meeting.)

(iv) Listing on Stock Exchange along with stock code

Name & Address of Stock Exchanges	BOMBAY STOCK EXCHANGE LIMITED (BSE) 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001	NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051
Security Code	532760	DEEPIND
Listing Fees Confirmation	Listing fees has been paid.	Listing fees has been paid.

(v) Dividend Policy:

Dividends, other than interim dividend(s), are to be declared at the Annual General Meetings of shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to shareholders.

(vi) Market Price & BSE Sensex Data :

High & Low price (based on closing price) during each month in last Financial Year 2016- 2017 on BSE and NSE:

MONTH	SENSEX	BSE			NSE		
		HIGH	LOW	CLOSE	HIGH	LOW	CLOSE
April, 2016	25,606.62	180.30	137.70	174.80	180.30	137.50	174.95
May, 2016	26,667.96	184.20	155.85	160.55	184.40	155.10	160.85
June, 2016	26,999.72	190.00	160.35	175.70	190.30	160.20	174.95
July, 2016	28,051.86	204.00	175.00	196.25	204.00	174.80	196.30
August, 2016	28,452.17	211.40	174.00	199.05	211.40	175.00	198.80
September, 2016	27,865.96	242.40	188.50	225.40	242.50	187.50	226.95
October, 2016	27,930.21	288.45	226.10	267.20	288.90	226.00	268.65
November, 2016	26,652.81	269.40	208.00	251.50	270.95	200.20	252.00
December, 2016	26,626.46	313.20	243.00	281.35	313.50	241.65	280.65
January, 2017	27,655.96	319.90	281.35	305.45	319.80	279.65	305.70
February, 2017	28,743.32	332.95	303.05	307.45	332.35	302.75	308.00
March, 2017	29,620.50	343.70	295.00	329.45	343.10	295.00	329.30

(vii) Performance in comparison of Price of Company at BSE & NSE with Sensex:

a) Comparison of Closing Price at BSE with BSE Sensex Closing Price

b) Comparison of Closing Price at NSE with BSE Sensex Closing Price

(viii) Distribution of Shareholding as on 31st March, 2017

No. of Shares	No. of Holders	% of holders	No. of Shares	% of holding
1 to 500	11689	85.1409	1448004	4.5250
501 to 1000	976	7.1090	775200	2.4225
1001 to 2000	494	3.5982	750492	2.3453
2001 to 3000	168	1.2237	424232	1.3257
3001 to 4000	106	0.7721	374284	1.1696
4001 to 5000	66	0.4807	314990	0.9843
5001 to 10000	105	0.7648	782412	2.4450
10001 and above	125	0.9105	27130386	84.7825
Total	**13729**	**100.00**	**3,20,00,000**	**100.00**

(ix) Shareholding Pattern of the Company as on 31st March, 2017

Sr.No.	Category	No. of shares		Total No.	% of
		Physical	Electronic	of Shares	Shareholding
1	Promoters	194	20464341	20464535	63.95
2	Mutual Fund and UTI	—	—	—	—
3	Clearing Member	—	147460	147460	0.46
4	Foreign Institutional Investors	—	2553898	2553898	7.98
5	Private Corporate Bodies	—	2066132	2066132	6.46
6	NRIs/OCBs	—	477652	477652	1.49
7	Indian Public	361	6222757	6223118	19.45
8	Banks, Financial Institution, Insurance Co.(Central/State Government Institution)	—	67205	67205	0.21
9	GDR	—	—	—	—
	Total	**555**	**31999445**	**32000000**	**100**

(x) Registrar and Share Transfer Agents

The Investors may contact the Company's Registrar and Transfer Agent for the lodgment of transfer deeds and other documents or for any grievances / complaints at the following address:

Name : Link Intime India Private Limited

Address : Ahmedabad Address- 506-508,Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road , Ellisebridge, Ahmedabad 380009
Mumbai Address- Link Intime India Pvt. Ltd , C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083

Phone : +91 79 26465179 /86 / 87

E-mail : ahmedabad@linkintime.co.in

Website : www.linkintime.co.in

(xi) Share Transfer System

The Board of Directors of Company has delegated the powers regarding share transfer, splitting/consolidation of share certificate and issue of duplicate share certificate, re-materialization of shares, etc. to the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited. The Registrar and Share Transfer Agent process the transfer of Shares in physical form, within stipulated time, if documents are complete in all respects. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligation and disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

(xii) Dematerialization of Shares & Liquidity

Equity shares of the Company can be traded only in dematerialized form by the investors. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Demat security (ISIN) code for the equity shares is INE677H01012. As on March 31, 2017, 3,19,99,445 shares of the company, constituting 99.99% were in dematerialized form.

(xiii) Outstanding GDRs / ADRs / Warrants / any other convertible instruments

As of March 31, 2017, the Company does not have any outstanding GDRs / ADRs / Warrants / any other convertible instruments

(xiv) Foreign exchange risk and hedging activities:

The Company has risk Management policy which primarily focus on identifying, assessing and managing foreign exchange risk.

In order to reduce the uncertainty arising on account of exchange rate movements and currency movement on foreign exchange exposures, Company has in place the hedging policy to secure forex exposures either naturally or otherwise so that the volatility does not impact the core business of the Company. The policy aims at monitoring the market condition for favourable development and minimising the risk arising out of forex fluctuations with minimum cost of hedging.

(xv) Plant Locations

1) Sanand Workshop - Near Jalaram polymers, opp essar petrolpump, Ieyava, Sanand-Viramgam Highway, Sanand

2) Mahij Workshop - Block No.968, Bareja Barej D Road, Opp Badiyadev Temple, Village Mahij

(xvi) Address for correspondence

The Shareholders may address their communication/grievances at the following address.:-

Akshit Soni
Company Secretary & Compliance Officer
Deep Industries Limited
Address : 12A & 14, Abhishree Corporate Park, Ambli-Bopal Road, Ambli, Ahmedabad-380058.
Phone No : 02717-298510, Fax No : 02717-298520 Email Id : cs@deepindustries.com , info@deepindustries.com

For and on behalf of the Board of Directors

Date : August 4, 2017
Place : Ahmedabad

PARAS SAVLA
Chairman & Managing Director
DIN: 00145639

Declaration Regarding Compliance by Board of Directors and Senior Management Personnel having affirmed Compliance with the Code of Conduct of Board of Directors and Senior Management.

I, Paras Savla, Chairman & Managing Director of Deep Industries Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended March 31, 2017 affirmed their compliance with the Code of Conduct laid down by the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year March 31, 2017.

Date : 02/05/2017
Place : Ahmedabad

PARAS SAVLA
Chairman & Managing Director
DIN: 00145639

Chairman and Managing Director [CMD] and Chief Financial Officer [CFO] Certification

To
The Board of Directors,
Deep Industries Limited
Ahmedabad

As required under the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the Listing Regulations] read with Schedule II part B of the Listing Regulations, we hereby certify that;

[A] We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief;

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable Laws & Regulations.

[B] We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Companys Code of Conduct.

[C] We accept responsibility for establishing & maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control system, if any, and that we have taken the required steps to rectify these deficiencies.

[D] We have indicated, based on our evaluation, wherever applicable, to the Auditors' and the Audit Committee:

(i) significant changes, if any, in internal control over financial reporting during the year;

(ii) significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) instances of fraud which we have become aware and the involvement therein, if any, of management or an employee having significant role in the Company's internal control system over financial reporting.

Date : 02.05.2017
Place : Ahmedabad

Paras Savla
Chairman & Managing Director
Din : 00145639

Rohan Shah
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Deep Industries Limited,
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by M/s. Deep Industries Limited (the 'Company') for the year ended 31 March 2017, as per regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clauses. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations provided by the Directors and the Management, we certify that the Company has complied with, in all material respect, the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D and E of Schedule V of the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction to Use: This certificate is issued solely for purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Shilpi Thapar & Associates,
Practicing Company Secretaries

Date : 25th July,2017
Place : Ahmedabad

Shilpi Thapar
C.O.P. No. 6779

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Deep Industries Limited.

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Deep Industries Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

Management's Responsibility for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows 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 standalone 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 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 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 standalone 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows 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 Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of 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 it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid standalone 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 31st March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, 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 does not have any pending litigations on its financial position in its standalone financial statements. – Refer Note 26(E) to the Standalone 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.

   iv. The company had provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with the books of accounts maintained by the company.

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

Place : Ahmedabad
Date :May 02, 2017

(Kaushik D Shah)
Partner
Mem. No. : 016502

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 financial statements for the year ended 31 March 2017, 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.

(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, 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, 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 and cess which have not been deposited on account of any dispute. However, the particulars of dues as at 31st March, 2017 which have not been deposited on account of a dispute, are as follows:

Name of Statute	Nature of Dues	Amount (` Lakhs)	Related Period	From 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
Gujarat VAT Act, 2005	Gujarat VAT	401.07	F Y 2010-11	Gujarat VAT Tribunal
Income Tax Act, 1961	Income-Tax	6.14	F Y 2013-14	CIT(A)

(vii) 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.

(viii) 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.

(ix) 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.

(x) 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.

(xi) 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.

(xii) 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.

(xiii) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made preferential allotment of shares during the year.

(xiv) 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

(xv) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

Place : Ahmedabad
Date : May 02, 2017

(Kaushik D Shah)
Partner
Mem. No. : 016502

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 2017 in conjunction with our audit of the standalone 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 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations 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 standalone 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 2017, 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 & Doshi
Chartered Accountants
Firm's Registration Number: 102511W

Place : Ahmedabad
Date : May 02, 2017

(Kaushik D Shah)
Partner
Mem. No. : 016502

BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in Lakhs)

Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
1 **Shareholders' Funds**			
(a) Share Capital	3	3,200.00	2,920.00
(b) Reserves and Surplus	4	34,627.44	22,374.03
		37,827.44	25,294.03
2 **Non-current Liabilities**			
(a) Long-term Borrowings	5	17,743.72	18,649.13
(b) Deferred Tax Liabilities	6	4,690.70	3,686.46
(c) Other Long-term Liabilties	7	191.81	151.87
		22,626.23	22,487.46
3 **Current Liabilities**			
(a) Short-term Borrowings	8	9,477.94	7,806.35
(b) Trade Payables	9	1,002.27	1,450.44
(c) Other Current Liabilities	10	108.35	3,111.39
(d) Short-term Provisions	11	4,240.42	2,224.33
		14,828.98	14,592.51
TOTAL `		**75,282.65**	**62,374.00**
II. ASSETS			
1 **Non-current Assets**			
(a) Fixed Assets			
i) Tangible Assets	12	51,852.19	37,322.29
ii) Intangible Assets	12	10.53	11.57
iii) Capital Work in Progress	12	4,542.41	10,225.58
		56,405.13	47,559.44
(b) Non-current Investments	13	1,867.00	1,334.91
(c) Long-term Loans and Advances	14	182.82	124.91
		2,049.82	1,459.81
2 **Current Assets**			
(a) Current Investments	15	2,699.92	401.79
(b) Inventories	16	1,055.93	632.35
(c) Trade Receivables	17	6,646.92	5,557.74
(d) Cash and Cash Equivalents	18	2,513.12	1,699.11
(e) Short-term Loans and Advances	19	3,607.09	4,773.08
(f) Other Current Assets	20	304.72	290.68
		16,827.70	13,354.75
TOTAL `		**75,282.65**	**62,374.00**

The notes form an integral part of these financial statements 1 to 26

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH 2017

(Amount in Lakhs)

Particulars	Note No	For the Year Ended 31st March 2017	For the Year Ended Ended 31st March 2016
I. INCOME			
Revenue from Oil & Gas Services		27738.05	16907.17
II Other Income	21	819.71	86.47
III Total Revenue (I + II)		**28557.76**	**16993.64**
IV Expenses			
- Operating Expense	22	8449.72	4006.19
- Employee benefits expenses	23	2009.01	1446.15
- Finance Costs	24	2220.50	1502.57
- Depreciation and amortization expense	12	3351.89	2042.05
- Other Expenses	25	1717.94	1838.82
Total Expenses		**17749.06**	**10835.78**
V Profit before exceptional items and tax (III - IV)		**10808.70**	**6157.86**
VI Exceptional items		—	
VII Profit/(Loss) before tax (V - VI)		**10808.70**	**6157.86**
VIII Tax Expense :			
(1) Current Tax		2437.51	1290.69
(2) Deferred Tax		1004.25	783.40
(3) Excess Tax Provision Of Earlier Years		(34.77)	(5.82)
		3406.99	**2068.27**
IX Profit / (Loss) for the year (VII - VIII)		**7401.71**	**4089.59**
X Earnings per Equity Share of ` 10 each			
— Basic		24.66	14.01
— Diluted		24.66	14.01

The notes form an integral part of these financial statements 1 to 26

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2017

(Amount in Lakhs)

PARTICULARS		2016-17		2015-16
CASH FLOWS FROM OPERATING ACTIVITIES :				
Net Profit before tax as per Profit & Loss Account		**10,808.70**		**6,157.86**
Adjustment for :				
Depreciation Expenses	3,351.89		2,042.05	
Interest Expenses	2,220.50		1,502.56	
Dividend Income	(0.11)		(0.11)	
Interest Income	(157.06)		(76.91)	
(Gain)/ Loss Foreign Currency Fluctuation	(609.29)		204.40	
(Profit)/Loss on Sale of Investments	(48.75)		(0.98)	
(Profit)/Loss on Sale of Fixed Assets	(0.60)		127.87	
Preliminary Expenses Written Off	21.14	4,777.71	40.02	3,838.91
Operating Profit before Working Capital Changes		15,586.41		9,996.76
Changes in Working Capital				
Adjustment for				
Inventories	(423.59)		(45.65)	
Trade Receivables	(1,089.18)		(2,618.85)	
Loans & Advances (Long, Short & others)	2,407.66		(3,262.82)	
Trade Payable & Other Liabilities	(4,000.08)	(3,105.19)	3,346.73	(2,580.59)
CASH FLOW FROM OPERATION		**12,481.22**		**7,416.17**
Cash Flow from Exceptional Claim				
Income Tax Paid During the Year (Net off Refund Received)	(1,300.00)	(1,300.00)	(392.04)	(392.04)
NET CASH GENERATED BY OPERATING ACTIVITIES		**11,181.22**		**7,024.13**
CASH FLOWS FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets & Addition in Capital Work in Progress	(12,201.98)		(17,882.70)	
Sale of Fixed Assets	5.00		2.11	
Purchase of Investments	(7,138.17)		(1,897.08)	
Sale of Investments	4,307.95		291.00	
Interest Income	157.06		76.91	
Dividend Income	0.11		0.11	
Profit from Sale of Investments	48.75		0.98	
NET CASH USED IN INVESTING ACTIVITIES		**(14,821.27)**		**(19,408.67)**
CASH FLOWS FROM FINANCING ACTIVITIES :				
Interest Paid	(2,220.50)		(1,502.56)	
Foreign Currency Fluctuation Gain	609.29		(204.40)	
Proceeds from Issue of Share Capital/Convertible Warrants (Net of Expenses / Recovery of Expenses)	6,384.00		-	
Proceeds from Secured Loans	4,372.85		10,877.28	
Proceeds from Unsecured Loans	(4,165.70)		4,165.70	
Dividend and Dividend Distribution Tax Paid	(525.88)		(349.80)	
NET CASH FROM FINANCING ACTIVITIES		**4,454.06**		**12,986.22**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		814.01		601.68
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,699.11		1,097.42
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR		2,513.12		1,699.11

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W
Kaushik D. Shah
Partner
M. No. 016502
Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

NOTES TO THE FINANCIAL STATEMENTS

NOTE 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.

NOTE : 2 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements have been prepared in compliance with all material aspects of the mandatory Accounting Standards issued by the ICAI and the relevant provisions of the Companies Act, 2013.

Financial Statements are based on historical cost and are prepared on accrual basis.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

C. Fixed Assets and Depreciation

(a) Fixed Assets are stated at cost net of cenvat, less accumulated depreciation. All cost, including financing cost till commencement of assets put to use effect of foreign exchange contracts and adjustment arising from exchange rate variations attributable to the fixed assets are capitalised of those contracts for which option under notification of Accounting Standard-11 was exercised.

(b) Expenditure including finance costs related to borrowed funds for the fixed assets incurred on projects under implementation is included under “Capital Work in Progress”. These expenses are transferred to fixed assets on commencement of respective projects.

(c) **Tangible Assets**

(i) Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method based on balance useful lives of the Assets as per useful life prescribed in Schedule II to the Companies Act, 2013.

(ii) The carrying amount of the asset, as on date of Schedule II becoming effective, after retaining the residual value, shall be recognised in the opening balance of retained earnings where the remaining useful life of an asset is NIL.

Intangible Assets

(i) In absence of any specification of useful life of intangible assets under Schedule II to the Companies Act, 2013, the useful life of intangible asset is taken in line with that of useful life of respective tangible assets.

D. Investments

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as Long Term Investments. Long Term Investments, Current Investments and Investments in subsidiaries are carried at cost. Unquoted investments are stated at book value.

E. Debtors

Debtors are stated at the book value after making provisions, if any, for the doubtful debts.

F. Inventories

Inventories of spare parts and oil are valued at cost or market price whichever is lower.

G. Foreign Currency Transactions

(a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

(b) Monetary Items denominated in foreign currency including foreign currency loan at the yearend are restated at the yearend rate. In case of items which are covered by forward exchange contract, the difference between yearend 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.

(c) The difference either on settlement or on translation of monetary assets and liabilities and realised gain and losses on foreign exchange transaction are recognised in the Profit and Loss account 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.

(d) Non monetary foreign currency items if any are carried at cost.

H. Basis of Accounts

Revenue/Income and costs/expenditures are generally accounted on accrual as they are earned or incurred.

I. Employee Benefit

(a) Monthly contribution to the Provident Fund being in the nature of defined contribution scheme is charged against revenue. The fund is administered through Provident Fund Authority.

(b) Post employment and other long term employees benefits are recognized at the present value of the amount payable determined using actuarial Valuation techniques.

J. Borrowing Cost

Borrowing cost that are attributed to the acquisition, construction of qualifying assets are capitalized as part of such assets up to the date, assets are ready for its intended to use. All other borrowing costs are recognized as an expense in the year in which they are incurred.

K. Tax on Income

Current Tax is determined on the basis of the amount of tax payable in respect of taxable income for the year.

Deferred tax is calculated at current statutory income tax rate and is recognized on timing differences; being the difference between taxable income and accounting income that originate in the one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence, are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

L. Income

Company's Income comprises of Work over Rig Services, Gas Compression and Air Compression, Gas Dehydration and Other Oil and Gas support Services.

M. Provision, Contingent Liabilities and Contingent Assets.

Provision is recognised when there is a present obligation as a result of a past event that probably requires an outflow resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognised or disclosure for contingent liability is made when there is possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

N. Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby Profit/ (Loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferral of accruals of past or future cash receipts and payments. The cash flow from Operating, Investing and financing activities of the company are segregated based on available information.

NOTES FORMING PARTS OF FINANCIAL STATEMENTS

(Amount in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 3 : SHARE CAPITAL		
1. AUTHORISED CAPITAL		
5,42,66,340 Equity Shares of ` 10/- each with voting rights (P.Y. 5,42,66,340 Equity Shares of ` 10 each)	**5,426.63**	**5,426.63**
50,00,000 Preference Shares of ` 10/- each (P.Y. Nil)	**500.00**	**500.00**
2. (a) ISSUED, SUBSCRIBED & PAID UP EQUITY SHARE CAPITAL		
3,20,00,000 Equity Shares of ` 10/- each fully Paid up with voting rights (P.Y. 1,79,41,920 Equity Shares of ` 10/- each)	3,200.00	1,794.19
(b) Share Capital Suspense Account		
NIL (P.Y. 1,12,58,080 Equity Shares of ` 10/- each fully paid up with voting rights	-	1,125.81
TOTAL	**3,200.00**	**2,920.00**

3. Reconciliation of number of Equity shares outstading at the beginning & at the end of the reporting year

	As at 31 March 2017		As at 31 March 2016	
Particulars (Equity Shares of ` 10 Each Fully Paid up)	**No of Shares**	**Value `**	No of Shares	Value `
— At the beginning of the year	29,200,000.00	2,920.00	29,200,000.00	2,920.00
— Movement during the period (**Issue of Equity Shares under QIP**)	2,800,000.00	280.00	-	-
— Outstading at the end of the year	**32,000,000.00**	**3,200.00**	**29,200,000.00**	**2,920.00**

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

	As at 31st March, 2017		As at 31 March 2016	
Name of the Shareholders (Equity Shares of ` 10 Each Fully Paid up)	**No. of Share held**	**% of Holding**	No. of Share held	% of Holding
SHITAL RUPESH SAVLA	6,015,098	18.80%	2,434,732	8.34%
DHAREN SHANTILAL SAVLA	3,164,048	9.89%	1,368,865	4.69%
RUPESH K SAVLA	2,516,842	7.87%	5,320,586	18.22%
PRITI PARAS SAVLA	2,346,298	7.34%	1,610,504	5.52%
MITA MANOJ SAVLA	1,633,792	5.11%	1,212,147	4.15%
	15,676,078		**11,946,834**	

NOTE: During the year, the Company has offered equity shares to “Qualified Institutional Buyers” (QIBs) through Qualified Institutions Placement in accordance with Chapter VII of SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009. Accordingly 28,00,000 equity shares of ` 10/- each were alloted to QIBs on 28th December, 2016 at an issue price of ` 228/- per equity share.(Including premium of ` 218/- per equity share)

5-(i). The Company has only one class of equity shares having a par value of ` 10 per share, each shareholder is elligible for one vote per share. The Company delcares and pays dividend in Indian Rupees. Dividend Proposed by Board of Directors is subject to approval of Shareholders in the ensuing Annual General Meeting.

5-(ii) In the event of liquidation, the Equity Sharesholders are eligible to receive the remaining Assets of the company after Distribution of all Preferential amount, in proportion to Shareholding.

6. Company has not alloted any bonus shares, Shares without consideration in cash and/or bought back any equity shares during the priod of five years immediately preceeding the Balance sheet date.

(Amount in Lakhs)

Sr. No	Particulars		As at 31st March, 2017		As at 31st March, 2016
Note - 4 :	**RESERVES & SURPLUS**				
A	**Securities Premium**				
	Opening Balance	7,768.88		7,768.88	
	Addition during the year	6,104.00		-	
	Closing Balance		13,872.88		7,768.88
B	**Capital Reserve**		412.48		412.48
C	**General Reserve**				
	Opening Balance	980.36		975.47	
	Addition On account of Transitional Provision during the year	-		4.90	
	Closing Balance		980.36		980.36
D	**Foreign Currency Monetary Translation Reserve**				
	Opening Balance	559.04		797.23	
	Add/Less : Effect of Foreign Exchange Rate Variation During the year	221.14		85.18	
	(Less): Transfer to Principal term loan liabilities	(780.17)		(323.37)	
	Closing Balance		-		559.04
E	**Surplus in Statement of Profit & Loss**				
	Opening Balance	12,653.27		9,090.85	
	Addition during the year	7,401.71		4,089.59	
	Less: Proposed Equity Dividend for the year	(576.00)		(438.00)	
	Less: Tax on Proposed Equity Dividend	(117.26)		(89.17)	
	Closing Balance		19,361.72		12,653.27
	TOTAL		**34,627.44**		**22,374.03**

Note - 5 :	**LONG TERM BORROWINGS**		
I)	**Term Loans**		
	A From Banks		
	Secured Rupee Term Loans	7,067.17	4,640.00
	Secured Foreign Currency Term Loans	18,281.31	15,656.97
	Vehicle Loans	31.64	48.00
	Less: Short Borrowings Due within next 12 Months	(7,636.40)	(5,861.54)
	TOTAL	**17,743.72**	**14,483.43**
	B UNSECURED LOANS	**-**	4,165.70
	TOTAL	**-**	4,165.70
	TOTAL	**17,743.72**	**18,649.13**

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

i) Rupee Term Loan and Foreign Currency Term Loan from State Bank of India, EXIM Bank as mentioned above is secured by hypothecation of Air Compressor, Gas Compressor, Work over Rigs and other Misc. Assets and 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 HDFC Bank, Indusind Bank and IDFC Bank as mentioned above is secured by hypothecation of Gas Dehydration Units, Gas Compressor and Work over Rig funded by them and further secured by personal guarantee of Directors. Though Rollover Period of Foreign Currency Term Loan is less than 12 Month from the Balance Sheet date, the tenure 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) Buyer's Credits are obtained from overseas branches of State Bank of India, Bank of Baroda and HDFC Bank which are backed by Letter of Undertaking from State Bank of India, Indusind Bank and HDFC Bank who has sanctioned the Term Loans. Though Rollover Period of some of the Buyers credits are less than 12 Month from the Balance Sheet date, the tenure of Term Loan for which arrangement is made is more than 12 Months. Hence, Buyers Credit arrangement is classified as Non-Current Liabilities.

iii) Term Loans of HDFC Bank are repayable in Four and half years,three years and four years with moratorium period of 6 months. Term Loan of State Bank of India and Indusind Bank are repayable in Five years. Term Loan of EXIM Bank is repayable in seven years and Term Loan from IDFC Bank are repayable in three years with moratorium period of 6 months.

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 6 :	**DEFERRED TAX LIABILITIES**		
	Opening Balance	3,686.46	2,903.06
	Addition during the year	1,004.24	783.40
	Written back during the year		
	Closing Balance	**4,690.70**	**3,686.46**
Note - 7 :	**OTHER LONG TERM LIABILITIES**		
A	**Acceptance (Refer Note 27 Point 'M')**		
i	**Acceptance**	11.22	46.05
ii	**Other than Acceptance**		
a	Buyer's Credit Interest accrued but not due on borrowings	147.96	105.82
b	Others	32.63	-
	TOTAL	**191.81**	**151.87**
Note - 8 :	**SHORT TERM BORROWINGS**		
A	**SECURED**		
i	Working Capital Credit facility*		
	- From Bank	1,841.54	1,944.81
ii	Foreign Currency Term Loan	2,869.68	3,183.29
iv	Term Loan	4,716.62	2,639.43
v	Vehicle Loan from Bank and Other Financial Institution	50.10	38.82
	(Secured by Hypothecation of Vehicles and Personal Gurantee of Directors)		
	* - (Working Capital cash credit facilities of State Bank of India & HDFC Bank is secured by hypothecation of Inventory and Book Debt and Further secured by Personal Gurantee of Director and Equitable Mortgage of Immovable property situated at Ahmedabad held in the name of Directors).		
	TOTAL	**9,477.94**	**7,806.35**
B	**UNSECURED LOANS**	**-**	-
	TOTAL	**9,477.94**	**7,806.35**
Note - 9 :	**TRADE PAYABLES**		
A	**Acceptance (Refer Note 27 Point 'M')**	1,002.27	1,450.44
	TOTAL	**1,002.27**	**1,450.44**
Note - 10 :	**OTHER CURRENT LIABILITIES**		
A	Statutory Dues	75.44	50.78
B	Unclaimed Dividend	4.49	3.21
C	Other Liabilities	28.42	20.52
D	Forward Contract Payable	-	3,036.88
	TOTAL	**108.35**	**3,111.39**
Note - 11 :	**SHORT TERM PROVISIONS**		
A	Provision for Salary	127.34	123.45
B	Provision for Gratuity	1.26	-
C	Provision for Current Year Income Tax	2,437.51	1,290.69
D	Proposed Dividend	576.00	438.00
E	Tax on Proposed Equity Dividend	117.26	89.17
F	Provision for Other Expense	981.05	283.02
	TOTAL	**4,240.42**	**2,224.33**

(Amount in Lakhs)

Note - 12 : FIXED ASSETS

No.	Name of the Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2016	Additions During the year	Deduction During the year	As at 31.03.2017	As at 01.04.2016	Additions During the year	Deduction During the year	As at 31.03.2017	As at 31.03.2017	As at 31.3.2016
(A)	Tankers	0.45	-	-	0.45	0.43	-	-	0.43	0.02	0.02
(B)	Vehicles	313.30	48.07	20.62	340.75	105.24	36.06	16.22	125.08	215.66	208.06
(C)	Air Compressor	115.03	-	-	115.03	96.79	2.49	-	99.28	15.76	18.25
(D)	Gas Compressor	30,716.12	6,708.65	-	37,424.77	5,133.80	1,325.60	-	6,459.40	30,965.36	25,582.32
(E)	Computers	55.22	3.68	-	58.89	51.14	6.53	-	57.67	1.23	4.08
(F)	Shed, Foundation & Road	3,397.04	2,466.67	-	5,863.71	869.56	1,442.27	-	2,311.84	3,551.87	2,527.48
(G)	RIGS	10,434.58	8,423.54	-	18,858.12	1,591.38	515.76	-	2,107.15	16,750.98	8,843.20
(H)	Office Equip, Fur. & Fixtures	94.63	213.63	-	308.25	10.53	18.39	-	28.92	279.34	84.10
(I)	Other Plant & Machinery	66.91	20.91	-	87.82	12.11	3.74	-	15.85	71.97	54.80
	Total " A "	45,193.28	17,885.14	20.62	63,057.80	7,870.98	3,350.85	16.22	11,205.61	51,852.19	37,322.29
B)	Intangible Assets										
(A)	Softwares	49.28	-	-	49.28	37.71	1.04	-	38.75	10.53	11.57
	Total " B "	49.28	-	-	49.28	37.71	1.04	-	38.75	10.53	11.57
C)	Capital Work in Progress										
	Capital Work in Progress	10,225.58	10,197.67	15,880.84	4,542.41	-	-	-	-	4,542.41	10,225.58
	Total " C "	10,225.58	10,197.67	15,880.84	4,542.41	-	-	-	-	4,542.41	10,225.58
	Total " A + B + C "	55,468.14	28,082.82	15,901.46	67,649.49	7,908.69	3,351.89	16.22	11,244.36	56,405.13	47,559.44
	Previous Years	38,274.52	28,877.70	11,684.09	55,468.14	6,187.56	2,042.05	320.92	7,908.69	47,559.44	

Sr. No	Particulars	No. of Shares	As at 31st March, 2017	No. of Shares	As at 31st March, 2016
Note -13: NON-CURRENT INVESTMENTS					
Trade Investments					
	UNQUOTED:				
A	In Equity Shares of Subsidiary Companies:				
	90% share in Deep Energy LLC		12.41		12.41
	70% share in Deep Natural Resources Ltd.	350,000	3.50	350,000	3.50
	78% share in Prabha Energy Pvt. Ltd.	946,563	1,845.63	25,000	2.50
	99% share in Deep Onshore Drilling Services Pvt. Ltd.	9,900	0.99	-	-
B	In Preference Shares of Subsidiary Companies:				0
	Prabha Energy Pvt. Ltd.	-	-	656,013	1,312.03
C	In Other Entities:				
	QUOTED:				
	1. Ganesh Benzoplast Limited	0	0	0	0
	2. Vama Industries Limited	2,500	0.69	2,500	0.69
	3. Power Trading Corporation	4,000	7.29	4,000	7.28
	Less: Provision for diminusion in the value of Investments		4.91		4.91
			3.07		3.06
	UNQUOTED:				
	1. Mehsana Nagarik Co-Op Sahakari Bank Ltd.	400	0.10	400	0.10
	2. National Saving Certificate		1.30		1.30
	TOTAL		**1,867.00**		**1,334.91**
	Market Value of Quoted Investment		4.24		3.06
	Book Value of Unquoted Investment		1,862.53		1,330.44

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 14 :	**LONG TERM LOANS AND ADVANCES**		
	Advances Recoverable in Cash or Kind:		
A	**Deposits**		
	Unsecured, Considered good	91.34	88.26
B	**Loans and Advances**		
	Unsecured, Considered good (Advances to Subisidiary Company)	-	-
C	**Balance with Govt. Authorities (Unsecured, Considered Good)**		
	VAT Receivable	54.01	29.01
	Pre Deposit Against Stay Order of Service Tax	0.57	0.57
D	**Other Loans and Advances (Unsecured, Considered good)**		
	Advances to Vendors	36.25	7.07
	Other Advance	0.65	-
	TOTAL	**182.82**	**124.91**

Note - 15 : CURRENT INVESTMENTS

Sr. No	Particulars	No. of Units	As at 31st March, 2017	No. of Units	As at 31st March, 2016
	Investments in Mutual Fund Unquoted				
A	Franklin India Short Term Income Plan-Growth	16,578.65	547.05	6,554.66	188.90
B	Franklin India Ultra Short Bond Fund	9,086,831.71	1,925.55	527,528.53	212.00
C	SBI Ultra Short Term Debt Fund	10,917.49	227.32	-	-
D	IDFC Money Manager Growth Plan	-	-	4,196.23	0.89
	TOTAL		**2,699.92**		**401.79**
	Market Value of Unquoted investments		2,813.83		413.97

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 16 :	**INVENTORIES**		
A	Stores & Spares (Valued at Lower of Cost or Market Value)	824.33	556.76
B	Stock of Oil	231.60	75.59
	TOTAL	**1055.93**	**632.35**

Note - 17:	**TRADE RECEIVABLES**		
A	**Trade receivables outstanding for a period exceeding Six months from the date they are due for payment**		
	Unsecured, considered good	645.17	-
B	**Trade receivables outstanding for a period less than Six months from the date they are due for payment**		
	Unsecured, considered good	6001.75	5557.74
	TOTAL	**6646.92**	**5557.74**

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 18 :	**CASH AND CASH EQUIVALENTS**		
A	**Cash and Cash Equivalents**		
i	Cash on hand	12.19	9.79
ii	Balances with Banks		
	- In Current Account	1107.18	347.34
	- In EEFC Account	459.30	22.44
	- In ESCROW Account	1.02	1.02
	- Unpaid Dividend with HDFC Bank	2.00	0.72
	- Unpaid Dividend with IDBI Bank	2.48	2.49
	- Unpaid Warrant with HDFC Bank	0.01	0.01
B	**Other Bank Balances**		
	In Fixed Deposits held as Margin Money*	928.94	1315.28
	TOTAL	**2513.12**	**1699.11**

* Balance with Bank include Deposit held as Margin Money amouting to ` 2,01,53,093/- which have an original maturity more than 12 month.

Note - 19 :	**SHORT TERM LOANS AND ADVANCES**		
Advances to be Recoverable :			
1	Loan to Staff	14.02	5.51
2	Prepaid Expenses	165.37	188.41
3	**Balance with Govt Authorities**		
	- CENVAT Receivable	995.30	374.88
	- Service Tax Receivable	1.55	1.55
	- Advance Tax and TDS for Prior Years (Net of Provision)	105.73	39.23
	- Advance Tax and TDS Current Year	1902.67	807.70
4	**Others**		
	- Foreign Currency Receivable	0.00	2809.77
	- Advances to Vendors	422.45	546.03
	TOTAL	**3607.09**	**4773.08**

Note - 20 :	**OTHER CURRENT ASSETS**		
1	Interest Accrued on Deposit	98.33	70.72
2	Prelimnary Expense	190.25	6.00
3	Deferred Forward Premium	0.00	197.82
4	Advance Recoverable in Cash or Kind:		
	Others Receivable	16.14	16.14
	TOTAL	**304.72**	**290.68**

Sr. No.	Particulars	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Note - 21 :	**OTHER INCOME**		
1	Bank FDR Interest	105.80	76.91
2	Interest on IT Refund	51.26	-
3	Dividend Income from Others	0.11	0.11
4	Profit on Sale of Investments	48.75	0.98
5	Profit on Sale of Fixed Assets	0.60	0.38
6	Profit on sale of shares	-	0.43
7	Exchange Rate Fluctuation (net)	609.29	-
8	Other Non-Operating Income:		
	- Kasar Vatav/Discount	3.89	7.53
	- Insurance Claim reveived	-	0.13
	- Tender Fee	-	-
	TOTAL	**819.71**	**86.47**

(Amount in Lakhs)

Sr. No.	Particulars	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Note - 22 :	**OPERATING EXPENSE**		
1	Consumption Spares, Oil & Other Operating Expense	7,361.16	3,350.52
2	Equipment Running & Maintainence Exps	1,088.57	655.68
	TOTAL	**8,449.72**	**4,006.19**
Note - 23 :	**EMPLOYEE BENEFITS EXPENSE**		
1	Salaries, Wages, Bonus etc	1,817.57	1,226.30
2	Director Remuneration & Perquisities	101.51	144.14
3	Contribution to Provident and Other funds	14.87	18.38
4	Staff Welfare expenses	75.06	57.33
	TOTAL	**2,009.01**	**1,446.15**
Note - 24 :	**FINANCE COSTS**		
	Interest Expenses		
1	Interest Expenses on Hypothecation & Term loan	687.32	744.45
2	Interest & Finance Charges on Foreign Credit	680.78	259.05
3	Other Interest & Finance Charges	511.99	344.42
	Other Borrowing Cost		
4	Other Bank Charges	340.41	154.65
	TOTAL	**2,220.50**	**1,502.56**
Note - 25 :	**OTHER EXPENSES**		
1	Electricity Expenses	18.47	22.05
2	Rent, Rates & Taxes	199.99	177.48
3	Repairs & Maintainance Charges	136.68	136.18
4	Insurance	87.96	60.26
5	Communication Exp	15.03	22.09
6	Traveling Exp.	436.34	242.99
7	Printing Staionery, Xerox & Office Expense	32.36	26.17
8	Donations	73.96	80.61
9	Legal & Professional Charges	282.00	168.96
10	Payment to Auditors		
	- Audit Fees	2.50	1.69
	- Taxation Matters	0.50	0.50
	- Certification & Other Matters	1.95	0.90
11	Net Loss on Foreign currency transaction	-	204.40
12	Bad Debt Written off	-	318.72
13	Loss on Sale of Fixed Asset	-	128.25
14	Loss in Investment in Subsidiary	-	13.95
15	Conveyance Expense	12.90	16.63
16	Advertisement, Sales Promotions & Gifts	11.89	11.56
17	Hotel Boarding & Lodging Exp	56.05	44.50
18	Security Service charges	20.79	13.58
19	Diesel & Petrol Exp	191.81	62.87
20	Preliminary Expenses Writtern Off	21.14	40.02
21	Miscellaneous Expenses	115.62	44.47
	TOTAL	**1717.94**	**1838.82**

(Amount in Lakhs)

Note 26 :Additional Information pursuant to Schedule III to the Companies Act, 2013 is given as under so far as applicable to the Company.

	Particulars	2016-17	2015-16
A	Value of imports calculated on CIF basis		
	Capital Goods (Equipment), Freight, Insurance	` 4963.14	` 2971.75
	Spare Parts & Expenses	` 685.10	` 1212.12
B	Expenditure in Foreign Currency		
	Spares, Equipment, Freight & Expense	` 5648.25	` 4183.88
	Director's Travelling Expenses	` 41.27	` 33.43
	Other Travelling Expenses	` 8.53	` 14.74
	Interest on Foreign Currency Loan	` 680.77	` 330.31
C	Earnings in Foreign Currency		
	Revenue from Gas & Oil Services	` 6612.43	` 246.02
D.	Considering nature of activity it is not possible to ascertain the elements of Capital Commitment Expenditure to be executed on capital account.		

E Contingent Liabilities:

i. Bank Guarantees

The company has given counter guarantees aggregating to ` 7133.38 Lakhs (31st March 2016 ` 5337.32 Lakhs) to banks as at 31st March 2017.

ii. Other Contingent Liabilities not provided for;

Name of Statute	Amount (` Lakhs) 31.03.2017	Amount (` Lakhs) 31.03.2016
Gujarat VAT	401.07	401.07
Service tax	198.25	146.27
Service tax-Merged Companies	1.70	1.70
	(including penalty of 1.13)	(including penalty of 1.13)
Income Tax	6.14	NIL

F The specified disclosures for non cancellable Operating Leases as required by Accounting Standard 19 – "Leases" are given below:

(Amount in Lakhs)

	Particulars	Year Ended 31st March 2017 (`)	Year Ended 31st March 2016 (`)
	Disclosures in respect of agreement for Office premises taken on lease:		
(i)	Lease Payments recognized in the Profit and Loss Account in the year	133.90	128.42
(ii)	Future Minimum lease payments under non cancellable operating lease:		
	- Not later than one year	132.24	133.40
	- Later than one year but not later than five years	255,18	359.32
	- Later than Five year	41.47	82.94

G. Segment Reporting

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

H. Impairment of 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 will be recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the assets' net selling price and value in use. In assessing the value in use the estimated future cash flows are discounted to the present value at the weighted average cost of capital. During the year there are no impairment losses on assets of the Company.

I. As per Accounting Standard - 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

(i) List of related parties where control exists and related parties, with whom transactions have taken place and relationships

Subsidiary Company	Deep Energy LLC, USA Deep Natural Resources Limited Prabha Energy Pvt. Ltd. Deep Onshore Drilling Services Pvt. Ltd.
Enterprises significantly influenced by KMP or RKMP	Deep Methane Private Limited Adinath Exim Resources Limited Savla Oil & Gas Pvt. Ltd.
Key Management Personnel	Mr. Paras Savla Mr. Rupesh Savla Mr. Dharen Savla Mr. Premsingh Sawhney Mr. Kirit Joshi Mr. Sanjay Parekh Mr. Arun Mandke Ms. Renuka Upadhyay Mr. Rohan Shah Mr. Akshit Soni
Relative of Key Management Personnel (RKMP)	Mr. Manoj Savla Mrs. Avani Savla Mrs. Mita Manoj Savla Mrs. Priti Paras Savla Mr. Shail Manoj Savla Mrs. Shital Rupesh Savla

(i) Transactions during the financial year 2016-17 with the related parties are shown below:

(Amount in Lakhs)

Nature of transaction	KMP	RKMP	Subsidiaries
Remuneration, Salary & Sitting fees	112.17 (162.74)	4.22 (5.46)	
Rent	54.91 (50.68)	77.58 (69.76)	
Perquisites	1.53 (2.24)		
Investment as at year end			1862.53 (1330.44)

Note: Figures in bracket represents previous year's figures

K. In compliance of Accounting Standard 22 on "Accounting for taxes on Income" issued by Institute of Chartered Accountants of India, the Company has provided accumulated net deferred tax liability in respect of timing difference as on 31st March, 2017. The item - wise details of deferred tax liability as on 31.03.2017 are as under:

(` in Lakhs)

Deferred Tax Liability	2016-17	2015-16
Difference between book and tax difference as on 1st April	3686.46	2903.06
Add/(Less): Deferred Tax Liability (net)		
(a) On account of Depreciation and other expense (net)	1004.25	783.40
Less : Deferred Tax Assets	-	-
Deferred Tax Liability (Net)	1004.25	783.40
Difference between book and tax difference as on 31st March	4690.71	3686.46

L. Earnings per Share

The earnings considered in ascertaining the Company's EPS represent profit for the year after tax. Basic EPS is computed and disclosed using the weighted average number of equity shares outstanding during the year.

Particulars	31.03.2017	31.03.2016
Calculation of EPS		
Profit after tax (` in lakhs)	7401.71	4089.59
Weighted Average Number of shares considered as outstanding in computation of Basic EPS	30013150	29200000
Weighted Average Number of shares considered as outstanding in computation of Diluted EPS	30013150	29200000
Basic EPS, Shares of face value of ` 10 each (in `)	24.66	14.01
Diluted EPS, Shares of face value of ` 10 each (in `)	24.66	14.01

M. Foreign Currency exposures that are not hedged by derivative instruments as on 31st March 2017 amount to ` 182.81 Cr (P.Y. ` 128.33 Cr). The unhedged exposures are naturally hedged by future foreign currency earnings and earnings linked to foreign currency.

N. Disclosure of the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, required as per Notification G.S.R 308 (E) dated 30th March 2017 issued by the Ministry of Corporate Affairs.

Amount in Lakhs

	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	24.00	5.83	29.83
(+) Permitted receipts (Cash Withdrawl from Bank)	-	47.62	47.62
(-) Permitted payments	-	14.62	14.62
(-) Amount deposited in Banks	24.00	-	24.00
Closing cash in hand as on 30.12.2016	-	38.83	38.83

O. The previous year figures have been accordingly regrouped/ re-classified to conform to the current year's classification.

SIGNATURE TO NOTES '1' TO '26'

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Deep Industries Limited.

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Deep IndustriesLimited ("the Holding Company") and its subsidiary (collectively referred to as "the Company" or "the Group"), comprising of the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Company, as at 31 March 2017, and their consolidated profit and their consolidated cash flows for the year then ended.

We did not audit the financial statement of Foreign Subsidiary whose financial statements/financial information reflects total assets of ` 15,99,671/- as at 31.03.2017; as well as the total revenue of ` NIL as at 31.03.2017 & net cash flows amounting to ` 50,079/- for the year ended on that date, is considered in the consolidated financial statement. These financial statement/ financial information have not been audited by us. These financial statement/financial information are unaudited & have been

furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amounts & disclosure included in the respect of this subsidiary & our report in terms of sub-section (3) & (11) of section 143 of the Act in so far as it relates to this subsidiary is based solely on such unaudited financial statements/financial information. In our opinion & according to the information & explanations given to us by the management, these financial statement/ financial information are not material to the Group.Our opinion on the consolidated financial statements & our report on Other Matters below are not modified in respect of above matters with respect to our reliance on the work done & financial statements/ financial information certified by the Management.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the bestofourknowledge and beliefwere necessaryfor the purposes ofouraudit of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;

   c. The Consolidated BalanceSheet, the Consolidated StatementofProfitandLoss and the Consolidated Statement of Cash flows dealtwithbythis Reportare inagreementwith the books ofaccount;

   d. Inouropinion, the aforesaid consolidated 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 31st March 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, 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 A”; 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 financial statements – Refer Note 27(A) to the consolidated 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 InvestorsEducation and Protection Fund by the Company.

      iv. The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with the books of accounts maintained by the company.

For, Dhirubhai Shah & Doshi
Chartered Accountants
Firm’s Registration Number: 102511W

Place : Ahmedabad
Date : May 02, 2017

(Kaushik D Shah)
Partner
Mem. No. : 016502

Annexure-A to the Independent 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")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Deep Industries Limited ("the Holding Company") and its subsidiaries which are companies incorporated in India, as of that date

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are 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") issued by ICAI 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 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 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 Holding Company and its subsidiary companies, which are companies incorporated in India, have, 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 2017, 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 ICAI.

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

Place : Ahmedabad
Date : May 02, 2017

(Kaushik D Shah)
Partner
Mem. No. : 016502

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in Lakhs)

Particulars	Note No	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
1 **Shareholders' Funds**			
(a) Share Capital	3	3,200.00	2,920.00
(b) Reserves and Surplus	4	34,626.88	22,845.11
		37,826.88	**25,765.11**
2 Minority Interest		502.97	28.00
3 Non-current Liabilities			
(a) Long-term Borrowings	5	17,918.72	18,649.13
(b) Deferred Tax Liabilities	6	4,689.25	3,685.05
(c) Other Long-term Liabilties	7	718.04	151.87
		23,326.01	**22,486.05**
4 Current Liabilities			
(a) Short-term Borrowings	8	9,477.94	7,806.35
(b) Trade Payables	9	1,101.28	1,459.94
(c) Other Current Liabilities	10	407.36	3,644.51
(d) Short-term Provisions	11	4,301.39	2,266.27
		15,287.97	**15,177.05**
TOTAL `		**76,943.83**	**63,456.22**
II. ASSETS			
1 **Non-current Assets**			
(a) Fixed Assets			
i) Tangible Assets	12	51,852.69	37,322.80
ii) Intangible Assets	12	10.53	11.57
iii) Capital Work in Progress	12	7,307.87	12,510.03
		59,171.09	**49,844.40**
(b) Non-current Investments	13	4.47	4.46
(c) Long-term Loans and Advances	14	200.40	137.68
(d) Other Non-Current Assets	15	95.59	0.01
		300.46	**142.15**
2 **Current Assets**			
(a) Current Investments	16	2,701.30	403.10
(b) Inventories	17	1,055.93	632.35
(c) Trade Receivables	18	6,646.92	5,557.74
(d) Cash and Cash Equivalents	19	2,526.07	1,711.58
(e) Short-term Loans and Advances	20	4,230.95	4,871.80
(f) Other Current Assets	21	311.11	293.10
		17,472.28	**13,469.67**
TOTAL RS...		**76,943.83**	**63,456.22**

The notes form an integral part of these financial statements 1 to 27

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2017

(Amount in Lakhs)

Particulars	Note No	For the Year Ended 31st March 2017	For the Year Ended Ended 31st March 2016
I. INCOME			
Revenue from Oil & Gas Services		27,738.05	16,914.67
II Other Income	22	820.24	86.65
III Total Revenue (I + II)		**28,558.29**	**17,001.32**
IV Expenses			
- Operating Expense	23	8,449.72	4,012.75
- Employee benefits expenses	24	2,009.01	1,446.15
- Finance Costs	25	2,220.02	1,503.28
- Depreciation and amortization expense	12	3,351.89	2,042.05
- Other Expenses	26	1,718.32	1,832.15
Total Expenses		**17,748.96**	**10,836.38**
V Profit before exceptional items and tax (III - IV)		**10,809.33**	**6,164.94**
VI Exceptional items		—	—
VII Profit/(Loss) before tax (V - VI)		**10,809.33**	**6,164.94**
VIII Tax Expense :			
(1) Current Tax		2,437.51	1,292.19
(2) Deferred Tax		1,004.19	783.31
(3) Excess Tax Provision Of Earlier Years		(34.76)	(5.82)
		3,406.94	**2,069.68**
IX Profit / (Loss) for the year (VII - VIII)		**7,402.39**	**4,095.26**
X Earnings per Equity Share of ` 10 each			
— Basic		24.66	14.02
— Diluted		24.66	14.02

The notes form an integral part of these financial statements 1 to 27

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2017

(Amount in Lakhs)

PARTICULARS		2016-17		2015-16
CASH FLOWS FROM OPERATING ACTIVITIES :				
Net Profit before tax as per Profit & Loss Account		10,809.33		6,164.94
Adjustment for :				
Depreciation Expenses	3,351.89		2,042.05	
Interest Expenses	2,220.02		1,503.28	
Dividend Income	(0.18)		(0.29)	
Interest Income	(157.06)		(76.91)	
(Gain)/ Loss Foreign Currency Fluctuation	(609.29)		204.40	
(Profit)/Loss on Sale of Investments	(48.75)		(0.98)	
(Profit)/Loss on Sale of Fixed Assets	(0.60)		127.87	
Preliminary Expenses Written Off	21.19	4,777.22	40.08	3,839.50
Operating Profit before Working Capital Changes		**15,586.55**		**10,004.43**
Changes in Working Capital				
Adjustment for				
Inventories	(423.59)		(45.65)	
Trade Receivables	(1,184.76)		(2,617.58)	
Loans & Advances and other assets	1,873.67		(3,389.04)	
Trade Payable & Other Liabilities	(3,599.41)	(3,334.08)	3,920.29	(2,131.98)
CASH FLOW FROM OPERATION		**12,252.47**		**7,872.45**
Cash Flow from Exceptional Claim				
Income Tax Paid During the Year (Net off Refund Received)	(1,300.00)	(1,300.00)	(370.00)	(370.00)
NET CASH GENERATED BY OPERATING ACTIVITIES		**10,952.47**		**7,502.45**
CASH FLOWS FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets & Addition in				
Capital Work-in Progress	(12,682.99)		(20,171.25)	
Sale of Fixed Assets	5.00		2.11	
Purchase of Investments	(6,606.14)		(551.10)	
Sale of Investments	4,307.95		291.00	
Interest Income	157.06		76.91	
Dividend Income	0.18		0.29	
Profit from Sale of Investments	48.75		0.98	
NET CASH USED IN INVESTING ACTIVITIES		**(14,770.19)**		**(20,351.06)**
CASH FLOWS FROM FINANCING ACTIVITIES :				
Interest Paid	(2,220.02)		(1,503.28)	
Foreign Currency Fluctuation Gain	609.29		(204.40)	
Proceeds from Issue of Share Capital/Convertible Warrants	6,384.02		474.98	
Minority Interest	2.97		0.85	
Proceeds from Secured Loans	4,372.52		10,877.28	
Proceeds from Unsecured Loans	(3,990.70)		4,165.70	
Dividend and Dividend Distribution Tax Paid	(525.88)		(349.80)	
NET CASH FROM FINANCING ACTIVITIES		**4,632.19**		**13,461.33**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**814.48**		**612.73**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,711.57		1,098.84
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR		2,526.07		1,711.57

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Principal of Consolidation

The Consolidated financial statements (CFS) relate to Deep Industries Limited ("The Company") and its subsidiary companies. The CFS has been prepared in accordance with Accounting Standard 21 on "Consolidated Financial Statements" (AS – 21) notified by Companies (Accounting Standards) Rules, 2006 on the following basis:

(a) The financial statements of the company and its Subsidiary companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profit or losses as per Accounting Standard 21 on "Consolidated Financial Statements" (AS – 21) notified by Companies (Accounting Standards) Rules, 2006.

(b) In case of foreign subsidiaries being Non-integral operations revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation reserve.

(c) The difference between the Cost of Investments in the subsidiary and the Company's share of net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statement as Goodwill or capital reserve as the case may be.

(d) Minority interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from Liabilities and the Equity of Company's shareholders (including preference shareholders). Minority interest in the net assets of consolidated subsidiaries consists of

- Amount of equity and preference shares attributable to minorities at the date on which investment in a subsidiary is made and
- The minorities share of movements in equity since the date the parent subsidiary relationship came into existence.

(e) Minority interest's share of net profit/loss for the year of consolidated subsidiaries is identified and adjusted against the accumulated surplus of the Group.

(f) As far as possible the Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(g) The financial statements of the subsidiary Deep Energy LLC used in the consolidation are drawn up to the same reporting date as that of the Company, i.e. 31st March 2017.

The list of subsidiary companies which are included in the consolidation and the Company's holdings therein are as under:

Name of subsidiary	Percentage of Ownership		Country of Incorporation
	2016-17	2015-16	
Deep Energy LLC	90	90	USA
Deep Natural Resources Limited	70	70	India
Prabha Energy Private Limted	78.45	71.43	India
Deep Onshore Drilling Services Private Limited	99	N.A	India

NOTE : 2 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the Company and its subsidiaries (together the "Group") have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under relevant provision of the Companies Act, 2013. The consolidated financial statements have been prepared on accrual basis under the historical cost convention.

B. Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" under Note 2 as given in the Standalone Financial Statement of Deep Industries Limited. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

C. Investments

Investments other than in subsidiaries have been accounted as per Accounting Standard (AS-13) Accounting for Investments.

D. Estimates

In the opinion of the board, the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

NOTES FORMING PARTS OF FINANCIAL STATEMENTS

(Amount in Lakhs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 3 : SHARE CAPITAL		
1. AUTHORISED CAPITAL		
5,42,66,340 Equity Shares of ` 10/- each with voting rights (P.Y. 5,42,66,340 Equity Shares of ` 10 each)	5,426.63	5,426.63
50,00,000 Preference Shares of ` 10/- each (P.Y. Nil)	500.00	500.00
2. (a) ISSUED, SUBSCRIBED & PAID UP EQUITY SHARE CAPITAL		
3,20,00,000 Equity Shares of ` 10/- each fully Paid up with voting rights (P.Y. 1,79,41,920 Equity Shares of ` 10 each)	3,200.00	1,794.19
(b) Share Capital Suspense Account		
Nil (P.Y. 1,12,58,080 Equity Shares of ` 10/- each fully paid up with voting rights)	-	1,125.81
TOTAL	**3,200.00**	**2,920.00**

3. Reconciliation of number of Equity shares outstading at the beginning & at the end of the reporting year

	As at 31 March 2017		As at 31 March 2016	
Particulars (Equity Shares of ` 10 Each Fully Paid up)	**No of Shares**	**Value `**	No of Shares	Value `
— At the beginning of the year	29200000.00	2,920.00	29200000.00	2,920.00
— Movement during the period (Shares Warrant Issued and Converted into Equity Shares)	2800000.00	280.00		
— Outstading at the end of the year	**32000000.00**	**3,200.00**	**29200000.00**	**2,920.00**

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

	As at 31st March, 2017		As at 31 March 2016	
Name of the Shareholders (Equity Shares of ` 10 Each Fully Paid up)	**No. of Share held**	**% of Holding**	No. of Share held	% of Holding
SHITAL RUPESH SAVLA	6015098.00	18.80%	2434732.00	8.34%
DHAREN SHANTILAL SAVLA	3164048.00	9.89%	1368865.00	4.69%
RUPESH K SAVLA	2516842.00	7.87%	5320586.00	18.22%
PRITI PARAS SAVLA	2346298.00	7.33%	1610504.00	5.52%
MITA MANOJ SAVLA	1633792.00	5.11%	1212147.00	4.15%
	15676078.00		**11946834.00**	

NOTE: During the year, the Company has offered equity shares to "Qualified Institutional Buyers"(QIBs) through Qualified Institutions Placement in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. Accordingly 28,00,000 equity shares of ` 10/- each were alloted to QIBs on 28th December, 2016 at an issue price of ` 228/- per equity share.(Including premium of ` 218/- per equity share)

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

6-(ii) In the event of liquidation, the Equity Sharesholders are eligible to receive the remaining Assets of the company after Distribution of all Preferential amount, in proportion to Shareholding.

7. Company has not alloted any bonus shares, Shares without consideration in cash and/or bought back any equity shares during the priod of five years immediately preceeding the Balance sheet date.

(Amount in Lakhs)

Sr. No	Particulars		As at 31st March, 2017		As at 31st March, 2016
Note - 4 :	**RESERVES & SURPLUS**				
A	**Securities Premium**				
	Opening Balance	8,243.85		7,768.88	
	Addition during the year	6,104.02		474.97	
	Closing Balance		14,347.87		8,243.85
B	**Capital Reserve**				
	Opening Balance	412.48		400.00	
	Addition during the year			12.48	
	Closing Balance		412.48		412.48
C	**General Reserve**				
	Opening Balance	979.96		975.06	
	Addition/Adjustments on account of Transitional Provision during the year	0.40		4.90	
	Closing Balance		980.36		979.96
D	**Foreign Currency Monetary Translation Reserve**				
	Opening Balance	559.37		797.56	
	Add/Less : Effect of Foreign Exchange Rate Variation During the year	221.14		85.18	
	(Less): Transfer to Principal term loan liabilities	(780.51)		(323.37)	
	Closing Balance		-		559.37
E	**Surplus in Statement of Profit & Loss**				
	Opening Balance	12,646.31		9,078.36	
	Addition during the year	7,402.39		4,095.26	
	Less: Minority Interest	(474.96)		(0.14)	
	Less: Proposed Equity Dividend for the year	(576.00)		(438.00)	
	Less: Tax on Proposed Equity Dividend	(117.26)		(89.17)	
	Closing Balance		18,880.48		12,646.31
F	Non-Monetary Foreign Currency Translation Reserve		5.69		3.14
	TOTAL		**34,626.88**		**22,845.11**
Note - 5 :	**LONG TERM BORROWINGS**				
I)	**Term Loans**				
	A From Banks				
	Secured Rupee Term Loans			7,067.17	4,640.00
	Secured Foreign Curreny Term Loans			18,281.31	15,656.97
	Vehicle Loans			31.64	48.00
	Less: Short Borrowings Due within next 12 Months			(7,636.40)	(5,861.54)
	TOTAL			**17,743.72**	**14,483.43**
	B From Others Financial Institution				0
	Secured			0	0
	Less: Short Borrowings Due within next 12 Months			0	0
	TOTAL			**0**	**0**
	C UNSECURED LOANS			175.00	4,165.70
	TOTAL			**175.00**	**4,165.70**
	TOTAL			**17,918.72**	**18,649.13**

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

i) Rupee Term Loan and Foreign Currency Term Loan from State Bank of India, EXIM Bank as mentioned above are secured by hypothecation of Air Compressor, Gas Compressor, Work over Rigs and other Misc. Assets and 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 HDFC Bank, Indusind Bank and IDFC Bank as mentioned above are secured by hypothecation of Gas Dehydration Units, Gas Compressor and Work over Rig funded by them and further secured by personal guarantee of Directors. Though Rollover Period of Foreign

Currency Term Loan is less than 12 Month from the Balance Sheet date, the tenure 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) Buyer's Credits are obtained from overseas branches of State Bank of India, Bank of Baroda and HDFC Bank which are backed by Letter of Undertaking from State Bank of India, Indusind Bank and HDFC Bank who has sanctioned the Term Loans. Though Rollover Period of some of the Buyers credits are less than 12 Month from the Balance Sheet date, the tenure of Term Loan for which arrangement is made is more than 12 Months. Hence, Buyers Credit arrangement is classified as Non-Current Liabilities.

iii) Term Loans of HDFC Bank are repayable in Four and half years,three years and four years with moratorium period of 6 months. Term Loan of State Bank of India and Indusind Bank are repayable in Five years. Term Loan of EXIM Bank is repayable in seven years and Term Loan from IDFC Bank are repayable in three years with moratorium period of 6 months.

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 6 :	**DEFERRED TAX LIABILITIES**		
	Opening Balance	3,685.06	2,901.74
	Addition during the year	1,004.19	783.31
	Written back during the year		
	Closing Balance	**4,689.25**	**3,685.05**
Note - 7 :	**OTHER LONG TERM LIABILITIES**		
A	**Acceptance (Refer Note 27 Point 'M')**		
	i Acceptance	11.22	46.05
	ii Other than Acceptance		
	a Buyer's Credit Interest accrued but not due on borrowings	147.96	105.82
	b Others	558.86	-
	TOTAL	**718.04**	**151.87**
Note - 8 :	**SHORT TERM BORROWINGS**		
A	**SECURED**		
i	Working Capital Credit facility*		
	- From Bank	1,841.54	1,944.81
ii	Foreign Currency Term Loan	2,869.68	3,183.29
iii	Term Loan	4,716.62	2,639.43
iv	Vehicle Loan from Bank and Other Financial Institution (Secured by Hypothecation of Vehicles and Personal Gurantee of Directors)	50.10	38.82
	* - (Working Capital cash credit facilities of State Bank of India, IDBI & HDFC Bank is secured by hypothecation of Inventory and Book Debt and Further secured by Personal Gurantee of Director and Equitable Mortgage of Immovable property situated at Ahmedabad held in the name of Directors.		
	TOTAL	**9,477.94**	**7,806.35**
B	**UNSECURED LOANS**	**0**	0
	TOTAL	**9,477.94**	**7,806.35**
Note - 9 :	**TRADE PAYABLES**		
A	**Acceptance (Refer Note 27 Point 'M')**	1,101.28	1,459.94
B	**Other than Acceptance**	**0**	0
	TOTAL	**1,101.28**	**1,459.94**
Note - 10 :	**OTHER CURRENT LIABILITIES**		
A	Statutory Dues	76.73	55.93
B	Unclaimed Dividend	4.49	3.21
C	Other Liabilities	28.42	22.26
D	Payable to Consotium Partners	297.72	526.23
E	Forward Contract Payable	-	3,036.88
	TOTAL	**407.36**	**3,644.51**

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 11 :	**SHORT TERM PROVISIONS**		
A	Provision for Salary	143.58	130.53
B	Provision for Gratuity	1.26	-
C	Provision for Current Year Income Tax	2,437.51	1,292.19
D	Proposed Dividend	576.00	438.00
E	Tax on Proposed Equity Dividend	117.26	89.17
F	Provision for Other Expense	1,025.78	316.38
	TOTAL	**4,301.39**	**2,266.27**

Note - 12 : FIXED ASSETS

No.	Name of the Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01.04.2016	Additions During the year	Deduction During the year	As at 31.03.2017	As at 01.04.2016	Additions During the year	Deduction During the year	As at 31.03.2017	As at 31.03.2017	As at 31.3.2016
(A)	Tankers	0.45	-	-	0.45	0.43	-	-	0.43	0.02	0.02
(B)	Vehicles	313.30	48.07	20.62	340.75	105.24	36.06	16.22	125.08	215.66	208.06
(C)	Air Compressor	115.03	-	-	115.03	96.79	2.49	-	99.28	15.76	18.25
(D)	Gas Compressor	30,716.12	6,708.65	-	37,424.77	5,133.80	1,325.60	-	6,459.40	30,965.36	25,582.32
(E)	Computers	55.22	3.68	-	58.89	51.14	6.53	-	57.67	1.23	4.08
(F)	Shed, Foundation & Road	3,397.04	2,466.67	-	5,863.71	869.56	1,442.27	-	2,311.84	3,551.87	2,527.48
(G)	Rigs	10,434.58	8,423.54	-	18,858.12	1,591.38	515.76	-	2,107.15	16,750.98	8,843.20
(H)	Office Equip., Fur. & Fixtures	94.63	213.63	-	308.25	10.53	18.39	-	28.92	279.34	84.10
(I)	Other Plant & Machinery	66.91	20.91	-	87.82	12.11	3.74	-	15.85	71.97	54.80
(J)	OIL WELLS	0.51	-	-	0.51	-	-	-	-	0.51	0.51
	Total " A "	45,193.78	17,885.14	20.62	63,058.31	7,870.98	3,350.85	16.22	11,205.61	51,852.69	37,322.80
B)	Intangible Assets										
(A)	Softwares	50.75	-	-	50.75	39.18	1.04	-	40.22	10.53	11.57
	Total " B "	50.75	-	-	50.75	39.18	1.04	-	40.22	10.53	11.57
C)	Capital Work in Progress										
	Capital Work in Progress	12,510.03	10,678.67	15,880.83	7,307.87	-	-	-	-	7,307.87	12,510.03
	Total " C "	12,510.03	10,678.67	15,880.83	7,307.87	-	-	-	-	7,307.87	12,510.03
	Total " A + B + C "	57,754.56	28,563.82	15,901.45	70,416.92	7,910.16	3,351.89	16.22	11,245.83	59,171.08	49,844.40
	Previous Year	38,277.31	31,162.16	11,684.90	57,754.57	6,189.03	2,042.05	320.92	7,910.16	49,844.40	

Sr. No	Particulars	No. of Shares	As at 31st March, 2017	No. of Shares	As at 31st March, 2016
Note -13:	**NON-CURRENT INVESTMENTS**				
Trade Investments					
A	In Other Entities:				
	QUOTED:				
	1. Ganesh Benzoplast Limited	0	0	-	-
	2. Vama Industries Limited	2500	0.69	2,500	0.69
	3. Power Trading Corporation	4000	7.29	4,000	7.28
	Less: Provision for diminusion in the value of Investments		4.91		4.91
			3.07		**3.06**
	UNQUOTED:				
	1. Mehsana Nagarik Co-Op Sahakari Bank Ltd.	400	0.10	400	0.10
	2. National Saving Certificate		1.30		1.30
	TOTAL		**4.47**		**4.46**
	Market Value of Quoted Investment		4.24		3.06
	Book Value of Unquoted Investment		1.40		1.40

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 14 :	**LONG TERM LOANS AND ADVANCES**		
Advances Recoverable in Cash or Kind:			
A	**Deposits**		
	Unsecured, Considered good	96.14	88.26
B	**Loans and Advances**		
	Secured, Considered good (Advances to Subisidiary Companies)	12.68	12.68
C	**Balance with Govt. Authorities (Unsecured, Considered Good)**		
	VAT Receivable	54.01	29.01
	Pre Deposit Against Stay Order of Service Tax	0.57	0.57
D	**Other Loans and Advances (Unsecured, Considered good)**		
	Advances to Vendors	36.25	7.07
	Other Advance	0.75	0.09
	TOTAL	**200.40**	**137.68**

Note - 15 :	**OTHER NON-CURRENT ASSETS**		
Long Term Trade Receivables			
Outstanding for more than Twelve Months			
Unsecured, Considered good		-	-
Prepaid Expense		0.01	0.01
Receivable from Consotium Partners		95.58	
	TOTAL	**95.59**	**0.01**

Note - 16 : CURRENT INVESTMENTS

Sr. No	Particulars	No. of Units	As at 31st March, 2017	No. of Units	As at 31st March, 2016
Investments in Mutual Fund Unquoted					
A	Franklin India Short Term Income Plan-Growth	16578.65	547.05	6,554.66	188.90
B	Franklin India Ultra Short Bond Fund	9086831.71	1,925.55	527,528.53	212.00
C	SBI Ultra Short Term Debt Fund	10917.49	227.32		
D	IDFC Money Manager Growth Plan			4,196.23	0.89
E	HDFC Cash Management Fund	13719.67	1.38	13,109.47	1.31
	TOTAL		**2,701.30**		**403.10**
	Market Value of Unquoted investments		2,813.83		413.97

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 17 :	**INVENTORIES**		
A	Stores & Spares (Valued at Lower of Cost or Market Value)	824.33	556.76
B	Stock of Oil	231.60	75.59
	TOTAL	**1,055.93**	**632.35**

Note - 18:	**TRADE RECEIVABLES**		
A	**Trade receivables outstanding for a period exceeding Six months from the date they are due for payment**		
	Unsecured, considered good	645.17	-
B	**Trade receivables outstanding for a period less than Six months from the date they are due for payment**		
	Unsecured, considered good	6,001.75	5,557.74
	TOTAL	**6,646.92**	**5,557.74**

(Amount in Lakhs)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016
Note - 19 :	**CASH AND CASH EQUIVALENTS**		
A	**Cash and Cash Equivalents**		
i	Cash on hand	12.27	9.95
ii	Balances with Banks		
	- In Current Account	1,120.04	359.66
	- In EEFC Account	459.31	22.44
	- In ESCROW Account	1.02	1.02
	- In Share Application Account-HDFC Bank	0.00	0.00
	- Unpaid Dividend with HDFC Bank	2.00	0.72
	- Unpaid Dividend with IDBI Bank	2.48	2.49
	- Unpaid Warrant with HDFC Bank	0.01	0.01
B	**Other Bank Balances**		
	In Fixed Deposits held as Margin Money *	928.94	1,315.29
	TOTAL	**2,526.07**	**1,711.58**

* Balance with Bank include Deposit held as Margin Money amouting to ` 2,01,53,093/- which have an original maturity more than 12 month.

Note - 20 :	**SHORT TERM LOANS AND ADVANCES**		
Advances to be Recoverable :			
1	Loan to Staff	14.16	5.51
2	Prepaid Expenses	165.38	188.42
3	**Balance with Govt Authorities**		
	- CENVAT Receivable	1,069.32	376.14
	- Service Tax Receivable	1.55	1.55
	- Advance Tax and TDS for Prior Years (Net of Provision)	105.73	39.23
	- Advance Tax and TDS Current Year	1,902.67	807.70
4	**Others**		
	- Foreign Currency Receivable	-	2,809.77
	- Advances to Vendors	422.58	547.90
	- Receivable From Consortium Partners	549.56	95.58
	TOTAL	**4,230.95**	**4,871.80**

Note - 21 :	**OTHER CURRENT ASSETS**		
1	Interest Accrued on Deposit	98.33	70.72
2	Prelimnary Expense	196.64	8.42
3	Deferred Forward Premium	-	197.82
4	Advance Recoverable in Cash or Kind:		
	Others Receivable	16.14	16.14
	TOTAL	**311.11**	**293.10**

Sr. No.	Particulars	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Note - 22 :	**OTHER INCOME**		
1	Bank FDR Interest	105.80	76.91
2	Interest on IT Refund	51.26	-
3	Dividend Income from Others	0.18	0.29
4	Profit on Sale of Investments	48.75	0.98
5	Profit on Sale of Fixed Assets	0.60	0.38
6	Profit on sale of shares	-	0.43
7	Exchange Rate Fluctuation (net)	609.29	-
8	Other Non-Operating Income:		
	- Kasar Vatav/Discount	3.99	7.53
	- Insurance Claim reveived	-	0.13
	- Tender Fee	0.37	-
	TOTAL	**820.24**	**86.65**

(Amount in Lakhs)

Sr. No.	Particulars	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
Note - 23 :	**OPERATING EXPENSE**		
1	Consumption Spares, Oil & Other Operating Expense	7,361.16	3,357.08
2	Equipment Running & Maintainence Exps	1,088.57	655.67
	TOTAL	**8,449.72**	**4,012.75**
Note - 24 :	**EMPLOYEE BENEFITS EXPENSE**		
1	Salaries, Wages, Bonus etc	1,817.58	1,226.30
2	Director Remuneration & Perquisities	101.51	144.14
3	Contribution to Provident and Other funds	14.87	18.38
4	Staff Welfare expenses	75.05	57.33
	TOTAL	**2,009.01**	**1,446.15**
Note - 25 :	**FINANCE COSTS**		
	Interest Expenses:		
1	Interest Expenses on Hypothecation & Term loan	687.32	744.45
2	Interest & Finance Charges on Foreign Credit	680.78	259.05
3	Other Interest & Finance Charges	511.99	344.42
	Other Borrowing Cost		
4	Other Bank Charges	339.93	155.36
	TOTAL	**2,220.02**	**1,503.28**
Note - 26 :	**OTHER EXPENSES**		
1	Electricity Expenses	18.47	22.05
2	Rent, Rates & Taxes	199.99	177.48
3	Repairs & Maintainance Charges	136.68	136.18
4	Insurance	87.96	60.26
5	Communication Exp	15.03	22.09
6	Traveling Exp.	436.34	242.99
7	Printing Staionery, Xerox & Office Expense	32.36	26.17
8	Donations	73.96	80.61
9	Legal & Professional Charges	282.00	169.53
10	Payment to Auditors		
	- Audit Fees	2.55	1.79
	- Taxation Matters	0.50	0.50
	- Certification & Other Matters	1.95	0.90
11	Net Loss on Foreign currency transaction	-	204.40
12	Bad Debt Written off	-	318.72
13	Loss on Sale of Fixed Asset	-	128.25
14	Loss in Investment in Subsidiary	-	6.47
15	Conveyance Expense	12.90	16.63
16	Advertisement, Sales Promotions & Gifts	11.89	11.56
17	Hotel Boarding & Lodging Exp	56.05	44.50
18	Security Service charges	20.79	13.58
19	Diesel & Petrol Exp	191.81	62.87
20	Prelimanary Expense W/Off	21.19	40.08
21	Miscellaneous Expenses	115.90	44.55
	TOTAL	**1,718.32**	**1,832.15**

Note 27 :Additional Information pursuant to Schedule III to the Companies Act 2013 is given as under so far as applicable to the Company.

A. Contingent Liabilities:

i. Bank Guarantees

The company has given counter guarantees aggregating to Rs. 7133.38 Lakhs (31st March 2016 Rs. 5337.32 Lakhs) to banks as at 31st March 2017.

ii. Other Contingent Liabilities not provided for;

Name of Statute	Amount (` Lakhs) 31.03.2017	Amount (` Lakhs) 31.03.2016
Service tax	198.25	146.27
Service tax -Merged Companies	1.70 (including penalty of 1.13)	1.70 (including penalty of 1.13)
Gujarat VAT	401.07	401.07
Income Tax	6.14	NIL

B. The specified disclosures for non cancellable Operating Leases as required by **Accounting Standard 19** – "Leases" are given below:

Particulars	Year Ended 31st March 2016 (` in Lakhs)	Year Ended 31st March 2015 (` in Lakhs)
Disclosures in respect of agreement for Office premises taken on lease:		
(i) Lease Payments recognized in the Profit and Loss Account in the year	171.85	137.42
(ii) Future Minimum lease payments under non cancellable operating lease:		
- Not later than one year	170.51	169.85
- Later than one year but not later than five years	326.62	427.36
- Later than Five year	41.47	82.94

C. Segment Reporting

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

D. Impairment of 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 will be recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the assets' net selling price and value in use. In assessing the value in use the estimated future cash flows are discounted to the present value at the weighted average cost of capital. During the year there are no impairment losses on assets of the Company.

E. As per Accounting Standard - 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

(i) List of related parties where control exists and related parties, with whom transactions have taken place and relationships

Subsidiary Company	Deep Energy LLC, USA Deep Onshore Drilling Services Private Limited Deep Natural Resources Limited Prabha Energy Pvt. Ltd.	
Enterprises significantly influenced by KMP or RKMP	Deep Methane Private Limited	Adinath Exim Resources Limited
Key Management Personnel	Mr. Paras Savla Mr. Dharen Savla Mr. Arun Mandke Mr. Harish Bhinde Mr. Rohan Shah Ms. Bhavika Bhatt	Mr. Rupesh Savla Mr. Premsingh Sawhney Mr. Sanjay Parekh Mr. Kirit Joshi Mr. Akshit Soni
Relative of Key Management Personnel (RKMP)	Mr. Manoj Savla Mrs. Mita Manoj Savla Mr. Shail Savla	Mrs. Avani Savla Mrs. Priti Paras Savla Mrs. Shital Rupesh Savla

(i) Transactions during the financial year 2016-17 with the related parties are shown below:

(Amount in Lakhs)

Nature of transaction	KMP	RKMP
Remuneration, Salary & Sitting Fees	187.06 (162.73)	4.22 (5.46)
Rent	64.03 (52.93)	104.92 (76.51)
Perquisites	1.53 (2.23)	

F. In compliance of Accounting Standard 22 on "Accounting for taxes on Income" issued by Institute of Chartered Accountants of India, the Group has provided accumulated net deferred tax liability in respect of timing difference as on 31st March, 2017. For item - wise details of deferred tax liability as on 31.03.2017 see Note 6.

G. Earnings per Share

The earnings considered in ascertaining the Company's EPS represent profit for the year after tax. Basic EPS is computed and disclosed using the weighted average number of equity shares outstanding during the year.

Calculation of EPS

(Amount in Lakhs)

Particulars	31.03.2017	31.03.2016
Profit after tax (` in lakhs)	7402.39	4095.26
Weighted Average Number of shares considered as outstanding in computation of Basic EPS	30013150	29200000
Weighted Average Number of shares considered as outstanding in computation of Diluted EPS	30013150	29200000
Basic EPS, Shares of face value of ` 10 each (in `)	24.66	14.02
Diluted EPS, Shares of face value of ` 10 each (in `)	24.66	14.02

H. Disclosure of the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, required as per Notification G.S.R 308 (E) dated 30th March 2017 issued by the Ministry of Corporate Affairs.

Amount in Lakhs

	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	24.00	**5.95**	**29.95**
(+) Permitted receipts (Withdrawal from Bank)	-	48.46	48.46
(-) Permitted payments	-	14.95	14.95
(-) Amount deposited in Banks	**24.00**	-	24.00
Closing cash in hand as on 30.12.2016	**-**	**39.46**	**39.46**

I. The previous year figures have been accordingly regrouped/ re-classified to conform to the current year's classification.

SIGNATURE TO NOTES '1' TO '27'

As per our report of even date attached
For & on Behalf of
Dhirubhai Shah & Doshi
Chartered Accountants
F. R. N. 102511W

Kaushik D. Shah
Partner
M. No. 016502

Date : 2nd May 2017
Place : Ahmedabad

For Deep Industries Limited

Paras Savla
Chairman & Managing Director
DIN:00145639

Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

Date : 2nd May 2017
Place : Ahmedabad

AOC 1

Statement containing the salient features of the financial statements of Subsidiaries/Associates/Joint Ventures
[Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (accounts) Rules, 2014]

Sr. No.	Name of Subsidiary	Reporting Year Ended	Reporting Currency	Exchange Rate	INR-Millions										
					Share Capital	Reserves & Surplus	Total Assets	Total Liabili-ties	Investments other than Investment in subsidiaries	Turnover & Other Income from operations*	Profit/ [Loss] before Taxation*	Provision for Taxation*	Profit/ [Loss] after Taxation*	Proposed Dividend	% of Share-holding
1	Deep Natural Resources Limited	31st March, 2017	INR	1	0.50	0.21	0.30	0.00	0.14	0.01	0.00	0.00	0.00	0.00	70.00%
2	Prabha energy Private Limited	31st March, 2017	INR	1	12.07	222.72	350.8	116.02	0.00	0.04	0.01	0.00	0.02	0.00	78.45%
3	Deep Energy LLC	31st March, 2017	USD	64.8386	1.35	0.25	1.60	0.00	0.00	0.00	0.05	0.00	0.05	0.00	90.00%
4	Deep Onshore Drilling Services Pvt. Ltd.	31st March, 2017	INR	1	0.10	0.00	0.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	99.00%

For Deep Industries Limited

Date : 2nd May 2017
Place : Ahmedabad

Paras Savla
Chairman & Managing Director
DIN:00145639

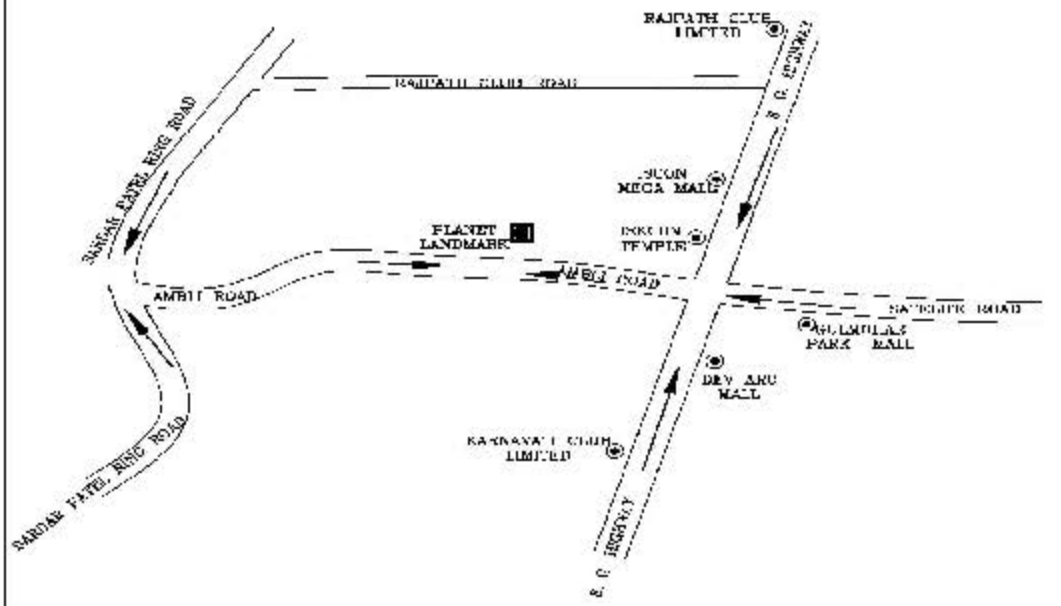
Rupesh Savla
Managing Director
DIN:00126303

Rohan Shah
Chief Financial Officer

Akshit Soni
Company Secretary

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.deepindustires.com E-mail: info@deepindustries.com

ATTENDANCE SLIP

27th Annual General Meeting – September 1, 2017

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 27th Annual General Meeting of the Company being held at Hotel Planet Landmark, Ambli Bopal Road, Off .S.G. Road, Nr. Ashok Vatika, Ahmedabad-380058, on Friday, 1st September, 2017 at 10:00 a.m.

_____
Member's / Proxy's Signature
(To be signed at the time of handing over the slip)

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

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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 27th Annual General Meeting of the Company, to be held on the 1st day of September, 2017 at 10:00 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 resolutions as are indicated below:

Item No.	Particulars of Resolution	Option	
		For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited financial statements (including audited consolidated financial Statements) of the company for the financial year ended 31st March, 2017 which includes the Balance Sheet, statement of profit & Loss, cash flow statement as at the date, the Auditor's Report and Board's Report thereon.		
2	To declare dividend of ` 1.8/- per equity shares for the year ended 31st March, 2017		
3	To appoint a Director in place of Mr. Paras Shantilal Savla (DIN: 00145639) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.		
4	To ratify the appointment of Statutory Auditors.		
	Special Business		
5	To change in place of keeping the Statutory Registers of the Company		
6	To accord consent to the board to create, offer, issue and allot securities amounting to ` 150 crores (Rupees One Hundred and Fifty Crores Only) pursuant to section 62(1) (c) and other applicable provisions of the companies act , 2013 and other applicable laws		
7	To reclassify the existing 2 promoters group into public category		

Affix Revenue Stamp of ` 1

Signed this _____day of _____2017

Signature of Shareholders

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.

Name of the Company: DEEP CH4 PRIVATE LIMITED

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2017-18	2016-17	2015-16
Equity Paid up Capital	660000	660000	660000
Reserves and surplus	201797	174114	151969
Carry forward losses	-	-	-
Net Worth	861797	834114	811969
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	-	-	-
Income from Operations	-	-	-
Total Income	36586	37775	41731
Total Expenditure	8903	15630	12529
Profit before Tax	27683	22145	29202
Profit after Tax	27683	22145	29202
Cash profit	27683	22145	29202
EPS	0.42	0.34	0.44
Book value	13.06	12.64	12.30

Note: The financials should <u>not be more than 6 months old</u>. In such cases additional column may be added to provide the latest financials.

DEEP CH4 PVT. LTD. GUJ