



DEEP INDUSTRIES LIMITED

Regd. Off.:Opp. Suryanarayan Bunglows, State Highway,
Motera, Dist. Gandhinagar, Gujarat, India.

NOTICE is hereby given that the Extraordinary General Meeting of the Members of DEEP INDUSTRIES LIMITED (the "Company") will be held on 23rd November, 2011 at 10.30 A.M. at Conference Room, GCA Club House, Sardar Patel Stadium, Motera, Gandhinagar, Gujarat to transact the following business:

1. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 and enabling provisions in the Memorandum and Articles of Association of the Company, the listing agreement entered into by the Company with the stock exchange where the shares of the Company are listed and in accordance with the guidelines issued by the Securities and Exchange Board of India and clarifications thereon issued from time to time and subject to the approval of the financial institutions, if any, and all such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein after referred to as "the Board" which term shall be deemed to include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 27,50,000 Convertible Warrants of Rs. 76/- each aggregating to Rs. 20,90,00,000/- (Rupees Twenty Crores Ninety Lakhs Only) to the persons or Companies in which whether Director/s of the Company is/are a Director/s or not, and whether or not they are members of the Company, on preferential allotment basis and the said Convertible Warrants shall be convertible into equity shares of Rs. 10/- each at a premium of Rs.66/- per share in one or more tranches within 18 (Eighteen) months from the date of allotment of Convertible Warrants in the manner as may be decided by the Board in this behalf provided however that the total allottees are less than fifty in numbers."

"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Convertible Warrants and its conversion into Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject however to the compliance with the applicable guidelines, notifications, rules and regulation."

"RESOLVED FURTHER THAT the Convertible Warrants and equity shares after conversion of Warrants to be so issued and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and Equity shares after conversion of Warrants shall rank pari passu with the existing equity shares of the company ."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) to or to modify the terms of issue of the said Convertible Warrants and new Equity shares subject to the provisions of the Companies Act, 1956 and SEBI Guidelines / Regulations, without being required to seek any further consent or approval of the Company in general meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for making the said issue as aforesaid and to settle any question, difficulty or doubt that may arise in this regard in such manner and to such person(s) as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company."

2. To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "Act"), and pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the provisions of any other applicable laws including the Foreign Exchange Management Act, 1999 (FEMA), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and subject to any required approval, consent, permission and/or sanction of the Ministry of Finance (Department of Economic Affairs), the Securities and Exchange Board of India (the "SEBI") and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), Foreign Investment Promotion Board, SEBI and/or any other competent authorities, (including any amendment thereto or re-enactment thereof for the time being in force) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges on which the Company's shares are listed and subject to necessary approvals, permissions, consents and sanctions of statutory and other authorities, concerned, institutions or bodies, whether in India and/or abroad, as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to or accepted by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof) consent of the Company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot in one or more tranches, in the course of domestic/international offerings to domestic/foreign investors/ institutional investors/foreign institutional investors, members, employees of the Company and/or its associates company(ies), non-resident Indians, companies or bodies corporate whether incorporated in India or abroad, to Qualified Institutional Buyers ("QIBs") under Chapter VIII of the SEBI ICDR Regulations or a combination of the foregoing, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through a public issue, rights issue, private placement



and/or any other permitted nature of offering, with or without an over-allotment option, equity shares and/or equity shares through Global Depository Receipts ("GDR"), American Depository Receipts ("ADR"), Foreign Currency Convertible Bonds ("FCCB's") or any such financial instrument 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 or giving the holder a right to subscribe to equity shares including fully/partly convertible debentures, bonds, warrants, whether attached to other securities or otherwise and/or securities linked to equity shares, or any other securities (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, for raising funds upto Rs. 125 crores or equivalent amount in foreign currency, whether secured by way of charge on the assets of the company or unsecured, as may be decided by the Board, through issue of prospectus and /or placement document and/or other permissible/requisite offer documentation such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board at its absolute discretion (subject to being permissible under applicable laws and regulations) including the discretion to determine the categories and combination of Investors to whom the offer, issue and allotment 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 managers, financial advisors and legal advisors."

"RESOLVED FURTHER THAT in case of any equity linked issue/offering, including without limitation, any GDR/ADR/ FCCB offering, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/offering and in the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars."

"RESOLVED FURTHER THAT the Company shall ensure that any equity linked issue/offering, including without limitation, any GDR/ADR/FCCB offering is made within 12 (twelve) months from the approval of this resolution by the members of the Company, or such other time as may be allowed by the SEBI ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI ICDR Regulations."

"RESOLVED FURTHER THAT in case of allotment of Securities by way of QIP as per the provisions of Chapter VIII of the SEBI ICDR Regulations:

- (i) the number and/or conversion price in relation to equity shares that may be issued and allotted on conversion of Securities that may be issued pursuant to this resolution including by way of a Qualified Institutional Placement ("QIP") in accordance with the SEBI ICDR Regulations as mentioned above shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;
- (ii) the Securities issued under QIP shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange, or except as may be permitted from time to time by the SEBI ICDR Regulations;
- (iii) the total amount raised in such manner should not, together with the over-allotment option exceed Rs. 125 Crores.
- (iv) the relevant date for the determination of applicable price for the issue of the Securities means the date of the meeting in which the Board of the Company or the Committee of Directors decides to open the proposed issue;
- (v) the Company shall ensure that the Securities are fully paid up and that the issue of Securities is made within 12 (twelve) months from the approval of this resolution by the members of the Company, or such other time as may be allowed by the SEBI ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorised and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributers as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market."

"RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals, to the Board to secure, if necessary all or any of the above securities to be issued by the creation of mortgage and/or charge on all or any of the Company's immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters, as the Board in its absolute discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad."



“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required, including issue and allotment of equity shares upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking pari passu and inter-se with the then existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT in the event of issue of Securities by way of GDRs and / or ADRs, the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities.”

“RESOLVED FURTHER THAT such of the Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint or modify the terms of appointment or terminate the appointment and enter into and execute all such arrangements / agreements / contracts, with any lead manager(s) / underwriter(s) / global coordinator(s) / book runner(s) / merchant banker(s) / stabilising agent(s) / guarantor(s) / depository(ies) / listing agent(s) / trustees / legal counsel / custodian(s) / principal paying agent(s) / paying agent(s)/ conversion agent(s) / transfer agent(s) / process agent(s) / advisor(s) / registrar(s) / bankers and all such agencies or entities, within and outside India, as may be involved or concerned in such issue / offering of the Securities and to remunerate all such agencies and entities as may be involved in cash or in other permissible form including by way of payment of commission, brokerage, fees, expenses and reimbursement of their actual expenses incurred in relation to the issue/offering/listing of Securities and other expenses, if any or the like, as the Board may deem fit, subject to applicable laws and regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board be authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and listing thereof with the stock exchange(s) where the Company's shares are listed and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution(s) and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to resolve and settle all questions and difficulties that may arise in the proposed issue / offer, allotment and conversion of any of the aforesaid Securities, utilization of the issue proceeds and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out material facts is annexed hereto.
3. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days except Sundays between 11.00 a.m. and 1.00 p.m. up to the date of ensuing Extraordinary General Meeting.
4. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
6. Members are requested to notify the Company immediately the changes if any, in their address in full with the postal area and pin code number.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF COMPANIES ACT, 1956**Item No. 1:**

As you are aware that the company has been awarded Marginal Gas Fields, CBM Blocks (in India and Indonesia) and NELP Blocks. Hence, the Company proposes to offer, issue and allot 27,50,000 Convertible Warrants of Rs. 76/- each aggregating Rs. 20,90,00,000/- on preferential basis to Promoter/Promoter Group and relative of promoters group to part finance the Capital Expenditure and Working Capital Expenditure required for operation of Marginal Gas Fields, CBM Blocks (in India and Indonesia) and NELP Blocks as well as capital expenditure and working capital required for expansion of air and gas compression business, work over rig and drilling rig business of the Company. Such Convertible Warrants shall be converted into one Equity Shares of Rs. 10/- each at a premium of Rs.66/- per share within 18 months from



DEEP INDUSTRIES LIMITED

the date of allotment of Convertible Warrants pursuant to the guidelines issued by SEBI in this regard and certified by the company's auditors. The proposed preferential allotment would not result in any change in the control over your company.

The other details as required by guidelines issued by SEBI for preferential issue are as under.

A. Intention of the Promoters to subscribe to the offer.

The promoters and relatives of promoters of the Company intend to subscribe to the issue of Warrants upto an aggregate amount of Rs.20.90 Crores as given hereunder:

Name of the Promoter and Relatives of Promoter	No. of Warrants	Face Value of Convertible Warrants	Total Amount
Mr. Rupesh K. Savla	6, 87, 500	76/-	5,22,50,000
Mrs. Sheetal R. Savla	6,87,500	76/-	5,22,50,000
Mr. Paras S. Savla	4,00,000	76/-	3,04,00,000
Mr. Dharen S. Savla	4,00,000	76/-	3,04,00,000
Mr. Manoj S. Savla	2,00,000	76/-	1,52,00,000
Mrs. Mita M. Savla	2,00,000	76/-	1,52,00,000
Mr. Shail M. Savla	1,75,000	76/-	1,33,00,000

Each Warrant will be convertible into one Equity Share of face value of Rs. 10/- at a price arrived in accordance with Chapter XIII of the SEBI Guidelines.

B. Relevant Date for issuance of Warrants

The Relevant date for the purpose of determining the price of the Equity Shares arising out of the exercise of the Warrants in accordance with the pricing formula given in Chapter XIII of the SEBI Guidelines.

C. Shareholding Pattern before and after the allotment of Convertible Warrants i.e. after conversion of Convertible Warrants into Equity Shares within 18 months from the date of allotment of Convertible Warrants.

Sr. No.	Category	Pre-Preferential holding as on 30.09.2011		Shares to be allotted on conversion of Warrants	Post- Preferential holding (on assumption of full conversion of Warrants)(After conversion of Warrants) (Please see Notes 1 to 4)	
		No. of Shares	% of holding		No. of Shares	% of holding
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
A	Promoter Shareholding					
	- Indian Promoters & Promoter Group	1,28,85,150	54.83	27,50,000	1,56,35,150	59.56
	- Foreign Promoter	—	—	—	—	—
	Sub-Total	1,28,85,150	54.83	27,50,000	1,56,35,150	59.56
B	Public Shareholding					
1.	Institutional Investor					
	- Mutual Funds and UTI	5,92,699	2.52	—	5,92,699	2.26
	- Banks, Financial Institutions	—	—	—	—	—
	- Central/ State Government	—	—	—	—	—
	- Foreign Institutional Investor (FIIs)	42,190	0.18	—	42,190	0.16
	Sub-Total	6,34,889	2.70	—	6,34,889	2.42
2.	Non – Institutional Investor					
	- Bodies Corporate	32,24,367	13.72	—	32,24,367	12.28
	- Indian Public	65,14,535	27.72	—	65,14,535	24.82
	- NRIs/OCBs	1,12,132	0.48	—	1,12,132	0.43
	- Any Other -Clearing Member	1,28,927	0.55	—	1,28,927	0.49
	Sub- Total	99,79,961	42.47	—	99,79,961	38.02
	GRAND TOTAL	2,35,00,000	100.00	27,50,000	2,62,50,000	100.00



Notes:

1. The above shareholding pattern has been calculated on the basis of full conversion of all Warrants to be issued to the proposed allottees namey Mr. Rupesh K. Savla, Mrs. Sheetal R. Savla, Mr. Paras S. Savla, Mr. Dharen S. Savla, Mr. Manoj S. Savla, Mrs. Mita M. Savla and Mr. Shail M. Savla.
2. The pre and post issue shareholding has been calculated , based on the shareholding of the Company as on 30.09.2011.
3. The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment and conversion of Warrants to be issued on Preferential basis to the above mentioned allottees.
4. The number of Equity Shares to be allotted on conversion of Warrants have been calculated based on price of the resultant Equity Shares as Rs 76 per share, which is a price higher than the floor price arrived in accordance with the SEBI Guidelines("Floor Price"). The recognised stock exchange for the purpose of determining the Floor Prices is National Stock Exchange of India, Mumbai, which is the stock exchange in which the highest trading volume in respect of the shares of the Company has been recorded during the 6 months preceding the Relevant date.

D Proposed time within which the allotment shall be completed

The allotment of the Warrants shall be completed within 15 days of the date of passing of the Special Resoluiton stated at Item No. 1. Provided that where the allotmtent is pending on account of pendency of any regulatory or Central Government approvals, the allotment shall be completed within 15 days of receipt of such approval.

E Identity of the proposed allottees of Warrants and the percentage of Equity Share Capital on exercise of the Warrants.

The Warrants are proposed to be allotted as follows:

Sr. No.	Name of Proposed allottee	Pre-Preferential holding as on 30.09.2011		No. of Warrants proposed to be allotted	Post- Preferential holding (after conversion of Warrants) (Please see Notes below)	
		No. of Equity Shares	% of holding		No. of Equity Shares	% of holding
1	Mr. Rupesh K. Savla	5,84,395	2.49	6,87,500	12,71,895	4.85
2	Mrs. Sheetal R. Savla	—	—	6,87,500	6,87,500	2.62
3	Mr. Paras S. Savla	550	0.002	4,00,000	4,00,550	1.53
4	Mr. Dharen S. Savla	725	0.003	4,00,000	4,00,725	1.53
5	Mr. Manoj S. Savla	—	—	2,00,000	2,00,000	0.76
6	Mrs. Mita M. Savla	—	—	2,00,000	2,00,000	0.76
7	Mr. Shail M. Savla	—	—	1,75,000	1,75,000	0.67
	TOTAL	5,85,670	2.495	27,50,000	33,35,670	12.72

The relevant clause of the listing agreements executed by the company with the stock exchange in India where the company's securities are listed and the provisions of Section 81(1A) provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares shall be first offered to the existing shareholders of the Company for subscription unless the shareholders decide otherwise in a general meeting.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot equity shares on a preferential basis to the persons and companies whether or not they are members of the Company as permitted by section 81(1A) of the Companies Act, 1956. The Company, in consultation with its advisors, experts and others concerned, will fix the detailed terms and conditions of the issue which will be in line with the requirements of the guidelines issued by the Securities and Exchange Board of India (SEBI) and by other concerned authorities.

The Directors recommend the Special Resolution for your approval.

Mr. Paras Savla, Mr. Rupesh Savla and Mr. Dharen Savla, directors of the company are interested in the resolution to the extent of the Convertible Warrants that may be subscribed by them and their relatives.

Item No. 2:

The Special Resolution contained in the Notice at Item No. [2] relates to a proposal by the Company to raise capital through Global Depository Receipts ("GDR"), American Depository Receipts ("ADR"), Foreign Currency Convertible Bonds ("FCCB's") or any such financial instrument convertible into equity shares (hereinafter referred to as "Securities") including by means of a issue of Securities to Qualified Institutional Buyers ("QIBs") as defined under the Securities and Exchange Board of India ((Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations").

As you aware that the company has been awared Marginal Gas Fields,CBM Blocks (in India and Indonesia) and NELP Blocks.The proposed infusion of funds upto Rs. 125 Crores is to part the Capital Expenditure and Working Capital Expenditure required for operation of Marginal Gas Fields,CBM Blocks (in India and Indonesia) and NELP Blocks as well as capital expenditure and working capital required for expansion of air and gas compression business, work over rig and drilling rig business and any other servies and businesses



DEEP INDUSTRIES LIMITED

as deemed fit by Board of Directors of the Company, as per the provisions of Memorandum of Association of the Company and also for repaying debt obligation of the Company. Hence to part finance the above and to enhance and strengthen its equity capital base, the company proposes to issue by way of infusion of further equity shares or such other securities which would be later on converted into equity shares or give right to the holders of the securities to subscribe to the equity capital at a later date. If the fund are raised by way of FCCB, the same will be used for Capital Expenditure for the Company's various projects/ exploration blocks.

It is proposed to create, offer, issue and allot Securities at such price, at a discount (if permissible) or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise, as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories and combination of Investors to whom the offer, issue and allotment shall be made 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 managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

The Special Resolution also seeks to empower the Board to undertake a qualified institutional placement with qualified institutional buyers as defined under the SEBI ICDR Regulations apart from other options of private/public placements. The Board, may in its discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Securities to be issued to qualified institutional buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Securities in other mode of placements would be as per applicable statutory provisions.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/conversion would be subject to the availability of regulatory approvals, as applicable to the particular issue/allotment/conversion. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap under the prevailing Foreign Direct Investment norms applicable to the Company.

The Securities proposed to be issued under the authority of this Resolution, if necessary, may be secured by way of charge/ hypothecation/ mortgage on the Company's assets as may be finalized by the Board of Directors in consultation with the Security Holders/Trustees for the holders of the said Securities. As the documents to be executed between the security holders/trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, enabling approval is also sought under Section 293(1)(a) of the Companies Act, 1956.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Listing Agreement, as required.

Section 81 (A) of the Companies Act, 1956, and the relevant clauses of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed, inter-alia provide that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such Company in the manner laid down in the said Section 81(1A) unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of shares of the Company otherwise than to the shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81 (1 A) and other applicable provisions of the Companies Act, 1956, and the Listing Agreement. The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company/otherwise then on pro rata basis to the existing shareholders of the Company.

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

For and on Behalf of the Board

Sd/-

Paras S Savla

Chairman & Managing Director

Place : Ahmedabad
Date : 22nd October, 2011



DEEP INDUSTRIES LIMITED

DEEP INDUSTRIES LIMITED

Registered Office : Opp. Suryanarayan Bunglows, Sabarmati-Kalol State Highway, Motera, Gandhinagar - 380 005

PROXY FORM

Memberships Folio No. _____

DP ID _____

Client ID _____

I/We _____ of _____
being a Member/Members of Deep Industries Limited, hereby appoint
_____ or failing him
_____ of _____ or failing him
him _____ of _____ as my/our Proxy to attend and vote for me/us
and on my/our behalf at the Annual General Meeting of the Company to held on Wednesday, the 23rd November, 2011 or any
adjournment thereof.

Signed this _____ Day of _____ 2011.

Affix
Rs.1/-
Revenue
Stamp

Signed by the said _____

of _____

Note : If a member is unable to attend the Meeting, he may sign this form and send it to the Company's Registered Office at :
Opp. Suryanarayan Bunglows, Sabarmati-Kalol State Highway, Motera, Gandhinagar - 380 005, so as to reach them not less
than 48 hours before the Meeting.

----- TERE HERE -----

DEEP INDUSTRIES LIMITED

Registered Office : Opp. Suryanarayan Bunglows, Sabarmati-Kalol State Highway, Motera, Gandhinagar - 380 005

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting convened at Conference Room, GCA Club House, Sardar Patel
Stadium, Motera, Gandhinagar, Gujarat on Wednesday, the 23rd November, 2011

Members Folio No. _____

DP ID _____

Client ID _____

Name of the Member attending the Meeting

In case of proxy, Name of Proxy

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

Note : Members/Joint Members are requested to bring the attendance slip with them.