

August 07, 2026

To,
Corporate Relations Department
BSE Limited
2nd Floor, P.J. Towers,
Dalal Street,
Mumbai – 400001
SCRIP CODE: 543288

To,
Corporate Relations Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051.
SYMBOL: DEEPINDS

Sub.: Intimation of Notice of 20th Annual General Meeting along with Annual Report of the Company, Book Closure, remote E-voting Facility, venue E-voting Facility and fixation of cut-off date.

Dear Sir/Ma'am,

With reference to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform you that the 20th Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, September 01, 2026 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 34(1) of SEBI Listing Regulations, we are submitting herewith the Notice of 20th AGM along with the Annual Report for the Financial Year 2025-26 of the Company, which is being sent through electronic mode to the members.

The Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at www.deepindustries.com.

Further, Pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Member and Share Transfer Books of the Company will remain closed from Wednesday, August 26, 2026 till Tuesday, September 01, 2026 (both days inclusive) for taking record of the Members of the Company for the purpose of 20th Annual General Meeting of the Company.

Further, Pursuant to Regulation 44 of SEBI Listing Regulations, the Company has fixed Tuesday, August 25, 2026 as the cut-off date to determine the entitlement of the shareholders to cast their vote electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.



The Company has availed remote e-voting and e-voting service at the AGM from MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) and below is the calendar of the events for remote e-voting:

1.	Date and time of commencement of voting through electronic means	Friday, August 28, 2026 (from 09:00 a.m. IST onwards)
2.	Date and time of end of voting through electronic means	Monday, August 31, 2026 (till 05:00 p.m. IST)
3.	Date of declaration of result by the Chairman	Within two working days of conclusion of the AGM

You are requested to consider the same for your reference and record.

Thanking you,

Yours faithfully,

For, Deep Industries Limited

Rohan Vasantkumar Shah
Whole-time Director &
Chief Financial Officer
DIN: 09154526

Encl: as above

Notice of the 20th Annual General Meeting

NOTICE is hereby given that the 20th Annual General Meeting ("AGM") of the Members of **DEEP INDUSTRIES LIMITED** will be held on Tuesday, 1st September, 2026 at 11:00 am through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company situated at 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380058, Gujarat.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements (including Balance Sheet and Statement of Profit and Loss) of the Company for the financial year ended on 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended on 31st March, 2026 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

"RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended 31st March, 2026 and the report of Auditors thereon be and are hereby considered and adopted."

2. To declare a Final Dividend of ₹ 2.50/- per Equity Share for the financial year 2025-26.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a Final Dividend at the rate of ₹ 2.50/- (Rupees Two and Fifty paise only) per equity share of ₹ 5/- (Rupees Five only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended on 31st March, 2026 and the same be paid out of the profits of the Company."

3. To appoint Mr. Rohan Vasantkumar Shah (DIN: 09154526), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Rohan Vasantkumar Shah (DIN: 09154526), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) PROPOSED TO BE ENTERED INTO BY THE COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb) (zc), 23(4) and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in detail in Explanatory Statement annexed herewith to this resolution and more specifically set out in Table no. A1 and A2 in the explanatory statement to this resolution on the respective material terms & conditions as mentioned in the said table."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ empowered/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers

herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT Mr. Paras Shantilal Savla, Chairman & Managing Director, Mr. Rupesh Kantilal Savla, Managing Director, Mr. Rohan Vasantkumar Shah, Whole-time Director (Finance) & Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things which are necessary or expedient, to give effect to the aforesaid resolution(s)."

5. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) PROPOSED TO BE ENTERED INTO BY AND BETWEEN THE SUBSIDIARIES OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb) 2(1)(zc), 23(4) and other applicable regulations if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 2(76) and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval of the Audit Committee and Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Subsidiary Companies for entering into the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in detail in Explanatory Statement annexed herewith to this resolution and more specifically set out in Table no. B1 and B2 in the explanatory statement to this resolution on the respective material terms & conditions as mentioned in the said table."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and Executive Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in

this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT Mr. Paras Shantilal Savla, Chairman & Managing Director, Mr. Rupesh Kantilal Savla, Managing Director, Mr. Rohan Vasantkumar Shah, Whole-time Director (Finance) & Chief Financial Officer and Company Secretary be and are hereby jointly and/or severally authorized to do all such acts, deeds and things which are necessary or expedient, to give effect to the aforesaid resolution(s)."

6. TO APPROVE RELATED PARTY TRANSACTION WITH REGARDS TO HOLDING AN OFFICE OR PLACE OF PROFIT OF MR. SHAIL MANOJ SAVLA AS PRESIDENT:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as per the recommendation received from Nomination and Remuneration Committee, Audit Committee and Board of Director of the Company, consent of Members of the Company be and is hereby accorded to approve remuneration of Mr. Shail Manoj Savla as President who is also holding office or place of profit w.e.f. 1st October, 2026."

"RESOLVED FURTHER THAT the remuneration, perquisites and amenities to be paid to Mr. Shail Manoj Savla is as under:

- I. Salary:** upto ₹ 6,00,000/- p.m.
- II. Perquisites and Amenities:**
 - (a) Car and Telephone:** Provision of car used for Company's business and Telephone at residence will not be considered as perquisites. However, personal long-distance calls and use of car for private purposes shall be billed by the Company.
 - (b) Mobile:** Cost of Mobile Instrument and its bill will be paid by the Company.
 - (c) Electricity Charges:** It will be paid by the Company.

(d) **Insurance Premium:** Insurance Premium (Term Plan) upto ₹ 6,00,000/- p.a. to be reimbursed by the Company for production of documentary evidence.

(e) **Club Fee:** Club Fee upto ₹ 4,50,000/- p.a. to be reimbursed by the Company."

"RESOLVED FURTHER THAT Mr. Paras Shantilal Savla, Chairman & Managing Director, Mr. Rupesh Kantilal Savla, Managing Director, Mr. Rohan Vasantkumar Shah, Whole-time Director (Finance) & Chief Financial Officer and Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things which are necessary or expedient, to give effect to the aforesaid resolution(s)."

7. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, the Articles of Association of the Company be and are hereby altered by inserting the following new Article 8A after existing Article 8:

'Article 8A – Issue of Shares pursuant to Employee Stock Option Scheme

Notwithstanding anything contained in these Articles, the Company may, subject to the provisions of the Companies Act, 2013, the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable laws, rules, regulations and approvals as may be required, issue, offer, allot and/or transfer equity shares or other securities to the eligible employees of the Company and/or its holding company, subsidiary company(ies), associate company(ies) or group company(ies), whether in India or outside India, under one or more employee stock option schemes, employee share purchase schemes, employee stock appreciation rights schemes or any other share-based employee benefit scheme, in such manner and on such terms and conditions as may be approved by the Board of Directors and/or the Nomination and Remuneration Committee or any other committee authorised by the Board.'

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, writings and filings, and take all such steps as may be deemed necessary, desirable or expedient to give effect to this resolution, including filing the necessary forms with the Registrar of Companies and making such modifications as may be required by any regulatory authority without requiring any further approval of the members."

8. TO APPROVE 'DEEP INDUSTRIES LIMITED EMPLOYEE STOCK OPTION SCHEME 2026' ("DIL ESOP SCHEME 2026"/ "SCHEME"):

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the provisions of relevant regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Deep Industries Limited ("Company") and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of 'Deep Industries Limited Employee Stock Option Scheme 2026' ("DIL ESOP SCHEME 2026"/ "Scheme") and authorizing the Board of Directors of the Company ((hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 15,00,000 (Fifteen Lakh) employee stock options ("Option(s)") to or for the benefit of such eligible person(s) as designated by the Company, within the meaning of the Scheme (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Scheme, exercisable into not more than 15,00,000 (Fifteen Lakh) equity shares of face value of ₹ 5/-

(Rupees Five) each fully paid-up, where one employee stock Option would convert into one equity share upon exercise, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

"RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time

under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

Registered Office:

12A & 14, Abhishree Corporate Park,
Ambli Bopal Road, Ambli,
Ahmedabad – 380 058, Gujarat.

Place : Ahmedabad

Date : 28th July, 2026

By Order of the Board

Sd/-

Paras Shantilal Savla
Chairman & Managing Director
DIN: 00145639

Notes:

1. In compliance with all the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities Exchange Board of India ('SEBI'), permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM on Tuesday, 1st September, 2026. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards-1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses Item Nos. 4 to 8 in the Notice is annexed hereto.
3. Pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Director of the Company seeking their re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.
4. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM, participate there at, and cast their votes through e-voting.
5. Institutional shareholders (i.e. investors other than individuals, HUF, NRI etc.) intending to appoint authorised representative to participate and/ or vote through e-voting, are requested to send scanned copy of the certified true copy of Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to support@csrajeshparekh.in with a copy marked to rnt.helpdesk@in.mpms.mufig.com
6. The Members may join the AGM in the VC / OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In line with the General Circular issued by the Ministry of Corporate Affairs and the relevant circulars issued by SEBI, the Notice of this AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA. For the physical copy of Annual Report, the Members may send requests to the Company's dedicated investor email-id: cs@deepindustries.com. The Notice of 20th Annual General Meeting and Annual Report for FY 2025-26 is also available on the Company's website- www.deepindustries.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the RTA at www.in.mpms.mufig.com respectively.
9. In compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024, Notice of the AGM along with the Integrated Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Further, a letter providing a weblink for accessing the Notice of the AGM and Integrated Annual Report will be sent to those shareholders who have not registered their email addresses.
9. The relevant details of the Director seeking re-appointment at this AGM are provided at the end of the Explanatory Statement annexed hereto, in accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.
10. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository Participant / the Company's Registrar & Share Transfer Agent, as the case may be.

Permanent registration of email address with Company/RTA or DPs:
 - i. For Shares held in dematerialized form: Members are requested to register their email address with the concerned DPs.
 - ii. For Shares held in physical form: Members are requested to submit Form ISR-1, duly filled and signed by the holders, to the Company/RTA.
11. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form)
12. Members desirous of seeking information regarding Accounts of the Company are requested to send their queries to cs@deepindustries.com on or before Tuesday, 25th August, 2026 mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
13. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.

14. If the dividend, as recommended by the Board of Directors, is approved at this AGM, payment of such dividend will be made as under:

- To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as of the close of business hours on Friday, 21st August, 2026.
- To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 21st August, 2026.

15. SEBI has mandated the listed companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at <http://www.dolphinoffshore.com> and RTA at MUFG Intime. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request.

16. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.

17. The members who have already casted their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

18. Members may note that in case they have any dispute against the Company and / or its RTA, as per SEBI directives, they can file for Online Resolution of Dispute which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. Members can use this mechanism only after they have lodged their grievance with

the Company and SEBI SCORES system and are not satisfied with the outcome. For more details, please see the following weblinks of the stock exchanges: BSE Limited: <https://bseindia.com/ecomplaint/frmlInvestorHome.aspx> National Stock Exchange of India Limited: <https://www.nseindia.com/static/complaints/online-dispute-resolution>.

Documents* for Issuance of Duplicate Share Certificate	Value upto ₹10,000 and up to ₹10 lakh	Undertaking on plain paper (no notarisation required) Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value • Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value • FIR/Police Complaint
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*In addition to the aforesaid documents, please refer the website of RTA at MUFG Intime for the requirement of other relevant documents.

19. Simplification of procedure for Issuance of Duplicate Share Certificate: SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

20. Further, the contact details of the Company and RTA are also available on the website of the Company

21. Investor Grievance Redressal: The Company has designated an exclusive e-mail address i.e., cs@deepindustries.com to enable the investors to register their complaints / send correspondence, if any.

22. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

Sr. No.	Details to be updated or incorporated	Document required	Form required
1.	Bank detail	Original cancelled cheque (shareholder name printed on it)	ISR-1
2.	Confirmation of Signatures	Original Cancelled cheque (shareholder name printed on it) and signature attested by bank on ISR-2	ISR-2 & ISR-1
3.	Incorporation of Nomination	Detail of nominee in SH-13	SH-13
4.	Change of Nomination	Detail of new nominee in SH-14	SH-14
5.	Removal/ declaration to opt-out of nomination	Declaration	ISR-3

23. Members are requested to update their KYC data to receive all communications and dividend information-The shareholders are requested to update their KYC data viz., PAN Number, email id, address, mobile number and bank account details by submitting the relevant details with our Registrar & Share Transfer Agent (RTA) i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), C 101, Embassy 247, L.B.S. Marg, Vikhroli West, Mumbai-400 083. Shareholders holding shares in dematerialized mode are requested to update the same with their respective Depository Participant to ensure ease of communication and seamless remittances. .

24. Pursuant to Income Tax Act, 2025, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can upload a yearly declaration in Form 121 along with PAN, on the link <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html> on or Friday, 21st August, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

As per Section 262 of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397(2) of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions are effective from 1st July, 2023. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by Government on PAN Aadhaar linking.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may upload the above documents on <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html> On or before Friday, 21st August, 2026.

25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode upto the date of AGM and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to cs@deepindustries.com.
26. All documents referred to in the accompanying Notice and the Explanatory Statement(s) shall be open for inspection by the Members by writing an e-mail to the Company Secretary at cs@deepindustries.com.
27. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.

28. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through electronic mode in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd). Members of the Company holding shares as on the cut-off date i.e. Tuesday, 25th August, 2026, may cast their vote either by remote e-voting or e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

29. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

30. The facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13 with the RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the Members may submit the same in Form ISR-3 or SH-14 as the case may be.

The said Forms can be downloaded from the website of the Company at www.deepindustries.com or website of the RTA at MUFG Intime. Members holding shares in dematerialized form are requested to register their nomination details with their DPs.

31. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Remote e-voting period begins on **Friday, 28th August, 2026 at 09:00 am and shall end on Monday, 31st August, 2026 at 05:00 pm**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cutoff date Tuesday, 25th August, 2026** may cast their vote electronically. E-voting module shall be disabled by MUFG for voting thereafter.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1-NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2-NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3-NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8-character DP ID, 8-digit Client Id, PAN, Verification code and generate OTP.

- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1-CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2-CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Login**" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company-in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- o Shareholders holding shares in **NSDL form**, shall provide 'D' above
- o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name’ – Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ – Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ – Attach Board resolution or Power of Attorney.
- NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.
- Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 – VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 – VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:- Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions–Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the Companies can conduct their AGMs/ EGMs by means of Video Conference (VC) or other audio-visual means (OAVM) until further orders.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufig.com> & click on **"Login"**.
- c) Select the "Company Name" and register with your following details:
- d) Select Check Box–**Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box–**Demat Account No.** and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the Folio Number registered with the company.
 - Shareholders shall select check box – **PAN** and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- e) Click **"Go to Meeting"**
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on:-Tel: 022 – 4918 6000 / 4918 6175.

32. GENERAL INSTRUCTION AND INFORMATION FOR MEMBERS:

- The Company has appointed Mr. Rajesh Parekh, Partner, RPAP & Co., Practicing Company Secretaries (Membership No. A8073 & Certificate of Practice No. 2939) failing him Ms. Aishwarya Parekh, Partner, RPAP & Co., Practicing Company Secretaries (Membership No. F13318 & Certificate of Practice No. 22505) to act as the Scrutinizer, for conducting the 20th Annual General Meeting, voting (remote E-voting and E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
- The Scrutinizer shall, immediately after the conclusion of voting at the 20th AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than within 2 working days, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman.
- The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website i.e. www.deepindustries.com immediately after the Results is declared and communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
- The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 26th August, 2026 to Tuesday, 1st September, 2026 (both days inclusive).

Contact Details:

Company	: Deep Industries Limited CIN: L14292GJ2006PLC049371 Registered Office: 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad – 380 058 Tel No: +91 9825600533 Email Id: cs@deepindustries.com Website : www.deepindustries.com
Registrar & Share Transfer Agent and E-voting Agency	: MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd). 5 th Floor, 506 to 508, Amarnath Business Centre –1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380 006 Tel No: +91 079 26465179 Fax: +91 022 4918 6060 Email Id: ahmedabad@in.mpms.mufg.com Website : www.in.mpms.mufg.com
Scrutinizer	: Mr. Rajesh Parekh, Partner M/s. RPAP & Co, Practicing Company Secretaries Email Id: contact@csrajeshparekh.in

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

The statements pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Businesses mentioned in accompanying Notice are as follows:

SPECIAL BUSINESS:**Item No. 4 & 5:**

The Company is engaged in providing various Oil & Gas support services including Natural Gas Compression Services, Drilling and Workover Rigs Services, Natural Gas Dehydration Services, Integrated Project Management Services, providing of entire gas facility on charter hire basis and production enhancement services which are carried out either directly or through its subsidiaries. The annual consolidated turnover of the Company as on 31st March, 2026 is ₹ 890.71 crore.

In furtherance of its business activities, the Company and its subsidiaries have entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further, In accordance with Regulation 23 of SEBI LODR Regulation, 2015, related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the

value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

All related party transactions of the Company and its subsidiaries are at arm's length and in the ordinary course of business.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) ₹ 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company.

The approval of the members pursuant to resolution nos. 4 & 5 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table nos. A1 to A2 and Table nos. B1 to B2, respectively

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

Minimum Information to be provided to the shareholders for approval of Material RPTs:

Sr. No	Particulars of information	Details
a)	A summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of the SEBI Master Circular	Refer Table A & B
b)	Justification for why the proposed transaction is in the interest of the listed entity	Refer Table A & B
c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) of the SEBI Master Circular	Refer Table A & B
d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Refer Table A & B
f)	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act

TABLE-A

Particulars	A1	A2
1. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Dolphin Offshore Enterprises (India) Limited (DOEIL) DOEIL is a step-down subsidiary of the Company.	Beluga International (IFSC) Private Limited ('BELUGA IFSC') BELUGA IFSC is a step-down subsidiary of the Company.
2. Name of Director(s) or Key Managerial Personnel who is related if any,	Not Applicable	
3. Type, Material terms and particulars of the proposed transactions	The Company proposes to enter into such Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se.	
4. Tenure of proposed transaction	The above arrangements are for continuing business transactions. Approval of the Members is being sought for transactions during the conclusion of 20 th Annual General Meeting of the Company till the conclusion of 21 st Annual General Meeting of the Company to be held in the financial year 2027.	
5. Value of proposed transaction	The Company estimates that the monetary value to be upto 120 crores. The interest on the outstanding cumulative loan/debt securities will be charged in compliance with the provisions of the Companies Act, 2013.	The Company estimates that the monetary value to be upto 350 crores. The interest on the outstanding cumulative loan/debt securities will be charged in compliance with the provisions of the Companies Act, 2013.
6. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	13.47% of the Annual Turnover of the Company. (Annual consolidated Turnover for the financial year ended on 31 st March, 2026 is ₹ 890.71 Crores) 1023.02% of the Annual Turnover of the Subsidiary Company on a standalone basis. (Annual Turnover for the financial year ended on 31 st March, 2026 is ₹ 11.73 Crores)	39.29% of the Annual Turnover of the Company. (Annual consolidated Turnover for the financial year ended on 31 st March, 2026 is ₹ 890.71 Crores) Beluga IFSC has not started its operations as on end date of the financial year 2025-26, therefore the % turnover is not applicable.

Particulars	A1	A2
7. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
a) details of source of funds in connection with the proposed transaction.	The Company may infuse Inter Corporate Deposit(s) or give loans in single or multiple tranches from its internal accruals or from borrowed funds.	
b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure.	At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.	
c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature or security; and	The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment charges during the tenor of relevant financial assistance. Financial assistance will carry interest at appropriate rates as per defined norms and regulations.	
d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.	
8. Justification as to why the RPT is in the interest of the listed entity.	The proposed transaction(s)/contract(s)/arrangement(s)/agreement(s) are intended to facilitate efficient business operations, resource optimization, and operational synergies within the group. The transactions are expected to support the overall business objectives of the group and strengthen coordination among group entities. The transaction(s), including sale or purchase of goods or materials, availing or rendering of services, extension or availing of corporate guarantees in connection with financing arrangements, and other business transactions undertaken in the ordinary course of business, are expected to: • Enhance operational efficiency and economies of scale across the group; • Enable optimal utilization of financial, technical, and managerial resources; • Support business expansion and continuity of operations of group entities, thereby contributing to the overall growth and financial stability of the group; • Facilitate access to funding and business opportunities on commercially advantageous terms; • Generate long-term strategic and economic benefits for the Ultimate Holding Company through improved performance of its subsidiaries and group entities. The transactions are proposed to be undertaken on an arm's length basis, wherever applicable, and in accordance with applicable laws and corporate governance requirements. Accordingly, the management believes that the proposed transactions are in the best interests of the Company and its shareholders.	
9. Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable	
10. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable	

Particulars	A1	A2
11. Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	

TABLE-B

Particulars	B1	B2
1. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Deep Exploration Services Private Limited ('DESPL') and RAAS Equipment Private Limited (RAAS). DESPL is a wholly owned subsidiary and RAAS is a Subsidiary Company to the Company.	Deep Methane Private Limited ('METHANE') and RAAS Equipment Private Limited (RAAS). RAAS is a Subsidiary Company to the Company. Whereas, METHANE is a related party to the Company.
2. Name of Director(s) or Key Managerial Personnel who is related if any,	Not Applicable	Not Applicable
3. Type, Material terms and particulars of the proposed transactions	The Company proposes to enter into such Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ loan transaction(s)/ Sale or purchase of goods or material/availing or rendering of service(s)/ to extend or avail corporate guarantee in lieu of loan taken and any other business transaction as and when required by and inter-se.	
4. Tenure of proposed transaction	The above arrangements are for continuing business transactions. Approval of the Members is being sought for transactions during the conclusion of 20 th Annual General Meeting of the Company till the conclusion of 21 st Annual General Meeting of the Company to be held in the financial year 2027.	
5. Value of proposed transaction	The Company estimates that the monetary value to be upto 100 crores. The interest on the outstanding cumulative loan/debt securities will be charged in compliance with the provisions of the Companies Act, 2013.	The Company estimates that the monetary value to be upto 180 crores. The interest on the outstanding cumulative loan/debt securities will be charged in compliance with the provisions of the Companies Act, 2013.
6. The percentage of the entity's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	11.23% of the Annual Turnover of the Company. (Annual Turnover for the financial year ended on 31 st March, 2026 is ₹ 890.71 Crores) 4901.96% of the Annual Turnover of the DESPL Company on a standalone basis. (Annual Turnover for the financial year ended on 31 st March, 2026 is ₹ 2.04 Crores) 317.46% of the Annual Turnover of the RAAS Company on a standalone basis. (Annual Turnover for the financial year ended on 31 st March, 2026 is ₹ 31.50 Crores)	20.21% of the Annual Turnover of the Company. (Annual Turnover for the financial year ended on 31 st March, 2026 is ₹ 890.71 Crores) 571.43% of the Annual Turnover of the RAAS Company on a standalone basis. (Annual Turnover for the financial year ended on 31 st March, 2026 is ₹ 31.50 Crores) Since the transaction is proposed to be held between the Subsidiary and Related party of the Company the % of the Related party is not applicable.

Particulars	B1	B2
7. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the entity or its subsidiary:		
a. details of source of funds in connection with the proposed transaction.	The Company may infuse Inter Corporate Deposit(s) or provide loans in single or multiple tranches from its internal accruals or borrowed funds and vice-a-versa.	
b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments- nature of indebtedness, cost of funds and tenure.	At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.	
c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature or security; and	The financial assistance would be unsecured with repayment over a period running between one – five years from date of disbursement; however, the borrowing entity will have the right to make pre-payment, without any pre-payment charges during the tenor of relevant financial assistance. The financial assistance will carry interest at appropriate rates as per defined norms and regulations	
d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The financial assistance will be utilized by the borrowing company for its business purposes including expansion, working capital requirements and other business purposes.	
8. Justification as to why the RPT is in the interest of the entity.	The proposed related party transaction(s)/ contract(s)/arrangement(s)/agreement(s) between the wholly owned subsidiary and the subsidiary company are intended to facilitate the efficient conduct of business operations within the Group and are driven by commercial and operational requirements arising in the ordinary course of business. The proposed transactions, which may include loan transaction(s), sale or purchase of goods or materials, availing or rendering of services, extending or availing corporate guarantees in connection with borrowings, and other business transactions as may be required from time to time, are expected to enable optimum utilisation of resources, operational synergies, effective treasury management, efficient deployment of funds, cost optimisation and seamless execution of business activities across the Group.	The proposed related party transaction(s)/ contract(s)/arrangement(s)/agreement(s) to be entered into between the subsidiary of the Company and the related party are intended to facilitate the efficient conduct of business operations and are based on commercial and business requirements arising in the ordinary course of business. The proposed transactions, which may include loan transaction(s), sale or purchase of goods or materials, availing or rendering of services, extending or availing corporate guarantees in connection with borrowings, and other business transactions as may be required from time to time, are expected to support the operational, financial and strategic requirements of the subsidiary. These transactions will enable the subsidiary to ensure continuity of business operations, optimise procurement and service delivery, improve operational efficiencies, effectively manage liquidity and working capital requirements, and access financial support on commercially viable terms, wherever required.

Particulars	B1	B2
	Inter-company financial assistance and corporate guarantees, wherever proposed, are intended to facilitate timely availability of funds, strengthen the financial position of the concerned entity, enable access to external financing on more favourable terms and support the execution of business plans, capital expenditure and working capital requirements. Such arrangements are expected to enhance the overall operational and financial efficiency of the Group and contribute to sustainable business growth. The proposed transactions are based on commercial considerations, are expected to be undertaken on an arm's length basis and in the ordinary course of business, wherever applicable, and are not prejudicial to the interests of the Company or its shareholders, including the public shareholders. The transactions are expected to create long-term value through improved coordination among Group entities, enhanced operational efficiencies and prudent financial management. Accordingly, the Audit Committee is of the view that the proposed related party transactions are in the interest of the Company and its stakeholders and recommends the same for the requisite approvals.	Since the subsidiary forms an integral part of the Company's overall business ecosystem, its operational stability, financial strength and business growth directly contribute to the performance, profitability and long-term value creation of the Company on a consolidated basis. The proposed transactions are therefore expected to strengthen the subsidiary's business operations, improve resource utilisation, create operational synergies and support the achievement of the Group's strategic objectives, thereby benefiting the Company and its stakeholders. The proposed transactions shall be undertaken based on sound commercial rationale and are expected to be carried out on an arm's length basis and in the ordinary course of business, wherever applicable, and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The transactions are not expected to be prejudicial to the interests of the Company or its shareholders, including the public shareholders. Accordingly, the Audit Committee is of the view that the proposed related party transactions are in the interest of the Company and recommends the same for the requisite approvals
9. Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable	
10. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable	
11. Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolutions no. 4 & 5 as mentioned in this notice. The Board recommends the members to pass the above resolutions as an Ordinary Resolutions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said transactions.

Item No. 6:

Pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the appointment of a related party to any

office or place of profit in the Company beyond the prescribed limits requires the approval of the Members by way of an Ordinary Resolution.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Shail Manoj Savla as the President of the Company with effect from 14th May, 2026, considering his extensive experience, industry knowledge and understanding of the Company's business operations.

It is hereby clarified that Mr. Shail Manoj Savla has been serving as President of the Company with effect from 14th May, 2026 without drawing any remuneration or other monetary benefits

from the Company. No salary, perquisites, allowances or any other remuneration has been or shall be paid to him for the period from 14th May, 2026 to 30th September, 2026.

In view of the increasing responsibilities entrusted to him and his significant contribution towards the Company's strategic, operational and business initiatives, the Nomination and Remuneration Committee has reviewed and recommended that remuneration be paid to Mr. Shail Manoj Savla with effect from 1st October, 2026, on the terms and conditions set out in the accompanying resolution. The Audit Committee has also reviewed the proposal and recommended the same to the Board of Directors.

As President, Mr. Shail Manoj Savla is responsible for providing strategic and operational leadership, overseeing business operations, driving business growth initiatives, strengthening customer and stakeholder relationships, improving operational efficiencies and supporting the management in achieving the Company's long-term strategic and financial objectives.

The proposed remuneration has been determined after considering, inter alia, the scope of his responsibilities, his qualifications and experience, prevailing industry practices, remuneration paid for similar positions in comparable companies and the scale and complexity of the Company's business. The Board is of the view that the proposed remuneration is fair, reasonable and commensurate with the duties and responsibilities assigned to him and is in the best interests of the Company.

Accordingly, pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought for payment of remuneration to Mr. Shail Manoj Savla as President of the Company with effect from 1st October, 2026, on the terms and conditions set out in the accompanying resolution.

Except Mr. Shail Manoj Savla and Mr. Paras Shantilal Savla and their relatives, if any, and such Directors and Key Managerial Personnel who may be deemed to be interested by virtue of their relationship with Mr. Shail Manoj Savla, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 for the approval of the Members.

Item No. 7:

The Company proposes to introduce an employee stock option scheme for the benefit of its eligible employees, subject to the approval of the members and other applicable regulatory approvals.

The existing Articles of Association of the Company do not contain an enabling provision authorising the Company to issue or allot equity shares pursuant to an employee stock option scheme or any other share-based employee benefit scheme. Accordingly, it is proposed to alter the Articles of Association of the Company by inserting a new enabling Article empowering the Company to issue, offer, allot and/or transfer equity shares or other eligible

securities under one or more employee stock option or other share-based employee benefit schemes in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The proposed amendment is enabling in nature and is intended to facilitate implementation of employee stock option and other share-based benefit schemes, as may be approved by the members from time to time. The proposed amendment does not, by itself, result in the grant of any employee stock options or allotment of shares. Any such scheme shall be implemented only after obtaining such approvals as may be required under applicable laws.

A copy of the existing Articles of Association together with the proposed amended Articles shall be available for inspection by the members during business hours at the Registered Office of the Company and shall also be made available electronically up to the date of the General Meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent they may be eligible to participate in any employee stock option or other share-based employee benefit scheme of the Company, in accordance with the applicable laws and the terms of such scheme.

Item No. 8:

The '**Deep Industries Limited Employee Stock Option Scheme 2026**' ("**DIL ESOP SCHEME 2026**" / "**Scheme**") aims to reward loyalty by recognizing employees with ownership rights, fostering a deeper sense of belonging; acknowledge performance by offering employee stock options ("**Options**") as recognition for consistent excellence; attract and retain top industry talent by providing a compelling reason to join and stay with the Company and drive future growth by encouraging employees to contribute to the Company's success and share in its financial benefits.

The Company intends to grant Options at a discounted market price to recognize and reward key eligible employees. The discount offered will be balanced by performance-based criteria such as but not limited to achievement of corporate performance for each employee, such as revenue, earnings before interest, tax, depreciation and amortization ("**EBITDA**"), free cashflow, order book, etc., ensuring that the benefit is earned through demonstrated achievements. Hence, the vesting of these options will be strictly tied to predefined performance targets, and if the specified goals are not met, all granted Options will stand canceled.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the Company seeks members' approval for the implementation of the Scheme.

Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company at their respective meetings held on 28th July, 2026 had approved the introduction of the Scheme, subject to your approval.

The main features of the Scheme are as under:

a) Brief Description of the Scheme:

Keeping in view the aforesaid objectives, the Scheme contemplates grant of Options to the Employees of the Company. After vesting of Options, the Employees earn a right, but not obligation, to exercise the Vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of Exercise Price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **15,00,000 (Fifteen Lakh)**. Each Option when exercised would be converted in to one equity share of ₹5/- (Rupees Five) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustments, the ceiling of **15,00,000 (Fifteen Lakh)** shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme:

All employees and Directors (hereinafter referred to as "Employees") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India,
- (ii) a Director of the Company, whether whole time director or not including a non-executive director who is not a Promoter or member of the Promoter Group but excludes
 - a. an Employee who is a Promoter or belongs to the Promoter Group;
 - b. a Director who either by himself or through his / her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and
 - c. a Director being an Independent Director.

d) Requirements of Vesting and period of Vesting:

All the Options granted under the Scheme shall vest not earlier than minimum period of 1 (one) year and not later than maximum period of 5 (five) years from the date of Grant. The vesting dates in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested. Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB Regulations. Apart from that the Committee may prescribe certain corporate performance conditions for each employee, such as revenue, earnings before interest, tax, depreciation and amortization ("EBITDA"), free cashflow, order book, etc. subject to satisfaction of which the Options would vest.

Unless otherwise determined by the committee, the specific Vesting schedule for any grant shall be as follows:

Date of Vesting	Vesting of Options
1 st Anniversary from the grant date	25% of the option granted
2 nd Anniversary from the grant date	25% of the option granted
3 rd Anniversary from the grant date	25% of the option granted
4 th Anniversary from the grant date	25% of the option granted

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of **5 (Five) years** from the date of grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Committee which shall be not less than the face value of the Share as on the Grant Date. The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.

g) Exercise period and the process of exercise:

i. Exercise while in employment:

1. Vested options under the Scheme shall be exercised not earlier than minimum period of 1 (one) year and not later than maximum period of 5 (five) years from the date of vesting of such options.
2. Option Grantee/ Beneficiary shall be required to make an Exercise request by submitting an application/request to the Company for issue/ allotment of shares against vested options under the Plan, upon payment of applicable amount.
3. Employee shall be required to pay the applicable amount (aggregate exercise price and applicable taxes) in full upon exercise of the vested options.

4. The options can be exercised either in full or in part.
5. Exercise shall take place as per the time and place designated by the Administrator or the Company and by executing such documents as may be required under the applicable laws.

A vested option shall be deemed to be validly exercised only when the Committee or any other person authorized by the committee receives written and signed notice of exercise (Exercise Form) from the Option Grantee/Beneficiary and a confirmation that the applicable amount has been received.

ii. Exercise in case of Separation from employment:

S. No.	Events of separation	Vested Options	Unvested Options
1	Resignation/ Termination (Other than due to Misconduct or due to breach of Company Policies/ Terms of Employment)	All the Vested Options as on the date of submission of resignation/termination shall be exercisable by the Option Grantee on or before Exercise Period or last working day, whichever is earlier.	All the Unvested Options as on date of submission of resignation/termination shall stand cancelled with effect from date such resignation/termination.
2	Termination due to Misconduct or due to breach of Company Policies/ Terms of Employment	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.
3	Retirement	All the Vested Options as on the date of Retirement can be exercisable by the Option Grantee within 12 (Twelve) months from the date of Retirement or Exercise Period, whichever is earlier.	All Unvested Options as on the date of Retirement would continue to vest in accordance with the original Vesting Schedule even after Retirement. All such aforesaid Vested Options can be Exercised within a period of 12 (twelve) months from the date of such Vesting.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 (twelve) months from the date of Death of the Option Grantee.	All the Unvested Options as on date of death shall vest immediately in the Option Grantee's nominee or legal heir and can be exercised in the manner defined for Vested Options.
5	Permanent Incapacity	All Vested Options may be exercised by the Option Grantee, immediately after, but in no event later than 12 (twelve) months from the date of such Permanent Incapacity.	All the Unvested Options as on date of incurring of such incapacity shall vest immediately in the Option Grantee and can be exercised in the manner defined for Vested Options.
6	Non Performance	All Vested Options on such Non Performance shall stand cancelled as decided by the Committee, and such decision shall be final.	All Unvested Options on such Non Performance shall stand cancelled as decided by the Committee, and such decision shall be final.
7	Termination due to reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise required by Applicable Laws.

The Options shall be deemed to have been exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of Shares against the Options vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance, joining and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Option.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

k) Route of the Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates issue of fresh/ primary shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Scheme.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Period of lock-in:

The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Shares under Scheme.

Provided that the Shares allotted on such Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the members is being sought by way of a Special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB Regulations.

A draft copy of the Scheme is available for inspection at the Company's registered office during official hours on all working days till the date of the EGM.

None of the Directors, key managerial personnel of the Company including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Scheme.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 8 of the accompanying notice.

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re-appointment at the 20th Annual General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings).

Name of the Director	Mr. Rohan Vasantkumar Shah
DIN	09154526
Date of Birth	August 28, 1979
Age in years	46 Years
Date of first Appointment on Board	June 24, 2021
Qualifications	He is a professionally qualified Chartered Accountant from the Institute of Chartered Accountants of India.
Experience & Expertise	He holds more than 20 years of professional experience in the field of Finance, Accounts, Audit and Statutory Compliances.
Brief Resume	Please refer the website of the Company.
Key Terms and Conditions of appointment or re-appointment.	In terms of Section 152 of the Companies Act, 2013. Mr. Rohan Vasantkumar Shah was appointed as a Whole-time Director and is liable to retire by rotation
Remuneration sought to be paid	Not Applicable
Remuneration last drawn by such person, if any	₹ 54.61 Lakhs
Shareholding in the Company as on 31 st March, 2026	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year.	Five
Directorships held in other Listed Companies as on 31 st March, 2026 (other than Deep Industries Limited)	1. Dolphin Offshore Enterprises (India) Limited
Directorship in other Companies (other than Deep Industries Limited and other listed companies)	Nil
Memberships / Chairmanships of Committees (Audit and Stakeholder) includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on 31 st March, 2026.	Nil
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	Mr. Rohan Vasantkumar Shah is a Chartered Accountant with over 20 years of expertise in Finance, Accounts, Audit, and Statutory Compliances. The Company has performed remarkable under his leadership and his continued association with the Company shall be deemed to be in the best interest of the Company.
performance evaluation report for re-appointment as Independent Director	NA