

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: DEEP INDUSTRIES LIMITED

Quarter ending on : 31st March, 2012

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/ No) | Remarks |
|--|-----------------------------|-----------------------------|---|
| I. Board of Directors | 49 (I) | | |
| (A) Composition of Board | 49(IA) | NO | Mr. Premsingh Sawhney has been appointed as Whole time Director of the Company w.e.f. 2 nd January, 2012 subject to the approval of shareholder. |
| (B) Non-executive Director's compensation & disclosures | 49(IB) | N.A. | ---- |
| (C) Other Provisions as to Board and Committees | 49(IC) | YES | ---- |
| (D) Code of Conduct | 49(ID) | YES | ---- |
| 1. To lay down a code of conduct for all Board members and senior management | 49(ID)(i) | YES | ---- |
| 2. Board members and senior management to affirm compliance on an annual basis | 49(ID)(ii) | YES | ---- |
| 3. Annual Report to contain declaration to this effect signed by CEO | 49(ID)(ii) | YES | Will be complied in the Annual Report of 2011-12. |
| II. Audit Committee | 49(II) | | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | YES | ----- |
| (B) Meeting of Audit Committee | 49(II B) | YES | ---- |

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|---|-------------|------|---|
| (C) Powers of Audit Committee | 49(IIC) | YES | ---- |
| (D) Role of Audit Committee | 49(IID) | YES | ---- |
| (E) Review of Information by Audit Committee | 49(IIE) | YES | ---- |
| III. Subsidiary Companies | 49(III) | YES. | ---- |
| IV. Disclosures | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | YES | ---- |
| (B) Disclosure of Accounting treatment | 49(IVB) | YES | Will be complied in the Annual Report of 2011-12 |
| (C) Board Disclosures | 49(IVC) | YES | ---- |
| (D) Proceeds from public issues, right issues, preferential issues etc. | 49(IVD) | YES | ---- |
| (E) Remuneration of Directors | 49(IVE) | YES | Will be complied in the Annual Report of 2011-12. |
| (F) Management | 49(IVF) | | |
| <input type="checkbox"/> Management Discussion and Analysis Report forms part of the Annual Report to the Shareholders. | 49(IVF)(i) | YES | Will be complied in the Annual Report of 2011-12. |
| <input type="checkbox"/> Disclosure to the Board of all material financial and commercial transactions by Senior Management, where they have personal interest. | 49(IVF)(ii) | N.A. | ---- |
| (G) Shareholders | 49(IVG) | YES | ---- |
| V. CEO/ CFO Certification | 49(V) | YES | Will be complied in the Annual Report of 2011-12. |

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| VI. Report on Corporate Governance | 49(VI) | | |
| <input type="checkbox"/> Annual Report to contain Separate Section on Corporate Governance | 49(VI)(i) | YES | Will be complied in the Annual Report of 2011-12. |
| <input type="checkbox"/> Quarterly Compliance report to Stock Exchange | 49(VI)(ii) | YES | --- |
| VII. Compliance | 49(VII) | YES | Will be complied in the Annual Report of 2011-12. |