

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: DEEP INDUSTRIES LIMITED

Quarter ending on : 31<sup>st</sup> March, 2012

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
<b>I. Board of Directors</b>	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 <sup>nd</sup> 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.
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	YES	----
(B) Meeting of Audit Committee	49(II B)	YES	----

(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	----
<b>III. Subsidiary Companies</b>	49(III)	YES.	----
<b>IV. Disclosures</b>	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	----
<b>V. CEO/ CFO Certification</b>	49(V)	YES	Will be complied in the Annual Report of 2011-12.

<b>VI. Report on Corporate Governance</b>	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	---
<b>VII. Compliance</b>	49(VII)	YES	Will be complied in the Annual Report of 2011-12.