



**DEEP  
Industries  
Limited**

**Oil & Gas Exploration  
Production & Services**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **DEEP INDUSTRIES LIMITED**

Quarter ending on : **31<sup>st</sup> December, 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)                      | YES                         | ----  |
| (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 2012-13. |
| <b>II. Audit Committee</b>   | 49(II)                      |                             |   |
| (A) Qualified & Independent Audit Committee                                    | 49(IIA)                     | YES                         | ----  |
| (B) Meeting of Audit Committee   | 49(IIB)                     | 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                         | ----  |

9001 : 2008  
14001 : 2004  
OHSAS 18001 : 2007

REAU VERITAS  
Certification  
Including Design



**Corporate Office :**  
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Phone : +91 79 2686 2076, 2686 2078 Fax : +91 79 2686 2077

**Registered Office :**  
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Phone : +91 79 2757 1128, 2750 2461 Fax : +91 79 2686 2077  
E-mail: info@deepindustries.com • Website: www.deepindustries.com



|   |             |      |   |
|---|-------------|------|---|
| <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 2012-13. |
| (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 2012-13. |
| (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 2012-13. |
| <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 2012-13. |
| <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 2012-13. |
| <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 2012-13. |
|-----------------|---------|-----|---|

For, Deep Industries Limited

*Bhavika Bhatt*



**Bhavika Bhatt**  
Company Secretary & Compliance Officer