

**DEEP  
Industries  
Limited**

**Oil & Gas Exploration  
Production & Services**

May 30, 2019

To,  
Corporate Relations Department  
Bombay Stock Exchange Limited  
2<sup>nd</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001

To,  
Corporate Relations Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G-Block  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051

Company Code : 532760

Symbol: DEEPIND

Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019.**

Pursuant to Regulation 24A of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31<sup>st</sup> March, 2019 issued by M/s. Shilpi Thapar & Associates, Practicing Company Secretaries, Ahmedabad.

You are requested to take the same on your record.

Thanking You,

Yours faithfully,

For, DEEP INDUSTRIES LIMITED

  
Akshit Soni  
Company Secretary & Compliance Officer



Encl.: As Above



**Registered Office:**  
12A & 14 Abhishree Corporate Park, Ambli Bopal Road, Ambli, Ahmedabad-380058,  
Gujarat, India. Tel # 02717 298510, +91 98256 00533 | Fax # 02717 298520  
Email: [info@deepindustries.com](mailto:info@deepindustries.com) | Website: <http://www.deepindustries.com>  
CIN : L63090GJ1991PLC014833



**Secretarial compliance report of Deep Industries Limited for the year ended 31.03.2019.**

I, CS Dr(h.c) Shilpi Thapar of M/s. Shilpi Thapar & Associates, Company Secretaries have examined:

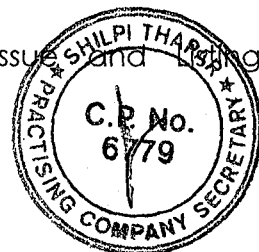
- a) all the documents and records made available to me and explanation provided by Deep Industries Limited ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31.03.2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the listed entity during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the listed entity during review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



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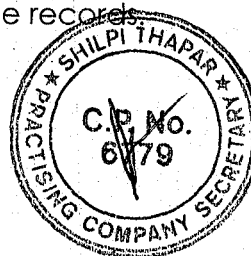
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the listed entity during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018  
and circular/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	Details regarding voting results were not submitted within 48 Hours of the Conclusion of the Court Convened Meeting of the Equity Shareholders dated 30.10.2018.	The scrutinizer report on remote e-voting and ballot was not received from the scrutinizer appointed for the meeting within 48 hours of conclusion of the said meeting by the listed entity.

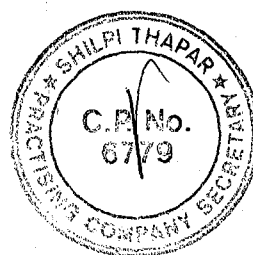
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.



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c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Bombay Stock Exchange and National Stock Exchange (BSE & NSE) vide their letter dated 27.11.2018 against the Listed Entity.	Delay in submission of voting results of court convened meeting dated 30.10.2018 to Exchange as per provisions of Regulation 44(3) of Sebi(Listing Obligations and Disclosure Requirements) Regulations, 2015.	BSE Imposed fine of Rs. 11800/- on the Listed entity vide BSE letter dated 27.11.2018.  NSE Imposed fine of Rs. 11800/- on the Listed entity vide NSE letter dated 27.11.2018.	Listed Entity paid the said fine and complied with requirements mentioned in the said BSE & NSE letters.
2.	SEBI Ad-Interim Ex-Parte Order cum Show Cause Notice No. SEBI/WTM/MPB/IVD/ID-6/162/2018 dated 16 <sup>th</sup> April, 2018 under sections 11(1), 11(4) and 11B of The Securities and Exchange Board of India Act, 1992 against Managing Director of the Listed entity and two other parties.	Alleged Violation of provision of sections 12A(d) & (e) of the SEBI Act, 1992 & Regulation 4(1) of the SEBI (PIT) Regulations, 2015.	Actions including: 1. Deposit of the amount of gain by the parties together with the interest of 12% p.a.) in an escrow account; 2. Advised to show cause as to why such amounts of gains should not be disgorged and as to why he should not be debarred from	As per directions in the said interim order, the requisite amount was deposited in an interest bearing fixed deposit under lien in favour of SEBI with the Bank. Written submission is submitted by

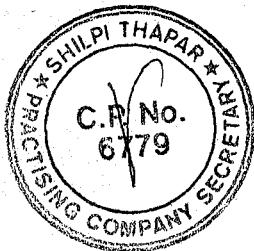


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			accessing capital markets/prohibited from dealing in securities for a specified period.	Managing Director to SEBI and the final adjudication order from SEBI is awaited.
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(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
-	-	Not Applicable	-	-



Place: Ahmedabad

Date:02.05.2019

Signature:

Name of PCS:CS Dr(h.c) Shilpi Thapar

FCS No.: 5492

C P No.:6779