DEEP Industries Limited

Oil & Gas Exploration Production & Services

11th June, 2015

To,
Corprorate Relations Depatment,
Bombay Stock Exchange Limited
2nd Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001

Script Code: 532760

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

Script Code: DEEPIND

Dear Sir/Madam,

Sub.: Code of Fair Disclosure and Code of Conduct under Insider Trading Regulations 2015

Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') the Board of Directors has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (Code of Fair Disclosure') of the Company. The said code has been uploaded on website of the Company. The Code is enclosed herewith for your kind records.

Further, the Board has also formulated the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" ('Code of Conduct') of the Company as prescribed under Regulation 9 of the said Regulations.

Thanking you,

Yours faithfully,
For Deep Industries Limited

DEEP INDUSTRIES LTD. GUJARAT

Bhavika Bhatt
Company Secretary
Encl.: As above

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION:

This Code has been framed in pursuance to the regulation contained in sub regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

2. CODE OF FAIR DISCLOSURE:

Deep Industries Limited ("DIL") has formulated this Code called "DIL's Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

3. DEFINITIONS:

3.1 "Chief Investor Relation Officer" means any senior officer so designated and authorised by the Committee of Directors shall be considered as Chief Investor Relation Officer for the purpose of this Code, who shall deal with the dissemination of information and disclosure of material events.

3.2 "**Unpublished Price Sensitive Information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement

The Company will adhere to the following principles so as to ensure fair disclosure of events, occurrence and Unpublished Price Sensitive Information that could impact price of its securities in the market:

I. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

II. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

III. The Chief Investor Relation Officer of the Company shall deal with dissemination of information and disclosure of unpublished price sensitive information.

IV. The Company will make prompt dissemination of unpublished price sensitive that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulating authorities.

VI. The Company will ensure that information, if shared, with analysts and research personnel are not unpublished price sensitive information.

VII. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

VIII. The Company will handle all unpublished price sensitive information on a need to know basis.

4. This Code shall be published on the official website of the Company.

5. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.