

May 02, 2025

To,  
Corporate Relations Department  
BSE Limited  
2<sup>nd</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001  
SCRIP CODE: 543288

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

**Sub: 1. Outcome of the Board meeting held today i.e. Friday, May 02, 2025**  
**2. Audited Financial Results (Standalone & Consolidated) of the Company for the quarter and financial year ended on March 31, 2025.**

**Ref: Regulation 30 read with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulation).**

Dear Sir/ Madam,

With reference to subject matters, we hereby inform you that the Board of Directors of the Company at its meeting held today i.e. Friday, May 02, 2025 has approved the following businesses;

**1. Approved Audited Financial Results (Standalone and Consolidated) for the quarter and financial year ended on March 31, 2025 and took note of Statutory Auditors' Report issued by M/s Mahendra N. Shah & Co.**

Pursuant to Regulation 30 and 33 of the SEBI (LODR) Regulations, we enclose herewith the following:

- Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and financial year ended on March 31, 2025 along with the Statutory Auditors' Report issued by M/s Mahendra N. Shah & Co.
  - Statement of Assets and Liabilities as at March 31, 2025 and Statement of Cash Flows for the financial year ended on March 31, 2025.
  - Declaration in respect of Unmodified Opinion on the aforesaid Audited Financial Result and Statutory Auditors' Report.
- 2. Recommended Final Dividend of Rs. 3.05/- i.e. 61% on the face value of Rs. 5/- per equity share, subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting for the financial year ended on March 31, 2025.**



**3. Authorization of Key Managerial Personnel(s) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as per regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Pursuant to regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR Regulations"), the following Key Managerial Personnels ("KMP") of the Company are authorised to determine materiality of an event or information and for making disclosure of an event or information to the stock exchange(s) under Regulation 30 of SEBI LODR Regulations.

**A. For determining materiality of an event or information: -**

Sr. No.	Name	Designation	Contact Information
1.	Mr. Paras Shantilal Savla	Chairman & Managing Director	<b>Registered Office:</b> 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ahmedabad- 380058  Landline: 02717298510  Email id: cs@deepindustries.com
2.	Mr. Rupesh Kantilal Savla	Managing Director	
3.	Mr. Rohan Vasantkumar Shah	Whole-time Director (Finance) & Chief Financial Officer	

**B. For making disclosures of an event or information to stock exchanges: -**

Sr. No.	Name	Designation	Contact Information
1.	Mrs. Shilpa Sharma	Company Secretary and Compliance Officer	<b>Registered Office:</b> 12A & 14, Abhishree Corporate Park, Ambli Bopal Road, Ahmedabad- 380058  Landline : 02717298510  Email id : cs@deepindustries.com

**4. Re-Appointment of M/s. Manubhai & Shah LLP (Firm Registration No.106041W/W100136) as an Internal Auditor of the Company for the financial year 2025-26.**

SN	Disclosure Requirement	Details
1.	Reason for Change viz. <del>appointment, re-appointment, resignation, removal, death or otherwise</del>	Re-Appointment
2.	Date of <del>appointment/re-appointment/cessation</del>  Term of <del>appointment/re-appointment</del>	May 02, 2025  M/s. Manubhai & Shah LLP has been re-appointed as the Internal Auditors of the Company for the financial year 2025-26.
3.	Brief Profile	M/s. Manubhai & Shah LLP was established by, Manubhai Patel (Founder) in Ahmedabad in 1945. Over the years, M&S has developed into one of the larger firms in India with a client base from across the globe. The Firms' audit services are reviewed by Peer reviewers appointed by The Institute of Chartered Accountants of India. The firm has also been accredited with ISO 9001 certifications for its Quality Management Systems and its knowledge Processing Division is accredited with ISO 27001 certification for Information Security Management systems.
4.	Disclosure of relationships between directors	Not Applicable

**5. Adoption of amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

This is to inform you that the Board of Directors of the Company has amended the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)". The amended Code is enclosed with this disclosure for your records.

The said Code has also been uploaded on the Company's website, [www.deepindustries.com](http://www.deepindustries.com).



The meeting of Board of Directors commenced at 11:30 a.m. and concluded at 03:20 p.m.

You are requested to take the same on your records.

Thanking you,

**For, Deep Industries Limited**

**Shilpa Sharma**  
**Company Secretary & Compliance Officer**  
**M. No.: A34516**

**Encl: as above**



**Deep  
Industries  
Limited**

**Oil & Gas Field Services**

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

**(Modified in the Board Meeting dated 02<sup>nd</sup> May, 2025)**

# 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 unpublished price sensitive information and to prevent misuse of such information.

## 3. DEFINITIONS

**"Board of Directors" or "Board"** means the Board of Directors of Deep Industries Limited, as constituted from time to time.

**"Chief Investor Relation Officer"** means the Compliance Officer of the Company, who shall be responsible for dissemination of information and disclosure of unpublished price sensitive information."

**"Compliance Officer"** for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other Senior Officer of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be..

**"Unpublished Price Sensitive Information" or "UPSI"** 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, [award or termination of order/contracts not in the normal course of business] w.e.f. June 10, 2025 and such other transactions; and
- (v) changes in key managerial personnel, [other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor], w.e.f. June 10, 2025
- (vi) [change in rating(s), other than ESG rating(s).
- (vii) fund raising proposed to be undertaken
- (viii) agreements, by whatever name called, which may impact the management or control of the company

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



- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals] w.e.f. June 10, 2025

Words not defined in this Fair Disclosure Code shall have the meaning ascribed to them in the Regulations.

### 4. PRINCIPLES OF DISCLOSURE

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 rumors by regulating authorities.

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



- 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.

### **5. SHARING OF UPSI FOR LEGITIMATE PURPOSE**

The unpublished price sensitive information shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relation Officer of the Company in this behalf, only in furtherance of legitimate purpose(s), on a need-to-know basis, which shall include the following;

- (i) Sharing such information in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) Where such communication is in furtherance of performance of duty (ies) or for discharge of legal obligation(s) or for any other genuine or reasonable purpose as may be determined by Chief Investor Relation Officer.
- (iii) Sharing of such information for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **6. NOTICE TO RECIPIENT OF UPSI**

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons;

- (i) To make such person aware that the information shared is or would be UPSI.
- (ii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.
- (iii) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.

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



## 7. MAINTENANCE OF DIGITAL DATABASE

The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represents
- (iii) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such databases shall be maintained with adequate and effective system of internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

[Such entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.] w.e.f.

June 10, 2025

Board of Directors or Chief Investor Relation Officer of the Company who are required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## 8. SILENT PERIOD

The silent period shall commence 15 days prior to the date of Board meeting in which financial results are considered till the time of disclosure of the financial results are made public.

During the silent period the company will completely refrain from the analysts/ investors meets. In case of exigencies or good opportunity if the Investors intend to interact with Company's top executives while avoiding disclosure of UPSI, they can discuss the historical data which is available in public domain and general future prospects of the Company.

## 9. AMENDMENTS

The Board shall have the power to amend any of the provisions of the Code of Fair Disclosure, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Code of Fair Disclosure.

\*\*\*\*\*