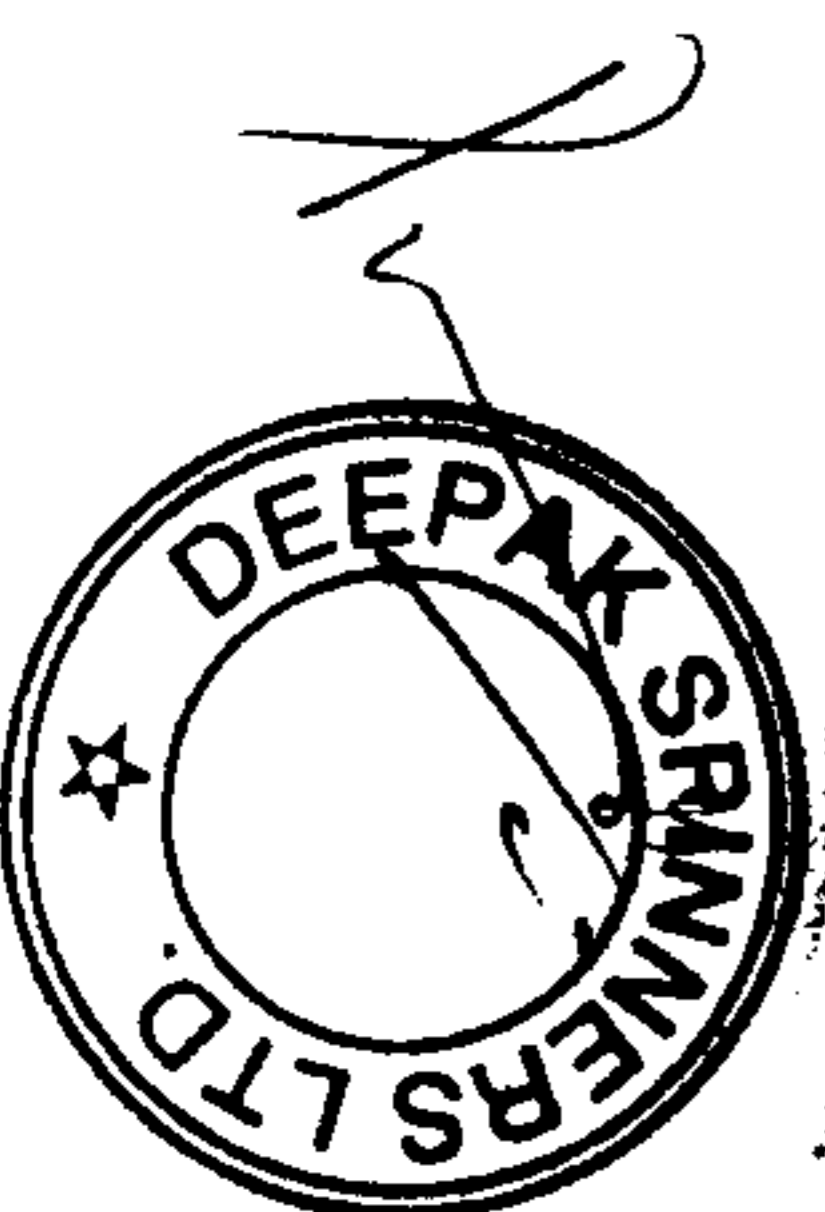


COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **DEEPAK SPINNERS LIMITED**
 2. Quarter ending : **31st March 2017**

1. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	Number of Directorships in Listed entities including this listed entity (Refer Reg. 25(1) of Listing Regulations)	Number of Memberships in Audit / Stakeholder Committee(s) including this Listed Entity (Refer Reg. 26(1) of Listing Regulations)	Number of post of Chairperson in Audit / Stakeholder Committee(s) held in Listed entity including this Listed Entity (Refer Reg. 26(1) of Listing Regulations)
Mr.	Pradip Kumar Daga	AGAPD8547R & 00040692	Chairman and Managing Director. Promoter / Executive	---	N.A.	4	4	0
Mr.	Yashwant Kumar Daga	AFYPD7477F & 00040632	Non-Executive / Promoter	---	N.A.	6	10	1
Mr.	Vikram Prakash	AAGPP7116E & 00027732	Non Executive/ Independent	---	5 years	6	2	4
Mr.	Pradeep Kumar Drolia	ADEPD1337J & 00291966	Non Executive/ Independent	---	5 years	3	2	0
Ms.	Nilu Agrawal	ACQPA9969E & 03107052	Non Executive/ Independent	---	5 years	0	0	0

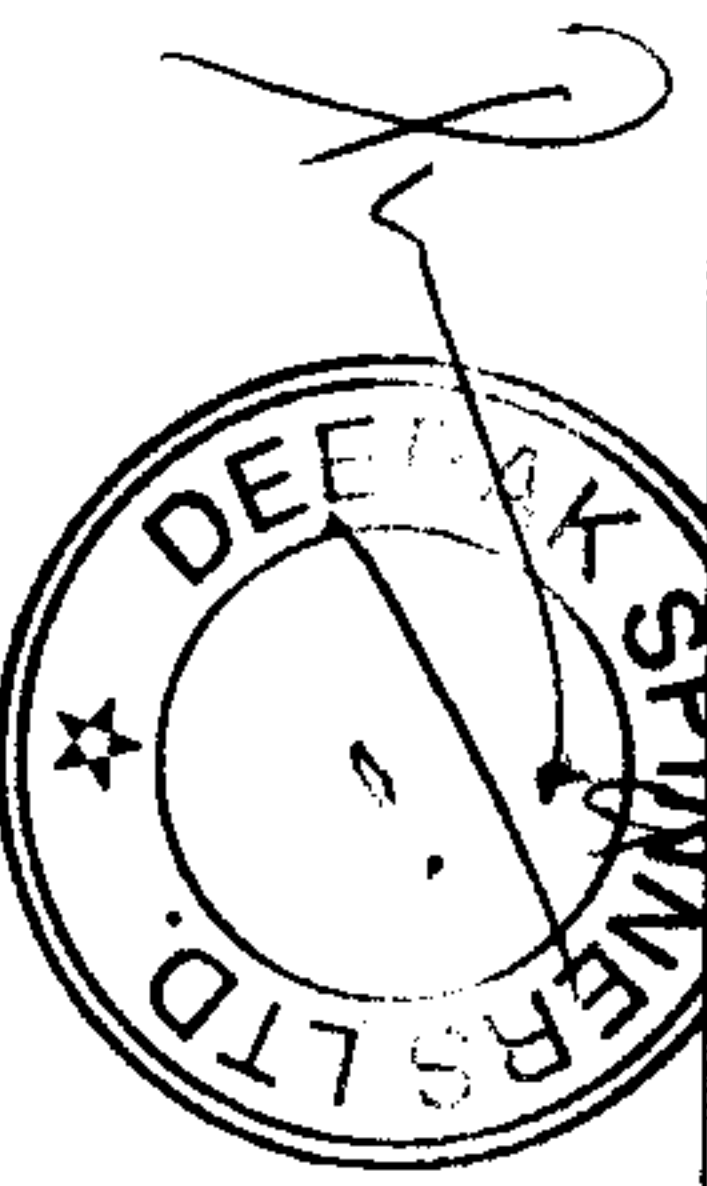


II. COMPOSITION OF COMMITTEES			
Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	
1. Audit Committee	Shri Vikram Prakash	Chairperson – Non-Executive / Independent	
	Shri Yashwant Kumar Daga	Member – Non-Executive / Promoter	
	Shri Pradeep Kumar Drolia	Member – Non-Executive / Independent	
2. Nomination & Remuneration Committee	Shri Vikram Prakash	Chairperson – Non-Executive / Independent	
	Shri Yashwant Kumar Daga	Member – Non-Executive / Promoter	
	Shri Pradeep Kumar Drolia	Member – Non-Executive / Independent	
3. Risk Management Committee (if applicable)	Not Applicable		
4. Stakeholders Relationship Committee	Shri Vikram Prakash	Chairperson – Non-Executive / Independent	
	Shri Yashwant Kumar Daga	Member – Non-Executive / Promoter	
	Shri Pradeep Kumar Drolia	Member – Non-Executive / Independent	
5. Corporate Social Responsibility Committee	Shri Yashwant Kumar Daga	Chairperson – Non-Executive / Promoter	
	Shri Vikram Prakash	Member – Non-Executive / Independent	
	Shri Pradeep Kumar Drolia	Member – Non-Executive / Independent	

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
10 th November 2016	08.02.2017	89 days	

III. Meeting of Committees			
Date(s) of Meeting of the Committees in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee Meeting – 08.02.2016	Yes	10 th November 2016	89 days

*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

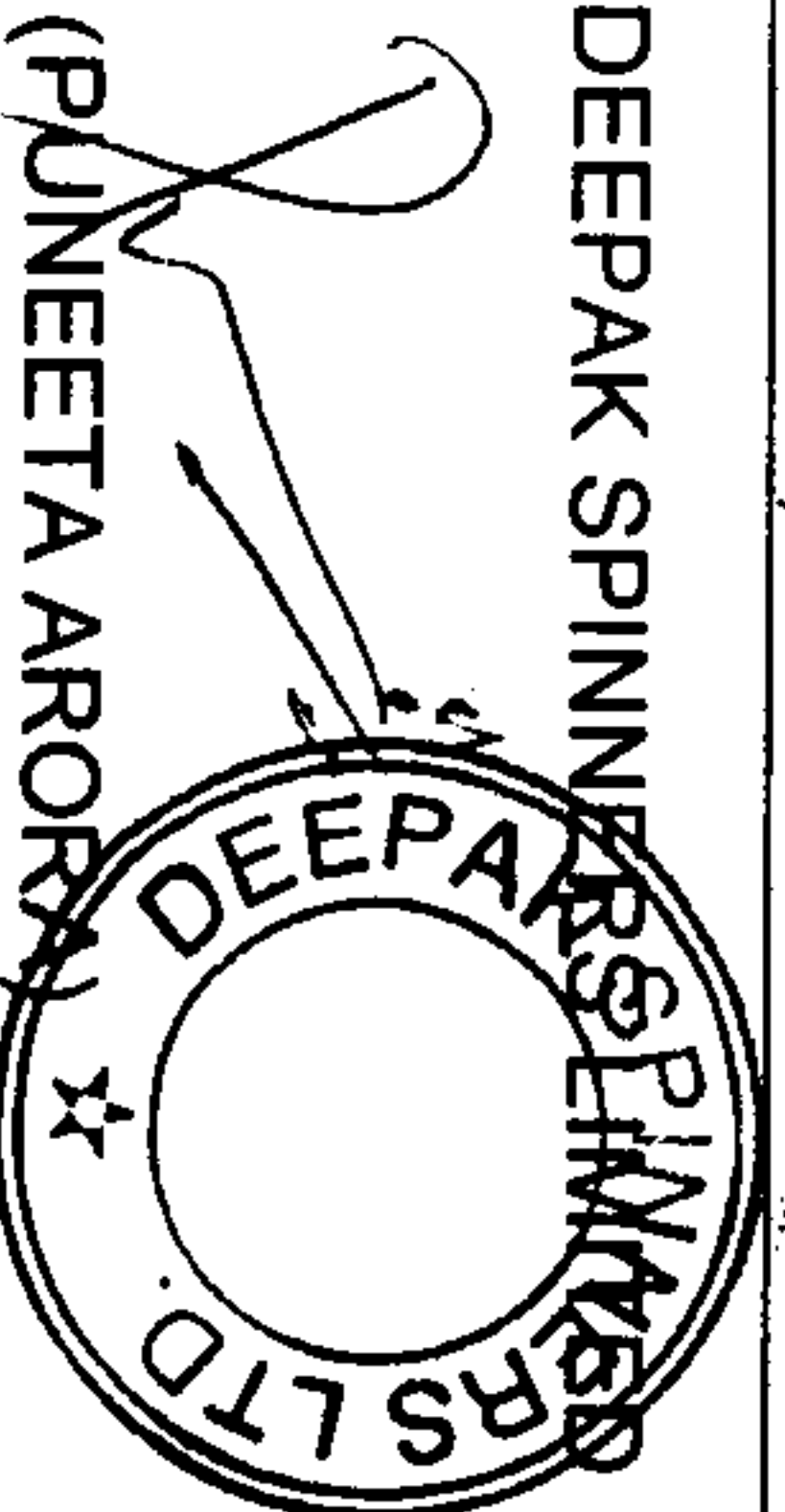


V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/N.A.)
Whether prior approval of Audit Committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report shall be placed before Board of Directors. The report submitted in the previous quarter has been placed before the Board of Directors. Yes, Board noted and there were no comments / observations / advice.

For DEEPAK SPINNERS LTD.



(PUNEETA ARORA)
 COMPANY SECRETARY
 & COMPLIANCE OFFICER

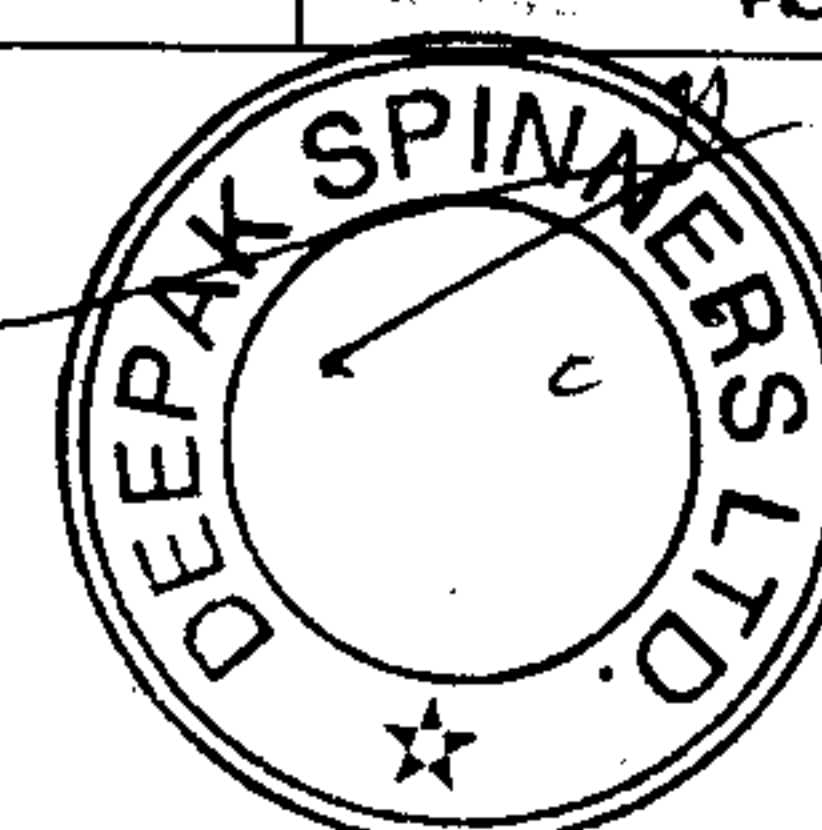
Date : 10.04.2017

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED ON 31.3.2017

NAME OF THE COMPANY : DEEPAK SPINNERS LIMITED

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status (Yes / No / NA)
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	N.A. (disclosed in Annual Report)
Policy on dealing with related party transactions	Yes
Policy for determining 'material subsidiaries'	N.A.
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and / or their associates	N.A.
New name and the old name of the listed entity	N.A.


II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes / No / NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'.	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment and Management	17(9)	Yes
Performance evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

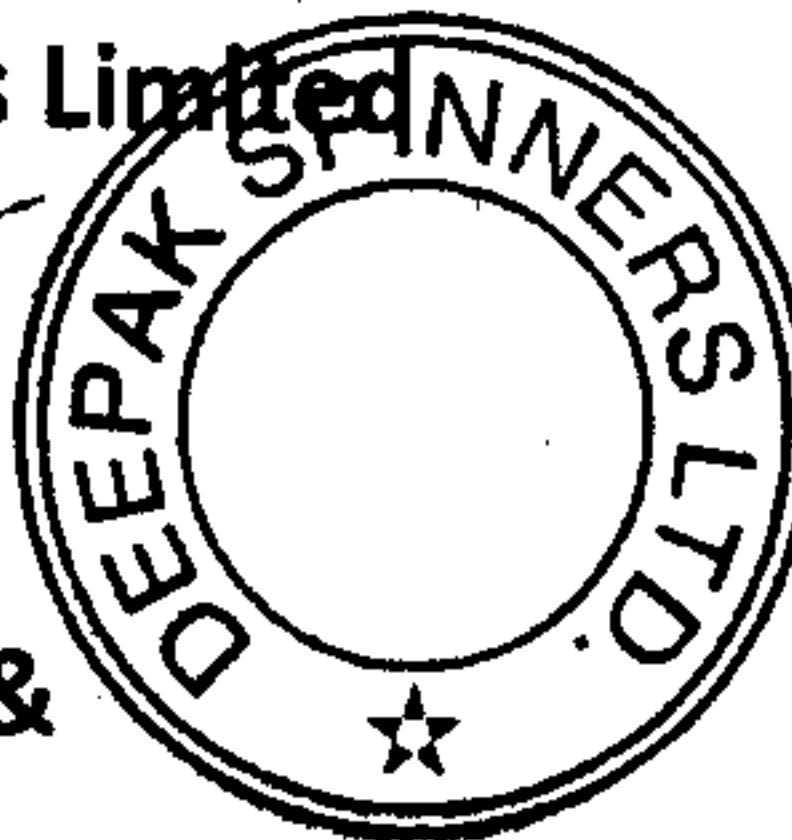


Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1), (2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1), (5), (6), (7) &(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Maximum Directorship and Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarisation of Independent Directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management Personnel	26(2) & 26(5)	Yes

III Affirmations :

The Listed Entity does not have any subsidiary.

For Deepak Spinners Limited

(Puneeta Arora)
Company Secretary &
Compliance Officer



Date : 10.04.2017