

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : DEEPAK SPINNERS LIMITED
2. Quarter ending : 31<sup>st</sup> December 2018

**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                       | 16-04-2015  | N.A.      | 5   | 3  | 0  |
| Mr.               | Yashwant Kumar Daga  | AFYPD7477F & 00040632 | Non-Executive / Promoter   | 19-02-1998  | N.A.      | 6   | 10   | 0  |
| Mr.               | Pradeep Kumar Drolia | ADEPD1337J & 00291966 | Non Executive/ Independent   | 01-10-2014  | 51 months | 3   | 2  | 0  |
| Ms.               | Nilu Agrawal         | ACQPA9969E & 03107052 | Non Executive/ Independent   | 01-04-2015  | 45 months | 1   | 0  | 0  |
| Mr.               | Binod Kumar Agrawal  | ACDPA5324J & 00515967 | Non Executive/ Independent   | 01-04-2017  | 21 months | 1   | 2  | 2  |



**II. COMPOSITION OF COMMITTEES**

| Name of Committee                            | Name of Committee Members | Date of Appointment | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) |
|--|---------------------------|---------------------|--|
| 1. Audit Committee                           | Shri Binod Kumar Agrawal  | 01.06.2017          | Chairperson – Non-Executive / Independent                                  |
|  | Shri Yashwant Kumar Daga  | 15.05.2014          | Member – Non-Executive / Non Independent                                   |
|  | Shri Pradeep Kumar Drolia | 15.05.2014          | Member – Non-Executive / Independent                                       |
| 2. Nomination & Remuneration Committee       | Shri Pradeep Kumar Drolia | 15.05.2014          | Chairperson – Non-Executive / Independent                                  |
|  | Shri Yashwant Kumar Daga  | 15.05.2014          | Member – Non-Executive / Non Independent                                   |
|  | Shri Binod Kumar Agrawal  | 01.06.2017          | Member – Non-Executive / Independent                                       |
| 3. Risk Management Committee (if applicable) | Not Applicable            |                     | Not Applicable   |
| 4. Stakeholders Relationship Committee       | Shri Binod Kumar Agrawal  | 01.06.2017          | Chairperson – Non-Executive / Independent                                  |
|  | Shri Yashwant Kumar Daga  | 15.05.2014          | Member – Non-Executive / Non Independent                                   |
|  | Shri Pradeep Kumar Drolia | 15.05.2014          | Member – Non-Executive / Independent                                       |
| 5. Corporate Social Responsibility Committee | Shri Yashwant Kumar Daga  | 15.05.2014          | Chairperson – Non-Executive / Non Independent                              |
|  | Shri Pradeep Kumar Drolia | 15.05.2014          | Member – Non-Executive / Independent                                       |
|  | Shri Binod Kumar Agrawal  | 01.06.2017          | 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) |
|---|---|--|
| 13.08.2018  | 5.11.2018   | 83 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 |
| Audit Committee Meeting --<br>05.11.2018   | Yes   | 05.11.2018  |
| Maximum gap between any two consecutive meetings (in number of days)*<br>83 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  |  | Compliance Status (Yes/ No/N.A.) |
|--|--|----------------------------------|
| Subject  |  |                                  |
| 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   |
|--|
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration committee</p> <p>c. Stakeholders Relationship committee</p> <p>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.</p> <p>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.</p> <p>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.</p> |

For DEEPAK SPINNERS LIMITED



(PUNEETA ARORA)  
COMPANY SECRETARY  
& COMPLIANCE OFFICER

Date : 07.01.2019