

Name of Listed Entity : DEEPAK SPINNERS LIMITED

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Quarter ending : 31<sup>st</sup> March 2022

1. Composition of Board of Directors													
Sr. No.	Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of reappointment	Date of cessation	Tenure*	Date of Birth	Number of Directors of entities listed including this listed entity [in reference to Reg. 17A(1)]	No. of Independent directorships in listed entities including this listed entity [in reference to proviso to Reg. 17A(1)]	Number of Memberships in Audit / Stakeholder Committees (Refer Reg. 26(1) of Listing Regulations)	Number of posts of Chairpersons in Audit / Stakeholder Committees held in Listed entity including this Listed Entity (Refer Reg. 26(1) of Listing Regulations)
1.	Mr.	Pradip Kumar Daga	AGAPD8547R & 00040692	Chairman and Managing Director / Executive Director	25-03-1982	16-04-2021		N.A.	24-04-1937	3	0	1	0
2.	Mr.	Yashwant Kumar Daga	AFYPD7477F & 00040632	Managing Director / Executive Director	19-02-1998			N.A.	07-03-1961	6	3	9	1
3.	Mr.	Shantanu Daga	AHXPD5470F & 08757724	Executive / Non-Independent	09-11-2020			N.A.	14-02-1986	1	0	0	0
4.	Mr.	Pradeep Kumar Drolia	ADEPD1337J & 00291966	Non Executive/ Independent	07-11-2005	01-10-2019		90 months	18-12-1955	2	2	1	1
5	Ms.	Niliu Agrawal	ACQPA9969E & 03107052	Non Executive/ Independent	01-04-2015	01-04-2020		84 months	20-03-1975	1	1	1	0
6.	Mr.	Anand Prasad Agarwala	ACGPA1603B & 00312652	Non Executive/ Independent	10-11-2020			17months	05-11-1951	2	2	2	2
7.	Mrs	Asha Devi Daga	ADIPD1260C & 00048885	Non-Executive/ Non-Independent	04-02-2022			2 months	05-10-1941	1	0	0	0



8.	Mr.	Vivek Chiraniya	ACAPCA642C & 00166690	Non Executive/ Independent	17-02-2022	1	05-08-1973	1	1	0	0
		Whether Regular Chairperson appointed				Yes					
		Whether Chairperson is related to Managing Director or CEO				Yes					

II. Composition of Committees											
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of cessation						
1. Audit Committee	Yes	Shri Pradeep Kumar Drolia	Chairperson – Non-Executive / Independent	15.05.2014	--						
		Shri Yashwant Kumar Daga	Member – Non-Executive / Non Independent	15.05.2014	--						
		Smt. Nilu Agrawal	Member – Non-Executive / Independent	01-04-2020	--						
		Shri Anand Prasad Agarwala	Member – Non-Executive / Independent	01-02-2022	--						
		Shri Pradeep Kumar Drolia	Chairperson – Non-Executive / Independent	15.05.2014	--						
2. Nomination & Remuneration Committee	Yes	Smt. Nilu Agrawal	Member – Non-Executive / Independent	09-11-2020	--						
		Shri Anand Prasad Agarwala	Member – Non-Executive / Independent	23.12.2021	--						
		Shri Anand Prasad Agarwala	Chairperson – Non-Executive / Independent	10-11-2020	--						
3. Stakeholders Relationship Committee	Yes	Shri Yashwant Kumar Daga	Member – Non-Executive / Non Independent	15.05.2014	--						
		Shri Pradeep Kumar Drolia	Member – Non-Executive / Independent	15.05.2014	--						
		Shri Pradeep Kumar Drolia	Chairperson – Non-Executive / Independent	15.05.2014	--						
4. Corporate Social	Yes	Shri Yashwant Kumar Daga	Chairperson – Non-	15.05.2014	--						



Responsibility Committee			Executive / Non Independent		
		Shri Pradeep Kumar Drolia	Member – Non-Executive / Independent	15.05.2014	04-02-2022
		Smt Nilu Agrawal	Member – Non-Executive / Independent	09-11-2020	--
		Shri Anand Prasad Agarwalla	Member – Non-Executive / Independent	04-02-2022	--

### 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	Whether requirement of Quorum met *	Number of Directors present *	Number of Independent directors present *	Maximum gap between any two consecutive meetings (in number of days)
11.11.2021		Yes	6	3	
23.12.2021		Yes	3	3	41
	04-02-2022	Yes	4	2	42
	17-02-2022	Yes	6	3	12
	08-03-2022	Yes	8	4	18
	21-03-2022	Yes	6	3	12

- To be filled in only for the current quarter meetings

### III. Meeting of Committees



Date(s) of Meeting of the Committees in the relevant quarter	Whether requirement of Quorum met (details)*	Number of directors present *	Number of independent directors present*	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 –	Yes	3	2	11.11.2021	
	Yes	2	2	23.12.2021	41
	Yes	3	2		42

\*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	Yes
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> <p style="text-align: center;"><b>For DEEPAK SPINNERS LIMITED</b></p> <div style="text-align: center;">   <p>(PUNEETA ARORA) COMPANY SECRETARY &amp; COMPLIANCE OFFICER</p> </div> <p style="text-align: right;">Date : 11-04-2022</p>

**CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED ON 31.3.2022**

**NAME OF THE COMPANY : DEEPAK SPINNERS LIMITED**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes / No / NA)</b>
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	Yes
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.

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes / No / NA)</b>
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	19(1) & (2)	Yes




Committee		
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 : 11.04.2022





**DEEPAK SPINNERS LIMITED**

**CORPORATE GOVERNANCE REPORT TO BE SUBMITTED AT THE END OF EVERY 6 MONTHS OF THE FINANCIAL YEAR**

Half year ending : 31<sup>st</sup> March 2022

**I. Disclosure of Loan / guarantees / comfort letters / securities etc.** (Refer Note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to :

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them.	0.00	0.00
Promoter Group or any other entity controlled by them.	0.00	0.00
Directors (including relatives) or any other entity controlled by them.	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them.	--	0.00	0.00
Promoter Group or any other entity controlled by them.	--	0.00	0.00
Directors (including relatives) or any other entity controlled by them.	--	0.00	0.00
KMPs or any other entity controlled by them	--	0.00	0.00




(C ) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by :

Entity	Type of security (cash, shares, etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them.	--	0.00	0.00
Promoter Group or any other entity controlled by them.	--	0.00	0.00
Directors (including relatives) or any other entity controlled by them.	--	0.00	0.00
KMPs or any other entity controlled by them	--	0.00	0.00

## II. Affirmations

No loan (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) has been given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives) key managerial personnel (including their relatives) or any entity controlled by them.

For DEEPAK SPINNERS LIMITED

  
  
 (Punam Chand Sharma)  
 Chief Financial Officer

Date : 11.04.2022

## Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - by a government company to / for the Government or government company
  - by the listed entity to / for its subsidiary [and joint -venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company; and
  - by the listed entity to its employees or directors as a part of the service conditions.
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.