



DEEPAK SPINNERS LIMITED

A Government Recognised Export House
Corporate Identification No. : L17111HP1982PLC016465
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REF.NO/DSL/PA/2021

Dated 25th June 2021

BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J.Towers,
Dalal Street,
Mumbai – 400001
SCRIP CODE : 514030

Dear Sirs,

Subject : Annual Secretarial Compliance Report for the year ended 31st March 2021

In pursuance of Regulation 24A of SEBI (LODR) Regulations, 2015, we hereby submit Annual Secretarial Compliance Report dated 23rd June 2021 issued by M/s. A. Arora & Co., Company Secretaries for the financial year ended on 31st March 2021.

You are requested to take note of the same.

FOR DEEPAK SPINNERS LIMITED


(PUNEETA ARORA)
COMPANY SECRETARY

Encl. as above.

**Secretarial compliance report of Deepak Spinners Limited
for the year ended March 31, 2021**

To,
Deepak Spinners Limited,
#121, Industrial Area, Baddi,
Tehsil: Nalagarh, Distt: Solan,
Himachal Pradesh.

We, A. Arora & Co. have examined:

- (a) all the documents and records made available to us and explanation provided by Deepak Spinners Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not applicable to the company during the Review Period.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable as there was no instance of Buy-Back of its securities during the Review Period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: Not applicable to the company during the Review Period.



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable as the company has not issued any debt securities during the Review Period.
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013: Not applicable as the company has not issued any such securities during the Review Period.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

and circulars/ guidelines issued thereunder; and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')	<p>The company could not appoint six (6) directors on the Board of Directors as per Regulation 17 (1)(c) of LODR Regulations during the first quarter ended on June 30, 2020.</p> <p>Further the composition of the Board of Directors was not in concurrence with the provisions of Regulation 17 (1) of LODR Regulations for the quarter ended on September 30, 2020.</p>	<p>The non-compliance with Regulation 17 (1) (c) during the quarter ended June 30, 2020 was due to inability of the company to identify any suitable director during the ongoing pandemic COVID-19, which was rectified by appointment of a director w.e.f. 12.08.2020.</p> <p>The non-compliance under Regulation 17(1) regarding composition of the Board was on account of demise of a director of the company by the end of quarter on September 30, 2020. As on the end of the said quarter, the company still had time to fill the vacancy in the office of Independent Director as per Regulation 25 (6) of LODR Regulations.</p> <p>As on March 31, 2021, the provisions regarding composition of the Board of Directors stands complied.</p>



2.	Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SAST Regulations')	During the review period, one of the promoters has acquired additional shares of the company from another promoter. The said acquisition was made on 26.03.2021, under Regulation 10 (1) (a). The report/ prior intimation of such acquisition as required to be filed under Regulation 10 (5) is not submitted within the prescribed timelines.	The required reports/ intimations of acquisition, as a result of inter-se transfer between promoters, as required to be filed under Regulations 10(5) is filed on 05.04.2021.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Non-Compliance with the provisions of regulation 17 (1) of the SEBI LODR Regulations regarding composition of the Board of Directors of the company during the quarters ended on June 30, 2020 and September 30, 2020.	a. Fine imposed for an amount of Rs. 5,36,900/- for the quarter ended June 30, 2020. b. Fine imposed for an amount of Rs. 2,59,600/- for the quarter ended September 30, 2020.	It has been observed that the compliance could not be made within time on account of ongoing pandemic situation. Further, the desired composition of the Board could not be maintained on account of untimely demise of 2 (two) directors of the company. Keeping in view the unprecedented and extra ordinary circumstances beyond the control of the company, BSE Limited, based on the company's application has waived the penalties imposed for both the quarters.



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N.A.				

Place: Chandigarh

Date: 23.06.2021

UDIN: F002191C000503142

For A. Arora & Co.



Ajay K. Arora
(Proprietor)
FCS No.: 2191
C P No.: 993