



REF.NO/DSL/PA/2023

Dated 26th May 2023

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 2023

In pursuance of Regulation 24A of SEBI (LODR) Regulations, 2015, we hereby submit Annual Secretarial Compliance Report dated 24th May 2023 issued by M/s. A. Arora & Co., Company Secretaries for the financial year ended on 31st March 2023.

You are requested to take note of the same.

FOR DEEPAK SPINNERS LIMITED

**Puneeta
Arora** Digitally signed by
Puneeta Arora
Date: 2023.05.26
16:56:17 +05'30'
(PUNEETA ARORA)
COMPANY SECRETARY

Encl. as above.

(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) The 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) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the review period.
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the company during the review period.
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the review period.
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The circulars/ guidelines issued thereunder, based on the above examination, I hereby report that, during the review period:

1. (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 in specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Seeking prior approval of members through special resolution for	17(1A)	No prior approval of the members sought for appointment of Mrs.	BSE India	Penalty imposed	No prior approval of the members sought for appointment	Rs. 1,32,160/- (including GST)	Violation of Regulation 17(1A) of SEBI LODR Regulations as no	The company has duly paid the fine imposed by BSE. Further, approval of the members	Nil



appointment or continuation of a person as Non Executive director who has attained an age of 75 years	Asha Devi Daga as Non Executive Director, 81 years.	nt of Mrs. Asha Devi Daga as Non Executive Director, 81 years.	approval of the members sought for appointment of Mrs. Asha Devi Daga as Non Executive Director, aged 81 years.	has been taken vide a special resolution within 3 months of appointment as per Regulation 17(1C) of SEBI LODR Regulations in EGM held on 20.04.2022.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NOT APPLICABLE										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/ N.A)	Observations/ Remarks by PCS
I.	Compliance with the following conditions while appointing/ re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a	N.A.	There was no instance of resignation of Statutory Auditor during the Review Period.



	<p>financial year, the auditor before such resignation report for such quarter as well as the review/ audit report for such quarter as well as the review/ audit report for the first three quarters of a financial year, the auditor before such the limited review/ audit report for the last quarter as well as the audit report for such financial year.</p>	<p>next quarter, has issued the limited review/ audit report for the first three quarters of such financial year</p>		
2.	<p>Other conditions relating to resignation of status to the auditor</p>	<p>the listed entity/its non-co</p>	<p>N.A.</p>	<p>There were no such instances during the Review Period.</p>
3.	<p>i. Reporting of concerns by Auditor with respect material subsidiary to the Audit Committee: a. In case of any concern with the management of subsidiary such as non-availability of information management which has hampered the audit process, the Chairman of the Audit Committee shall receive such concern details without specifically waiting for the quarterly Audit Committee meeting. b. In case the auditor proposes to resign, all concerned details shall be brought to the notice of the Audit Committee. In cases where resignation is due to non-receipt of information / explanation auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberate on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NIPRA in a case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>Annexure - A in SEBI information as</p>	<p>N.A.</p>	<p>There was no instance of resignation of Statutory Auditor during the Review Period.</p>



III. I hereby report that, during the Review Period the compliance Status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/N.A)	Observations/ Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Nil
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes	Nil
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	Nil
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>a. Identification of material subsidiary companies;</p> <p>b. Disclosure requirement of material as well as other subsidiaries</p>	N.A.	N.A.



6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and A prescribed under SEBI LODR Regulations, 2015.</p>	Preservation of Documents and A policy	Yes	Nil
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent and the Committees at the start of every financial year/during the financial year in SEBI Regulations.</p>	Performance Evaluation of the Board, Independent and the Committees	Yes	Nil
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for a transactions; or (b) The listed entity has provided detailed reasons along with confirmation that transactions were subsequently approved/ ratified/ rejected by the Audit Committee in case no prior approval has been obtained.</p>	Related Party Transactions	Yes	Nil
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 3 Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed</p>	Disclosure of events or information	Yes	Nil
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Prohibition of Insider Trading	Yes	Nil
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars issued thereunder except as provided under separate paragraph herein.</p>	Actions taken by SEBI or Stock Exchange(s)	Yes	Nil



12.	Additional Non-compliances, if any:	Yes	Nil
	No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.		

Assurance & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy of the effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chandigarh

Date: 24.05.2023

Ref No: F002191E000371725

JDI

For A. Arora & Co.
Company Secretaries



Ajay K. Arora
(Proprietor)
FCS No.: 2191
C P No.: 993
Peer Review Cert No. 2120/2022