



INDUSTRIAL ENTERPRISES LTD.

Regd. & Admn. Office : Focal Point, Ludhiana - 141 010. (INDIA)
Phones : 0091-161-2672590 to 91, 5064200 Fax : 0091-161-2674072, 5083213
E-mail : nilldh@ownnahar.com, Website : www.ownnahar.com

NIEL:SCY:2023:

Dated: 18.04.2023

BSE Limited
(Department of Corporate Services)
Floor 25, P J Towers,
Dalal Street, Fort, MUMBAI 400001
Security Code: 519136

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East MUMBAI 400051
Security Symbol: NAHARINDUS

**Sub: Compliance Report on Corporate Governance for the quarter ended 31.03.2023
under Regulation 27(2) of SEBI (LODR) Regulations, 2015**

Dear Sir,

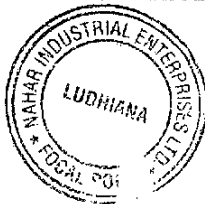
In terms regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Compliance Report on Corporate Governance for the quarter ended 31.03.2023 is attached.

Hope you will find the same in order.

Thanking you,

Yours faithfully,
For NAHAR INDUSTRIAL ENTERPRISES LIMITED


MUKESH SOOD
COMPANY SECRETARY
Encl: As above



REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : NAHAR INDUSTRIAL ENTERPRISES LIMITED

2. Quarter Ending : 31.03.2023

I. Composition of Board of Directors

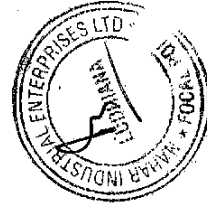
Title (Mr./Ms)	Name of the Direct PAN NO.	DIN NO.	Category (Chairperson/Executive/Non Executive/Independent/Nomi nee	Initial date of Appointment	Date of Re- appointment	Tenure	Date of Birth	No. of directorship in Listed entities including this listed entity (In reference to Regulation 17A(1))	No. of Independent Directorship in listed entities including this listed entity (In reference to Regulation 17A(1))	No. of Memberships in Audit/Stakeholder Committees including this listed entity (Refer Regulation 26(1) of Listing Regulations	No. of Post of Chairperson in Audit/Stakeholder Committees including this listed entity (Refer Regulation 26(1) of Listing Regulations
Mr.	Jawahar Lal Oswal	AABPO2481J	00463866 Chairperson - Non-Executive	14.10.1991	29.09.2021		01.10.1943	5	0	0	0
Mr.	Kamal Oswal	AAQPO38637F	00493213 Executive	27.09.1983	01.02.2018		22.09.1962	5	0	1	0
Mr.	Dinesh Oswal	AABPO2476P	00607290 Non Executive	15.12.1988	29.09.2021		04.10.1965	4	0	0	0
Mr.	Ashlinav Oswal	ABCP09440K	07619099 Executive	01.09.2020			20.11.1993	1	0	0	0
Mr.	Dinesh Gogna	AAVPG4248H	00498670 Non Executive	27.09.1983	26.09.2022		07.07.1953	6	0	8	2
Mr.	Navdeep Sharma	ADNPS0280J	00454285 Non Executive	12.08.2015	26.09.2022		02.08.1959	2	0	2	0
Mr.	Suresh Kumar Single	ADDPS7049B	00403423 Independent - Non Executive	26.09.2017	30.08.2020	60	07.07.1950	3	3	4	1
Ms.	Manisha Gupta	AGSPG4607F	06610242 Independent - Non Executive	14.08.2020		60	19.06.1979	6	6	8	2
Mr.	Roshan Lal Beshi	ABKPB0301N	06443747 Independent - Non Executive	14.08.2020		60	28.01.1957	6	6	9	5
Mr.	Parvinder Singh Prut	AEPFP3467H	07481899 Independent - Non Executive	14.08.2020		60	13.01.1954	2	2	0	0
Mr.	Ved Parkash Gaur	ABFPG0692J	02439897 Independent - Non Executive	14.08.2020		60	10.12.1945	1	1	0	0
Mr.	Yash Paul Sachdeva	AFVPS9526F	02012337 Independent - Non Executive	26.09.2022		60	03.05.1982	3	3	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 Ceasation
Audit Committee	Yes	Sh. Dinesh Gogna	Non-Executive-Member	30.06.2001	
		Dr. Roshan Lal Behl	Non-Executive- Independent-Chairperson	14.08.2020	
		Dr. Mrs. Manisha Gupta	Non-Executive-Independent-Member	14.08.2020	
		Sh. Ved Prakash Gaur	Non-Executive-Independent-Chairperson	30.07.2022	
Nomination & Remuneration Committee	Yes	Dr. Suresh Kumar Singla	Non-Executive-Independent-Member	02.10.2017	
		Dr. Roshan Lal Behl	Non-Executive-Independent-Member	14.08.2020	
Stakeholder's Relationship Committee	Yes	Sh. Kamal Oswal	Executive Director-Member	30.05.2013	
		Sh. Dinesh Gogna	Non-Executive-Chairperson	31.01.2002	
		Dr. Suresh Kumar Singla	Non Executive - Independent-Member	02.10.2017	



V. Related Party Transactions


Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the 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 meeting of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations advice of the board of directors may be mentioned here.

Place: Ludhiana
Date: 18.04.2023

FOR NAHAR INDUSTRIAL ENTERPRISES LIMITED


MUKESH SOOD
COMPANY SECRETARY & COMPLIANCE OFFICER

I. Disclosure on website in terms of Listing Regulations

Item

Compliance status
(Yes/No/NA)
refer note below

If Yes provide link
to website. If No /
NA provide reason

As per regulation 46(2) of the LODR:

a) Details of business	Yes	www.owmnahar.com
b) Terms and conditions of appointment of independent directors	Yes	www.owmnahar.com
c) Composition of various committees of board of directors	Yes	www.owmnahar.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.owmnahar.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.owmnahar.com
f) Criteria of making payments to non-executive directors *	N.A.	www.owmnahar.com
g) Policy on dealing with related party transactions	Yes	www.owmnahar.com
h) Policy for determining 'material' subsidiaries	N.A.	
i) Details of familiarization programmes imparted to independent directors	Yes	www.owmnahar.com
j) Email address for grievance redressal and other relevant details	Yes	www.owmnahar.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.owmnahar.com
l) Financial results	Yes	www.owmnahar.com
m) Shareholding pattern	Yes	www.owmnahar.com
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	
p) New name and the old name of the listed entity	N.A.	
q) Advertisements as per regulation 47 (1)	Yes	www.owmnahar.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.owmnahar.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	

* Being disclosed in Annual Report regularly.

As per other regulations of the LODR:

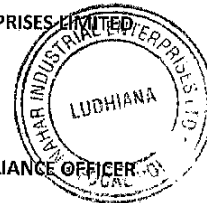
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.owmnahar.com
b) Materiality Policy as per Regulation 30	Yes	www.owmnahar.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
d) It is certified that these contents on the website of the listed entity are correct	Yes	

Place: Ludhiana

Date: 18.04.2023

FOR NAHAR INDUSTRIAL ENTERPRISES LIMITED

MUKESH SOOD
COMPANY SECRETARY & COMPLIANCE OFFICER



II Annual Affirmations

S. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of board of directors	17(2)	Yes
4	Quorum of board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for Appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21	Meeting of Stakeholder Relationship Committee	20(3A)	Yes
22	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
23	Meeting of Risk Management Committee	21(3A)	N.A.
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party Transactions	23(4)	Yes
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	N.A.
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	Directors and Officers insurance	25(10)	N.A.
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. : NOT APPLICABLE

Place: Ludhiana
Date: 18.04.2023

FOR NAHAR INDUSTRIAL ENTERPRISES LIMITED

MUKESH DOOD
COMPANY SECRETARY & COMPLIANCE OFFICER



ANNEXURE III**FOR THE HALF YEAR ENDING ON 31.03.2023****AFFIRMATION**

Broad Heading	Regulation No.	Compliance Status
Copy of the Annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46 (2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(2)	Yes
Presence of chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether Corporate Governance Report disclosed in Annual Report	34 (3) read with para C of Schedule V	Yes

* Business Responsibility statement is not applicable to the company.

FOR NAHAR INDUSTRIAL ENTERPRISES LIMITED


MUKESH SOOD
COMPANY SECRETARY



HALF YEAR ENDING: 31.03.2023

I. Disclosure of Loan/guarantees/ comfort letters/ securities etc.**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	NIL	NIL
Promoter Group or any other entity controlled by them *	200000000	200000000
Directors (Including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

B. Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or 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)
Promotr or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (Including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

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:

Promotr or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (Including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

*The Company had made investment of Rs. 20,00,00,000/- from 01.10.2022 to 31.03.2023 towards allotment of 5 percent Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- each of OWM Poly Yarn Limited

* Also having Twenty six percent share in OWM Renew LLP (Associates) of Rs. 2,27,50,000/- and security given of Rs. 1,94,30,485/-

II AFFIRMATION

All loans (other form of debt) guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoters, promoter group, directors (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company. ☒ YES

FOR NAHAR INDUSTRIAL ENTERPRISES LIMITED



BHARAT BRUSHAN GUPTA
CHIEF FINANCIAL OFFICER

