

Regd. Office & Corporate Office : 373, Industrial Area-A, Ludhiana - 141 003 (INDIA)  
Phones : 91-161-2600701 to 705, 2606977 to 980 Fax : 91-161-2222942, 2601956  
E-mail : secnsm@owmnahar.com Web Site : www.owmnahar.com  
CIN No. : L17115PB1980PLC004341 GST No. : 03AAACN5710D1Z6

NSML/SD/2020

October 12, 2020

1. The Vice President  
The National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G- Block, Bandra- Kurla Complex,  
Bandra (E), MUMBAI- 400051

2. The General Manager  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J. Tower  
Dalal Street, Mumbai  
MUMBAI- 400001

**SUB :- COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER AND HALF YEAR  
ENDED 30<sup>TH</sup> SEPTEMBER, 2020**

Sir,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Compliance Report on Corporate Governance for the Quarter and Half Year ended 30<sup>th</sup> September, 2020.

Kindly acknowledge the receipt.

Thanking You,

For NAHAR SPINNING MILLS LIMITED

  
(COMPANY SECRETARY)

Encl: As Above.



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**Compliance Report on Corporate Governance**

**Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Listed Entity: NAHAR SPINNING MILLS LIMITED  
 Quarter Ending: 30.09.2020

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing special resolution	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 provision to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jawahar Lal Oswal	AABPO2481J00463866	Chairman/Non Executive	30.09.1992	29.09.2020	..	..	01-10-1943	Yes	28.09.2018	5	NIL	NIL	NIL
Mr.	Dinesh Oswal	AABPO2476P00607290	Managing Director	21.05.1985	01.01.2017	..	..	04-10-1965	NA	..	4	NIL	NIL	NIL
Mr.	Kamal Oswal	AACPO9697F00493213	Non Executive	30.09.1991	30.09.2019	..	..	22-09-1962	NA	..	5	NIL	1	NIL
Mr.	Dinesh Gogna	AAVPG4248H00498670	Non Executive	21.05.1985	30.09.2019	..	..	07-07-1953	NA	..	6	NIL	8	2
Mr.	Satish Kumar Sharma	AFTP56625R00402712	Non Executive	25.08.2000	29.09.2020	..	..	04-09-1952	NA	..	3	NIL	3	NIL
Ms.	Manisha Gupta	AGBPG4907F06910242	Independent	26.09.2017	26.09.2017	..	60	19-06-1979	NA	..	5	5	5	1
Mr.	Vijay Asdhir	ABMPA0254D06671174	Independent	26.09.2017	26.09.2017	..	60	27-07-1947	NA	..	4	4	5	4
Mr.	Kanwar Sain Maini	AFLPM9189E00454686	Independent	30.09.2002	26.09.2017	25.09.2020	36	02-07-1939	Yes	28.09.2018	NIL	NIL	NIL	NIL
Mr.	Suresh Kumar Singla	ADDP57049B00403423	Independent	30.06.2008	26.09.2017	..	60	07-07-1950	NA	..	5	5	6	2
Mr.	Amrik Singh Sohi	AFIP59034F03575022	Independent	10.08.2011	26.09.2017	..	60	01-08-1947	NA	..	4	4	3	1
Mr.	Roshan Lal Behl	ABKP80301N06443747	Independent	29.09.2020	..	..	60	28-01-1957	NA	..	3	3	2	1

\* Sh. Dinesh Oswal, Managing Director of the Company was appointed as Managing Director for a further period of 5 years w.e.f. 1st January, 2017 vide Shareholders' Resolution dated 30.09.2016.

# Committee Membership also includes Committee Chairmanship of Directors.

**II. Composition of Committees**

Name of the Committee	Whether Regular chairperson appointed	Name of the Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Prof. K.S. Maini Dr. Vijay Asdhir Mr. Dinesh Gogna Dr. S.K Singla	Chairperson/ Independent Director Chairperson/ Independent Director Non-Executive Director Independent Director	30-05-2011 25-09-2020 30-06-2001 29-10-2012	25-09-2020
2. Nomination & Remuneration Committee	Yes	Dr. S.K Singla Dr. A.S. Sohi Dr. Manisha Gupta	Chairperson/ Independent Director Independent Director Independent Director	30-05-2011 14-02-2012 26-09-2017	
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	
4. Stakeholders Relationship Committee	Yes	Dr. Vijay Asdhir Mr. S.K.Sharma Dr. A.S. Sohi	Chairperson/ Independent Director Non-Executive Director Independent Director	26-09-2017 30-06-2001 29-10-2012	

**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 (in number of days)
26.06.2020	12.08.2020	Yes	9	4	46



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IV. Meetings of Committees					
Date(s) of Meeting of committee (if any) in the relevant quarter	Whether requirement of quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting of committee(if any) in the previous quarter	Maximum gap between any two consecutive meetings in number of days
12.08.2020 (Audit Committee)	Yes	3	2	26.06.2020	46

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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 audit committee	N.A.

Notes: \*The transactions between Group Companies are at Arm's Length basis, in the ordinary course of business at the prevailing market prices. As such these transactions are outside the preview of section 188 of the Companies Act, 2013. However, as per company's policy and as a matter of abundant precaution and transparency, these transactions are placed before Audit Committee and Board for their approval.

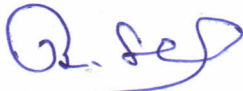
1. In the column "Compliance Status", compliance or non-compliance may be indicated by YES/NO/N.A. for example, if the board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed entity has no Related Party Transactions, the words "N.A." may be indicated.

2. If Status is "No" details of non-compliance may be given here.

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee (applicable to the top 100 listed entities) -- Not Applicable
- The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before the board of directors. Any comments/observations/advice of board of directors may be mentioned here:



Name & Designation:




Brij Sharma  
Company Secretary & Compliance Officer

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Name of the Listed Entity: NAHAR SPINNING MILLS LIMITED  
 Quarter Ending: 30.09.2020

I. Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)(d)	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
  <b>Brij Sharma</b> Company Secretary & Compliance Officer		