



Regd. Office & Corporate Office : 373, Industrial Area-A, Ludhiana - 141 003 (INDIA)
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E-mail : secnsm@owmnahar.com, Web Site : www.owmnahar.com
CIN No. : L17115PB1980PLC004341 GST No. : 03AAACN5710D1Z6

NSML/SD/2021

October 19, 2021

1. The Vice President

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

2. The General Manager

The Bombay Stock Exchange Limited
25th Floor, P.J. Tower
Dalal Street, Mumbai
MUMBAI- 400001

SUB :- COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED
30TH SEPTEMBER, 2021

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 ended 30th September, 2021.

Kindly acknowledge the receipt.

Thanking You,

For NAHAR SPINNING MILLS LIMITED


(COMPANY SECRETARY)

Encl: As Above.





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SPINNING MILLS LTD.



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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: 30.09.2021

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 | 29.09.2021 | .. | .. | 22-09-1962 | NA | .. | 5 | NIL | 1 | NIL |
| Mr. | Dinesh Gogna | AAVPG4248H00498670 | Non Executive | 21.05.1985 | 29.09.2021 | .. | .. | 07-07-1953 | NA | .. | 6 | NIL | 8 | 2 |
| Mr. | Satish Kumar Sharma | AFTPS6625R00402712 | 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 | .. | 6 | 6 | 7 | 1 |
| Mr. | Vijay Asdhir | ABMPA0254D06671174 | Independent | 26.09.2017 | 26.09.2017 | .. | 60 | 27-07-1947 | Yes | 29.09.2021 | 3 | 3 | 3 | 3 |
| 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 | AFIPS9034F03575022 | Independent | 10.08.2011 | 26.09.2017 | .. | 60 | 01-08-1947 | Yes | 29.09.2021 | 4 | 4 | 3 | 1 |
| Mr. | Roshan Lal Behl | ABKPB0301N06443747 | Independent | 29.09.2020 | .. | .. | 60 | 28-01-1957 | NA | .. | 5 | 5 | 6 | 4 |

* 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 | Dr. Vijay Asdhir Mr. Dinesh Gogna Dr. S.K Singla | Chairperson/ Independent Director Non-Executive Director Independent Director | 25-09-2020 30-06-2001 29-10-2012 | |
| 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 | Yes | Sh. Dinesh Oswal Dr. Roshan Lal Behl Dr. S.K Singla | Chairperson/ Executive Director Independent Director Independent Director | 31-05-2021 31-05-2021 31-05-2021 | |
| 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 (other than independent director)* | Number of independent directors attending the meeting* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|--|--|---|
| 31.05.2021 | 02.08.2021 | Yes | 5 | 5 | 62 |



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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 (other than independent director)* | Number of independent directors attending the meeting* | Date(s) of Meeting of committee(if any) in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| 02.08.2021 (Audit Committee) | Yes | 1 | 2 | 31.05.2021 | 62 |

| 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 | N.A. |
| 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 | |
|---|--|
| 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 | |
| d. Risk Management Committee (applicable to the top 1000 listed entities) | |
| 3. The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. | |
| 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. | |
| 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 board of directors may be mentioned here: | |

Name & Designation:

Brij Sharma
Company Secretary & Compliance Officer

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Annexure III

Name of the Listed Entity: NAHAR SPINNING MILLS LIMITED
Quarter Ending: 30.09.2021

| 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 |
| <p> Brij Sharma Company Secretary & Compliance Officer</p> <p></p> | | |



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Annexure IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 30.09.2021

I. Disclosure of Loans / 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 | Nil | Nil |
| 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 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 my invocation) |
|--|--|--|--|
| Promoter 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 |

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CIN No. : L17115PB1980PLC004341 GST No. : 03AAACN5710D1Z6

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 | 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 |

II. Affirmations:

All loans (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) 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 are in the economic interest of the company.


Anil Garg
(Chief Financial Officer)



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