

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

NSML/SD/2019

January 08, 2019

- ✓ 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 BSE Limited  
25<sup>th</sup> Floor, P.J. Tower  
Dalal Street, Mumbai  
MUMBAI- 400001

**SUB:- COMPLIANCE REPORT ON CORPORATE GOVERNANCE AS ON 31<sup>ST</sup> DECEMBER, 2019**

Sir/Madam,

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 December 31, 2019.

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: 31.12.2018

#### I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Directors	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent /Nominee)	Date of Appointment in the current term	Date of cessation	Tenure (in months)	No of directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/stakeholder committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No of post of chairpersonship in Audit/stakeholder committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jawahar Lal Oswal	AABPO2481J 00463866	Chairman/Non Executive	30.09.1992	--	-	5	NIL	NIL
Mr.	Dinesh Oswal	AABPO2476P 00607290	Managing Director	01.01.2017*	--	-	4	NIL	NIL
Mr.	Kamal Oswal	AACPO9697F 00493213	Non Executive	30.09.1991	--	-	5	1	NIL
Mr.	Dinesh Gogna	AAVPG4248H 00498670	Non Executive	21.05.1985	--	-	6	7	2
Mr.	S.K. Sharma	AFTPS6625R 00402712	Non Executive	15.01.2007	--	-	3	3	NIL
Ms.	Manisha Gupta	AGBPG4907F 06910242	Independent	26.09.2017	--	60	4	3	1
Mr.	Vijay Asdhir	ABMPA0254D 06671174	Independent	26.09.2017	--	60	4	4	2
Mr.	K.S Maini	AFLPM9189E 00454686	Independent	26.09.2017	--	36	2	2	2
Mr.	S.K Singla	ADDP57049B 00403423	Independent	26.09.2017	--	60	5	7	3
Mr.	Amrik Singh Sohi	AFIPS9034F 03575022	Independent	26.09.2017	--	60	5	3	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	Name of the Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Prof. K.S. Maini Mr. Dinesh Gogna Dr. S.K Singla	Chairperson/ Independent Director Non-Executive Director Independent Director
2. Nomination & Remuneration Committee	Dr. S.K Singla Dr. A.S. Sohi Dr. Manisha Gupta	Chairperson/ Independent Director Independent Director Independent Director
3. Risk Management Committee (if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee	Dr. Vijay Asdhir Mr. S.K. Sharma Dr. A.S. Sohi	Chairperson/Independent Director Non-Executive Director Independent Director

#### 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	Maximum gap between any two consecutive (in number of days)
28.09.2018	12.11.2018	44
06.08.2018		



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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)	Date(s) of Meeting of committee(if any) in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12.11.2018 (Audit Committee)	Yes	06.08.2018	97
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 100 listed entities) -- <b>Not Applicable</b>			
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:			
 <b>Brij Sharma</b> Company Secretary & Compliance Officer		