

**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

**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: 31.03.2020

**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	28.09.2018	..	..	01-10-1943	Yes	28.09.2018	5	0	NIL	NIL
Mr.	Dinesh Oswal	AABPO2476P00607290	Managing Director	21.05.1985	01.01.2017*	..	..	04-10-1965	NA	..	4	0	NIL	NIL
Mr.	Kamal Oswal	AACPO9697F00493213	Non Executive	30.09.1991	30.09.2019	..	..	22-09-1962	NA	..	5	0	1	NIL
Mr.	Dinesh Gogna	AAVPG4248H00498670	Non Executive	21.05.1985	30.09.2019	..	..	07-07-1953	NA	..	6	0	7	2
Mr.	Satish Kumar Sharma	AFTP56625R00402712	Non Executive	25.08.2000	28.09.2018	..	..	04-09-1952	NA	..	3	0	3	NIL
Ms.	Manisha Gupta	AGBPG4907F06910242	Independent	26.09.2017	26.09.2017	..	60	19-06-1979	NA	..	4	4	3	1
Mr.	Vijay Asdhir	ABMPA0254D06671174	Independent	26.09.2017	26.09.2017	..	60	27-07-1947	NA	..	4	4	3	2
Mr.	Kanwar Sain Maini	AFLPM9189E00454686	Independent	30.09.2002	26.09.2017	..	36	02-07-1939	Yes	28.09.2018	2	2	2	2
Mr.	Suresh Kumar Singla	ADDP57049B00403423	Independent	30.06.2008	26.09.2017	..	60	07-07-1950	NA	..	5	5	7	3
Mr.	Amrik Singh Sohi	AFIPS9034F03575022	Independent	10.08.2011	26.09.2017	..	60	01-08-1947	NA	..	5	5	4	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 Mr.Dinesh Gogna Dr. S.K Singla	Chairperson/ Independent Director Non-Executive Director Independent Director	30-05-2011 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 (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)
11.11.2019	12.02.2020	Yes	9	4	92

**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
12.02.2020 (Audit Committee)	Yes	3	2	11.11.2019	92



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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.

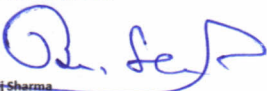
1. In the column " Compliance Status", compliance or non-compliance may be indicated by YES/NO/N.A. for example, if the board has been composed in accordance with the requirements of Listing Regulations, " Yes" may be indicated. Similarly, in case the listed entity has no Related Party Transactions,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


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

**VI. Affirmations**

- 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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**Corporate Governance Report at the end of Financial Year 31st March, 2020**

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA) refer note below
Details of Business	YES
Terms and Conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of Establishment of vigil mechanism/Whistle Blower Policy	YES
Criteria of making payments to non – executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial Results	YES
Shareholding Pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A.
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.
New name and old name of the listed entity	N.A.
Advertisements as per regulation 47(1)	YES
Credit rating or revision in credit rating obtained	YES
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.
Whether company has provided information under separate section on its website as per Regulation 46(2)	YES
Materiality Policy as per Regulation 30	YES
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.
It is certified that these contents on the website of the listed entity are correct	YES



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**II. Annual affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director (s) have been appointed in terms of specified criteria of 'independence' and/ or 'eligibility'	16(1)(b) & 25(6)	YES
Board Composition	17(1), 17(1A) & 17(1B)	YES
Meeting of Board of directors	17(2)	YES
Quorum of Board Meeting	17(2A)	YES
Review of Compliance Reports	17(3)	YES
Plan for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/ compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of Board	17(11)	YES
Maximum number of Directorships	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1)& (2)	YES
Quorum of Nomination & Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	YES
Meeting of Stakeholders Relationship Committee	20(3A)	YES
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	YES
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on Consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	YES
Maximum Tenure	25(2)	YES
Meeting of Independent Directors	25(3)&(4)	YES
Familiarization of Independent Directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
D & O Insurance for Independent Directors	25(10)	N.A.
Memberships in Committees	26(1)	YES



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Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	YES
Disclosure of shareholding by Non-Executive Directors	26(4)	YES
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.

Name & Designation:

Brij Sharma  
 Company Secretary & Compliance Officer

