

**(A NON-BANKING FINANCIAL COMPANY)**

**Regd. Office & Corporate Office :** "Nahar Tower", 375, Industrial Area-A, Ludhiana-141 003 (INDIA)

**Phones :** 91-161-2600701 to 705, 2606977 to 980 **Fax :** 91-161-2222942, 2601956

**Email :** secncfs@owmnahar.com **Web Site :** www.owmnahar.com **CIN No. :** L45202PB2006PLC029968

**Compliance Report on Corporate Governance**

**Name of the Listed Entity:** NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED

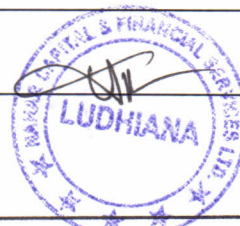
**Quarter Ending:** 31.03.2018

<b>I. Composition of Board of Directors</b>									
<b>Title (Mr./Ms)</b>	<b>Name of the Directors</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)a</b>	<b>Date of Appointment in the current term/cessation</b>	<b>Date of cessation</b>	<b>Tenure (in months)</b>	<b>No of directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/stakeholder committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)#</b>	<b>No of post of chairpersonship in Audit/stakeholder committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Jawahar Lal Oswal	AABPO2481J 00463866	Chairman/Non Executive	31.03.2006	--	-	5	NIL	NIL
Mr.	Dinesh Oswal	AABPO2476P 00607290	Executive	01.01.2017*	--	-	4	NIL	NIL
Mr.	Kamal Oswal	AACPO9697F 00493213	Non Executive	31.03.2006	--	-	5	1	NIL
Mr.	Dinesh Gogna	AAVPG4248H 00498670	Non Executive	12.01.2007	--	-	6	7	2
Mr.	S.K. Sharma	AFTPS6625R 00402712	Non Executive	12.01.2007	--	-	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	ADDPS7049B 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.

<b>II. Composition of Committees</b>		
<b>Name of the Committee</b>	<b>Name of the Committee members</b>	<b>Category(Chairperson/Executive/Non-Executive/Independent/Nominee)\$</b>
1. Audit Committee	Prof. K.S. Maini Mr. S.K. Sharma Dr. S.K Singla	Chairperson/ Independent Director Non-Executive Director Independent Director
2. Nomination & Remuneration Committee	Dr. S.K Singla Prof. K.S. Maini Dr. Manisha Gupta	Chairperson/ Independent Director Independent Director Independent Director
3. Risk Management Committee (if applicable)	Not applicable	Not applicable
3. Stakeholders Relationship Committee	Dr. A.S Sohi Mr. S.K. Sharma Dr. S.K Singla	Chairperson/Independent Director Non-Executive Director Independent Director



**Mumbai :** 414, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021  
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**Fax :** 91-22-22872863  
**Email:** mumbai@owmnahar.com

**Gurgaon :** Flat No. 22-B, Sector-18, Gurgaon-120 015 (India)  
**Ph. :** 91-124-2430532 - 2430533  
**Fax :** 91 -124-2430536  
**Email:** delhi@owmnahar.com

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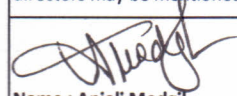
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive(in number of days)
14.11.2017	10.02.2018	87

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*
10.02.2018 (Audit Committee)	Yes	14.11.2017	87

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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.

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 : Anjali Modgil

Designation: Company Secretary &amp; Compliance Officer



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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018****NAME OF THE LISTED ENTITY: NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED**

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.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES

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Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans 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
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(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.
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.
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES

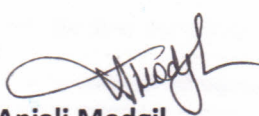



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<i>Memberships in Committees</i>	<i>26(1)</i>	<i>YES</i>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	<i>YES</i>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	<i>YES</i>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	<i>YES</i>
<div> <b>Anjali Modgil</b> Company Secretary and Compliance Officer</div> <div></div>		