

**Nahar****CAPITAL AND FINANCIAL SERVICES LTD.****(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: 31.03.2020

I. Composition of Board of Directors

Whether Regular Chairperson is appointed: Yes

Whether Chairperson is related to Managing Director or CEO: Yes

Title (Mr./Ms)	Name of the Directors	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-appointment in the current term/cessation	Date of cessation	Tenure (in months)	Date of Birth	Whether Special Resolution Passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of Passing of Special Resolution	No of directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent directorship in listed entities including this listed entity (Refer Regulation 17A(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 chairperson in Audit/stakeholder committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jawahar Lal Oswal	AABPO2481J 00463866	Chairman/Non Executive	31-03-2006	-	--	-	01-10-1943	Yes	28-09-2018	5	0	NIL	NIL
Mr.	Dinesh Oswal	AABPO2476P 00607290	Executive	01-12-2007	01-01-2017	--	-	04-10-1965	NA	NA	4	0	NIL	NIL
Mr.	Kamal Oswal	AACPO9697F 00493213	Non Executive	31-03-2006	-	--	-	22-09-1962	NA	NA	5	0	1	NIL
Mr.	Dinesh Gogna	AAVPG4248H 00498670	Non Executive	12-01-2007	-	--	-	07-07-1953	NA	NA	6	0	7	2
Mr.	S.K. Sharma	AFTPS6625R 00402712	Non Executive	12-01-2007	-	--	-	04-09-1952	NA	NA	3	0	3	NIL
Ms.	Manisha Gupta	AGBPG4907F 06910242	Independent	26-09-2017	-	--	60	19-06-1979	NA	NA	4	4	3	1
Mr.	Vijay Asdhir	ABMPA0254D 06671174	Independent	26-09-2017	-	--	60	27-07-1947	NA	NA	4	4	3	2
Mr.	K.S Maini	AFLPM9189E 00454686	Independent	12-01-2007	26-09-2017	--	36	02-07-1939	Yes	28-09-2018	2	2	2	2
Mr.	S.K Singla	ADDP57049B 00403423	Independent	29-11-2008	26-09-2017	--	60	07-07-1950	NA	NA	5	5	7	3
Mr.	Amrik Singh Sohi	AFIPS9034F 03575022	Independent	30-09-2013	26-09-2017	--	60	01-08-1947	NA	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.

iii. Composition of Committees

Name of the Committee	Whether Regular Chairperson is 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. S.K. Sharma Dr. S.K Singla	Chairperson/ Independent Director Non-Executive Director Independent Director	29-05-2014 29-05-2014 29-05-2014	
2. Nomination & Remuneration Committee	Yes	Dr. S.K Singla Prof. K.S. Maini Dr. Manisha Gupta	Chairperson/ Independent Director Independent Director Independent Director	29-05-2014 29-05-2014 26-09-2017	
3. Risk Management Committee (if applicable)	Not applicable	Not applicable	Not applicable	Not applicable	
3. Stakeholders Relationship Committee	Yes	Dr. A.S Sohi Mr. S.K. Sharma Dr. S.K Singla	Chairperson/Independent Director Non-Executive Director Independent Director	29-05-2014 29-05-2014 29-05-2014	





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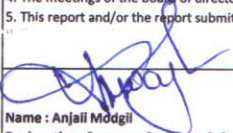
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III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of the Quorum met	Number of Directors Present	Number of Independent Directors Present	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

*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) -- Not Applicable	
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 Modgi Designation: Company Secretary & Compliance Officer	



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**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020****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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<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment & Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES



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