

**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:** 31.12.2016**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/cessation | Tenure* | 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  | 31.03.2006  | -       | 5  | NIL   | NIL   |
| Mr.            | Dinesh Oswal          | AABPO2476P 00607290 | Executive   | 01.01.2012*                                       | -       | 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  | 5   | 2   |
| Mr.            | S.K. Sharma           | AFTPS6625R 00402712 | Non Executive   | 12.01.2007  | -       | 3  | 3   | NIL   |
| Ms.            | H.K. Bal              | ABUPB2040E 00008576 | Independent   | 30.09.2014  | 3       | 5  | 2   | 2   |
| Mr.            | Yash Paul Sachdeva    | AFVPS9526F 02012337 | Independent   | 30.09.2014  | 3       | 5  | 4   | NIL   |
| Mr.            | K.S Maini             | AFLPM9189E 00454686 | Independent   | 30.09.2014  | 3       | 3  | 2   | 2   |
| Mr.            | S.K Singla            | ADDP57049B 00403423 | Independent   | 30.09.2014  | 3       | 4  | 3   | 3   |
| Mr.            | Amrik Singh Sohi      | AFIPS9034F 03575022 | Independent   | 30.09.2014  | 3       | 5  | 2   | 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, 2012 vide Shareholders' Resolution dated 20.09.2011 and his period of appointment has expired on 31.12.2016. Further, the Shareholders vide their Resolution dated 30.09.2016 approved the re-appointment of Sh. Dinesh Oswal for a further period of 5 years w.e.f. 1st January, 2017.

**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<br>Mr. S.K. Sharma<br>Dr. S.K Singla     | Chairperson/ Independent Director<br>Non-Executive Director<br>Independent Director |
| 2. Nomination & Remuneration Committee       | Dr. S.K Singla<br>Prof. K.S. Maini<br>Dr. (Mrs.) H.K. Bal | Chairperson/ Independent Director<br>Independent director<br>Independent director   |
| 3. Risk Management Committee (if applicable) | Not applicable  | Not applicable  |
| 3. Stakeholders Relationship Committee       | Dr. A.S Sohi<br>Mr. S.K. Sharma<br>Dr. S.K Singla         | Chairperson/Independent Director<br>Non-Executive Director<br>Independent Director  |

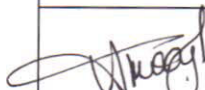

**Mumbai :** 414, Raheja Chambers, 213, Nariman Point, Mumbai - 400 021**Phones :** 91-22-22835262, 22835362**Fax :** 91-22-22872863**Email :** mumbai@owmnahar.com**Gurgaon :** Flat No. 22-B, Sector-18, Gurgaon-120 015 (India)**Ph. :** 91-124-2430532 - 2430533**Fax :** 91 -124-2430536**Email :** delhi@owmnahar.com

**Nahar****CAPITAL AND FINANCIAL SERVICES LTD.****(A NON-BANKING FINANCIAL COMPANY)**

Regd. Office &amp; 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

|  |   |  |   |
|--|---|--|---|
| <b>III. Meeting of Board of Directors</b>  |   |  |   |
| 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)      |   |
| 12.08.2016   | 11.11.2016  | 90   |   |
| <b>IV. Meetings of Committees</b>  |   |  |   |
| 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* |
| 11.11.2016 (Audit Committee)   | Yes   | 12.08.2016   | 90  |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.  |   |  |   |
| <b>V. Related Party Transactions</b>   |   |  |   |
| 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.   |   |
| <b>VI. Affirmations</b>  |   |  |   |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration Committee</p> <p>c. Stakeholders relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) -- <b>Not Applicable</b></p> <p>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.</p> <p>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.</p> <p>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:</p> |   |  |   |
| <p><br/> Name : Anjali Modgil<br/> Designation: Company Secretary &amp; Compliance Officer</p> <p></p>  |   |  |   |