

**Nahar****SPINNING MILLS LTD.****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

1

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Regulation 27(2) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

**NAME OF THE COMPANY:** NAHAR SPINNING MILLS LIMITED**QUARTER ENDING:** 30TH SEPTEMBER, 2016**I. Composition of Board of Directors**

| Title (Mr./Ms) | Name of the Director | PAN        | 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 (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation) | No of post of Chairperson specify in Audit/Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|----------------|----------------------|------------|----------|--|--|---------|--|--|---|
| Mr.            | Jawahar Lal Oswal    | AABPO2481J | 00463866 | Chairman   | 30-09-1992   | -       | 5  | NIL  | NIL   |
| Mr.            | Dinesh Oswal         | AABPO2476P | 00607290 | Managing Director  | 01-01-2012#  | -       | 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  | 5  | 2   |
| Ms.            | Harbhajan Kaur Bal   | ABUPB2040E | 00008576 | Independent  | 30-09-2014   | 3       | 5  | 2  | 2   |
| Mr.            | Y. P. Sachdeva       | AFVPS9526F | 02012337 | Independent  | 30-09-2014   | 3       | 5  | 4  | NIL   |
| Mr.            | Satish Kumar Sharma  | AFTPS6625R | 00402712 | Non Executive  | 15-01-2007   | -       | 3  | 3  | NIL   |
| Mr.            | Kanwar Sain Maini    | AFLPM9189E | 00454686 | Independent  | 30-09-2014   | 3       | 3  | 2  | 2   |
| Mr.            | Suresh Kumar Singla  | ADDPS7049B | 00403423 | Independent  | 30-09-2014   | 3       | 4  | 3  | 3   |
| Mr.            | Amrik Singh Sohi     | AFIPS9034F | 03575022 | Independent  | 30-09-2014   | 3       | 5  | 2  | 1   |

**NOTE**

\* To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on the Board of Directors of the listed entity in continuity without any cooling off period

# Mr Dinesh Oswal has been appointed by shareholders vide their resolution dated 20<sup>th</sup> September, 2011 w.e.f. 1<sup>st</sup> January, 2012 for a period of Five years

**II. Composition of Committees**

| Name of the Committee                  | Name of Committee Members | Category (Chairperson/Executive/Non Executive / independent/ Nominee)S |
|--|---------------------------|--|
| 1. Audit Committee                     | Prof. K. S. Maini         | Chairperson/Independent  |
|  | Sh. Dinesh Gogna          | Non Executive  |
|  | Dr. S. K. Singla          | Independent  |
|  | Dr. S. K. Singla          | Chairperson/Independent  |
| 2. Nomination & Remuneration Committee | Dr. A. S. Sohi            | Independent  |
|  | Dr. (Mrs.) H. K. Bal      | Independent  |
| 3 Risk Management Committee            | Not applicable*           | Not applicable*  |
|  | Dr. (Mrs.) H. K. Bal      | Chairperson/Independent  |
| 3. Stakeholders Relationship Committee | Sh. S K Sharma            | Non Executive  |
|  | Dr. A. S. Sohi            | Independent  |

Page 1

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2

| III. Meeting of Board of Directors                     |  |  |
|--|--|--|
| Date(s) of Meeting<br>(if any) in the previous quarter | Date(s) of Meeting<br>(if any) in the relevant quarter | Maximum gap between any<br>Two consecutive(in number of<br>days) |
| 30TH MAY, 2016   | 12TH AUGUST, 2016                                      | 73 DAYS  |

| IV. Meeting of Committees                                      |  |  |  |
|--|--|--|--|
| Date(s) of meeting of the committee in the<br>relevant quarter | Whether requirement<br>of Quorum<br>met(details) | Date(s) of Meeting of the Committee in<br>the previous quarter | Maximum gap between any<br>Two consecutive(in number of<br>days) |
| 12TH AUGUST, 2016 (Audit Committee)                            | Yes  | 30TH MAY, 2016 (Audit Committee)                               | 73 DAYS  |

| V. Related Party Transaction   |                                    |
|--|------------------------------------|
| Subject  | Compliance Status<br>(Yes/No/N/A)* |
| 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                                |

\*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.

For Nahar Spinning Mills Ltd.  
  
 Co. Secretary

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3

**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 : Not Applicable\*
- 3 The Committee members have been made aware of their powers, role 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 Board of Directors. Any comments / observations/advice of Board of Directors may be mentioned here:

**However the Audit Committee review Company's Risk Policy and its implications in every Meeting.**

Name & Designation:

Brij Sharma

Company Secretary & Compliance Officer

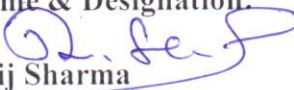





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4

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

| I Affirmations  |                                      |   |
|---|--------------------------------------|---|
| Broad heading   | Regulation Number                    | Compliance status (Yes/No/NA)refer note below                                       |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website        | 46(2)                                | YES   |
| Presence of Chairperson of Audit Committee at the Annual General Meeting  | 18(1)(d)                             | NO*   |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting  | 19(3)                                | YES   |
| Whether "Corporate Governance Report" disclosed in Annual Report  | 34(3) read with para C of Schedule V | YES   |
| <b>Note:</b><br>* Prof. K.S. Maini, Chairman of Audit Committee, could not attend at the Annual General Meeting as he was out of India.   |                                      |   |
| <b>Name &amp; Designation:</b><br><br><b>Brij Sharma</b><br>Company Secretary & Compliance Officer |                                      |  |

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