

**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 GST No. : 03AAACN5710D1Z6

NSML/SD/2019

April 09, 2019

1. The Vice President

The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra- Kurla Complex,
Bandra (E), MUMBAI- 400051

2. The General Manager

The Bombay Stock Exchange Limited
25th Floor, P.J. Tower
Dalal Street, Mumbai
MUMBAI- 400001

SUB :- COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER AND YEAR ENDED
31st MARCH, 2019

Sir,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Compliance Report on Corporate Governance for the Quarter and Year ended 31st March, 2019.

Kindly acknowledge the receipt.

Thanking You,

For NAHAR SPINNING MILLS LIMITED
(COMPANY SECRETARY)

Encl: As Above.



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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: 31.03.2019

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	Date of cessation	Tenure (in months)	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	30.09.1992	--	-	5	NIL	NIL
Mr.	Dinesh Oswal	AABPO2476P 00607290	Managing Director	01.01.2017*	--	-	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	7	2
Mr.	S.K. Sharma	AFTPS6625R 00402712	Non Executive	15.01.2007	--	-	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	ADDP57049B 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.

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 Mr. Dinesh Gogna Dr. S.K Singla	Chairperson/ Independent Director Non-Executive Director Independent Director
2. Nomination & Remuneration Committee	Dr. S.K Singla Dr. A.S. Sohi Dr. Manisha Gupta	Chairperson/ Independent Director Independent Director Independent Director
3. Risk Management Committee (if applicable)	Not applicable	Not applicable
4. Stakeholders Relationship Committee	Dr. Vijay Asdhir Mr. S.K. Sharma Dr. A.S. Sohi	Chairperson/Independent Director Non-Executive Director Independent Director

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)
12.11.2018	11.02.2019	90



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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*
11.02.2019 (Audit Committee)	Yes	12.11.2018	90

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
<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 & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities) -- Not Applicable</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>

Name & Designation:
 Brij Sharma Company Secretary & Compliance Officer



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Corporate Governance Report at the end of Financial Year 31st March, 2019

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 old name of the listed entity	N.A.

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)	YES
Meeting of Board of directors	17(2)	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
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)	N.A.
Vigil Mechanism	22	YES
Policy for Related Party Transaction	23(1), (5), (6), (7) &	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES



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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
Memberships in Committees	26(1)	YES
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