

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

NSML/SD/2018

October 10, 2018

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
AS ON 30TH SEPTEMBER, 2018

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 half year ended September 30, 2018.

Kindly acknowledge the receipt.

Thanking You,

for NAHAR SPINNING MILLS LIMITED


(COMPANY SECRETARY)

Encl: As Above.

**Nahar****SPINNING MILLS LTD.****Regd. Office & Corporate Office :** 373, Industrial Area-A, Ludhiana - 141 003 (INDIA)

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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: 30.09.2018

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	ADDP07049B 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)
30.05.2018	06.08.2018	67
	28.09.2018	52

**Mumbai Office :** 414, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021

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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*
06.08.2018 (Audit Committee)	Yes	30.05.2018	67

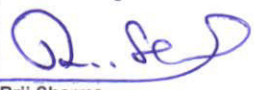

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether Prior approval of audit committee obtained	*YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	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
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 & Designation:  Brij Sharma Company Secretary & Compliance Officer	
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ANNEXURE- III		
Affirmations for Quarter and Half year ended 30.09.2018:		
Board Heading	Regulation No.	Compliance Status
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)	YES
Presence of Chairperson 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
Notes* 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		

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