

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

January 10, 2018

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

2. The General Manager  
The BSE Limited  
25<sup>th</sup> Floor, P.J. Tower  
Dalal Street, Mumbai  
MUMBAI- 400001

**SUB:- COMPLIANCE REPORT ON CORPORATE GOVERNANCE AS ON**  
**31<sup>ST</sup> DECEMBER, 2017**

Sir/Madam,

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 ended December 31, 2017.

Kindly acknowledge the receipt.

Thanking You,

for NAHAR SPINNING MILLS LIMITED

  
(COMPANY SECRETARY)

**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

### 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:** 31.12.2017

| 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            | ADDPS7049B 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<br>Mr. Dinesh Gogna<br>Dr. S.K Singla | Chairperson/ Independent Director<br>Non-Executive Director<br>Independent Director |
| 2. Nomination & Remuneration Committee       | Dr. S.K Singla<br>Dr. A.S. Sohi<br>Dr. Manisha Gupta   | Chairperson/ Independent Director<br>Independent Director<br>Independent Director   |
| 3. Risk Management Committee (if applicable) | Not applicable   | Not applicable  |
| 4. Stakeholders Relationship Committee       | Dr. Vijay Asdhir<br>Mr. S.K. Sharma<br>Dr. A.S. Sohi   | Chairperson/Independent Director<br>Non-Executive Director<br>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) |
|---|---|--|
| 12.08.2017  | 14.11.2017  | 93   |

**Mumbai Office :** 414, Raheja Chambers, 213 Nariman Point, Mumbai-400 021  
**Phones :** 91-22-22835262, 22835362  
**Fax :** 91-22-22872863  
**E-mail :** mumbai@owmnahar.com

**Gurgaon Office :** Flat No. 22-B, Sector-18, Gurgaon-120 015  
**Phones :** 91-124-2430532-2430533  
**Fax :** 91-124-2430536  
**E-mail :** delhi@owmnahar.com



**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

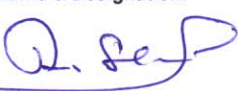
| IV. Meetings of Committees                                       |   |   |   |
|--|---|---|---|
| Date(s) of Meeting of committee (if any) in the relevant quarter | Whether requirement of quorum met (details) | Date(s) of Meeting of committee(if any) in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 14.11.2017<br>(Audit Committee)                                  | Yes   | 12.08.2017  | 93  |

| 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: 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 &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> |

| Name & Designation:   |
|---|
| <br><b>Brij Sharma</b><br>Company Secretary & Compliance Officer |

