

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/2017

April 08, 2017

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
31st MARCH, 2017

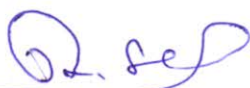
Sir,

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 March 31, 2017.

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)**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

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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: 31st MARCH, 2017**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	01-01-2017#	-	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	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 30th September, 2016 w.e.f. 1st January, 2017 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



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

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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)
11 th NOVEMBER, 2016	13 th FEBRUARY, 2017	93 Days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter(AUDIT COMMITTEE)	Whether requirement of Quorum met(details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any Two consecutive(in number of days)
13 th FEBRUARY, 2017	Yes	11 th NOVEMBER, 2016	93 Days

V. Related Party Transaction

Subject	Compliance Status (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.

 Page 1 Company Secretary
Mumbai Office : 414, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021

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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 Quarter.

Name & Designation:

Brij Sharma

Company Secretary & Compliance Officer



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CORPORATE GOVERNANCE REPORT AT THE END OF FINANCIAL YEAR 31ST MARCH, 2017

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) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES

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For Nahar Spinning Mills Ltd.

Co. Secretary

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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.

3. if the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation:**Brij Sharma****Company Secretary & Compliance Officer**

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