



# Nahar

## POLY FILMS LTD.



Regd. Office & Corporate Office : 376, Industrial Area-A, LUDHIANA-141 003 (INDIA)  
Phone : 91-161-2600701 to 705, 2606977 to 980, Fax : 91-161-2222942, 2601956.  
E-mail : secnel@owmnahar.com Website : www.owmnahar.com  
CIN. : L17115PB1988PLC008820

NPFL/SD/2018-19/

10.04.2019

<b>The NATIONAL STOCK EXCHANGE OF INDIA LTD</b> The General Manager Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) MUMBAI – 400 051	<b>The BSE LTD</b> The General Manager, 25th Floor, P.J. Tower, Dalal Street, MUMBAI – 400 001
<b>SYMBOL: NAHARPOLY</b>	<b>SCRIP CODE: 523391</b>

**SUB: QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Dear 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 ended 31<sup>st</sup> March, 2019.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For NAHAR POLY FILMS LTD

  
COMPANY SECRETARY

Encl: As above



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### CORPORATE GOVERNANCE REPORT

1. Name Of Listed Entity: Nahar Poly Films Limited

2. Quarter Ending: 31.03.2019

3. Whether the listed entity has a Regular Chairperson: Yes

#### 1. 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	Date of Cessation	Tenure	No. of Directorship in listed entities including this listed entity (As per Regulation 25(1) of Listing Regulations)	Number of membership in Audit/Stakeholder Committee(s) including this listed entity (As per Regulation 26(1) of Listing Regulations)	No. of post of Chairpersonship in Audit/ Stakeholder Committee including this listed entity (As per Regulation 26(1) of LISTING Regulations)
Mr.	Jawahar Lal Oswal	AABPO2481J	00463866	Chairman & Non Executive Director	14.10.1991		-	5	0	0
Mr.	Dinesh Oswal	AABPO2476P	00607290	Non Executive Director	12.01.2007		-	4	0	0
Mr.	Kamal Oswal	AACPO9697F	00493213	Non Executive Director	15.11.1989		-	5	1	0
Mr.	Dinesh Gogna	AAVPG4248H	00498670	Non Executive Director	15.11.1989		-	6	7	2
Mr.	Komal Jain	AAXPJ7153L	00399948	Non Executive Director	15.11.1989		-	1	1	0
Ms.	Manisha Gupta	AGBPG4907F	06910242	Independent Director	26.09.2017*		5 Years	4	3	1
Mr.	Satish Kumar Sharma	AFTPS6625R	00402712	Executive Director	01.08.2017		-	3	3	0
Mr.	Inder Mohan Chhibba	AARPC9851E	07913491	Independent Director	26.09.2017*		5 Years	1	0	0
Mr.	Suresh Kumar Singla	ADDP57049B	00403423	Independent Director	26.09.2017*		5 Years	5	7	3
Mr.	Y.P. Sachdeva	AFVPS9526F	02012337	Independent Director	26.09.2017*		5 Years	1	0	0
Mr.	Amrik Singh Sohi	AFIPS9034F	03575022	Independent Director	26.09.2017*		5 Years	5	3	1
Mr.	Vijay Asdhir	ABMPA0254D	06671174	Independent Director	26.09.2017*		5 Years	4	4	2

\* Dr Amrik Singh Sohi (DIN 03575022), Dr Suresh Kumar Singla (DIN 00403423), Dr Yash Paul Sachdeva (DIN 02012337) and Dr Vijay Asdhir (06671174), was re-appointed as an Independent Directors of the Company to hold for 5 (five) consecutive years for a second term upto September 25, 2022

\* Dr Manisha Gupta (DIN 06910242), Dr Inder Mohan Chhibba (DIN 07913491) has been appointed as an Independent Directors of the Company to hold for 5 (five) consecutive years for a term upto September 25, 2022.

# The Committee's Membership also includes Chairmanship of Directors.

#### II. Composition of Committees

Name of committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment	Whether the Committee has a Regular Chairperson:
1. Audit Committee	Dr. S.K. Singla Sh. Dinesh Gogna Dr. Vijay Asdhir	Chairman Member Member	30.05.2011 30.01.2001 26.09.2017	Yes
2. Nomination & Remuneration Committee	Dr. S.K. Singla Sh. Komal Jain Ms. Manisha Gupta	Chairman Member Member	30.05.2011 30.09.2006 26.09.2017	Yes
3. Risk Management committee(if applicable)	N.A.	N.A.	N.A.	N.A.
4. Stakeholder Relationship Committee	Ms Manisha Gupta Dr. A.S. Sohi Sh. Komal Jain	Chairperson Member Member	26.09.2017 29.10.2012 30.09.2006	Yes
5. CSR Committee	Dr S K Singla Sh Dinesh Gogna Sh. Dinesh Oswal	Member Member Chairperson	29.05.2014 29.05.2014 29.05.2014	Yes



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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)
12.11.2018	11.02.2019	90

### IV. Meeting of Committees

Name of Committee(s)	Date(s) of meeting of the Committee(s) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Audit committee in the previous quarter	Maximum gap between any two
Audit Committee	11.02.2019	Yes	12.11.2018	90
Stakeholders Committee	11.02.2019	Yes	12.11.2018	90

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- The report submitted in the previous quarter was placed before Board of Directors. This Report will be placed before the Board of Directors in the forthcoming meeting.

For Nahar Poly Films Limited

  
 Name: Nidhi Khande  
 Designation: Company Secretary



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### ANNEXURE II

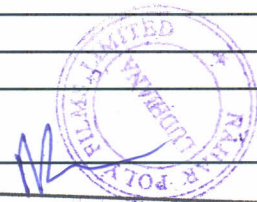
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### 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	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	N.A
New name and the old name of the listed entity	YES

#### 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
Plans 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



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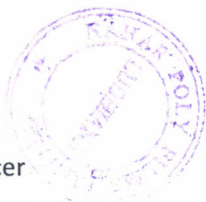
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Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management 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
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

For Nahar Poly Films Limited

  
NIDHI KHANDE

Company Secretary & Compliance Officer



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