

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 : seonsm@owmnahar.com Web Site : www.owmnahar.com
CIN No. : L17115PB1980PLC004341

NSML/SD/2015-16/25101

June 03, 2015

1. The Manager,
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051

- ✓ 2. The General Manager,
The Bombay Stock Exchange Limited
25th Floor, P.J. Tower,
Dalal Street, Mumbai
MUMBAI – 400 001

**SUB: CODE OF FAIR DISCLOSURE AND CODE OF CONDUCT UNDER
SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Dear Sir,

Pursuant to Regulation 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, this is to confirm that the Company has formulated the "Code of practices and procedures for fair disclosure of unpublished price sensitive information" and "Code of Conduct to regulate, monitor and report trading by insiders" respectively, as approved by the Board of Directors in their meeting held on 30th May, 2015. Further, the "Code of practices and procedures for fair disclosure of unpublished price sensitive information" has also been published on Company's website.

This is for your information and record please.

Thanking you,

Yours faithfully,

For NAHAR SPINNING MILLS LTD.,



(BRIJ SHARMA)

COMPANY SECRETARY

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Background: The Securities and Exchange Board of India (hereinafter referred to as SEBI) vide notification dated 15th January, 2015 has made the regulations named as SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'the Regulations') which came into force w.e.f. 15th May, 2015, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. The Regulations provide that the Board of Directors of every listed company to formulate a Code of Practices and Procedures for fair disclosure of unpublished price sensitive information that it follow in order to adhere to each of the principles as set out in Schedule A to "the Regulations".

To comply with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company in their meeting held on 30th May, 2015 has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities. This code shall be followed by Company's Directors, Key Managerial Personnel, Officers, Employees and Connected Persons.

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.



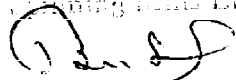
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6. The Company shall ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company i.e. www.owmnahar.com to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Important Note: Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

CERTIFIED TO BE TRUE COPY

For Nahar Spinning Mills Ltd.


Company Secretary