



Nahar

POLY FILMS LTD.



Regd. Office & Corporate Office : 376, Industrial Area-A, Ludhiana - 141 003 (INDIA)

Phones : 91-161-2600701 to 705, 2606977 to 980 Fax : 91-161-2222942, 2601956.

E-mail : secnel@owmnahar.com Website : www.owmnahar.com

CIN No. : L17115PB1988PLC008820

NPFL/SD/2024-25/

August 22, 2024

Corporate Relations Department The BSE Limited 25 th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	Corporate Listing Department 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
SCRIP CODE: 523391	SYMBOL: NAHARPOLY

SUB: NOTICE OF 36TH ANNUAL GENERAL MEETING AND E-VOTING

Dear Sir,

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Notice of 36th Annual General Meeting of the Company scheduled to be held on Wednesday, the 25th day of September, 2024 at 11:30 A.M. through Video Conferencing/Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act, 2013 read with MCA Circulars.

We have already informed you vide our letter dated August 12, 2024, that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting and e-voting during the AGM to all the shareholders. The remote e-voting period will begin on 22nd September, 2024 (9:00 a.m.) and end on 24th September, 2024 (5:00 p.m.). Accordingly, to determine the shareholders eligible to cast their votes electronically, the Company has fixed Wednesday, 18th September, 2024 as the cut-off date. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for joining the AGM through VC/OAVM and to provide e-voting facility to the shareholders. The details such as manner of (i) registering / updating email addresses, (ii) casting vote through e-voting and (iii) attending the AGM through VC/ OAVM has been set out in the Notice of the AGM.

This is for the information of the general public as well as members of the Exchange.

Thanking You.

Yours faithfully,

FOR NAHAR POLY FILMS LIMITED

Priya

(COMPANY SECRETARY)

Encl. as above



Gurugram : Plot No. 22-B, Sector-18, Gurugram-120 015 (INDIA)

Phones : 91-124-2430532 - 2430533

Fax : 91-124-2430536

Email : delhi@owmnahar.com

**NOTICE**

Notice is hereby given that the **Thirty-Sixth Annual General Meeting** of the members of **M/s Nahar Poly Films Limited (the company)** will be held on **Wednesday, the 25th day of September, 2024 at 11:30 A.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:**ITEM NO: 1 – ADOPTION OF FINANCIAL STATEMENTS**

- (i) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
- (ii) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, and the Report of the Auditors thereon.

ITEM NO: 2 – DECLARATION OF DIVIDEND

To declare a dividend of Rs.1.00/-per Equity Share of Rs.5/- each for the year ended 31st March, 2024.

ITEM NO: 3- APPOINTMENT OF MR. KAMAL OSWAL (DIN: 00493213) AS A NONEXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Kamal Oswal (DIN: 00493213) in terms of section 152 (6) of the Companies Act 2013, who retires by rotation and being eligible offers himself for re-appointment.

ITEM NO: 4- APPOINTMENT OF MR. DINESH GOGNA (DIN: 00498670) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Dinesh Gogna (DIN: 00498670) in terms of section 152 (6) of the Companies Act 2013, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:**ITEM NO: 05 – RE-APPOINTMENT OF MR. SAMBHAV OSWAL (DIN: 07619112) AS A MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and rules framed thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force) & Articles of Association and based on the recommendation of Nomination and Remuneration committee, Audit Committee and approval of the Board of Directors, consent and approval of the Members be and is hereby accorded for the re-appointment of Mr. Sambhav Oswal (DIN: 07619112) as Managing Director of the Company for a period of five years w.e.f. 1st July, 2025 to 30th June, 2030 on the terms and conditions including the payment of remuneration and perquisites as set out below:

1. **Salary (Scale):** Rs.75,00,000 - 5,00,000 - 100,00,000/- per month.
2. **Commission:** 2% of the Net Profit.
3. **Perquisites:** Following perquisites shall be allowed in addition to salary and commission:-
 - a. **Housing:** Mr. Sambhav Oswal shall be entitled to House Rent Allowance @30% of the salary.
Explanation: The Expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per income Tax rules, 1962. This shall however be subject to a ceiling of 10% of the salary of Mr. Sambhav Oswal.
 - b. **Medical Reimbursement:** Reimbursement of expenses incurred including premium paid for medical policy for self and family, subject to a ceiling of one month's salary in a year or five months' salary over a period of five years.
 - c. **Leave Travel Concession:** Leave Travel Concession for self and family once in a year incurred by him.
 - d. **Club Fees:** Fees of club subject to a maximum of two clubs including Admission Fees and Life Membership Fees.
 - e. **Personal Accident Insurance:** Personal Accident Insurance of an amount, the annual premium of which shall not exceed Rs. 1, 00,000/- (Rs. One Lac only).
 - f. **Provident Fund and Super-annuation Fund:** Contribution to Provident Fund, Super-annuation Fund or Annuity Fund in accordance with the rules specified by the Company.
 - g. **Gratuity:** Gratuity payable shall not exceed half month's salary for each completed year of service subject to maximum limit as per Gratuity Act, 1972.
 - h. **Leave Encashment:** Encashment of leave at the end of the tenure, as per rules of the Company.
 - i. **Car, Telephone and Mobile:** Free use of Company's car with Driver for official work and telephone at residence and Mobile.”

Note: For the purpose of perquisites stated herein above, family means the spouse, the dependent children and



dependent parents of the appointee.

"RESOLVED FURTHER THAT the Board of Directors of the Company subject to the recommendation of Nomination and Remuneration Committee, be and are hereby authorized to alter and vary the terms and conditions of appointment and /or remuneration of Mr. Sambhav Oswal, as the Board of Directors may deem appropriate during his tenure as Managing Director of the Company, provided such revision in remuneration does not exceed the limits as approved by the Members under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)."

"RESOLVED FURTHER THAT Mr. Sambhav Oswal, Managing Director, may be paid remuneration including commission and perquisites as above, notwithstanding the aggregate annual remuneration payable to him exceeds the limits as provided under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 during the period of his tenure w.e.f. 1st July, 2025 to 30th June, 2030."

"RESOLVED FURTHER THAT wherein any financial year, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of salary, commission and perquisites as above to Mr. Sambhav Oswal, as Minimum Remuneration for a period not exceeding 3 (three) years or such other period as may be permitted subject to the requisite approvals, if any."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

ITEM NO: 6 – RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Cost Auditors M/s. Khushwinder Kumar & Associates (Firm Registration No. 000102), New Delhi appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2024-25 at a remuneration of Rs. 55000/- (Rupees Fifty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this

resolution."

ITEM NO: 07 - TO APPOINT DR. PANKAJ GOEL (DIN: 10724108) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Dr. Pankaj Goel (DIN: 10724108), who was appointed as an Additional Director in the capacity of Non- Executive Independent Director of the Company by the board of Directors w.e.f. August 12, 2024 who holds office upto this Annual General Meeting and is eligible for appointment and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years for a term commencing from August 12, 2024 and ending on August 11, 2029."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO: 08 TO APPROVE THE TRANSACTION(S)/ CONTRACT(S) WITH RELATED PARTIES IN THE ORDINARY COURSE OF BUSINESS

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent and approval of the members be and is hereby accorded to the Board of Directors to enter into an Agreement(s)/Contract(s)/Transaction(s), in the ordinary course of business with Group Companies/Related



Parties namely: M/s Nahar Spinning Mills Limited, M/s Oswal Woollen Mills Limited, M/s Nahar Industrial Enterprises Limited, M/s Monte Carlo Fashions Ltd., M/s Nahar Capital and Financial Services Limited and other Group Companies/Related Parties etc for sale and purchase of goods and services, Export Entitlement Licenses i.e. DEPB, RODTEP Licenses etc. and providing of financial services, Leasing of property and rent etc. and others on arm's length basis in the ordinary course of business on such terms and conditions as may be mutually agreed for a period of three years w.e.f. 1st April, 2025, which may be renewed with the mutual consent of parties thereto."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary,

BY ORDER OF THE BOARD

**PRIYA
(COMPANY SECRETARY)
MEMBERSHIP NO. A67573**

Dated: 12th August, 2024

Regd. Office:

**376, Industrial Area-A,
Ludhiana -141003(India)**

CIN: L17115PB1988PLC008820

E-mail: secnel@ownahar.com

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated September 25, 2023 (referred to as "MCA Circulars") has permitted to conduct the Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") upto September 30, 2024. In compliance with aforesaid MCA Circulars, the 36th Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 25. The 36th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
2. The venue of the Meeting shall be deemed to be the registered office of the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this Notice.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and October 7, 2023, the Notice calling the AGM alongwith Annual Report for the year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.ownahar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. However, hard copy of full annual report will be sent to the shareholder who request for the same.
7. The Register of Members and Share Transfer Register of the Company shall remain closed from 7th September, 2024 to 12th September, 2024 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2024.
8. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members subject to deduction of tax at source, whose names shall appear in Register of Members as on 6th September, 2024 or Register of Beneficial Owners, maintained by the Depositories at the close of 6th September, 2024

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961. To enable us to determine the appropriate TDS rate as applicable,



members are requested to submit relevant documents, in accordance with the provisions of the IT Act.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In terms of the provisions of Section 152 of the Companies Act, 2013 Mr. Kamal Oswal and Mr. Dinesh Gogna, Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
11. The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be appointed/re-appointed, is given hereto and form part of the Notice.
12. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2015-16 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2016-17 is to be transferred to Investor Education and Protection Fund in November, 2024. Shareholders who have not encashed their dividend warrants relating to said period are requested to claim the amount from the Company at the earliest.
13. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend was remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be

accessed through the link: http://www.owmnahar.com/nahar_polyfilm/pdf/pertaining-to-fy-2015-16.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

14. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact the Company for lodging claim for refund of shares and / or dividend from the IEPF Authority.
15. As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent: M/s. Alankit Assignments Limited, for assistance in this regard.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/SH-14.

Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address/email-id. Members are again requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 376, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of the Company at http://www.owmnahar.com/nahar_polyfilm/kyc_update.php.

17. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company provides the facility of paying dividend through Electronics Clearing System (ECS). The members are requested to ensure that their correct bank details alongwith 9 digit MICR code of their



Bank is updated in the records of the Depository Participant (DP) for electronic credit of dividend. Members, who hold the shares in physical form, should contact the Registrar & Transfer Agent or the Company in this regard. In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.

Further, the shareholders holding shares in physical form may kindly note that SEBI vide its various circulars has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Hence, shareholders are requested to update your above mentioned details with the Company at the earliest in order to avoid any delay in receipt of dividend.

18. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13) to the Company's RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. As an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division / Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition. Therefore, Members are requested to kindly get their shares dematerialised at the earliest.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM. All other documents referred to in the Notice will be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 25, 2024. Members seeking to inspect such documents can send an email to secnel@owmanahar.com.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 24. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**
 1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secnel@owmanahar.com or rtat@alankit.com.
 2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 25. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH**



VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 22nd September, 2024 (9:00 a.m.) and ends on 24th September, 2024 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have voted through remote e-voting will be eligible to attend the AGM but they will not be entitled to vote at the AGM.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, **Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit www.cdslindia.com or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Registration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a



Depository	<p>Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/ideasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method of e-Voting and joining virtual AGM for **Physical Shareholders & shareholders other than individual shareholders holding in demat form.**
 - a. The shareholders should log on to the e-voting website www.evotingindia.com.
 - b. Click on “Shareholders” module.
 - c. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - f. If you are a first time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in demat
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. **Click on the EVSN 240813022 for relevant <NAHAR POLY FILMS> on which you choose to vote.**
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (vi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at bathla7@gmail.com and to the Company at secnel@owmanahar.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2024 may follow the same instructions as mentioned above for e-Voting.
- (viii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 18002109911.
- (ix) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:
- Ms. Priya**
Company Secretary and Compliance Officer
376, Industrial Area-A, Ludhiana – 141003
Phone: 0161-5066265
E-mail: gredressalnpl@owmanahar.com

**26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secnel@owmanahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secnel@owmanahar.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have

not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Other instructions:

27. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.
28. The Company has appointed Mr. P.S. Bathla, Practising Company Secretary (Membership No. FCS 4391), to act as the Scrutinizer to the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting, in a fair and transparent manner.
29. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM.
30. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.owmanahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
31. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 36th Annual General Meeting i.e. 25th September, 2024.
32. A person who is not a Member as on the cut off date i.e. 18th September, 2024 should treat this Notice for information purposes only.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The explanatory statement sets out all material facts relating to the Special Business mentioned under Item No. 5 to Item No. 8 of the accompanying Notice.

ITEM NO: 5

Mr. Sambhav Oswal (DIN: 07619112) was appointed as



an Executive Director of the Company vide shareholder resolution dated 29th day of September, 2020 for a period of 5 (five) years effective from 1st July, 2020 to 30 June, 2025. He was re-designated as Managing Director of the Company vide shareholder resolution dated 24th day of August, 2022. Mr. Sambhav Oswal is 31 years of age. He has done his graduation in Business Administration from University of Southern California, USA. He served as V.P (corporate affairs) in Nahar Spinning Mills Limited (hereinafter referred as NSM"), which is one of the largest integrated textiles Mill of India and having experience of more than 10 years in the areas of Marketing, Exports, Finance and Corporate affairs.

During his leadership company's Total Income which was Rs. 282.10 Crores in the year 2020 has increased to Rs. 611.62 Crores in the year 2024. Likewise, Company's export which was Rs. 16.62 Crores in the year 2020 has been increased to Rs.73.52 Crores in the year 2024. During his tenure Company's has installed its second line of BOPP Film Project with a capacity of 30000 Tonnes Per Annum and Company's capacity increased to 60000 Tonnes Per Annum. The Plant has started commercial production in February, 2022. He has played a pivotal role in expanding company's operations in Domestic as well as Global market.

Having regard to his Business experience, performance of the Company under his able leadership, the Board on the recommendation of Nomination and Remuneration Committee (subject to the approval of the shareholders) has decided to reappoint him as Managing Director of the Company for a further period of 5 years commencing from 1st July, 2025. Mr. Sambhav Oswal is eligible for reappointment as Managing Director and his remuneration and perquisites as set out in the resolution are in accordance with the provisions of section 197 read with Schedule V of the Companies Act, 2013. Mr. Sambhav Oswal, being a member of promoter and promoter group of Company, be paid remuneration including commission and perquisites as set out in the resolution notwithstanding the aggregate annual remuneration payable to him exceeds the limits as provided under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 during the period of his tenure w.e.f. 1st July, 2025 to 30th June, 2030.

Wherein any financial year during his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company may pay the remuneration as set out in the resolution to Mr. Sambhav Oswal, as the minimum remuneration for a period not exceeding 3 (three) years or such other period as may be permitted subject to the requisite approvals, if any.

Listed Companies (other than Nahar Poly Films

Limited) in which Mr. Sambhav Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2024

Directorships of the Company: NIL

Chairmanship of Board Committees:- NIL

Membership of Board Committees: NIL

Shareholding in the Company: 35600 equity shares of the Company.

Disclosure of relationship between Directors inter-se: Mr. Sambhav Oswal, Managing Director of the company may be deemed to be concerned or interested in the aforesaid resolution. Jawahar Lal Oswal (Director), Mr. Dinesh Oswal (Director), Mr. Kamal Oswal (Director) of the company, being relatives of Mr. Sambhav Oswal may be deemed to be concerned or interested in the aforesaid resolution. The other relatives of Mr. Sambhav Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the company.

None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 05 of the Notice for your approval.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

(1) Nature of industry:

The Company is mainly engaged in manufacturing of BI-AXIALLY ORIENTED POLYPORO- PYLENE FILMS. (BOPP FILMS.). The BOPP Films are mainly used in flexible packaging and sold in the domestic and international markets

(2) Date or expected date of Commencement of Commercial production:

The BOPP Films Project was fully implemented in the year 2010 and commenced operations on 20th May, 2010 and since then it is working.

(3) In case of new Companies, expected date of Commencement of activities as per project approved by the financial institution appearing in prospectus.

Not Applicable, as the Company is an existing



company operating in manufacturing of BI-AXIALLY ORIENTED POLYPROPYLENE FILMS (BOPP FILMS).

(4) Financial Performance based on given indicators (in Crores)

	FY2023-24	FY2022-23
Gross Revenue	611.62	729.04
Profit/(Loss) Before Tax	(11.46)	42.92
Net Profit for/(Loss) the period	(8.49)	31.94

(5) Foreign Investments or Collaborators, if any

The Company has not entered into any foreign collaboration and no foreign direct capital investment made in Company.

II. Information about the appointee

a. Background Details: Mr. Sambhav Oswal is 31 years of age. He has done his graduation in Business Administration from University of Southern California, USA. He has an experience of more than 8 years. During his association with NSM, he has acquired great experience in the areas of Marketing, Exports, Finance and Corporate Affairs. Mr. Sambhav Oswal has worked in the capacity of Vice President – Corporate Affairs in large Textile Company.

b. Past Remuneration (last two years)

Year	2023-24	2022-23
Remuneration	8,71,00,000	*6,68,27,940

**Includes commission amounting to Rs. 98,67,925/-*

c. Recognition or Awards

Under his able and dynamic leadership, the Company has witnessed impressive financial growth and stability. The Company's operating income has risen to Rs. 611.62 Crores in the year 2024.

d. Job profile and sustainability

Mr. Sambhav Oswal is a Managing Director of the Company. His association started with the Company as Director of the Company in the year 2020. He has played a pivotal role in charting the Company's strategy for expanding its operations in the Global Markets. Having regard to his knowledge and business experience, he is the best suited person for the job.

e. Remuneration Proposed

The remuneration proposed has already been given in the Special Resolution at Item No. 5 of the accompanying Notice of Annual General Meeting. However in case of inadequacy of profits, the said remuneration will be paid as minimum remuneration.

f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Considering the size of the Company, the profile of Mr. Sambhav Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

g. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Sambhav Oswal belongs to promoter category. He is also a relative to Mr. Dinesh Oswal, Director, Mr. Jawahar Lal Oswal and Mr. Kamal Oswal, Directors of the Company. Besides the remuneration proposed, Mr. Sambhav Oswal does not have any other pecuniary relationship with the Company or with the Managerial Personnel.

III. Other Information

• Reasons for loss or inadequate profits

The intense Competition in the Domestic Markets has negatively impacted company's revenue and profitability during the year and company suffered a loss of Rs. 8.49 Crores for the year ended 31st March, 2024.

• Steps taken or proposed to be taken for improvement

Company is continuously monitoring market trends, customer needs and competitor activities and adapting strategies accordingly. Further, it streamlines its operations and optimizes cost to maintain Competitiveness.

• Expected increase in the productivity and profits in the measurable terms

Currently, it is not feasible to predict with accuracy the expected increase in the productivity and profits in the measurable term. However with the improvement in the economic activity at the Global and Domestic markets, your Management expects that the productivity and profits will improve in coming period. With the improvement in business cycle, the industry is expected to perform well in the coming period.

IV. Disclosures

The Company has provided all the disclosures in Corporate Governance Report as required under Section II of Part II of Schedule V of the Companies Act, 2013.

**ITEM NO : 6**

As per the provisions of Companies (Cost Records and Audit) Rules, 2014, as amended Company's activities fall within the purview of Cost Audit requirement. Accordingly, the Board at its meeting held on 29th May, 2024 on the recommendation of Audit Committee, approved the appointment of M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) at a remuneration of Rs.55000/- (Rupees Fifty Five Thousand Only) plus applicable taxes and Reimbursement of out of pocket expenses incurred for conducting the Cost Audit of the Cost records of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Director has to be ratified by the shareholders of the Company.

Accordingly consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out at the Item No. 6 of the Notice for ratification of remuneration payable to M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for financial year 2024-25.

None of the Directors of the Company, the Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested financially or otherwise in the aforesaid resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 06 of the Notice for your approval.

ITEM NO: 7

Pursuant to the provisions of Section 161 of the Act and Regulation 25(6) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015, and on the recommendations of the Nomination and Remuneration Committee, the Board in its meeting held on 12th August, 2024, appointed Dr. Pankaj Goel as an Additional Non Executive Independent Director of the Company and to hold office up to date of ensuing Annual General Meeting and is eligible for appointment as per Articles of Association of the company.

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Pankaj Goel for the office of the Independent Director of the Company.

The Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Pankaj Goel, has recommended to the Board his appointment. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Pankaj Goel, in its Meeting held on 12th August, 2024 has proposed the appointment of Dr. Pankaj Goel, as an Independent Director not liable to retire by rotation on the Board of the Company for a term of five consecutive years commencing from 12th August, 2024 upto 11th August, 2029.

Dr. Pankaj Goel is 44 years of age. He is M.Com, M.A. (Economics) and Ph.D (Management). Presently, he is working as Assistant professor in Guru Nanak Institute of Management and Technology (GNIMT) Ludhiana. He is member of National Service Scheme and In Advisory Board of IKGPTU Kapurthalla. He is a Project Co-ordinator of Unnat Bharat Abhiyan, New Delhi; a central government initiative for rural development since 2022. As identified by the Nomination and Remuneration Committee of the Company, the role of Independent Director requires various skills and capabilities viz; Leadership skills, Managerial and entrepreneurial skills, industry knowledge and experience, understanding of relevant laws, rules, regulations and policies, financial knowledge and expertise, policy shaping, corporate governance, risk management etc. Dr. Pankaj Goel meets these requirements of skills and capabilities as required to be an Independent Director of the Company is having more than 20 years of experience in Teaching and Research of Management and Administration. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Pankaj Goel (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Pankaj Goel fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for his appointment as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day and is also available on Company's website www.ownahar.com.



Dr. Pankaj Goel does not hold by himself or for any other person on a beneficial basis, any shares in the Company. None of the Directors except Dr. Pankaj Goel, Key Managerial Personnel or their relatives, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution set out at Item No. 07 of the Notice for your approval.

Brief resume of the Dr. Pankaj Goel, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

ITEM NO: 8

M/s Nahar Spinning Mills Limited, M/s. Nahar Industrial Enterprises Limited, M/s Oswal Woollen Mills Limited, M/s Monte Carlo Fashions and M/s Nahar Capital and Financial Services Limited are the Group Companies and Closetrunk Private Limited are the Related Parties as per section 2(76) of the Companies Act, 2013. These Companies in the ordinary course of business buy/sell goods and services, Export Entitlement Licenses i. e DEPB, RODTEP Licenses and providing of financial services, Leasing of property and rent etc. All the transactions are entered with the above said Companies, are in the ordinary course of business and are on Arm's length basis.

All the related party transaction(s) specified under section 188(1), the value/consideration of which is in excess of their respective limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, has to be approved by the members in the General Meeting. Whereas the third proviso to section 188(1) also states that nothing in section 188(1) will apply to any transaction entered into by the Company in its Ordinary course of business and at arm's length basis.

Further in accordance with Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Company is required to seek shareholder's approval for material related party transactions.

Taking into Account the statutory provisions the Board of Directors intend to seek your prior approval for the Contracts(s)/ Agreement(s)/ Transaction(s) to be entered with the Group Companies for a period of three years w.e.f. 1st April, 2025.

Sh. Sambhav Oswal, Managing Director, Sh. Jawahar Lal Oswal, Chairman, Sh. Dinesh Oswal, Director and Sh. Kamal Oswal, being the directors may be deemed to

be concerned/interested in the said resolution. The other relatives may deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the company.

None of the directors and Key Managerial Personnel of the Company and their relatives, except as stated above, may be deemed to be concerned/ interested financially or otherwise in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 for your approval.

INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING RE-APPOINTMENT.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointment/re-appointed are given below:

ITEM NO: 3

1. Name	Mr. Kamal Oswal
Age	62 Years
Qualification	B.Com.
Expertise	Having Business experience of more than 42 years in the industry.

Listed Companies (other than Nahar Poly Films Limited) in which Mr. Kamal Oswal holds Directorship as on 31st March 2024

S.No	Name	Status
1.	Nahar Industrial Enterprises Limited	Managing Director
2.	Nahar Spinning Mills Limited	Director
3.	Nahar Capital & Financial Services Limited	Director
4.	Monte Carlo Fashions Limited	Director
5.	Oswal Leasing Limited	Director

Chairmanship of Board Committees:

S.No	Name of the Company	Name of the Committee
1.	Nahar Industrial Enterprises Limited	Corporate Social responsibility

Membership of Board Committees:

S.No	Name of the Company	Name of the Committee
1.	Nahar Industrial Enterprises Limited	Stakeholder Relationship Committee

Listed entities from which person resigned in past Three years: NIL

Shareholding: 31500 Equity Shares of Rs. 5/- each

Disclosure of relationship between Directors inter-se: Mr. Kamal Oswal is the son of Mr. Jawahar Lal Oswal, brother of Mr. Dinesh Oswal and uncle of Mr. Sambhav Oswal.

**ITEM NO: 4**

2. Name	Mr. Dinesh Gogna
Age	72 Years
Qualification	Graduate
Expertise	Having Business experience of more than 47 years in the industry.

Listed Companies (other than Nahar Poly Films Limited) in which Mr. Dinesh Gogna holds Directorship as on 31st March 2024

S. No	Name	Status
1.	Nahar Industrial Enterprises Limited	Director
2.	Nahar Spinning Mills Limited	Director
3.	Nahar Capital & Financial Services Limited	Director
4.	Monte Carlo Fashions Limited	Director
5.	Oswal Leasing Limited	Director

Chairmanship of Board Committees:

S.No	Name of the Company	Name of the Committee
1	Nahar Industrial Enterprises Limited	Stakeholder Relationship Committee
2	Monte Carlo Fashions Limited	Stakeholder Relationship Committee

Membership of Board Committees:

S.No	Name of the Company	Name of the Committee
1	Nahar Spinning Mills Limited	Audit Committee Corporate Social Responsibility Share Transfer Committee
2	Nahar Capital And Financial Services Limited	Share Transfer Committee CSR Committee Risk Management Committee Investment Committee
3.	Monte Carlo Fashions Limited	Audit Committee Nomination and Remuneration Committee Corporate Social responsibility Share Transfer Risk Management Committee
4.	Nahar Industrial Enterprises Limited	Audit Committee Corporate Social responsibility

Listed entities from which person resigned in past Three years: NIL

Shareholding: NIL

Disclosure of relationship between Directors inter-se: NIL.

ITEM NO:6-

Name	Dr. Pankaj Goel
Age	44 Years
Qualification	M.Com, MA (Economics) and Ph.D (Management)
Expertise	He is having more than 20 years of experience in Teaching. He is working as Assistant professor in Guru Nanak Institute of Management and Technology (GNIMT) Ludhiana.

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Pankaj Goel holds Directorship, Chairmanship and Membership of Board:**Directorship of Board: NIL****Chairmanship of Board Committees: NIL****Member of Board Committees: NIL**

Shareholding in the Company: NIL

Listed Companies from which person resigned from Last Three years: NIL

Disclosure of relationship between Directors inter-se: NIL**BY ORDER OF THE BOARD****PRIYA
(COMPANY SECRETARY)****Dated: 12th August, 2024****Regd.Office:
376, Industrial Area-A,
Ludhiana -141003(India)
CIN: L17115PB1988PLC008820
E-mail: secnel@owmnahar.com**