



# 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/2020-21/

30<sup>th</sup> September, 2020

<b>The BSE Limited</b> 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	<b>The National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051
SCRIP CODE: 523391	SYMBOL: NAHARPOLY

**PROCEEDINGS OF 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY**  
**HELD ON TUESDAY, 29<sup>TH</sup> SEPTEMBER, 2020**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company was held on Tuesday, September 29, 2020 at 03:30 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act, 2013 read with General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI).

At the outset, Ms. Bhoomika, Company Secretary & Compliance Officer welcomed all the Members, who were participating in the Meeting through VC or OAVM. She informed that Mr. Dinesh Oswal, Non-executive Director, Mr. Kamal Oswal, Non-executive Director, Mr. Dinesh Gogna, Non-executive Director, Mr. Sambhav Oswal, Executive Director, Dr. Manisha Gupta, Independent Director and Chairman of Stakeholders Relationship Committee, Dr. Suresh Kumar Singla, Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee, Dr. Amrik Singh Sohi, Independent Director, Dr. Inder Mohan Chhibba, Independent Director, Dr. Vijay Asdhir, Independent Director, Partner of Statutory & Secretarial Auditors and Chief Financial Officer of the Company had joined the meeting and the Company Secretary welcomed & introduced all the dignitaries with the Members. She also informed that Mr. Jawahar Lal Oswal, Chairman of the Company couldn't join the Meeting and hence as per Article 80 of the Articles of Association of the Company, the Directors present have to elect the Chairman from amongst them. Dr. Suresh Kumar Singla proposed the appointment of Mr. Dinesh Oswal as Chairman for the Meeting. After consultation among the Directors present, all Directors agreed for the proposal and accordingly elected Mr. Dinesh Oswal as a Chairman to preside over the Meeting.

Mr. Dinesh Oswal, welcomed the Members to the 32<sup>nd</sup> AGM who were participating at the AGM through VC or OAVM held in accordance with the circulars issued by the Ministry of Corporate Affairs. After ascertaining presence of requisite quorum, the Chairman of the Meeting called the meeting to order. Thereafter, he addressed the Shareholders and requested Company Secretary to brief the members regarding general instructions for participation in the meeting and e-voting to the Members.

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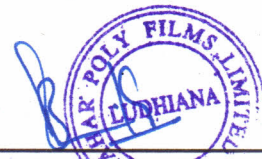
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Thereafter, Company Secretary briefed general instructions to the members regarding participation in the meeting and e-voting. She, inter alia, informed the members that:

- a) Pursuant to 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 and Disclosure Requirements) Regulations 2015 read with circulars, issued by Ministry of Corporate Affairs dated May 5, 2020, April 13, 2020, April 8, 2020 and SEBI Circular dated May 12, 2020, the Company provided the facility to members, to exercise their right to vote, by electronic means on all the resolutions proposed to be passed at the 32<sup>nd</sup> AGM, either through Remote E-voting or E-voting at AGM. For this purpose, the Company engaged the services of Central Depository Services (India) Limited (CDSL).
- b) Pursuant to MCA General Circular No. 14/2020 dated April 08, 2020, read with MCA General Circular No. 20/2020 dated May 05, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 32<sup>nd</sup> AGM as the AGM has been convened through VC or OAVM. However, pursuant to Section 113 of the Companies Act, 2013, Authorised Representatives of the members such as body corporate/Mutual Funds/FII etc. can attend the 32<sup>nd</sup> AGM through VC or OAVM and cast their votes through e-voting.
- c) The remote e-voting facility started from 26th September, 2020 at 9.00 a.m. and closed on 28th September, 2020 at 5.00 p.m. for all the members of the Company, who were holding shares (either in physical form or dematerialized form) as on the cut-off date i.e. Tuesday, September 22, 2020.
- d) Mr. P.S. Bathla, Proprietor of M/s. P.S. Bathla & Associates, Company Secretary in Practice, was appointed as Scrutinizer for scrutinizing the e-voting process (Remote E-voting or E-voting at AGM) in a fair and transparent manner.
- e) Members attending the AGM, through VC or OAVM, who have not cast their votes by remote e-voting, can cast their vote through e-voting during the AGM, the e-voting is open and shall remain open for half an hour from conclusion of the AGM, so that the members can cast their vote.
- f) Statutory Registers namely; Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts etc. as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were made available electronically for inspection by the members during the AGM. She further informed that the Members seeking to inspect such documents can send their requests to [secnel@owmnahar.com](mailto:secnel@owmnahar.com)
- g) Notice convening the AGM, the Director's report, Audited Financial Statements for the Financial Year ended March 31, 2020 and Auditors' Report had been sent through electronic mode to those Members whose e-mail addresses had been registered with the Company/ Company's RTA or Depositories and with the consent of the Members, was taken as read.



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h) Members were given an Opportunity to send their queries and questions, in advance at secnel@owmnahar.com. All the queries received, were answered and responded by the Management of the Company.

It was informed that all feasible efforts/steps under the circumstances have been made by the Company to enable members to participate and vote on the agenda items being considered in the meeting.

The Company Secretary further informed the Members that M/s. YAPL & Co, Statutory Auditors of the Company and M/s. P.S. Bathla & Associates, Secretarial Auditors of the Company, have given their Audit Reports without any qualifications, observations or comments, thus with the permission of members, the same were taken as read.

Thereafter, members were requested to raise their queries on the Agenda Items as set out in the Notice convening the 32<sup>nd</sup> AGM of the Company. 1 speaker shareholder spoke/raised queries/made comments on the financial performance and other relevant matters. The Chairman thanked the members for showing keen interest in the working of the Company. Necessary clarifications/responses were provided to the members by the Chairman of the Meeting. He, thereafter, thanked all the members for their participation at the AGM and for their constructive suggestions and observations.

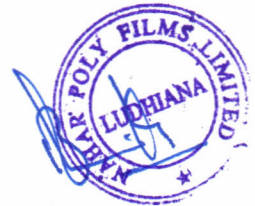
Following items of Resolutions as set out in the Notice convening 32<sup>nd</sup> AGM were transacted at the Meeting:

### ORDINARY BUSINESS

1. Adoption of Financial Statements (Ordinary Resolution)
  - a. Adoption of Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon.
  - b. Adoption of Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of Auditors thereon.
2. Declaration of Dividend @ 20% i.e. Rs.1 per Equity Share of Rs. 5/- each for the year ended 31<sup>st</sup> March, 2020. (Ordinary Resolution)
3. Appointment of Mr. Kamal Oswal (DIN: 00493213), as a Non-Executive Director liable to retire by rotation. (Ordinary Resolution)
4. Appointment of Mr. Dinesh Gogna (DIN: 00498670), as a Non-Executive Director liable to retire by rotation. (Ordinary Resolution)

### SPECIAL BUSINESS:

5. Ratification of remuneration of Cost Auditors of the Company. (Ordinary Resolution)



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6. Appointment of Mr. Sambhav Oswal (DIN: 07619112) as a Director of the Company. (Ordinary Resolution)
7. Appointment of Mr. Sambhav Oswal (DIN: 07619112) as an Executive Director of the Company. (Special Resolution)

The Company Secretary informed the members that voting on the CDSL platform would continue for another 30 minutes from the conclusion of the Meeting, to enable the members to cast their votes. It was informed that on the basis of Scrutinizer's Consolidated Report on remote e-voting and e-voting at the AGM, the voting results will be submitted to the stock Exchanges in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the details of the said results will also be uploaded on the company's website and website of CDSL within 48 hours from the conclusion of the Meeting.

The Company Secretary proposed a vote of thanks to the Chair, the Members, Directors, Auditors and the meeting was concluded at 04:18 pm (including time allowed for e-voting at AGM). The quorum was present at the beginning and throughout the Meeting.

Post the conclusion of the voting, the Scrutinizer's Report was received. All the above Resolutions as set out in the Notice of 32<sup>nd</sup> AGM were duly passed with requisite majority.

This is for your information and records please.

Thanking you.

Yours Faithfully,  
**FOR NAHAR POLY FILMS LIMITED**

  
**BHOOMIKA**  
**(COMPANY SECRETARY)**



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