

Regd. Office & Corporate Office : 373, Industrial Area-A, Ludhiana - 141 003 (INDIA)  
Phones : 91-161-2600701 to 705, 2606977 to 980 Fax : 91-161-2222942, 2601956  
E-mail : secnsm@owmnahar.com Web Site : www.owmnahar.com  
CIN No. : L17115PB1980PLC004341 GST No. : 03AAACN5710D1Z6

NSML/SD/2020-21/

September 30, 2020

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) <b>MUMBAI – 400 051</b>	Corporate Relations Department The BSE Limited 25th Floor, P.J. Tower, Dalal Street, Mumbai <b>MUMBAI – 400 001</b>
<b>SYMBOL: NAHARSPING</b>	<b>SCRIP CODE: 500296</b>

**SUB: PROCEEDINGS OF 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY  
HELD ON TUESDAY, 29<sup>TH</sup> SEPTEMBER, 2020**

Dear Sir,

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 40<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Tuesday, September 29, 2020 at 11 am 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, Mr. Brij Sharma, Company Secretary & Compliance Officer welcomed all the Members, who were participating in the Meeting through VC or OAVM. He informed that Mr. Dinesh Oswal, Managing Director, Mr. Kamal Oswal Non-executive Director, Mr. Dinesh Gogna, Non-executive Director, Mr. S.K. Sharma, Non-executive Director, Dr. Vijay Asdhir, Independent Director and Chairman of Audit Committee and Stakeholders Relationship Committee, Dr. A.S. Sohi, Independent Director, Dr. Manisha Gupta, Dr. S.K. Singla, Independent Director and Chairman of Nomination and Remuneration Committee, 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. Mr. Roshan Lal Behl who was proposed to be appointed as an Independent Director at the Meeting also joined the Meeting. He 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 will have to elect the Chairman from amongst the Directors present at the Meeting. Mr. Dinesh Gogna proposed the appointment of Mr. Dinesh Oswal as Chairman for the Meeting. After consultation



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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 directors present and Members 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.

Thereafter, Company Secretary briefed general instructions to the members regarding participation in the meeting and e-voting. He, 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 40<sup>th</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). The remote e-voting facility started from 26<sup>th</sup> September, 2020 at 9.00 a.m. and closed on 28<sup>th</sup> 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. Members attending the AGM, through VC or OAVM, who have not casted 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.
- 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 40<sup>th</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 40<sup>th</sup> AGM through VC or OAVM and cast their votes through e-voting.



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- c) 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.
- d) 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. He further informed that the Members seeking to inspect such documents can send their requests to secnsm@owmnahar.com

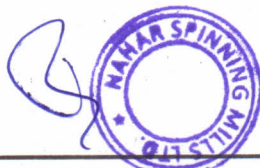
Notice convening the AGM, the Director's report, Audited Financial Statements for the Financial Year ended March 31, 2020 and Auditors' Report had been sent through electronic mode to those Members whose e-mail addresses had been registered with the Company/ Company's RTA or Depositories and with the consent of the Members, were taken as read.

- e) Members were given an Opportunity to send their queries and questions, in advance at secnsm@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 of the Notice (containing 6 resolutions) being considered at 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 40th AGM of the Company. Total 2 speaker shareholders 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.



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Following items of Resolutions as set out in the Notice convening 40<sup>th</sup> AGM were transacted at the Meeting:

**ORDINARY BUSINESS:**

1. Adoption of 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: (Ordinary Resolution)
2. Appointment of Mr. Jawahar Lal Oswal (DIN: 00463866), as a Non-Executive Director retiring by rotation and being eligible, offered himself for re-appointment. (Ordinary Resolution)
3. Appointment of Mr. Satish Kumar Sharma (DIN: 00402712), as a Non-Executive Director retiring by rotation and being eligible, offered himself for re-appointment. (Ordinary Resolution)

**SPECIAL BUSINESS:**

4. Appointment of Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the company for 5 years (Ordinary Resolution)
5. Ratification of remuneration of Cost Auditors of the Company for the year 2020-2021 (Ordinary Resolution)
6. To approve the transaction(s) / contract(s) with related parties in the ordinary course of business u/s 188 of the companies act 2013. (Ordinary 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 24 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 11.50 am (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



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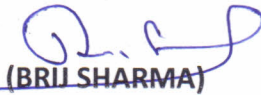
Resolutions as set out in the Notice of 40th AGM were duly passed with requisite majority.

This is for your information and records please.

Thanking you,

Yours faithfully,

For NAHAR SPINNING MILLS LTD.

  
(BRIJ SHARMA)

COMPANY SECRETARY

