

**Nahar****SPINNING MILLS LTD.****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/2021/

September 30, 2021

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

**SUB: PROCEEDINGS OF 41ST ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON WEDNESDAY, 29TH SEPTEMBER, 2021**

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 41ST Annual General Meeting (hereinafter referred to as 'AGM') of the members of the Company was held on Wednesday, September 29, 2021 at 10.00 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, Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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. Dinesh Gogna, Non-executive Director, Mr. S.K. Sharma, Non-executive Director, Dr. A.S. Sohi, Independent Director, Dr. Vijay Asdhir, Independent Director and Chairman of Audit Committee and Stakeholders Relationship Committee, Dr. S.K. Singla, Independent Director and Chairman of Nomination and Remuneration Committee, Dr. Manisha Gupta, Independent Director, Dr. Roshan Lal Behl, Independent Director, Ms. Sakshi Khanna, Partner of Statutory Auditors, Mr. P.S. Bathla Secretarial Auditors and Mr. Anil Garg, Chief Financial Officer and Mr. P.K. Vashishth, G.M. Finance of the Company had joined the meeting. The Company Secretary welcomed & introduced all the dignitaries to the Members. He also informed that Mr. Jawahar Lal Oswal, Chairman of the Company couldn't join the Meeting due to his pre-occupation. Accordingly, as per Article 80 of the Articles of Association of the Company, the Directors present will have to elect a Chairman from the Directors present at the Meeting. Thereafter, after having discussion amongst the directors present, they agreed for the proposal to appoint Mr. Dinesh Oswal as a Chairman for the meeting. Thereafter, the Company Secretary announced the election of Mr. Dinesh Oswal as a Chairman for the meeting and handed over the proceeding of the AGM to him.

Mr. Dinesh Oswal took the chair and welcomed the Members who were participating at the AGM



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through VC or OAVM. On being informed by the Company Secretary regarding the presence of requisite quorum, he called the meeting to order. Thereafter, he addressed the Shareholders and briefed them regarding the performance of the company and also regarding the prevailing textile scenario in the domestic and global markets. After the conclusion of the speech, he 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 the members regarding general instructions to the members for 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 41st 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 26th September, 2021 at 9.00 a.m. and closed on 28th September, 2021 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. Wednesday, September 22, 2021. 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. He requested the member to cast their vote at the earliest.
- b) 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.
- c) Statutory Registers namely; Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts, other Statutory Register etc. as required under the Companies Act, 2013 and other relevant documents as mentioned in the Notice are available for inspection by the members electronically during the AGM. He further informed that the Members seeking to inspect such documents can send their requests to email address secnsm@owmnahar.com. It was further informed that 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 41st AGM as the AGM has been convened through VC or OAVM. As such proxy register is not available for inspection. 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 41st AGM through VC or OAVM and cast their votes through e-voting.





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- d) Notice convening the AGM, the Director's report, Audited Financial Statements for the Financial Year ended March 31, 2021 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.
- 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 10 resolutions) 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, the Secretary announced that the floor is open for question/answer session. One shareholder who has registered himself as speaker asked his question to the management. 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 41st AGM were transacted at the Meeting:

ORDINARY BUSINESS:

1. Adoption of Financial Statements of the Company for the financial year ended 31st March, 2021 along with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Declaration of Dividend of Rs. 1.50 per equity share of Rs. 5/- each for the year ended 31st March, 2021. (Ordinary Resolution)
3. Appointment of Mr. Dinesh Gogna (DIN: 00498670), as a Non-Executive Director retiring by rotation and being eligible, who offered himself for re-appointment. (Ordinary Resolution)
4. Appointment of Mr. Kamal Oswal (DIN: 00493213), as a Non-Executive Director retiring by rotation and being eligible, who offered himself for re-appointment. (Ordinary Resolution)

SPECIAL BUSINESS:



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5. Reappointment of Mr. Dinesh Oswal (DIN: 00607290) as Managing Director of the Company for a period of five years w.e.f 1st January, 2022. (Special Resolution)
6. Ratification of remuneration of Cost Auditors of the Company for the financial year 2021-22. (Ordinary Resolution)
7. To approve increase in remuneration of Ms. Tanvi Oswal. (Ordinary Resolution)
8. To approve the Payment to Mr. Jawahar Lal Oswal, Non-Executive Director of the Company. (Special Resolution)
9. To approve continuation of Holding of Office as Independent Director by Dr. Vijay Asdhir (DIN: 06671174), upon attaining the age of 75 years. (Special Resolution)
10. To approve continuation of Holding of Office as Independent Director by Dr. Amrik Singh Sohi (DIN: 03575022), upon attaining the age of 75 years. (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 2 working days from the conclusion of the Meeting.

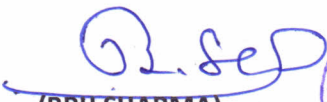
The Company Secretary proposed a vote of thanks to the Chair, the Members, Directors, Auditors and the meeting was concluded at 10.51am (including time allowed for e- voting at AGM). The quorum was present at the beginning and throughout the Meeting.

Post the conclusion of the voting, the Scrutinizer's Report was received. All the above Resolutions as set out in the Notice of 41st 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

