

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 No. : L17115PB1988PLC008820

NPFL/SD/2022-23/

August 25, 2022

<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
<b>SCRIP CODE: 523391</b>	<b>SYMBOL: NAHARPOLY</b>

**PROCEEDINGS OF 34TH ANNUAL GENERAL MEETING OF THE COMPANY**  
**HELD ON WEDNESDAY, 24<sup>TH</sup> AUGUST, 2022**

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 34th Annual General Meeting (hereinafter referred to as 'AGM') of the members of the Company was held on Wednesday, August 24, 2022 at 11.30 am through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act, 2013 read with various General Circulars including latest Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars").

At the outset, Ms. Disha Jindal, 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. Sambhav Oswal, Executive Director and chairman of Risk Management Committee, Mr. Satish Kumar Sharma, Executive Director, Dr. Yash Paul Sachdeva, Independent Director, Dr. Anchal Kumar Jain, Independent 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, Ms. Sakshi Garg, Partner of Statutory Auditors and Mr. P.S. Bathla Secretarial Auditors of the Company had joined the meeting. She further informed that Proposed Directors Mr. Rajan Dhir and Mr. Roshan Lal Behl had also joined the meeting. She further informed that the brief profile of the proposed Directors is already mentioned in the Notice of Annual General Meeting. The Company Secretary welcomed & introduced all the dignitaries to the Members. She 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. Sambhav Oswal as a Chairman for the meeting. Thereafter, the Company Secretary announced the election of Mr. Sambhav Oswal as a Chairman for the meeting and handed over the proceeding of the AGM to him

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





# 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](mailto:secnel@owmnahar.com) Website : [www.owmnahar.com](http://www.owmnahar.com)

CIN No. : L17115PB1988PLC008820

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. Afterwards, the Company secretary welcomes Mr. Dinesh Gogna, Non-Executive Director and Mr. Rakesh Kumar Jindal, Chief Financial officer of the Company who had also joined the meeting. Thereafter, Company Secretary briefed the members regarding general instructions to the members for 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 34th 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 21<sup>st</sup> August, 2022 at 9.00 a.m. and closed on 23<sup>rd</sup> August, 2022 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, August 17, 2022. 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. She 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. She further informed that the Members seeking to inspect such documents can send their requests to Company's email-id. 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 34th AGM through VC or OAVM and cast their votes through e-voting.
- d) Notice convening the AGM, the Director's report, Audited Financial Statements for the Financial Year ended March 31, 2022 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 [secnel@owmnahar.com](mailto:secnel@owmnahar.com). No queries or questions were received from any member.

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 16 resolutions) being considered in the meeting



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

Ph. : 91-124-2430532 - 2430533

Fax : 91 -124-2430536

Email: [delhi@owmnahar.com](mailto:delhi@owmnahar.com)



# 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 No. :** L17115PB1988PLC008820

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.

Following items of Resolutions as set out in the Notice convening 34th 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, 2022 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, 2022 and the Report of Auditors thereon.
2. Declaration of Dividend of Rs.2.50 on Equity Share of Rs. 5/- each for the year ended 31<sup>st</sup> March, 2022. (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)
5. Re-Appointment of M/S YAPL & Co., Chartered Accountants as Statutory Auditors for Second Term of 5 (Five) Years commencing from the conclusion of 34th Annual General Meeting of the Company till the conclusion of 39th Annual General Meeting to be held in the year 2027 (Ordinary Resolution)

### SPECIAL BUSINESS:

6. Ratification of remuneration of Cost Auditors of the Company (Ordinary Resolution).
7. To approve the transaction(s) / contract(s) with related parties in the ordinary course of business (Ordinary Resolution).
8. Re-Designation of Mr. Sambhav Oswal (Din: 07619112) from Executive Director to Managing Director and Revision in Remuneration with effect from September 1, 2022 to 30th June, 2025 i.e. till the completion of his present tenure (Special Resolution).
9. To approve Continuation of Holding of Office as Executive Director by Mr. Satish Kumar Sharma (Din: 00402712), Upon Attaining the Age of 70 Years (Special Resolution).
10. To approve the Re-appointment of Mr. Satish Kumar Sharma (Din: 00402712) as an Executive Director of the Company (Special Resolution).



**Gurugram Office :** Flat No. 22-B, Sector-18, Gurugram-120 015 (INDIA)  
**Ph. :** 91-124-2430532 - 2430533  
**Fax :** 91 -124-2430536  
**Email:** delhi@owmnahar.com



# 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](mailto:secnel@owmnahar.com) Website : [www.owmnahar.com](http://www.owmnahar.com)

CIN No. : L17115PB1988PLC008820

11. To appoint Dr. Anchal Kumar Jain (DIN: 09546925), as an Independent Director of the Company for term of 5 (Five) Years (Special Resolution).
12. To re-appoint Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company for term of 5 (five) years (Special Resolution).
13. To appoint Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company for term of 5 (five) years (Special Resolution).
14. To appoint Dr. Rajan Dhir (DIN: 09632451) as an independent director of the company for term of 5 (five) years (Special Resolution).
15. To appoint Dr. Prem Lata Singla (DIN:09674172) as an Independent Director of the company for term of 5 (Five) Years (Special Resolution).
16. To appoint Dr. Rakesh Kumar Jindal (Din: 03602606) as an independent director of the company for term of 5 (five) 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 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 12:20 P.M (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 34th AGM were duly passed with requisite majority.

This is for your information and records please

Thanking you.

Yours Faithfully,

FOR NAHAR POLY FILMS LIMITED

*Disha Jindal*

DISHA JINDAL

(COMPANY SECRETARY)



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

Ph. : 91-124-2430532 - 2430533

Fax : 91 -124-2430536

Email: [delhi@owmnahar.com](mailto:delhi@owmnahar.com)