

**Nahar****SPINNING MILLS LTD.**

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

NSML/SD/2023-24/

AUGUST 25, 2023

The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) <u>MUMBAI – 400 051</u>	The BSE Limited 25th Floor, P.J. Tower, Dalal Street, Mumbai <u>MUMBAI – 400 001</u>
SYMBOL: NAHARSPING	SCRIP CODE: 500296

SUB: NOTICE OF 43RD ANNUAL GENERAL MEETING AND E-VOTING

Dear Sir/Madam,

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Notice of 43rd Annual General Meeting of the Company scheduled to be held on **Monday, the 25th day of September, 2023 at 10:00 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 09, 2023, 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, 2023 (9:00 am) and end on 24th September, 2023 (5:00 pm). Accordingly, to determine the shareholders eligible to cast their votes electronically, the Company has fixed Monday, 18th September, 2023 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 SPINNING MILLS LIMITED


(BRIJ SHARMA)
COMPANY SECRETARY
F2458

Encl. As above

Gurugram Office :

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

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **43rd ANNUAL GENERAL MEETING (AGM)** of the members of **NAHAR SPINNING MILLS LIMITED ('the Company')** will be held on **Monday, the 25th day of September, 2023 at 10.00 A.M** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India in this regard, to transact the following businesses:

ORDINARY BUSINESS:**ITEM NO.1-ADOPTION OF FINANCIAL STATEMENTS**

To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2 - DECLARATION OF DIVIDEND

To declare a Dividend of Rs. 1.50/- per equity share of Rs. 5/- each on Equity Share Capital for the financial year ended 31st March, 2023.

ITEM NO.3 - 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.

ITEM NO.4 - APPOINTMENT OF MR. KAMAL OSWAL (DIN: 00493213) AS A NON-EXECUTIVE 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.

SPECIAL BUSINESS:**ITEM NO.5 - 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. Ramanath Iyer & Co. (Firm Registration No. 000019), New Delhi appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2023-24 at a remuneration of Rs. 1.90 Lakhs (Rupees One Lakh Ninety 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.6 – TO APPROVE INCREASE IN THE FEE PAYABLE TO MR. JAWAHAR LAL OSWAL, NON-EXECUTIVE DIRECTOR/CHAIRMAN OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company, consent and approval of the members of the Company, be and is hereby accorded for the increase in payment of Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company (DIN: 00463866) from @0.35% to @0.50% of Export Sales of the Company w.e.f. 1st April, 2023 till the remaining period of his appointment i.e. 30th September, 2024, in addition to sitting fees for attending the meetings of the Board of Directors as approved by the Board of Directors for Non-Executive Directors of the Company."

"RESOLVED FURTHER THAT the said amount will be paid to Mr. Jawahar Lal Oswal even if it exceeds one percent of the net profits of the Company in accordance with Section 197 and 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof."

"RESOLVED FURTHER THAT wherein any financial year, the Company has no profits or its profits are inadequate, the Company may pay Mr. Jawahar Lal Oswal, the said amount as Minimum Remuneration w.e.f. 1st April, 2023 till the remaining period of his appointment i.e. 30th September, 2024 or such other period as may be statutorily permitted subject to the requisite approvals, if any."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and approval



of the members of the Company, be and is also hereby accorded for above payment to Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the financial year 2023-24.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and are hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

ITEM NO. 7 – TO INCREASE BORROWING LIMIT 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** in supersession of earlier resolution dated 30th day of September, 2014 passed at the Annual General Meeting and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of Companies Act, 2013, if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent and approval of the members of the company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall also include a committee thereof) to borrow any sum and sums of money from time to time in rupee currency and/or foreign currency, as they may deem necessary or expedient for the purpose of business of the Company, upon such terms and conditions as the Board may in its absolute discretion think fit, notwithstanding the monies to be borrowed, together with monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) at any time, will or may exceed from the aggregate of the paid up Share Capital of the Company, its Free Reserves and Security Premium, not set apart for any specific purpose, provided that such total amount up to which monies may be borrowed and outstanding at any time shall not exceed the sum of Rs. 2000 Crores (Rupees Two Thousand Crores) only.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and desirable.”

ITEM NO.8 - TO CREATE CHARGES/MORTGAGES ON THE ASSETS OF THE COMPANY FOR SECURING THE LOAN AVAILED/TO BE AVAILED BY THE COMPANY

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

“**RESOLVED THAT** in supersession of resolution dated 30th day of September, 2014 passed at the Annual General Meeting and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of Companies Act, 2013, if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent and approval of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall also include committee thereof) for the creation of mortgage and/or charge in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such times and on such terms as the Board may determine on all or any of the movable and immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company for securing the borrowings and financial assistance not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores) only by way of loans (in foreign currency and/or rupee currency) and the securities and/or other debt instruments issued/to be issued by the Company from time to time together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment charges and expenses including any increase as a result of devaluation/ revaluation/fluctuations in the rates of exchange and all other moneys payable by the Company in terms of loan agreement(s), Heads of agreement(s), or any other document entered into/to be entered into between the Company and the Lender(s)/Agent(s) in respect of the said loan/borrowing/financial assistance.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the company be and are hereby authorized, for and on behalf of the company, to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

BY ORDER OF THE BOARD

Dated: 9th August, 2023
REGISTERED OFFICE: (COMPANY SECRETARY)
373, Industrial Area-A, Mem. No. FCS 2458
Ludhiana -141003 (India)
CIN: L17115PB1980PLC004341
E-mail: secnsm@owmnahar.com

**NOTES:**

1. **The Ministry of Corporate Affairs (MCA) vide its 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, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively 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, 2023. In compliance with aforesaid MCA Circulars, the 43rd 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 43rd 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 Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 and January 5, 2023, the Notice calling the AGM alongwith Annual Report for the year 2022-23 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 2022-23 has been uploaded on the website of the Company at www.owmnahar.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 9th September, 2023 to 12th September, 2023 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2023.
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 8th September, 2023 or Register of Beneficial Owners, maintained by the Depositories at the close of 8th September 2023.
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. Dinesh Gogna (DIN: 00498670) and Mr. Kamal Oswal (DIN: 00493213), 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 commend 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 2014-15 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2015-16 is to be transferred to Investor Education and Protection Fund in November, 2023. 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.owmnaahar.com/spinning/transfer-of-equity-shares-to-IEPF.php>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iefp.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 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.
17. To avail the facility of nomination, Members holding shares in physical 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.
18. 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.
19. 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.
20. **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (the "SEBI Circulars") 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 otherwise RTA shall be constrained to freeze such Folio(s) effective from October 01, 2023.**

In compliance thereof, the Company has already sent the communication alongwith prescribed forms to all the physical shareholders at their registered address. Members are requested to forward the duly



- filled in Forms along with the related proofs to the Company at its Registered Office at 373, Industrial Area-A, Ludhiana – 141003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services 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_cf/kyc_updation.php.
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, 2023 Members seeking to inspect such documents can send an email to secnsm@owmnahar.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:**
- (i) 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 secnsm@owmnahar.com or rta@alankit.com.
 - (ii) For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
 - (iii) 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/OAVMAREAS 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, 2023 (9:00 a.m.) and ends on 24th September, 2023 (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, 2023, 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 abovesaid 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 https://web.cdslindia.com/myeasi/home/login 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

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ Easi Registration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 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</p>



	<p>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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/Id easDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsd.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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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</p>

	<p>casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. 1800 22 55 33
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.: 1800 1020 990 and 1800 22 44 30

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 for NAHAR SPINNING MILLS LIMITED i.e. 230822003 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@cdsindia.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 mandatory 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 secnsm@owmnahar.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, 2023 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. 1800 22 55 33.

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. 1800 22 55 33.

- (ix) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Mr. Brij Sharma,
Company Secretary and Compliance Officer
373, Industrial Area-A, Ludhiana – 141003
CIN: L17115PB1980PLC004341
Phone: 0161-2600701 to 705
E-mail: secnsm@owmnahar.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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secnsm@owmnahar.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 secnsm@owmnahar.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.ownahar.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 43rd Annual General Meeting i.e. 25th September, 2023.
32. A person who is not a Member as on the cut off date i.e. 18th September, 2023 should treat this Notice for information purposes only.

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

The following 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

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 30th May, 2023 on the recommendation of Audit Committee, approved the appointment of M/s Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) at a remuneration of Rs. 1.90 Lakhs (Rupees One Lakh Ninety 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 2023-24.

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 Directors 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 Item No. 5 of the Notice for ratification of remuneration payable to M/s. Ramanath Iyer & Co., Cost

Accountants (Firm Registration No. 000019) for financial year 2023-24.

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

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM NO. 6

The Shareholders vide their Special Resolution dated 29th September, 2021 approved the payment @0.35% of Export Sales of the Company, to Mr. Jawahar Lal Oswal, Non-Executive Director/ Chairman of the Company (DIN: 00463866) w.e.f. 1st October, 2021 for a period of three years.

Mr. Jawahar Lal Oswal has been associated with the company as Director/Chairman since 1992. Since then, the Company has been utilizing his textiles knowledge, business experience and leadership without any consideration. Having regard to his contribution to the growth of the company especially on export front, the Board, on the recommendation of Nomination and Remuneration Committee and Audit Committee has sought approval of the members by way of Special Resolution for increase in the payment of Mr. Jawahar Lal Oswal from @ 0.35% to @ 0.50% of Export Sales till the remaining period of his appointment i.e 30th September, 2024. In addition to the said payment, Mr. Jawahar Lal Oswal shall continue to be eligible for payment of sitting fees for attending the meetings of the Board of Directors, as approved by the Board of Directors for Non-Executive Directors of the Company.

The said payment will be paid to Mr. Jawahar Lal Oswal even if it exceeds one percent of the Net Profits of the Company in accordance with Section 197 and 198 of the Companies Act, 2013.

Wherein any financial year during his directorship, the Company has no profits or its profits are inadequate, the Company may pay the said payment to Mr. Jawahar Lal Oswal, w.e.f. 1st April, 2023 as the minimum amount till the remaining period of his appointment i.e 30th September, 2024 subject to the requisite approvals, if any.

Further, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company, is also being sought for above payment to Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the financial year 2023-24.

Listed Companies (other than Nahar Spinning Mills Limited) in which Sh. Jawahar Lal Oswal holds



Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2023:

Directorship of Board:

Sr.No.	NAME OF THE COMPANY	STATUS
1	Nahar Capital and Financial Services limited	Director/Chairman
2	Nahar Poly Films Limited	Director/Chairman
3	Nahar Industrial Enterprises Limited	Director/Chairman
4	Monte Carlo Fashions Limited	Chairman/ Managing Director

Chairmanship of Board Committees: Nil

Membership of Board Committees: Nil

Shareholding in the Company: He holds 90374 Equity Shares of Rs.5/- each

Disclosure of relationship between Directors inter-se: Mr. Jawahar Lal Oswal is the father of Mr. Kamal Oswal, Director and Mr. Dinesh Oswal, Managing Director of the company. Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers.

Mr. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Dinesh Oswal (Managing Director), Mr. Kamal Oswal (Director), Mrs. Ritu Oswal and Ms. Tanvi Oswal being relatives of Mr. Jawahar Lal Oswal may also be deemed to be concerned or interested in the said resolution.

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

The Board recommends the Special Resolution set out at Item No.6 of the accompanying 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 the manufacturing of Yarn and Garments under the main head Textile Industry.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 16th December, 1980 and is working since then.

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

Not Applicable, as the company is an existing Company operating its Spinning/Garment Plants successfully.

(4) Financial performance based on the given indicators

(Rs. In lakhs)

	FY 2022-23	FY 2021-22
Gross Revenue	284122.64	360837.34
Profit before Tax	15468.25	67526.97
Net Profit for the period	11079.25	50218.77

(5) Foreign investments or Collaborators, if any

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

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Jawahar Lal Oswal is 79 years of age and holds a Bachelor's Degree in Commerce. He has more than 59 years of rich experience in the textile and woollen industry. Presently, he is serving as Chairman & Managing Director of Monte Carlo Fashions Ltd. and M/s. Oswal Woollen Mills Limited and also holds the position of Chairman on the Board of various other Group Companies.

(2) Past Remuneration (last two years)

(Amount in Rs.)

Particulars	Financial year (2022-23)	Financial Year (2021-22)
Salary	-----	-----
Perquisite and Allowances	-----	-----
Advisory Fee	46,006,548.00	47,882,394.00
Retirement Benefits	-----	-----
Sitting Fees	30,000.00	40,000.00
Total	46,036,548.00	47,922,394.00

(3) Recognition or Awards

Under the dynamic leadership of Mr. Jawahar Lal Oswal, the Company has been awarded several Export awards and trophies by the TEXPROCIL and Apparel Export Promotion Council and the Government of India.

(4) Job profile and his suitability

Mr. Jawahar Lal Oswal is a Non-Executive Director/Chairman of the Company. His association started with the Company as Director of the Company in the year 1992. He was appointed as a Chairman by the Board and is continuing as a Non-Executive Chairman as on date. As a Non-Executive Chairman, Mr. Jawahar Lal Oswal has been serving as mentor for the Board, Managing Director and Senior Management especially in devising export sales and promotion strategies. He provides



feedback and counsel to the Managing Director and Senior Management on key issues. He has played a pivotal role in charting the Company's strategy for expanding its operations in the Global Markets. Having regard to his textile knowledge and business experience, he is the best suited person for the job.

(5) Payment Proposed

The remuneration proposed has already been given in the Special Resolution at Item No. 6 of the accompanying Notice of Annual General Meeting. However in case of inadequacy of profits, the said remuneration will be paid as minimum remuneration.

(6) Comparative payment 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. Jawahar Lal Oswal and the industry benchmarks, the payment proposed to be paid to him commensurate with the payment being made to persons at similar level in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Jawahar Lal Oswal belongs to promoter category. He is also a relative to Mr. Dinesh Oswal, Managing Director and Mr. Kamal Oswal, Director of the Company. Besides the payment proposed and sitting fees for attending Board Meeting, Mr. Jawahar Lal 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 Company has earned a Net Profit of Rs. 11079.25 Lakhs for the year ended 31st March, 2023. During the year under review, ongoing conflict between Russia & Ukraine coupled with Global demand recession has impacted company's performance. High cotton prices and drastic fall in the prices of the yarns during the year under review further aggravated the problems for the spinning industry.

• **Steps taken or proposed to be taken for improvement**

The management is quite hopeful that with the improvement in global demand and opening up of global economies will definitely give push to the prospect of textile industry. The industry on their part continuously modernizing and

upgrading its technology to maintain its core competence and convert it into the competitive edge over others.

• **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 level, your Management expects that the productivity and profits will improve in coming period. With the improvement in business cycle, the textile industry is expected to perform reasonably 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. 7

The members of the Company at the Annual General Meeting held on 30th day of September, 2014, had accorded, by way of special resolution, their approval to the Board of Directors of the Company, for borrowing monies on behalf of the Company, from time to time up to an aggregate amount of Rs.1500.00 Crores (Rupees One Thousand Five Hundred Crores) only, notwithstanding the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed from the aggregate of the paid up share capital of the Company and its free reserve and securities premium not set apart for specific purpose. However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company can exercise such powers only with the approval of Members of the Company by way of Special Resolution. Having regard to Company's requirement of funds for its growth plans & future expansion program, consent and approval of the shareholders is being sought for increasing the said borrowing limit from Rs. 1500.00 Crores (Rupees One Thousand Five Hundred Crores) to Rs. 2000.00 Crores (Rupees Two Thousand Crores) only.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for your approval.

ITEM NO.8

Since the borrowings of the Company are generally



required to be secured by way of creation of mortgage and/or charge and/or hypothecation and/or pledge and/or assignments and/or lien on all or any other movable and/or immovable properties of the Company both present and/or future. The members of the Company at the Annual General Meeting held on 30th day of September, 2014, had accorded by way of special resolution their approval to the Board of Directors of the Company for securing the borrowings and financial assistance not exceeding Rs. 1500 crores (Rupees One Thousand Five Hundred Crores) only. Now, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the shareholders is sought for authorising the Board to create mortgage and/or charge and/or hypothecation and/or pledge over the property of the Company, both present and future to secure the borrowings or financial assistance upto an aggregate amount not exceeding Rs. 2000.00 Crores (Rupees Two Thousand Crores) only.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

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

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment:

As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

1. Name	Mr. Dinesh Gogna
Age	70 Years
Qualification	BA, LLB
Expertise	Having more than 46 years of experience in Corporate Finance and Taxation

Listed Companies (other than Nahar Spinning Mills Limited) in which Mr. Dinesh Gogna holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2023:

Directorship of Board:

Sr.No.	NAME OF THE COMPANY	STATUS
1	Nahar Industrial Enterprises Limited	Director
2	Nahar Poly Films Limited	Director
3	Nahar Capital And Financial Services Limited	Director
4	Monte Carlo Fashions Limited	Director
5	Oswal Leasing Limited	Director

Chairmanship of Board Committees:

Sr.No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Ltd.	Stakeholder's Relationship Committee
2	Monte Carlo Fashions Ltd.	Stakeholder's Relationship Committee

Membership of Board Committees:

Sr.No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Capital and Financial Services Ltd.	Risk Management Committee CSR Committee Share Transfer Committee
2	Nahar Poly Films Ltd.	Audit Committee CSR Committee Share Transfer Committee Stakeholder Relationship Committee
3	Nahar Industrial Enterprises Ltd.	Audit Committee CSR Committee
4	Monte Carlo Fashions Ltd.	Audit Committee Nomination & Remuneration Committee Risk Management Committee CSR Committee Share Transfer Committee
5	Oswal Woolen Mills Ltd.	Audit Committee Shareholder's Committee

Listed entities from which the Director has resigned in the past three years: Nil

Shareholding in the Company: Nil

Disclosure of relationship between Directors interse: Nil

2. Name	Mr. Kamal Oswal
Age	61 Years
Qualification	B.Com
Expertise	Having more than 41 years of experience in Textile & Woollen Industry

Listed Companies (other than Nahar Spinning Mills Limited) in which Mr. Kamal Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2023:

Directorship of Board:

Sr.No.	NAME OF THE COMPANY	STATUS
1	Nahar Industrial Enterprises Limited	Director
2	Nahar Poly Films Limited	Director
3	Nahar Capital And Financial Services Limited	Director
4	Oswal Leasing Limited	Director



Chairmanship of Board Committees:

Sr.No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Ltd.	CSR Committee

Membership of Board Committees:

Sr.No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Ltd.	Stakeholder's Relationship Committee

Listed entities from which the Director has resigned in the past three years: Nil

Shareholding in the Company: 24750 Equity Shares of Rs.5/- each

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

BY ORDER OF THE BOARD

Dated: 9th August, 2023

BRIJ SHARMA
(COMPANY SECRETARY)
Mem. No. FCS 2458

REGISTERED OFFICE:
373, Industrial Area-A,
Ludhiana -141003(India)
CIN: L17115PB1980PLC004341
E-mail: secnsm@owmnahar.com

