

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

NSML/SD/2014/

08.10.2014

1. The Manager,
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
2. The General Manager,
The Bombay Stock Exchange Limited
25th Floor, P.J. Tower,
Dalal Street, Mumbai
MUMBAI - 400 001

**SUB: PROCEEDINGS OF THIRTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT 10.00 A.M.**

Dear Sir,

Pursuant Clause 31(d) of the Listing Agreement, we are pleased to inform you that 34th Annual General Meeting of the members of the Company was held on Tuesday, September 30, 2014 at 10:00 A.M. at the premises of Nahar Industrial Enterprises Limited, Focal Point, Ludhiana. The meeting was attended by 87 members in person, proxy and authorized representatives of Corporates.

In the absence of the Chairman, Sh. J.L. Oswal, the members unanimously elected Sh. Dinesh Oswal, Managing Director of the Company, as Chairman to preside over the meeting.

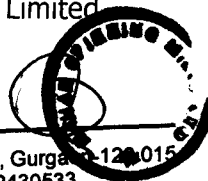
On being informed by Mr. Brij Sharma, Company Secretary that the quorum for the meeting is present, the Chairman declared that the meeting is in order. Thereafter he asked Mr. Brij Sharma, Company Secretary of the Company, to read out the Auditor's report. The Report was read out at the meeting.

Thereafter the Chairman gave a brief speech highlighting the performance as well as achievements of the company during the year.

The Chairman informed the members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company offered e-voting facility to all the shareholders of the Company in respect of all the businesses to be transacted at the AGM. For this purpose, the Company entered into a Tri-party Agreement with Central Depository Services (India) Limited

Mumbai Office : 414, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021
Phones : 91-22-22835262, 22835362
Fax : 91-22-22872863
Email : mumbai@owmnahar.com

Gurgaon Office : Flat No. 22-B, Sector-18, Gurgaon - 122 015
Ph. : 91-124-2430532 - 2430533
Fax : 91-124-2430536
Email : delhi@owmnahar.com



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

and Alankit Assignments Ltd, Registrar & Transfer Agent of the Company, for providing e-voting facility to its shareholders. The e-voting started from 24th September, 2014 9.00 a.m. till 26th September, 2014 6.00 p.m. Mr. P.S. Bathla, Practising Company Secretary, Ludhiana, was appointed to act as a Scrutinizer to the e-voting process in a fair and transparent manner. The Chairman confirmed that Mr. P.S. Bathla has submitted the report on e-voting to him.

Further, the Chairman informed that all the resolution contained in the Notice will be passed by way of poll and Mr. P.S. Bathla, Practising Company Secretary, will act as Scrutinizer for the poll process in a fair and transparent manner. Thereafter, the Chairman asked the members whether they have got the Ballot paper or not. He also explained the procedure for casting the vote. After confirmation, he declared that the polling is open and shareholders present in the meeting casted their votes through poll.

After close of polling process, Mr. P.S. Bathla, Scrutinizer, submitted the consolidated report on e-voting and poll to the Chairman.

The Chairman declared that all the Resolutions have been passed as summarized below:

ORDINARY BUSINESSES:

1. Adoption of Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Declaration of dividend @ 20% i.e. Re. 1/- per Equity Share of Rs. 5/- each for the year 2013-14. (Ordinary Resolution)
3. Appointment of Sh. Jawahar Lal Oswal (DIN 00463866), Director retiring by rotation. (Ordinary Resolution)
4. Appointment of Sh. Satish Kumar Sharma (DIN 00402712), Director retiring by rotation. (Ordinary Resolution)
5. Appointment of Auditors and fixation of their remuneration. (Ordinary Resolution)

SPECIAL BUSINESS:

6. Appointment of Dr. (Mrs.) Harbhajan Kaur Bal (DIN: 00008576) as an Independent Director of the Company for a period of three years upto the conclusion of 37th Annual General Meeting in the calendar year 2017. (Ordinary Resolution)



Mumbai Office : 414, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021
Phones : 91-22-22835262, 22835362
Fax : 91-22-22872863
Email : mumbai@owmnahar.com

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

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

7. Appointment of Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent director. of the Company for a period of three years upto the conclusion of 37th Annual General Meeting in the calendar year 2017. (Ordinary Resolution)
8. Appointment of Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director of the Company for a period of three years upto the conclusion of 37th Annual General Meeting in the calendar year 2017.. (Ordinary Resolution)
9. Appointment of Dr. Amrik Singh Sohi (DIN 03575022) as an Independent Director of the Company for a period of three years upto the conclusion of 37th Annual General Meeting in the calendar year 2017. (Ordinary Resolution)
10. Appointment of Prof. Kanwar Sain Maini (DIN 00454686) as an Independent Director of the Company for a period of three years upto the conclusion of 37th Annual General Meeting in the calendar year 2017. (Ordinary Resolution)
11. Approval of Shareholders to the Board under Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)
12. Approval of shareholders to the Board under Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)
13. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. (Special Resolution)
14. Approval for payment of minimum remuneration to Sh. Dinesh Oswal, Managing Director of the Company in case of inadequacy of profits. (Special Resolution)
15. Entering into agreement for sale and purchase of Yarns, Fabrics, Garments etc. with M/s. Monte Carlo Fashions Ltd., M/s. Nahar Industrial Enterprises Ltd. and M/s. Oswal Woollen Mills Ltd. for a period of 3 years. (Special Resolution)

The poll results were notified to the stock Exchanges in the format prescribed under clause 35A of the Listing Agreement and the details of the said results were also uploaded on the company's website.

This is for your information and records please.



Mumbai Office : 414, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021
Phones : 91-22-22835262, 22835362
Fax : 91-22-22872863
Email : mumbai@owmnahar.com

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



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

Thanking you,

Yours faithfully,
For **NAHAR SPINNING MILLS LTD.**


(**BRIJ SHARMA**)
COMPANY SECRETARY

Mumbai Office : 414, Raheja Chambers, 213 Nariman Point, Mumbai - 400 021
Phones : 91-22-22835262, 22835362
Fax : 91-22-22872863
Email : mumbai@owmnahar.com

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

