

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **16TH ANNUAL GENERAL MEETING (AGM)** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED ("the Company")** will be held on **Wednesday, the 29th day of September, 2021 at 12.30 pm** through Video Conferencing / Other Audio Visual Means to transact the following businesses:

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

- i. To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
- ii. To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Auditors thereon.

ITEM NO. 2 – DECLARATION OF DIVIDEND

To declare a dividend of Rs. 1.50/- per equity share of Rs. 5/- each for the year ended 31st March, 2021.

ITEM NO: 3 – APPOINTMENT OF MR. DINESH GOGNA 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. SATISH KUMAR SHARMA AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Satish Kumar Sharma (DIN: 00402712) 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 – TO RE-APPOINT MR. DINESH OSWAL AS A MANAGING DIRECTOR 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 pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force) and Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent and approval of the Members, be and is hereby accorded for the re-appointment of Mr. Dinesh Oswal, Managing Director of the Company, (DIN : 00607290) for a period of five years w.e.f. 1st January, 2022 to 31st December, 2026 on the remuneration and perquisites as set out below:

1. **Salary (Scale):** Rs.30,00,000-3,00,000-42,00,000 per month.
2. **Commission :** 2% of the Net Profit.
3. **Perquisites :** Following perquisites shall be allowed in addition to salary and commission:-
 - a. **Medical Reimbursement:** Reimbursement of expenses incurred including premium paid for medical policy for self and family, subject to a ceiling of one month's salary in a year or five months' salary over a period of five years.
 - b. **Leave Travel Concession:** Leave Travel Concession for self and family once in a year incurred by him.
 - c. **Club Fees:** Fees of club subject to a maximum of two clubs including Admission Fees and Life Membership Fees.
 - d. **Personal Accident Insurance:** Personal Accident Insurance of an amount, the annual premium of which shall not exceed Rs. 20,000/-.
 - e. **Provident Fund and Super-annuation Fund:** Contribution to Provident Fund, Super-annuation Fund or Annuity Fund in accordance with the rules specified by the Company.
 - f. **Gratuity:** Gratuity paid shall not exceed half month's salary for each completed year of service subject to maximum limit as per Payment of Gratuity Act, 1972.
 - g. **Leave Encashment:** Encashment of leave at the end of the tenure, as per rules of the Company.
 - h. **Car and Telephone:** Free use of Company's car with Driver for official work and telephone at residence."

Note: For the purpose of perquisites stated herein above, family means the spouse, the dependent children and dependent parents of the appointee.

"RESOLVED FURTHER THAT the Board of Directors of the Company subject to the recommendation of Nomination and Remuneration Committee, be and are hereby authorized to alter and vary the terms and conditions of appointment and /or remuneration of Mr. Dinesh Oswal, as the Board of Directors may deem



appropriate during his tenure as Managing Director of the Company, provided such revision in remuneration does not exceed the limits as approved by the Members under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)."

"RESOLVED FURTHER THAT wherein any financial year, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of salary, commission and perquisites as above to Mr. Dinesh Oswal, as Minimum Remuneration for a period not exceeding 3 (three) years or such other period as may be permitted subject to the requisite approvals, if any."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

ITEM NO. 6 – TO APPROVE CONTINUATION OF HOLDING OF OFFICE AS INDEPENDENT DIRECTOR BY DR. AMRIK SINGH SOHI (DIN: 03575022), UPON ATTAINING THE AGE OF 75 YEARS -

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

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Independent Director of the Company by Dr. Amrik Singh Sohi (DIN: 03575022), upon attaining the age of 75 years on August 1, 2022 upto the expiry of his present term of office up to September 25, 2022".

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 7 – TO APPROVE CONTINUATION OF HOLDING OF OFFICE AS INDEPENDENT DIRECTOR BY DR. VIJAY ASDHIR (DIN: 06671174), UPON ATTAINING THE AGE OF 75 YEARS -

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

Resolution :

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Independent Director of the Company by Dr. Vijay Asdhir (DIN: 06671174), upon attaining the age of 75 years on July 27, 2022 upto the expiry of his present term of office up to September 25, 2022".

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD

ANJALI MODGIL
(COMPANY SECRETARY)
FCS - 9650

DATE: 2ND AUGUST, 2021

Regd. Office:

**375, Industrial Area-A,
Ludhiana-141003**

CIN: L45202PB2006PLC029968

E-mail: secncfs@owmnahar.com

NOTES:

1. In view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (MCA) vide 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 and Securities and Exchange Board of India (SEBI) vide its 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 allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. Thus, in compliance with the said Circulars, the 16th Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio visual means (OAVM). Members can attend and participate in the AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 25.



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 Circular No. 14/2020 dated April 08, 2020, 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 Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, the Notice calling the AGM alongwith Annual Report for the year 2020-21 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 2020-21 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.
7. The Register of Members and Share Transfer Register of the Company shall remain closed from 18th September, 2021 to 21st September, 2021 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2021.
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 17th September, 2021 or Register of Beneficial Owners, maintained by the Depositories at the close of 17th September, 2021.
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 and Mr. Satish Kumar Sharma, 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 2012-13 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2013-14 is to be transferred to Investor Education and Protection Fund in November, 2021. 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: www.owmnahar.com/nahar_cf/pdf/NAHARCAP.pdf. The said details have also been uploaded on the



website of the IEPF Authority and the same can be accessed through the link: www.iepf.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, as amended, securities of listed companies can be transferred only in dematerialized form except in case of request received for transmission or transposition of securities.

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. The Company provides the facility of paying dividend through Electronics Clearing System (ECS). The members desirous of availing the facility of electronic credit of dividend 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). 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 are requested to send us duly filled and signed Nomination Form (Form No. SH-13).
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. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and Bank Details by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their self attested copy of PAN card and bank details alongwith Original cancelled cheque leaf/attested bank passbook showing name of account holder and address, to the Company's Registered Office at 375, Industrial Area-A, Ludhiana – 141 003 / Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055.
21. 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 29, 2021. Members seeking to inspect such documents can send an email to secncfs@owmnaahar.com.
22. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
23. The members who have voted through remote e-voting will be eligible to attend the AGM but they will not be eligible to vote at the AGM.



24. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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 secncfs@owmnahtar.com or rta@alankit.com.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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 REMOVE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM AREAS UNDER:

- (i) The voting period begins on 26th September, 2021 (9:00 a.m.) and ends on 28th September, 2021 (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 22nd September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (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.

- (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** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 progress as per the information provided by company. On clicking the E voting menu, 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.



	<p>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/EasiRegistration</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. 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>	<p>demat account number held 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 with NSDL</p>	<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.nsdl.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 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.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.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</p>	<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022-23058738 and 22-23058542-43.
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

(v) Login method of e-Voting and joining virtual AGM for **shareholders other than individual shareholders holding in demat form & physical shareholders.**

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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth DOB	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. <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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) **Click on the EVSN for NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED i.e. 210826013 to vote.**
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Facility for Non-Individual Shareholders and Custodian-Remote e-Voting**
 - 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@cDSLindia.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 should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 secncfs@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.
- (xx) 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. 22nd September, 2021 may follow the same instructions as mentioned above for e-Voting.
- (xxi) 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 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 022-23058542/43.

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

Mrs. Anjali Modgil,
Company Secretary and Compliance Officer
375, Industrial Area-A, Ludhiana - 141003
Phone: 0161-2665000
E-mail: gredressalncfsl@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 secncfs@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 secncfs@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), not later than 48 hours from 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.owmnahar.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 16th Annual General Meeting i.e. 29th September, 2021.
32. A person who is not a Member as on the cut off date i.e. 22nd September, 2021 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. 7 of the accompanying Notice:

ITEM NO. 5

Mr. Dinesh Oswal was appointed as Managing Director of the Company w.e.f. 1st January, 2017 for a period of 5 years. His period of office shall expire on 31st December, 2021. Mr. Dinesh Oswal is 56 years of age. He is a commerce graduate and has more than 36 years of experience in Textile Industry and financial expertise and he has been involved in the Operations of the Company since 2006. It would be in the interest of the company if he is re-appointed as Managing Director of

the Company under the category of Key Managerial Personnel.

The Board, keeping in view the overall growth of the Company under his able and dynamic leadership and on the recommendation of Nomination and Remuneration Committee has decided (subject to the approval of shareholders), to re-appoint him as Managing Director for a further period of 5 years commencing from 1st January, 2022. Mr. Dinesh Oswal, is eligible for re-appointment as Managing Director and his remuneration and perquisites as set out in the resolution are in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

Wherein any financial year during his tenure, the Company has no profits or its profits are inadequate, the Company may pay the remuneration as set out in the resolution to Mr. Dinesh Oswal, as the minimum remuneration for a period not exceeding 3 (three) years or such other period as may be permitted subject to the requisite approvals, if any.

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Dinesh Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2021:

Directorship of Board:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Spinning Mills Limited	Managing Director
2	Nahar Poly Films Limited	Director
3	Nahar Industrial Enterprises Limited	Director

Chairmanship of Board Committees :

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Spinning Mills Limited	CSR Committee Share Transfer Committee
2	Nahar Poly Films Limited	CSR Committee Share Transfer Committee

Member of Board Committees : NIL

Shareholding in the Company : 64091 Equity Shares

Disclosure of relationship between Directors inter-se: Mr. Dinesh Oswal is related to Mr. Jawahar Lal Oswal (Chairman) and Mr. Kamal Oswal (Director). None of the other Directors are in any way related to Mr. Dinesh Oswal.

Mr. Dinesh Oswal may be deemed to be concerned or interested in the aforesaid resolution. Further, Mr.



Jawahar Lal Oswal (Chairman), Mr. Kamal Oswal (Director) and Mrs. Ritu Oswal (CSR Advisor), being relatives of Mr. Dinesh Oswal may 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 Resolution as given in the Notice may also be treated as an abstract of terms of Contract of Appointment under the provisions of Section 190 of the Companies Act, 2013. The terms and conditions of appointment as set out in the draft agreement to be entered into between the Company and Mr. Dinesh Oswal, is available for inspection at the Registered Office of the Company.

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

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 Investment and Financial activities. The Company is also doing real estate activities.

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

The Company was incorporated on 31st March, 2006 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.

(4) Financial performance based on the given indicators

(Rs. in Lakhs)

	FY 2020-21	FY 2019-20
Gross Revenue	4759.52	2059.85
Profit before Tax	4109.55	1319.40
Net Profit	2966.90	1462.78

(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. Dinesh Oswal is 56 years of age. He is commerce graduate and is having more than 36 years of business experience in textile industry and financial matters. He is also a Managing Director of M/s. Nahar Spinning Mills Ltd.

(2) Past Remuneration (last two years)

(Amount in Rs.)

Particulars	Financial Year (2020-21)	Financial year (2019-20)
Salary	27,338,065.00	29,400,000.00
Perquisite and Allowances	--	--
Commission/bonus	--	--
Retirement Benefits	--	--
Total	27,338,065.00	29,400,000.00

Note: Mr. Dinesh Oswal was paid remuneration during the year 2020-21 and 2019-20 as approved by the Shareholders vide their Special Resolution dated 30th September, 2019.

(3) Recognition or Awards

NIL

(4) Job profile and his suitability

Mr. Dinesh Oswal became the Managing Director of the Company, which came into existence after the demerger of financial business of Nahar Spinning Mills Ltd. into a separate company. The demerger was approved by the Hon'able High Court of Punjab and Haryana vide order dated 21.12.2006. Since then he is working with the Company as Managing Director and managing the day to day affairs of the Company having investible funds of more than Rs. 500 Crores. He is having financial knowledge and expertise of Capital Market. Seeing his entrepreneurial skills, leadership qualities and the progress made by the Company, he was re-appointed as Managing Director by the Members for a period of five years w.e.f. 1st January, 2017, vide their Special Resolution dated 30th September, 2016. The Company's total revenue which was Rs. 2881 Lakhs in the year 2007 has risen to Rs. 4759 Lakhs in the year 2021. He has played a pivotal role in charting the Company's strategy for expanding its operations. Having regard to his financial expertise and knowledge in the Capital Market, he is the best suited person for the responsibilities entrusted to him by the Board of Directors.

(5) Remuneration Proposed

Remuneration proposed is already provided in the



Special Resolution at item No. 5 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 remuneration 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. Dinesh Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

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

Mr. Dinesh Oswal belongs to promoter category. He is also a relative to Mr. J.L. Oswal, Chairman and Mr. Kamal Oswal, Director of the Company. Besides the remuneration proposed, Mr. Dinesh Oswal, does not have any other pecuniary relationship with the Company or with the Managerial Personnel.

III. OTHER INFORMATION:

(1) Reasons for loss or inadequate profits

The Company has earned a Net Profit of Rs. 2966.90 Lakhs for the year ended 31st March, 2021. However, disrupted economic and financial activities due to the COVID-19 pandemic, the Company's profitability might get affected in the coming periods.

(2) Steps taken or proposed to be taken for improvement

In order to mitigate the impact of COVID-19, the Reserve Bank of India and the Government of India are taking several measures for increasing the economic and financial activities of the Country. Further, the Company always strives to focus on diversifying its business into new avenues of Investment/financial activities to earn maximum returns.

(3) 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

diversification of Company's business coupled with favorable Government's initiatives to boost the economic and financial activities of the country, the Company expects better financial performance in the coming periods.

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. 6

Dr. Amrik Singh Sohi was re-appointed as an Independent Director of the Company on 26.09.2017 to hold office for 5 (five) consecutive years for a second term up to September 25, 2022 under the relevant provisions of the Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Dr. Amrik Singh Sohi is 74 years of age and will attain the age of 75 years on 1st August, 2022. He is an Independent Director of the Company. He is M.Sc. and Ph.D. He is an eminent educationist and having more than 43 years of experience in Teaching and Entomology Research. Presently, he is working as a Consultant in PGR Cell, Sri Rattan Tata Trust, Mumbai. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Having regard to his vast knowledge and expertise, the Nomination and Remuneration Committee has recommended his continuation on the Board as an Independent Director. The Board is of the opinion that his continued association would be of immense beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In view of above, the Company seeks consent of the members by way of Special Resolution for continuation of holding of existing office by Dr. Amrik Singh Sohi as Independent Director of the Company after attaining the age of 75 years upto the expiry of his present term of office up to September 25, 2022.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for your approval.

Except Dr. Amrik Singh Sohi, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or



otherwise in the Resolution. Dr. Amrik Singh Sohi does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Brief resume of Dr. Amrik Singh Sohi, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided hereunder:

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Dr. Amrik Singh Sohi holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2021:

Directorship:

Sr. No.	NAME OF THE COMPANY	STATUS
1.	Nahar Spinning Mills Limited	Independent Director
2.	Nahar Poly Films Limited	Independent Director
3.	Monte Carlo Fashions Limited	Independent Director

Chairmanship of Board Committees: NIL

Member of Board Committees:

Sr. No.	NAME OF THE COMPANY	STATUS
1.	Nahar Spinning Mills Limited	Stakeholder's Relationship Committee Nomination and Remuneration Committee
2.	Nahar Poly Films Limited	Stakeholder's Relationship Committee

Shareholding in the Company: NIL

Disclosure of relationship between Directors inter-se: NIL

ITEM NO. 7

Dr. Vijay Asdhir was appointed as an Independent Director of the Company on 26.09.2017 to hold office for 5 (three) consecutive years for a second term up to September 25, 2022 under the relevant provisions of the Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Dr. Vijay Asdhir is 74 years of age and will attain the age

of 75 years on 27th July, 2022. He is M.Com, Ph.D. and having more than 38 years of experience in Teaching and Administration. He retired as Head of Commerce Department (Post Graduate), Government College, Ludhiana and as a Director in the Khalsa Institute of Management, Ludhiana. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Having regard to his vast knowledge and expertise, the Nomination and Remuneration Committee has recommended his continuation on the Board as an Independent Director. The Board is of the opinion that his continued association would be of immense beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

In view of above, the Company seeks consent of the members by way of Special Resolution for continuation of holding of existing office by Dr. Vijay Asdhir as Independent Director of the Company after attaining the age of 75 years upto the expiry of his present term of office up to September 25, 2022.

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

Except Dr. Vijay Asdhir, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution. Dr. Vijay Asdhir does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Brief resume of Dr. Vijay Asdhir, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided hereunder:

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Dr. Vijay Asdhir holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2021:

Directorship:

Sr. No.	NAME OF THE COMPANY	STATUS
1.	Nahar Spinning Mills Limited	Independent Director
2.	Nahar Poly Films Limited	Independent Director
3.	Nahar Industrial Enterprises Limited	Independent Director



Chairmanship of Board Committees:

Sr. No.	NAME OF THE COMPANY	STATUS
1.	Nahar Spinning Mills Limited	Stakeholder's Relationship Committee Audit Committee
2.	Nahar Industrial Enterprises Limited	Audit Committee Nomination and Remuneration Committee

Member of Board Committees:

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

Shareholding in the Company: NIL

Disclosure of relationship between Directors inter-se: NIL

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	68 Years
Qualification	BA, LLB
Expertise	Having more than 44 years of experience in Corporate Finance and Taxation

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Dinesh Gogna holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2021:

Directorship of Board:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Monte Carlo Fashions Limited	Director
2	Nahar Spinning Mills Limited	Director
3	Nahar Poly Films Limited	Director
4	Nahar Industrial Enterprises Limited	Director
5	Oswal Leasing Ltd.	Director

Chairmanship of Board Committees:

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

Membership of Board Committees:

Sr.No.	NAME OF THE COMPANY	STATUS
1	Monte Carlo Fashions Limited	Audit Committee Nomination and Remuneration Committee CSR Committee Share Transfer Committee
2	Nahar Spinning Mills Limited	Audit Committee Share Transfer Committee CSR Committee
3	Nahar Poly Films Limited	Audit Committee Stakeholders Relationship Committee Share Transfer Committee CSR Committee
4	Nahar Industrial Enterprises Limited	Audit Committee CSR Committee

Shareholding in the Company: NIL

Disclosure of relationship between Directors inter-se: NIL

2. Name	Mr. Satish Kumar Sharma
Age	69 Years
Qualification	MBA
Expertise	Having more than 47 years of experience in Textile Industry

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Satish Kumar Sharma holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2021:

Directorship of Board:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Spinning Mills Limited	Director
2	Nahar Poly Films Limited	Executive Director

Chairmanship of Board Committees: NIL

Membership of Board Committees:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Spinning Mills Limited	Stakeholder Relationship Committee Share Transfer Committee

Shareholding in the Company: NIL

Disclosure of relationship between Directors inter-se: NIL

BY ORDER OF THE BOARD

ANJALI MODGIL
(COMPANY SECRETARY)
FCS - 9650

DATE: 2ND AUGUST, 2021
Regd. Office:
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Ludhiana-141003
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