

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **13TH ANNUAL GENERAL MEETING** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** will be held on **Friday, the 28th day of September, 2018 at 12.00 Noon** at the premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana to transact the following business:

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, 2018 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, 2018 and the Reports of the Auditors thereon.

ITEM NO. 2 – DECLARATION OF DIVIDEND

To declare dividend @30% i.e. Rs. 1.50 per equity share of Rs. 5/- each for the year ended 31st March, 2018.

ITEM NO. 3 – APPOINTMENT OF MR. JAWAHAR LAL OSWAL AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Jawahar Lal Oswal (DIN: 00463866), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO. 4 - APPOINTMENT OF MR. KAMAL OSWAL AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Kamal Oswal (DIN: 00493213), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**ITEM NO. 5 – TO APPROVE THE PAYMENT OF REMUNERATION TO MR. DINESH OSWAL, MANAGING DIRECTOR, AS APPROVED BY THE CENTRAL GOVERNMENT**

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

197(1) and other applicable provisions, if any, of the Companies Act, 2013 read with 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 be and is hereby accorded for the payment of Minimum Remuneration to Mr. Dinesh Oswal, Managing Director of the Company (DIN: 00607290) as approved by the Ministry of Corporate Affairs vide their letter no. SRN G41287038/1/2017 - CL-VII dated 26.12.2017 for three calendar years commencing from January 1, 2017 to December 31, 2019 as per details hereunder:

- A. **Salary (Scale):** Rs. 20,00,000-2,00,000-24,00,000 per month.
- B. **Perquisites:** Following perquisites shall be allowed in addition to salary:
 1. **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.
 2. **Gratuity:** Gratuity payable shall not exceed half month's salary for each completed year of service.
 3. **Leave Encashment:** Encashment of leave at the end of the tenure, as per rules of the Company.
 4. **Reimbursement of Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred in the course of Company's business.”

“**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. 6 - TO DETERMINE THE FEES FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE

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

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), upon receipt of a request from a member for



delivery of any document through a particular mode, an amount of Rs. 100/- (Rupees One Hundred Only) or estimated expenses whichever is more, for each such document, be levied as and by way of fees for sending the document to him/her in the desired particular mode.”

“**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member at least 10 days in advance to the Company, before dispatch of such document and in absence thereof, no such request will be entertained.”

ITEM NO. 7 – TO APPROVE CONTINUATION OF HOLDING OF OFFICE AS NON-EXECUTIVE DIRECTOR BY MR. JAWAHAR LAL OSWAL (DIN: 00463866), 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 Non-Executive Director of the Company by Mr. Jawahar Lal Oswal (DIN: 00463866), upon attaining the age of 75 years on 1st October, 2018”.

“**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. 8 – TO APPROVE CONTINUATION OF HOLDING OF OFFICE AS INDEPENDENT DIRECTOR BY PROF. KANWAR SAIN MAINI (DIN: 00454686), WHO HAS ATTAINED 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 Prof. Kanwar Sain Maini (DIN: 00454686), who has attained the age of 75 years, upto the expiry of his present term of office up to September 25, 2020.”

“**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.”

DATE: 29TH AUGUST, 2018 BY ORDER OF THE BOARD

Regd. Office

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

CIN: L45202PB2006PLC029968

E-mail: secncfs@owmnaahar.com

**ANJALI MODGIL
(COMPANY SECRETARY)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



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. A Route Map to reach the venue of the Annual General Meeting, including prominent land mark for easy location, has been provided at the end of the Annual Report.
5. The Register of Members and Share Transfer Register of the Company shall remain closed from 12th September, 2018 to 14th September, 2018 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2018.
6. 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, whose names shall appear in Register of Members as on 11th September, 2018 or Register of Beneficial Owners, maintained by the Depositories at the close of 11th September, 2018.
7. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2009-10 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2010-11 is to be transferred to Investor Education and Protection Fund in November, 2018. Shareholders who have not encashed their dividend warrants relating to said period are requested to claim the amount from the Company at the earliest.
8. 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/nahar_cf/pdf/ListofShareholders2008-09.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.
9. 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://iepf.gov.in/IEPFA/refund.html> or contact the Company for lodging claim for refund of shares and / or dividend from the IEPF Authority.
10. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Jawahar Lal Oswal and Mr. Kamal Oswal, 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 recommend their respective re-appointments.
11. The SEBI vide its Gazetted Notification dated June 08, 2018 amended the Regulation 40 (1) (b) of SEBI (LODR) Regulations, 2015 whereby it has been provided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with the Depository. The said amendment shall come into force on the one hundred and eightieth day from the date of publication in the Official Gazette. In view of the above, members are hereby informed that effective from 5th December, 2018, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a Depository. Hence, all members, who are holding equity shares in physical form, are requested to go in for dematerialization of securities at the earliest.
12. 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.
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away vide Notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 26, 2017.
 14. The documents referred to in Explanatory Statement are open for inspection at the Registered Office of the Company on any working day (except Saturday and Holiday) between 10:00 A.M. to 12:00 Noon upto the date of Annual General Meeting.
 15. Shareholders are requested to update their e-mail address with their Depository Participants / Company to enable the Company to send communications electronically.
 16. Electronic copy of the Annual Report for the year 2017-2018 is being sent to all the members whose email Ids are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
 17. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
 18. Members seeking any information with regard to Annual Accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the relevant information ready.
 19. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13).
 20. The information required to be provided under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be re-appointed, is given hereto and form part of the Notice.
 21. 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) before 11th September, 2018. 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, 1E/13, Jhandewalan Extension, New Delhi-110055.
 22. The Register under Section 189 (4) of the Companies Act, 2013 shall be produced at the commencement of the Meeting and shall remain open and accessible during the continuance of the Meeting.
 23. In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility to members for voting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.
 24. Notice of the 13th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website i.e. www.ownahar.com. The above said Notice will also be available on the website of CDSL i.e. www.cdslindia.com.
 25. The facility for voting via ballot or polling paper shall also be made available at the meeting and the members



attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

26. The members who have casted their vote by remote e-voting prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.

27. Instructions for shareholders voting through electronic mode are as under:

- (i) The voting period begins on 25th September, 2018 (9:00 a.m.) and ends on 27th September, 2018 (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 21st September, 2018, 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 venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 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 the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Address Slip as provided with Annual Report. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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).

(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 to be also 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. 180822007 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 a 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodian

- 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 as Corporates.
- 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.
- (xxi) 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 21st September, 2018 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxiii) 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
0161-2600701-2600705
secncfs@owmnahar.com

Other instructions:

28. 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.
29. Mr. P.S. Bathla, Practising Company Secretary (Membership No. FCS 4391), will act as a Scrutinizer to the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process).
30. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and



make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Chairman of the Company.

31. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.owmnaahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
32. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 13th Annual General Meeting i.e. 28th September, 2018.
33. A person who is not a Member as on the cut off date i.e. 21st September, 2018 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 8 of the accompanying Notice:

ITEM NO. 5

The Shareholders at their Meeting held on 30th September, 2016 approved the re-appointment of Mr. Dinesh Oswal as Managing Director of the Company for a further period of five years w.e.f. 1st January, 2017 at such remuneration as specified in the Resolution and approved by them at their above said Meeting.

However, due to expected inadequacy of profits, the Company made an application to the Central Government, Ministry of Corporate Affairs under Section 197 of the Companies Act, 2013 seeking approval for payment of remuneration to Mr. Dinesh Oswal as approved by Shareholders. The Central Government, Ministry of Corporate Affairs, vide their letter SRN G41287038/1/2017-CL-VII dated 26th December, 2017, gave the approval for payment of remuneration to Mr. Dinesh Oswal, Managing Director from 1st January, 2017 for a period of three years i.e. upto 31st December, 2019 as per details hereunder:

"A total remuneration of Rs. 7,99,73,000/- (Rupees Seven Crores Ninety Nine Lakhs and Seventy Three Thousand only) for the Calendar year 2017, Rs. 9,19,69,000/- (Rupees

Nine Crores Nineteen Lakhs and Sixty Nine Thousand Only) for the Calendar Year 2018 and Rs. 10,57,64,000/- (Rupees Ten Crores Fifty Seven Lakhs and Sixty Four Thousand only) for the Calendar year 2019 which he may draw either from M/s. Nahar Spinning Mills Limited or from M/s. Nahar Capital and Financial Services Limited or partly from the first and remaining from the second company."

The total remuneration as mentioned in the Central Government's letter dated 26th December, 2017 is subject to the approval of the company in General Meeting as required by Section 197 (1) of the Companies Act, 2013 unless the same has already been approved by the company in General Meeting. The Nomination and Remuneration Committee and Board have already taken note of the above said Central Government's approval.

Accordingly, the Company seeks your approval for payment of Minimum Remuneration to Mr. Dinesh Oswal as approved by Central Government, Ministry of Corporate Affairs, New Delhi.

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

Mr. Dinesh Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Jawahar Lal Oswal (Chairman) and Mr. Kamal Oswal (Director), 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.

ITEM NO. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by Post or by Registered post or by Speed post or by Courier or by delivering at his/her office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him/her through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode and the fees needs to be determined at the Annual General



Meeting as per the provisions of Companies Act, 2013. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

ITEM NO. 7

Mr. Jawahar Lal Oswal is being appointed as a Non-executive Director of the Company vide Item No. 3 of the accompanying Notice under the provisions of Section 152 of the Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which will be effective from 1st April, 2019, 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.

Mr. Jawahar Lal Oswal is 74 years of age and will attain the age of 75 years on 1st October, 2018. He is Chairman and Non-Executive Promoter Director of the Company. He holds a Bachelor's Degree in Commerce. He has more than 54 years of experience in the textile and woollen industry and he is in association with the Company since year 2006. He is an eminent industrialist. His leadership qualities, expertise and experience have enabled the Company to achieve new milestones. He has been awarded the 'Punjab Ratan' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals, the 'Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the 'LMA-Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the 'Achievers of the North' by the Economic Times in 2013.

Having regard to his vast knowledge and expertise, the Nomination and Remuneration Committee has recommended his continuation on the Board as a Non-Executive 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 a Non-Executive Director.

In view of above, the Company seeks consent of the members by way of Special Resolution for continuation of holding of present office by Mr. Jawahar Lal Oswal as Non-executive Director after attaining the age of 75 years.

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

Mr. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Dinesh Oswal (Managing Director) and Mr. Kamal Oswal (Director), being relatives of Mr. Jawahar Lal 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. Mr. Jawahar Lal Oswal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Brief resume of Mr. Jawahar Lal Oswal, 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 at the end of this Notice.

ITEM NO. 8

Prof. K.S. Maini was re-appointed as an Independent Director of the Company on 26.09.2017 to hold office for 3 (three) consecutive years for a second term up to September 25, 2020 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 as notified on 9th May, 2018 which will be effective from 1st April, 2019, 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.



Prof. Kanwar Sain Maini is 79 years of age. He is Post Graduate in Commerce. He is an eminent educationist and having more than 36 years of experience in teaching Management and Administration. He retired as Head of Commerce Department (Post Graduate), Govt. College, Ludhiana. He is Co-Author of many books of Book Keeping & Accountancy and Business Statistics. 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 Prof. K.S. Maini 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, 2020.

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

Except Prof. K.S. Maini, 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. Prof. Kanwar Sain Maini does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Brief resume of Prof. K. S. Maini, 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 at the end of this Notice.

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. Jawahar Lal Oswal
Age	74 Years
Qualification	Graduate
Expertise	Having more than 54 years experience in Textile and Woollen Industry

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Jawahar Lal Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2018:

Directorship of Board

Sr.No.	Name of the Company	Status
1	Monte Carlo Fashions Limited	Chairman-cum Managing Director
2	Nahar Spinning Mills Limited	Chairman
3	Nahar Poly Films Limited	Chairman
4	Nahar Industrial Enterprises Limited	Chairman

Chairmanship of Board Committees: NIL

Membership of Board Committees: NIL

Shareholding in the Company: NIL

Disclosure of relationship between Directors inter-se:

Mr. Jawahar Lal Oswal is father of Mr. Kamal Oswal and Mr. Dinesh Oswal. Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers.

2. Name	Mr. Kamal Oswal
Age	56 Years
Qualification	B.Com.
Expertise	Having more than 36 years experience in Textile and Woollen Industry



Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Kamal Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2018:

Directorship of Board:

Sr.No.	Name of the Company	Status
1	Nahar Spinning Mills Limited	Director
2	Nahar Poly Films Limited	Director
3	Nahar Industrial Enterprises Limited	Vice Chairman cum Managing Director

Chairmanship of Board Committees: NIL

Membership of Board Committees:

Sr.No.	Name of the Company	Committee
1	Nahar Industrial Enterprises Limited	Stakeholder's Relationship Committee

Shareholding in the Company: NIL

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

3. Name	Prof. Kanwar Sain Maini
Age	79 Years
Qualification	M.Com.
Expertise	Having more than 36 years experience in Teaching Management and Administration

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Prof. Kanwar Sain Maini holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2018:

Directorship of Board:

Sr.No.	Name of the Company	Status
1.	Nahar Spinning Mills Limited	Independent Director

Chairmanship of Board Committees:

Sr.No.	Name of the Company	Committee
1.	Nahar Spinning Mills Limited	Audit Committee

Membership of Board Committees: NIL

Shareholding in the Company: NIL

Disclosure of relationship between Directors inter-se: NIL

BY ORDER OF THE BOARD

ANJALI MODGIL

(COMPANY SECRETARY)

DATE: 29TH AUGUST, 2018

Regd. Office: 375, Industrial Area-A,
Ludhiana-141003

CIN: L45202PB2006PLC029968

E-mail: secncfs@owmnaahar.com